

**CONSTITUTION
OF
HOE TONGA WAKA AMA ASSOCIATION
INCORPORATED**



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CONSTITUTION OF HOE TONGA WAKA AMA ASSOCIATION INCORPORATED

SECTION ONE: CORE PROVISIONS

1 Name and Region

- 1.1 The name of the Society is Hoe Tonga Waka Ama Association Incorporated also commonly referred to as Hoe Tonga or Waka Ama Wellington.
- 1.2 In this Constitution the Society is referred to as Hoe Tonga.
- 1.3 Hoe Tonga has been established to assist and implement the objects of Waka Ama NZ within the Region.

2 Registered Office

- 2.1 The registered office of Hoe Tonga shall be at such place as determined by the Board.

3 Definitions and Interpretation

- 3.1 In this Constitution:

Affiliated Individuals means people who are members of Members and who are currently recorded as affiliated individuals on the Waka Ama NZ database;

Affiliation Fee means the fee as determined by the Board as set out in Rule 14.2;

Annual General Meeting or **AGM**; **General Meeting**; and **Special General Meeting** or **SGM** all mean as set out in Rule 11;

Board Member means as outlined in Rule 10;

Board means the Board of Hoe Tonga;

Chair means the chair of the Board;

Financial Year means as outlined in Rule 14.1;

Member means a Member of Hoe Tonga under Rule 7.1;

Objects means the objects of Hoe Tonga set out in Rule 4.1;

Ordinary Resolution means a resolution requiring a simple majority of valid votes for approval;

Postal Vote means a vote made and transmitted by post, email, electronic or other method of communication as determined by the Board in each case;

Region means the geographical area as determined by Waka Ama NZ to be the region represented by Hoe Tonga and within which the primary base of activities of Hoe Tonga is located and is at the date of adoption of this Constitution the lower North Island of New Zealand. This comprises the following sub-areas: Wellington, Horowhenua, Manawatu, Wairarapa and Whanganui.

Rules means the rules in this Constitution or rules made pursuant to powers granted by it;

Special Resolution means a resolution requiring a two thirds majority of valid votes for approval;

Waka Ama means the sport and culture of Waka Ama also known in other parts of the world as Outrigger Canoeing, Va'a, Oe Vaka and Wa'a;

Waka Ama NZ means Nga Kaihoe O Aotearoa (Waka Ama New Zealand) Incorporated, the National Body for Waka Ama in New Zealand;

Values means the values of Hoe Tonga as set out in Rule 4.3.

3.2 In this Constitution the following interpretations apply:

- a. The plural includes the singular and vice versa;
- b. Any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. References to a person includes an individual, incorporated body, partnership, joint venture, association, Marae committee, iwi, trust, national and local government and territorial authority and any other unincorporated group or entity; and
- d. Any approval, decision, requirement or action by Hoe Tonga refers to an approval, decision, requirement or action of the Board (and/or as appropriate to such persons to whom the Board has delegated the authority to exercise such power).

4 Objects and Values

4.1 The Objects of Hoe Tonga are to:

- a. Be affiliated to Waka Ama NZ as its member for the Region;
- b. Lead the development, practice and promotion of Waka Ama within the Region and to do so in a manner that is consistent with the requirements of Waka Ama NZ;
- c. Seek inclusion of Waka Ama in regional sport events and to have representation at such events;
- d. Promote opportunities and facilities for participation, enjoyment and performance of members in Waka Ama and to assist members to provide similar benefits for their members;
- e. Educate those involved in Waka Ama (primarily) but also the general public about the Values of Waka Ama; the importance of water safety; and the unique culture of Waka Ama.
- f. Promote, develop and coordinate competitions for all Waka Ama related activities in the Region and to assist Waka Ama NZ with the same nationally and Members with the same locally;
- g. Establish and enforce regulations for Waka Ama racing competitions within the Region in a manner consistent with the requirements of Waka Ama NZ;
- h. Establish and enforce regulations for the selection of individuals and teams representing Hoe Tonga and/or the Region;
- i. Support regional, national and international Waka Ama competitions in association with and as directed by Waka Ama NZ; and
- j. Support the development of Members, including the relevant training, education and development of their members, including officials, coaches, team managers and volunteers.

