

Waka Ama NZ – Constitution changes and amendments

To be read in conjunction with the Markup version of our Waka Ama Constitution. (Attached)

The table below lists all changes proposed in the draft constitution and a rationale for each.

- Changes or sections **highlighted in Green** are those required by the New Incorporated Societies Act
- All Mandatory clauses are listed in the table below. In some cases we required no change as our constitution was already in line.
- **Blue writing** within green highlighted boxes indicates that changes have been proposed in addition to those Mandatory

Proposed Change	
1.1 [MANDATORY CLAUSE: The name of your society is required to be in your constitution – sections 26(1)(a) and 11, Inc Soc Act. The name must end with Incorporated, Inc or Manatōpū.]	Is already included
1.1 Name change	<p>The Board propose that the name of the organisation be Waka Ama Aotearoa NZ</p> <p>1.1 to read : The name of the Society is Waka Ama Aotearoa New Zealand Incorporated also commonly referred to as Waka Ama Aotearoa NZ or WAANZ.</p> <p>This is to formally recognise Aotearoa within the name of our organisation.</p> <p>The name 'Nga Kaihoe o Aotearoa' will no longer be part of our formal name. But will remain an integral part of our organisations' whakapapa.</p> <p>Amend in all subsequent areas of the constitution document</p>
1.2 Add Aotearoa	1.2 to read: In this Constitution the Society is also referred to as Waka Ama Aotearoa New Zealand, Waka Ama Aotearoa NZ, WAANZ.
2.2 Addition	2.2 add: Waka Ama Aotearoa NZ is registered as a charitable entity under the Charities Act 2005.
2.3 Mandatory Clause [MANDATORY CLAUSE: How the contact person(s) will	2.3 add: The Board shall appoint the contact person/s (maximum of three) to be the Contact Person, subject to those persons meeting the criteria

be elected or appointed is required to be in your constitution – sections 26(1)(g) and 113, Inc Soc Act.]	set out in the Act. The Board must advise the Registrar of incorporated Societies of any change in the Contact Person/s details.
3.1 Add	3.1 add : “ Act ” means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act
3.1 replace	3.1 replace “ Board ” means the governing body Board of Waka Ama NZ;
3.1 replace	3.1 replace Objects with Purpose “ Purpose ” means the Purpose of Waka Ama Aotearoa NZ set out in Rule 4.1;
3.1 Delete ‘postal’	Delete Postal to read: 3.1 “ Vote ” means a vote made and transmitted by post, email, electronic or other method of communication as determined by the Board in each case;
4. Replace Objects with Purpose	
4.1 Replace Objects with Purpose and add our purpose	4.1 to read The Purpose of Waka Ama Aotearoa NZ: More whānau experience enhanced well-being, connection, achievement, opportunities and belonging through the culture of waka ama
4.1 b Add as missing from document.	Add : Be the sole national body in Aotearoa New Zealand to promote, develop, foster and administer Waka Ama, mainly as an amateur sport for well-being, benefit and recreation of the general public in Aotearoa New Zealand.
4.1c Add	Add: Lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of Waka Ama Aotearoa NZ and participation in Waka Ama.
4.1e Add word ‘facilitate’	4.1e to read: Seek inclusion of Waka Ama in national and international sporting events and to facilitate representation at such events; and

4.1f rearrange words to prioritise culture and values	<p>Rearrange words in 4.1 to read:</p> <p>Educate those involved in Waka Ama (primarily) and also the general public about the unique culture of Waka Ama, the Values of Waka Ama and the importance of water safety;</p>
4.2 b add	<p>Add 4.2b</p> <p>Honours the ancestral and contemporary connections between Māori and Pasifika peoples</p>
4.2c Add	<p>Add 4.2c</p> <p>Te Tiriti o Waitangi is enacted in all that we do;</p>
4.2e modify for inclusion	<p>Modify 4.2e to read:</p> <p>Creates and fosters friendship among all peoples who participate in Waka Ama.</p>
5.1 modify as per Legal/Sport NZ recommendation	<p>Modify 5.1 to read:</p> <p>Waka Ama Aotearoa NZ has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law</p>
Delete all other points in 5.1 and 5.2 as covered in modified 5.1	
<p>Mandatory</p> <p>[MANDATORY CLAUSE: A requirement that a person/entity must consent to be a member of your society is required to be in your constitution – sections 26(1)(c) and 76, Inc Soc Act.]</p>	<p>6.2</p> <p>Modified so that it reflects current practice:</p> <p>c..has consented to become a member by submitting an application via their Region and Waka Ama Aotearoa NZ</p> <p>add d</p> <p>d..Has been approved as a Member by Waka Ama Aotearoa NZ;</p>
6.2 e Delete – reflecting current process	6.2e delete

