

# **NEW ZEALAND OUTDOOR INSTRUCTORS ASSOCIATION (INC)**

## **CONSTITUTION**

### **NAME**

- 1.1 The name of the Association shall be "New Zealand Outdoor Instructors Association Incorporated" (hereinafter referred to as The Association).

### **OBJECTS** *The objects of The Association shall be:*

- 2.1 To advance education by:
- Providing the outdoor community with a clear and integrated training and qualifications pathway.
  - Working collaboratively with other members of the outdoor community to ensure that qualifications meet the needs of the outdoor community.
  - Providing ongoing professional development opportunities for outdoor leaders and instructors.
- 2.2 To be beneficial to the community by:
- Developing and promoting standards of outdoor leadership and instructional practice.
  - Providing a Registration scheme that ensures outdoor leaders and instructors are up to date in their knowledge and skills.
  - Provide, through Registration, assurance to those being led in the outdoors of quality, safe experiences.
  - Fostering collaborative relationships within the outdoor community.
  - Working with other members of the outdoor community to ensure that resources are used effectively.
- 2.3 To be beneficial to members by:
- Representing members' interests in the wider outdoor community.
  - Providing support following serious harm incidents.
  - Promoting Registered members to employers and the public.
  - Providing information, technical updates and opportunities for ongoing training.
  - Providing other benefits and services of value to members.

### **RULES**

- 3.1 The Board may from time to time make or change rules consistent with this constitution.
- 3.2 The Board shall keep all members informed of the rules and of any change to the rules.

**MEMBERSHIP** There are the following types of membership:

**REGISTERED MEMBERS**

4.1 Any person may apply to join NZOIA as a Registered Member. Any person who holds a revalidated and registered qualification provided by The Association shall be entitled to Registered Membership.

**ASSOCIATE MEMBERS**

4.2 Any person or organisation may apply to join The Association as an Associate Member.

**AFFILIATED MEMBERS**

4.3 Any organisation may apply to join The Association as an Affiliated Member.

**HONORARY MEMBERS**

4.4 Individuals who have performed outstanding service to The Association or to the interests which The Association serves, may on the recommendation of the Board, be elected to Honorary Membership of The Association at a General Meeting of The Association and shall be exempt from the payment of all fees. Such members shall have all the rights of Registered Members provided that they hold a revalidated and registered NZOIA qualification.

**ALL MEMBERS**

4.5 Membership shall at all times be subject to the clauses related to payment of subscriptions.

4.6 Membership shall at all times be subject to the clauses relating to disciplinary action.

**FEES**

4.7 The fees shall be determined from time to time by General Meetings of The Association.

4.8 The due date for the payment of fees shall be the first day of the financial year or for new members the fees are due on the day of joining The Association.

4.9 The Board may remit all or part of the subscription in the case of hardship, without loss of privileges.

**NON-FINANCIAL MEMBERS**

4.10 Members of any category whose fees are paid shall be deemed financial members. Individuals who have revalidated and registered their NZOIA qualifications are entitled to membership in which case they shall be deemed to be financial members. Except as provided in clause 4.9 all other members shall be deemed non-financial members.

4.11 Non-financial members shall have none of the rights enjoyed by financial members under this Constitution.

4.12 Any member who is non-financial for 3 months shall have their membership terminated by the Board.

**RESIGNATION**

4.13 Any member may resign their membership by giving notice in writing to that effect.

## **ADDRESSES OF MEMBERS**

4.14 Every member shall, on joining The Association supply their address and contact details and shall update or give notice of subsequent changes. All notices sent to the latest email or physical address notified by members shall be considered duly sent.

## **BREACH OF RULES**

5.1 If any member is found on investigation by the Board, and after reasonable opportunity of being heard, to be guilty of a breach of the Constitution or of the rules of The Association or have acted in any manner injurious to The Association or its objects, on a two thirds majority the Board may:-

- a. reprimand them; or
- b. suspend or expel them from The Association.

## **PROFESSIONAL MISCONDUCT**

5.2 If the Board has cause to believe that a member of The Association has:-

- a. wilfully or negligently jeopardised the safety of another member, or a client, or a member of the public; or
- b. defrauded a client; or
- c. committed some other serious breach of professional conduct;  
then the Board shall investigate that misconduct.

5.3 If, on investigation, the Board thinks there is a case to answer, the member shall be given reasonable opportunity to be heard by the Board, and the evidence and charges shall be known to that member.

5.4 If after such hearing the Board, by two thirds majority, shall find the member guilty of the misconduct they may:-

- a. reprimand them; or
- b. suspend any qualifications they may hold through The Association for up to one year;  
or
- c. unregister any qualifications they may hold through The Association; or
- d. expel them from The Association; or
- e. any combination of the above.

5.5 The Board shall be primarily concerned with preventing the recurrence of undesirable incidents rather than with punishment, and maintaining the professional reputation of NZOIA qualifications.

## **APPEAL**

5.6 If any member is found guilty of a breach under Clauses 5.1 or 5.2 they may appeal to the Appeal Commission.

5.7 The Appeal Commission will consist of four members of The Association, and chaired by a Registered Member of The Association. The Appeal Commission is not to include any members who heard the original case against the appealing member.