4.2 Hoe Tonga shall pursue its Objects in a way that

- a. Demonstrates, maintains and promotes our Values;

- b. Creates and fosters friendship among the people who practice the sport of Waka Ama regardless of culture, religion, political affiliation, age or gender;
- c. Promotes the well-being, health and safety of all paddlers and others involved in our sport;
- d. Fosters and maintains the principles of the Treaty of Waitangi.

4.3 The Values of Hoe Tonga are:

- a. Manaaki: Showing kindness - We value inclusiveness, behaving positively and acting in a spirit of generosity and fair play. This means sharing resources and making a genuine effort to help each other.
- b. Hauora: Wellbeing - We value the wellbeing of all waka ama participants as members of a larger paddling community that shows respect for people, equipment and the environment.
- c. Pono: Acting with Integrity - We value having a professional approach, being open about the way we make decisions and behave, being accountable and having sound consultation processes.

5 Status

5.1 Hoe Tonga is:

- a. Incorporated;
- b. The regional association for Waka Ama and related activities in the Region;
- c. Bound by, and must observe the rules of Waka Ama NZ.

6 Powers

6.1 Hoe Tonga has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects and the objects of Waka Ama NZ. By way of example of some specific powers, but not by limitation, Hoe Tonga has power to:

- a. Acquire, obtain or in any way receive the benefit of any property and to deal with property in any way;
- b. Acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of Hoe Tonga in, through or with them;
- c. Control and raise money, including borrow, invest, loan or advance monies and secure the payment of such money by way of security obtained over the property of others or given over all or part of its property and give or receive the benefit of guarantees;
- d. Determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;
- e. Produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
- f. Determine who are its Members and others involved in Hoe Tonga and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits on any terms;
- g. Determine the methods and structures to deliver regional and local benefits and to obtain national, regional and local coverage;

- h. Assist Waka Ama NZ to establish and maintain a drug and dope testing programme in accordance with the applicable requirements of the World Anti-Doping Code, Drug Free Sport New Zealand and the International Va'a Federation;
 - i. Make, alter, rescind and enforce by-laws, regulations, policies, charters and procedures of every type and subject matter for the governance, management and operation of the affairs of Hoe Tonga and those involved (or seeking to be involved) in it;
 - j. Determine, implement and enforce disciplinary, disputes and appeal procedures and including to make decisions and conduct hearings and impose sanctions and penalties and to refer matters to Waka Ama NZ;
 - k. Engage and dismiss employees and contractors and put in place agreements with them;
 - l. Delegate powers of Hoe Tonga to any person, committee or sub-committees (the composition of which is not limited to persons involved in Members) and for that purpose to establish, fund and set the terms of reference and structure;
 - m. Contract, engage or otherwise make any arrangements with any person to fulfil the Objects of Hoe Tonga;
 - n. Produce, publish and distribute any communications, newsletters or publications; and
 - o. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.
- 6.2 The powers of Hoe Tonga must never be exercised in a manner which is contrary to this Hoe Tonga Constitution or the Constitution of Waka Ama NZ.

SECTION TWO: MEMBERS

7 Members

- 7.1 The Members of Hoe Tonga are local Waka Ama clubs which:
- a. Are incorporated (for example, but not limited to a society incorporated under the Incorporated Societies Act);
 - b. Resides or have the primary base of their activities located within the Region;
 - c. Have paid the required Affiliation Fee to Hoe Tonga within the period required by Hoe Tonga;
 - d. Conduct their activities in compliance with the Rules of Hoe Tonga and Waka Ama NZ;
 - e. Are not suspended or expelled under Rule 8; and
 - f. Have not fewer than 15 Affiliated Individuals as members.
- 7.2 Any dispute about membership is determined by Hoe Tonga.
- 7.3 Affiliated Individuals are not Members but may have benefits attached to that status as may be determined by the Board (for example such status may, if determined by the Board, be a pre-condition to eligibility to compete in events or for selection to represent Hoe Tonga).