6.2g Delete as repeated, already in 6.2f	6.2g delete
6.2i change from 15 to 10 as per new incorporated Society legislation.	6.2i change from 15 to 10
6.3c add 'has applied'	Add to 6.3c to read : 6.3c Has applied and been approved as a Member by the Board;
6.3d replace 'Conducts its activities in compliance with the Rules of Waka Ama NZ;'	Administer, promote, and develop Waka Ama in the Region in accordance with the Purposes, this Constitution, Race rules and any Bylaws of Waka Ama Aotearoa NZ;
7.2 Mandatory Clause [[MANDATORY CLAUSE: The arrangements you have for keeping your society's register of members up to date is required to be in your constitution – sections 26(1)(e) and 79, Inc Soc Act and section 13 IS Regulations.]]	Already exists – no change needed
7.3 Mandatory Clause [MANDATORY CLAUSE: How a person ceases to be a member of your society is required to be in your constitution – section 26(1)(d), Inc Soc Act.]	Already exists – no change needed
8.4 Modify and amend to include CEO Delegate and online to reflect the changes in both technology and Waka Ama Aotearoa NZ staffing since the original constitution was written	8.4 to read : The Board must ensure that each Member Region is visited in person or online at least twice per year by the Chief Executive or their delegate to enable the Member Region to address any issues to Waka Ama Aotearoa NZ.
9.1 Mandatory Clause MANDATORY CLAUSE: The functions and powers of the committee is required to be in your constitution – sections 26(1)(f)(iv) and 46, Inc Soc Act.]	Already exists – no change needed
9.3 [MANDATORY CLAUSE: [Guidance note: The number of members that must or may be on the committee is required to be in your constitution – sections 26(1)(f)(i) and 45, Inc Soc Act.]	We already include a & b and the Board would like to include c & d a. 4 Elected Board Members; and b. 3 Appointed Board Members. c. A minimum of four members must whakapapa Māori d. A minimum of 40% of board members must self-identify as female
9.4 [MANDATORY CLAUSE: The election or appointment of officers is required to be in your constitution – section 26(1)(f)(ii), Inc Soc Act.]	We already include this clause but it has been rewritten so that it reflects the present as current wording reflects 2011. 9.4 to have references to 2011 removed so wording is current also remove Postal. See marked up document.

<p>9.5b Delete</p> <p>Was added in 2011 when constitution was new and we were forming the governance of the organisation</p> <p>The Board are experienced enough to run the process or seek an independent advisor if needed</p>	<p>9.5b – Delete</p>
<p>9.5 re-write paragraph articulating how the appointments panel is made up so that the Chair of the panel is determined by the panel.</p>	<p>9.5 To read :</p> <p>‘The Chair of the Appointments Panel shall be determined by the panel...’</p>
<p>9.7 inclusion upon advice of Sport NZ</p>	<p>Add 9.7</p> <p>Every Board Member must, in writing:</p> <p>(a) consent to be a Board Member; and</p> <p>(b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under the Charities Act 2005.</p>
<p>9.8 Mandatory Clause</p> <p>[MANDATORY CLAUSE: The term of office of officers is required to be in your constitution – section 26(1)(f)(iii), Inc Soc Act.]</p>	<p>This already exists but needed re-writing to remove references to establishment wording from 2011.</p> <p>9.8 also rewritten to ensure continuity of the Board and current elections and appointments to start the next cycle of election and appointment process at the end of 2027</p> <p>Removing the 8 consecutive years on the board clause as unnecessary.</p>
<p>9.9 Mandatory clause</p> <p>[MANDATORY CLAUSE: Grounds for removal from office of officers is required to be in your constitution – sections 26(1)(f)(v) and 50(1)(b), Inc Soc Act.]</p>	<p>Already exist in our constitution – no change required</p>
<p>9.9c Add as legal/Sport NZ per advice</p>	<p>9.9c A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of Act or under section 36B of the Charities Act 2005.</p>
<p>9.9h is a mandatory clause</p> <p>[MANDATORY CLAUSE: Grounds for removal from office of officers is required to be in your constitution – sections 26(1)(f)(v) and 50(1)(b), Inc Soc Act.]</p>	<p>Already exists in our constitution – no change needed</p>
<p>9.11 Mandatory</p> <p>[MANDATORY CLAUSE: How the chair (if any) is elected or appointed is required to be in your constitution – section 26(1)(f)(vi), Inc Soc Act.]</p>	<p>Already exists in our constitution – no change needed</p>
<p>9.12</p>	<p>Already exists in our constitution – no change needed</p>