5.8 The Commission will hear any case anew, collecting evidence and hearing witnesses. The member may have access to the evidence against them and where possible may examine witnesses with the Commission. The member may be represented by counsel.

5.9 If the Commission finds the Board has acted wrongly then it may quash or reduce any punishment.

5.10 If the Commission finds the Board has acted incorrectly as to procedure, but has arrived at what is substantially the right decision and that there has been no miscarriage of justice, then the appeal shall fail.

5.11 If the Commission finds the Board has acted correctly then the appeal shall fail.

## **BOARD**

6.1 The Association shall be managed by a Board consisting of seven (7) Directors. Four Directors shall be elected from the membership and three Directors shall be by appointment. A Chair will be chosen by the Board from its seven Directors.

## **DUTIES OF THE BOARD**

6.2 The Board shall manage the affairs of the Association and present a report of its work including financial statements at each Annual General Meeting (AGM).

## **MEETINGS OF THE BOARD**

6.3 The Board shall meet or communicate using telephone/video conferences & other similar forms of virtually simultaneous transmissions at least three (3) times a year, in addition to the AGM of the Association.

6.4 The Chair shall chair all Board meetings. If the Chair is not available, the Directors present shall elect a Chair for the meeting.

6.5.1 The quorum at the Board meetings shall be any 4 of the 7 Directors listed in para 6.1.

6.5.2 The Chair or the Chief Executive shall be present at all meetings of the Board.

6.6 Full minutes shall be kept of each meeting.

## **NOMINATION FOR & ELECTION TO THE BOARD**

6.7 The four elected Directors of the Board shall be elected at the AGM.

6.8 The three appointed Directors shall be appointed by the elected Directors subsequent to each AGM for a term of up to three (3) years.

6.9 At AGM's a sufficient number of Directors shall be elected to fill the vacancies available. They shall be elected for a term of three (3) years.

6.11 Nominations for the Board may be made only by financial members of the Association.

6.12 Any Registered financial member with a revalidated and registered NZOIA qualification (excluding paid staff of the Association) may accept nomination for the Board.

6.13 The consent of candidates, for election, shall be obtained before nomination.

## **CHIEF EXECUTIVE / STATUTORY SECRETARY**

6.14 The Chief Executive shall be the statutory secretary of the Association. S/he shall be appointed on said terms and conditions, as the Board sees fit. Where a Chief Executive is not appointed, the Board assumes all those responsibilities of the Chief Executive as stated elsewhere in this Constitution.

## **REMUNERATION OF THE BOARD**

6.15 The Board serves the Association in a voluntary capacity. Reasonable expenses incurred by them in carrying out Board duties will be reimbursed by the Association.

## **POWER TO CO-OPT**

6.16 The Board has the power to co-opt Association members for special tasks.

## **CREATION OF SUBCOMMITTEES**

6.17 The Board may carry out business in person or through the creation of subcommittees of elected and / or co-opted Directors.

6.18 The Board has all the powers needed to ensure the creation, effective management and dissolution of such subcommittees.

6.19 Any Director (or a nominee) may attend meetings of the Board subcommittees. Only elected or appointed members of that subcommittee may vote at the subcommittee's meetings however.

## **TECHNICAL ADVISORY COMMITTEE/S**

6.20 The Board shall establish technical advisory committee/s or may work within such committees where they are convened by partner organisations

6.21 These committee/s shall be primarily responsible for providing advice to the Board on matters relating to standards of competence and syllabus content.

6.22 Technical advisory committee/s may include non-members of the Association at the discretion of the Board or, when convened by a partner organisation.

## **GENERAL MEETING QUORUMS & PROCEDURES**

### **CHAIR**

7.1 The Chair shall chair all General Meetings of the Association. If the Chair is absent another Director shall be appointed to Chair the meeting.

### **QUORUM**

7.2 The quorum for all General Meetings of the Association shall be 10 Registered financial members, who have no fees owing, or 25 % of the total membership (whichever is smaller), personally present at the General Meeting. If it is not reasonably practicable to hold a face to face meeting, electronic meetings may take place as long as the above quorum is met.

7.3 However, if there is no quorum at the AGM, that meeting shall be adjourned to a place, date & time approved by a majority of the members present and entitled to vote. If there is no quorum at the adjourned AGM, the members present may transact the business of that meeting.

7.4 For all other General Meetings of the Association, if there is no quorum present the agenda for that General Meeting shall lapse.

## **VOTING**

7.5 To be eligible to vote at General Meetings you need to be a Registered Member or be an Honorary Member with a current and registered NZOIA qualification who has paid all fees due.

7.6 All resolutions of a General Meeting shall be passed by a majority vote of Registered members, who are present at the meeting or represented by valid proxy.

7.7 Voting at General Meetings shall be by a show of hands unless the meeting agrees otherwise.

7.8 Registered members, who have paid all subscription amounts due, may give another such member a written proxy for use at General Meetings.

7.9 Any proxy must be signed by the appointee and lodged with the Chief Executive not less than 48 hours before the fixed time of the commencement of the General Meeting to which it relates.