8 Rights and Obligations of Members

- 8.1 The benefits and obligations of a Member are determined by Hoe Tonga or by this Constitution (for example for voting rights see Rule 13). All Members:
- a. Are bound by this Constitution and by all regulations, by-laws, policies, charters and procedures of Hoe Tonga and by decisions made by Hoe Tonga; and
 - b. Must promote and support the Objects and the activities of Hoe Tonga; and
 - c. Must not do anything that is detrimental to or inconsistent with the Objects or brings discredit to Hoe Tonga, its Members or the Board
- 8.2 Hoe Tonga shall keep and maintain a register of Members including the full name, address and date of entry of each Member.
- 8.3 A Member ceases to be a Member:
- a. By written resignation addressed to Hoe Tonga;
 - b. By liquidation or dissolution;
 - c. By failure to meet the requirements of membership for a period of 3 months after any such obligation (for example payment of Affiliation Fee) is due;
 - d. Subject to Rules 8.4, 8.5 and 8.6, during the term of any suspension or expulsion;

- 8.4 If at any time a Member in the opinion of the Board, has breached any Rule in this Constitution or has acted contrary to any other requirement of Hoe Tonga referred to in Rule 8.1, the Board must first notify the Member and endeavour to address the issue with the Member but if the matter is not resolved then the Board may give notice in writing to the Member that the Member take actions as required by the Board to cease or remedy the situation and/or that the Member respond with reasons as to why it should not be suspended from Membership.
- 8.5 Before deciding to suspend a Member, the Board must give the Member a reasonable opportunity to be heard and must take into account any oral and/or written submissions received from the Member. Upon suspension the Member is suspended from membership of Hoe Tonga for such period and on such other conditions as determined by the Board.
- 8.6 A Member can be expelled but only by Special Resolution of a General Meeting where the issue of expulsion for that Member has been notified as a separate item of business.

9 Regional and Local Accountability

- 9.1 The Objects of Hoe Tonga shall be assisted and implemented locally by the operations of Members.
- 9.2 Each Member shall operate in its local area in a manner that is consistent with the requirements of Hoe Tonga.
- 9.3 Hoe Tonga reports to and is accountable for its performance to both its Members and to the Board of Waka Ama NZ.
- 9.4 Each Member reports to and is accountable for its performance to both the Board of Hoe Tonga and its members.

SECTION THREE: GOVERNANCE

10 Board

- 10.1 The governance of Hoe Tonga and the exercise of all powers of Hoe Tonga (except those that are restricted by this Constitution) are delegated without further restriction, to be undertaken by the Board which may then delegate to others under Rule 6.
- 10.2 The role and responsibilities of the Board shall be to provide good governance to Hoe Tonga including the following (and any other matters covered by any policies set by the Board):
- a. Ensuring that Hoe Tonga has a strategic plan and that it is consistent with the strategic plan of Waka Ama NZ (as applicable);
 - b. Monitoring and reviewing the performance of Hoe Tonga against its strategic plan;
 - c. Creating, reviewing and approving the business plans and financial budgets;
 - d. Monitoring Hoe Tonga's performance against business plans and financial budgets;
 - e. Approving annual financial statements;
 - f. Addressing the ongoing viability and sustainability of Hoe Tonga;
 - g. Monitoring regulatory compliance for Hoe Tonga;
 - h. Establishing, reviewing, monitoring and amending policies for the good governance and guidance of Hoe Tonga;
 - i. Fostering interaction and communication across those involved in or with Hoe Tonga and those involved in or with Waka Ama NZ;
 - j. Appointing, monitoring and reviewing the performance and payment (if any) for Hoe Tonga employees (if any);
 - k. Adopting and communicating a continual best practice performance culture and supporting programmes across the Region;
 - l. Having full insight and understanding of all significant transactions across Hoe Tonga;
 - m. Holding meetings with members no less than once per annum.
- 10.3 The Board comprises of at least 4 and no more than 7 members. There shall be no fewer than 3 elected members, and a maximum of two appointed members.
- 10.4 The elected Board members shall be elected as determined by the Members from two choices, being either a Postal Vote prior to the AGM or a secret ballot conducted at the AGM and in each case the results announced at the AGM, or following any election under Rule 10.8. In the event of a tie for any position, a tie breaker ballot shall be held by those present at the AGM and eligible to vote regardless of whether the tied vote occurred in a Postal Vote.
- 10.5 To be eligible for election as a Board member:
- a. The candidates for election must be nominated in writing by a Member and such nomination must have a brief written personal statement from the nominee as required by Rule 13.6.
 - b. Candidates for election do not have to be a member of the Member who nominated them;
 - c. If the candidate is not present at the AGM or SGM, he/she must give written notice to Hoe Tonga of their willingness to accept the nomination; and