[MANDATORY CLAUSE: The quorum for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]	
9.13 [MANDATORY CLAUSE: The procedure for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
9.13a [MANDATORY CLAUSE: The procedure for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
9.13e [MANDATORY CLAUSE: The voting procedures for Board Meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
9.13f [MANDATORY CLAUSE: If the Chair has a casting vote if there is an equality of votes, it is mandatory to include this in your constitution – section 26(1)(f)(vi), Inc Soc Act.]	Already exists in our constitution – no change needed
10.2 [MANDATORY CLAUSE: Intervals between AGMs are required to be in your constitution – sections 26(1)(k)(i) and 84, Inc Soc Act.]	Already exists in our constitution Change 4 months to 6 months to allow room for later AGM should that be needed.
10.3 MANDATORY CLAUSE: Information that must be presented at general meetings is required to be in your constitution – sections 26(1)(k)(ii) and 86, Inc Soc Act. Section 86 Inc Soc Act requires the items in sub-clause (b)(i), (ii) and (v) to be presented at each AGM.]	Already exists in our constitution – no change needed
10.4 [MANDATORY CLAUSE: The manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv), Inc Soc Act.]	Already exists in our constitution – no change needed
10.5 [MANDATORY CLAUSE: The quorum for general meetings is required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
10.9 [MANDATORY CLAUSE: When minutes are required to be kept is required to be in your constitution – section 26(1)(k)(iii), Inc Soc Act. A society must ensure minutes of its AGM are kept – section 84(3)(b), Inc Soc Act.]	Already exists in our constitution – no change needed

11.2 [MANDATORY CLAUSE: The manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv), Inc Soc Act. The time within which, and manner in which, notices of general meetings and notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.]	Already exists in our constitution – no change needed
11.3 [MANDATORY CLAUSE: The time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.]	Already exists in our constitution – no change needed
11.5 [MANDATORY CLAUSE: The time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.]	Already exists in our constitution – no change needed
12.1 MANDATORY CLAUSE: The voting procedures of your society is required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
12.2 Remove Postal	Consistent with the rest of the document
12.3 [MANDATORY CLAUSE: The voting procedures of your society are required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]	Already exists in our constitution – only change needed: Remove Postal
12.4 . [MANDATORY CLAUSE: The voting procedures of your society are required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]	Already exists in our constitution – no change needed
12.6 Change President to Board Chair	Consistent with the rest of the document
12.7 [MANDATORY CLAUSE IF PROXIES ARE PERMITTED: If you allow proxy voting, it is mandatory to include procedures for proxies in your constitution – section 26(1)(k)(vii), Inc Soc Act.]	Already exists in our constitution – only change needed: Remove Postal
13.6 [MANDATORY CLAUSE: How the society will control and manage its finances is required to be in your constitution – section 26(1)(h), Inc Soc Act.]	Already exists in our constitution – no change needed
15.1 [MANDATORY CLAUSE: The method by which the constitution may be amended is required to be in	Already exists in our constitution – no change needed

your constitution – sections 26(1)(i), 30 and 31, Inc Soc Act.]	
16 – Add Integrity section – This is to reflect the new changes regarding Anti Doping rules and the new Integrity Sport and Recreation Commission that has been established.	New Section added see – Marked up document - Wording recommended by Sport NZ
17 Disputes [MANDATORY CLAUSE: Procedures for resolving disputes, including providing for how a complaint may be made, are required to be in your constitution – sections 26(1)(j), 38 to 44, Inc Soc Act.]	New Disputes clauses included from Sport NZ recommendations. See marked up document.
18.2 MANDATORY CLAUSE: The nomination of a not-for-profit, or class/description of not-for-profit entities to which surplus assets should be distributed to on a wind-up is required to be in your constitution – section 26(1)(i), Inc Soc Act.]	We have a clause but it needs updating. New 18.2 to read: The surplus assets of Waka Ama Aotearoa NZ, after the payment of all costs, debts and liabilities, must be disposed of to an organisation(s) with charitable status and similar values and purpose or any other not-for-profit entity or entities in New Zealand which are exclusively charitable and which share similar purposes to Waka Ama NZ
19.4 add so that we meet Tax exemption status	This clause is required by the IRD for sports clubs and charities seeking an income tax exemption.
21 Remove as no longer required	Clause referred to the 2011 establishment of this constitution- no longer required.