7.10 The proxy may be general or may be limited in its extent.

7.11 A limited proxy must clearly state the manner in which it is to be used.

## **ELECTIONS**

7.12 All elections shall be carried out by written secret ballot.

7.13 All voting papers shall be collected and counted by two (2) scrutinisers appointed by the meeting, who shall report the result of the election to the Chair.

7.14 Voting papers shall be destroyed after the results have been announced.

## **BINDING RESOLUTIONS OF A GENERAL MEETING**

7.15 All members of the Association are bound by the resolutions of a General Meeting.

## **ANNUAL GENERAL MEETINGS**

7.16 The AGM shall be called by the Board once in each year being not more than 18 months from the date of the last Annual General Meeting. The Chief Executive shall send a notice of this meeting to all members 6 weeks before the meeting. If the meeting cannot take place on the notified time, date or place due to unforeseen circumstances, all members will be notified of the proposed change and asked to vote in favour or against the change. The above quorum must be met from the vote, and 51% is needed to accept the change.

7.17 The business of the meeting shall be the election of officers, to receive the Chair's report, to receive the financial report and independent financial review, to set the subscription for the next financial year and deciding on any motion or proposal presented to the meeting in line with clause 7.18.

7.18 No other business shall be transacted unless a notice of motion is given to the Chief Executive in writing four weeks before the time of meeting.

7.19 The AGM shall cause minutes of its proceedings to be taken and a record kept thereof.

### **SPECIAL GENERAL MEETINGS**

7.20 The Board shall convene a Special General Meeting (SGM) within two months of a request to the Chief Executive in writing specifying the proposed business and signed by six financial members.

7.21 The Chief Executive shall call the meeting in consultation with the Chair.

7.22 The Chief Executive shall send a notice of the SGM to all members not less than four weeks before the meeting. This notice shall include the business to be presented at the meeting.

7.23 No business shall be transacted at the meeting other than that specified in the notice convening the meeting.

7.24 The SGM shall cause minutes of its proceedings to be taken and as record to be kept thereof.

### **FINANCE**

8.1 All moneys received by and on behalf of the Association shall be lodged forthwith to the credit of the Association in a bank specified by the Board. All disbursements shall be signed by two (2) signatories determined by the Board. The Board may from time to time invest and reinvest, in such securities and upon such terms as it thinks fit, the whole or any part of the funds which are not immediately required for business of the Association.

8.2 Any income, benefit or advantage must be used to advance the charitable purposes of the organisation.

8.3 Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

### **ACCOUNTS**

9.1 The accounts of the Association shall be independently reviewed by a Chartered Accountant. The financial year of the Association will run from 1<sup>st</sup> day of July to the 30<sup>th</sup> day of June. The accounts will be presented to the members at the AGM. In the event that reviewed accounts cannot be finalised before the AGM, draft accounts will be presented. Once reviewed accounts are available, members will be advised of the review outcome and the accounts will be made available to them.

### **ALTERATION OF THE CONSTITUTION**

10.1 The Constitution may be repealed, altered, or added to by resolution at a General Meeting. Any motion or motions to repeal, alter or add to the Constitution shall be given to the Chief Executive no less than 4 weeks before the date of a General Meeting. The motion or motions shall be published with the last notice of the meeting 2 weeks before the time of the meeting.

10.2 No amendment shall be made to the Constitution which shall have the effect of removing the tax exempt status of The Association.

## **DISCLAIMER OF LIABILITY**

11.1 The Association shall not be responsible for the acts of its members which may lead to death, disablement and injury and/or damage to, or loss of, property either of members or others.

## **COMMON SEAL**

12.1 The Common Seal of The Association shall be affixed to any document only by the special resolution of the Board and shall be attested by the Chair.

12.2 The Secretary or the designated assistant shall have custody of the Common Seal.

## **COMPLAINTS**

13.1 Where an individual or agency indicates they wish to complain or make an allegation about the actions of a staff member, assessor, NZOIA member or NZOIA process they must make their complaint in writing. The NZOIA Complaints Policy outlines the process to be followed.

## **INDEMNITY**

14.1 No office bearer, delegate or member of a Committee or other group working for The Association shall be liable for the acts or defaults of any other person working for The Association or for any error of judgement on their part or for any loss or damage resulting from their duties unless it be by dishonesty or wilful negligence on their part. Each person so mentioned shall be entitled to be indemnified out of the fund of The Association for any liability incurred by them on behalf of The Association.

**DISSOLUTION** - shall be carried out in term of Section 24 of the Incorporated Societies Act 1908 and as follows:

15.1 The Association may be put into dissolution upon the vote of a two thirds majority of members at a General Meeting.

15.2 The resolution to dissolve The Association shall be confirmed at a further General Meeting called for that sole purpose not less than 30 days after the date on which the resolution to be confirmed was passed.

15.3 If any property remains after the dissolution of the organisation and the settlement of all the organisation's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law or for some other charitable purpose recognised under New Zealand law, as decided by the members at the General Meeting.

15.4 Failing any specific resolution from a General Meeting the Board may act in the matter.

**(October 2023)**