- d. The nominations and the material in Rule 10.5 must be received by Hoe Tonga not less than 40 days before the date set for the AGM (or an SGM).
 - e. Nominations must be notified to Members by such means as determined by the Board as for General Meeting notices (see Rule 12).
- 10.6 The appointed Board members shall be appointed by a committee comprising the elected Board members and an additional person nominated by Waka Ama New Zealand. This committee shall decide on the process for appointment.
- 10.7 At the first AGM following adoption of this Constitution and at every second AGM after that, two Board Members shall retire from the Board. Subject to this Rule 10.6 the persons to retire shall be those who have been longest on the Board from the date of their most recent appointment to the Board and in the case of persons appointed on the same day then as agreed between them or if they do not agree then by lot between them. A retiring Board member is eligible for re-appointment but no Board member can serve more than 8 consecutive years on the Board. A person who has vacated their Board membership to cause the vacancy in Rules 10.8b is deemed to be a person retiring by rotation at the next AGM at which Board members are due to retire.
- 10.8 A Board member is deemed to have vacated the Board upon:
- a. Being adjudicated Bankrupt;
 - b. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - c. Resigning or retiring from the Board or their term of appointment expiring;
 - d. Being convicted of a criminal offence or being sentenced to imprisonment;
 - e. Dying;
 - f. Failing to attend 3 consecutive Board meetings; or
 - g. Where a Board member has in the opinion of the other Board members failed on more than one occasion to properly comply with their responsibilities as a Board member (by way of example such failures may include but are not limited to: bad behaviour, breach of Board confidentiality, lack of preparation for Board meetings and failure to disclose conflicts of interest) and all the other Board members vote in favour of a motion for removal of the Board member from the Board.
- 10.9 If any vacancy arises on the Board other than by rotation under Rule 10.6, and
- a. The vacancy occurs less than 6 months after the last AGM, a new Board member shall be elected as soon as reasonably possible in accordance with clause 10.4 (as applicable) to fill the vacant position; or
 - b. The vacancy occurs 6 months or more after the last AGM the Board shall carry on with a lesser number of Board members until the next AGM at which a new Board member shall be elected to fill the vacant position.

10.10 The Board shall elect a chair from among its Board members. The chair shall be the chairperson of the General Meetings of the Board and in the Chair's absence one of the other Board members shall do so.

10.11 The quorum for a Board meeting is 3 Board members.

10.12 The Board shall determine its own rules for its meetings in a policy adopted by the Board which shall include that:

- a. There must be at least 4 Board meetings each year;
- b. Board meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- c. A resolution in writing signed or consented to by email, facsimile or other forms of electronic communication by all Board members is as effective as a resolution passed at a meeting;
- d. A Board meeting may be called by the Chair or by request of 2 Board members;
- e. Decisions shall be by Ordinary Resolution (unless otherwise required by these Rules) by voice or if requested by the chairperson by show of hands and if requested by any Board member by secret ballot;
- f. Each Board member has one vote and the chairperson shall have an additional casting vote in the event of a tied vote;
- g. The Board shall ensure minutes are kept of all Board meetings; and
- h. The Board must maintain an interests register where each Board member must record at least annually (and more regularly whenever they arise) any conflict of interest.

10.13 The role and expectations that Hoe Tonga has of a Board member shall be set out in a Board policy. Such policy shall include any additional criteria for eligibility to be a Board member.

10.14 The Board shall periodically review all Board policies.

SECTION FOUR: GENERAL MEETINGS; ELECTIONS AND VOTING

11 General Meetings

11.1 A General Meeting of Hoe Tonga shall be either the AGM or a SGM. All Member Clubs are eligible to attend a General Meeting which shall be held at a place and at a date and time as determined by the Board. Members can be represented by up to two delegates present or can grant a proxy to a person attending. The names of delegates and other attendees must be notified in advance if so required by Hoe Tonga. A Board member cannot be a delegate of a Member and cannot hold a proxy.

11.2 The AGM shall be held once every year and no later than the expiration of four months after the end of the Financial Year.

11.3 The AGM shall consider the following business:

- a. The Board's Annual Report, including the annual Financial Report;
- b. The Statement of Accounts;

- c. Elections, if applicable;
 - d. Any other business that is properly notified by the Board or a Member to the Board as an item of business for the AGM.
- 11.4 SGM's may be called by the Board. The Board must call a SGM within 30 days of receiving a written request setting out the reasons for the SGM from not fewer than 3 Members. The SGM shall only consider the items of business for which the SGM has been called.
- 11.5 The quorum for a General Meeting shall be 50% of Member Clubs (by a delegate attending in person or by the Member granting a proxy to a person attending) provided that if a quorum is not achieved within half an hour the meeting shall be adjourned to another day, time and place and shall be notified to all persons who are to be given notice under Rule 12. If no quorum is present at the start of the re-convened meeting then the Members attending are deemed to constitute a valid quorum for the AGM but not for a SGM.
- 11.6 All General Meetings shall be chaired by the chairperson.
- 11.7 All Members are entitled to speak at a General Meeting through their Member delegates. In addition those persons who are not delegates may also speak if they are a Board member or if agreed either prior to the General Meeting by the Board, or at the General Meeting by the chairperson of the General Meeting;
- 11.8 Any other matters not provided for that occur at or in relation to a General Meeting shall be determined in such manner or by such process as required by the chairperson of the General Meeting.
- 11.9 The Board shall ensure that minutes are kept of each General Meeting.
- 11.10 Any irregularity, error or omission in notices, agendas and relevant papers for the General Meeting or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of the General Meeting shall not invalidate nor prevent the General Meeting from proceeding provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the General Meeting and such motion is passed by Special Resolution.

12 Notices for General Meetings

- 12.1 Notices and other items referred to in this Rule 12 in relation to a General Meeting must be given to all Members, Board Members and such other persons as determined by the Board.
- 12.2 The notice of the date, time and place of a General Meeting must be given:
- a. For the AGM not less than 60 days prior to the date of the AGM; and
 - b. For an SGM not less than 30 days prior to the date of the SGM.
- 12.3 The agenda for a General Meeting and the documents referred to in, or determined by the Board to be necessary for consideration of the items of business at the General Meeting (including information referred to in Rule 13.6) must be given:
- a. For the AGM not less than 30 days prior to the date of the AGM; and
 - b. For a SGM not less than 25 days prior to the date of the SGM.

- 12.4 Any notice to be given by Hoe Tonga in relation to a General Meeting may be given by such means (including but not limited to post, email, notification on a website or by any other means) as determined by the Board.

13 Elections and Voting

- 13.1 Members are entitled to vote on all items of business at a General Meeting for which a vote is called and are entitled to vote on the election of Board members. Each Member shall have one vote.
- 13.2 Members are entitled to exercise their vote:
- a. In person via their delegates at a General Meeting (but not where another form of vote is required under Rule 13.2 b); or
 - b. Where a Postal Vote is required by these Rules or is allowed by the Board, then by Postal Vote in accordance with such requirements as may be set out in this Constitution and/or in a policy adopted by the Board; or
 - c. By proxy which must comply with the requirements set by the Board.
- 13.3 Voting at a General Meeting except for elections (which shall be by Postal Vote or by secret ballot) shall generally be conducted by voices or by show of hands as determined by the chairperson of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 13.4 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.
- 13.5 In the event of an equality of votes at a General Meeting, the chairperson of the meeting shall have a casting vote.
- 13.6 Any person nominated under Rule 10.4 for election as a Board member must forward (or their nominator must forward) to the Board at least 40 days prior to the AGM a brief written personal statement about themselves and their reasons for seeking election.
- 13.7 The Board shall adopt a policy to regulate the Postal Vote and proxy process and such processes must be notified to Members at or prior to the issue of Postal Voting or proxy instructions.

SECTION FIVE: OTHER

14 Finance

- 14.1 The financial year shall commence on the first day of July and end on the last day of June the following year.
- 14.2 The Board may require Members to pay an annual Affiliation Fee determined by the Board.
- 14.3 The Board must keep proper records of Hoe Tonga's financial transactions and must prepare the annual statements of account in the form required by the Board for notification to Members (and others as determined by the Board) in accordance with Rule 12.
- 14.4 The Board must adopt and implement appropriate policies as determined by it for management of Hoe Tonga's finances.
- 14.5 The Board must prepare income and expenditure budgets for Hoe Tonga.
- 14.6 Hoe Tonga's funds shall be invested in such manner as determined by the Board.
- 14.7 The Board shall ensure that Hoe Tonga files its annual statements with the Registrar of Incorporated Societies and/or Charities Commission (as applicable).

15 Common Seal

- 15.1 Hoe Tonga must have a common seal which shall be kept in the custody of the Chair or such other person as appointed by the Board. The common seal shall only be used as directed by the Board and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the Chair and another Board member.

16 Alteration to Rules

- 16.1 Subject to Rule 16.3 these Rules can be changed by Special Resolution at a General Meeting.
- 16.2 Notice of any proposed change of Rules must be given by the Committee or by a Member in writing to the Committee at least 45 days before the General Meeting at which it is intended to propose such change.
- 16.3 No change to the Objects (Rule 4), prohibition of personal benefit (Rule 19) or the winding up or dissolution Rules (Rule 18) shall be approved if it would have the effect of causing Hoe Tonga to cease to retain its preferential tax status under New Zealand Law (including Section CW 46 of the Income Tax Act 2007 or any replacement of it).

17 Disputes

- 17.1 The Board may (but is not required to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely resolution of disputes that:
 - a. Arise between Members; and
 - b. Involve an important activity or responsibility of Hoe Tonga; and
 - c. The Board considers in its discretion that the matter is of such importance or is causing such a level of disruption to Members or to the activities of Hoe Tonga that it must be addressed.

- 17.2 If provided for in the Dispute Policy of Waka Ama NZ a Member who is a party to one of the following disputes may appeal to Waka Ama NZ:
- a. A dispute between Members that has been determined by a decision of Hoe Tonga;
 - b. A decision by Hoe Tonga that the Member wishes to dispute.
- 17.3 The appellant must comply with the Dispute Policies (if any) of both Hoe Tonga and Waka Ama NZ and must pay any fee as required in such policy/ies (if any). Any decision of Waka Ama NZ is final and binding and is not subject to any further right of appeal.

18 Winding Up or Dissolution

- 18.1 Hoe Tonga must be wound up or dissolved if, at a General Meeting a Special Resolution is passed requiring Hoe Tonga to be wound up or dissolved and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and held not earlier than 60 days nor later than 90 days after the date on which the original resolution was passed.
- 18.2 If, upon the winding up or dissolution of Hoe Tonga, there remains after the satisfaction of all Hoe Tonga debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more not for profit organisations having objects similar to the Objects or to some other charitable organisation or purpose within New Zealand provided that in every such case the recipient has either the same preferential tax status referred to in Rule 16.3 or is charitable under New Zealand Law.

19 Prohibition of Personal Benefit

- 19.1 All income, benefit or advantage shall be applied to the Objects of Hoe Tonga.
- 19.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by Hoe Tonga in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 19.3 Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.

20 Limitation of Liability and Indemnity

- 20.1 No current or former member of the Hoe Tonga shall have any liability of any nature whatsoever to Hoe Tonga or the Members for any act or omission in their capacity as a Board member except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 20.2 Each current or former member of the Board is hereby indemnified by and out of the assets of Hoe Tonga against:
- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of the Committee excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. Costs incurred by them in any proceeding relating to such liability.
 - c. This Rule is intended to be enforceable by each current or former member of the Board.

21 Transition

- 21.1 The following Rules shall apply to enable transition of How Tonga from the requirements of its previous constitution to the requirements of this Constitution. If any of this Rule 21 is inconsistent with any other Rule in this Constitution then Rule 21 shall apply to the extent of the inconsistency and the other Rule in this Constitution shall not:
- a. All Clubs that were members of Hoe Tonga immediately prior to the date of adoption of this Constitution are (except where any or Rules 7.1a, e, f or g is not then satisfied) deemed to have satisfied the requirements of Rule 7.1 to be Members;
 - b. The Committee members who are in office as at the date of adoption of this Constitution shall remain in office as Board Members until the conclusion of the first AGM (or SGM, whichever comes earlier) following the adoption of this Constitution, at which they shall retire
 - c. The first election of Board members under Rule 10.4 must be conducted by secret ballot at the AGM (or an SGM at an earlier date) and not by Postal Vote.

22 Matters Not Provided For:

- 22.1 If any matter arises in relation to Hoe Tonga that is not provided for in these Rules, the matter shall be dealt with as required by the Board.