

***Special
Olympics***
New Zealand



CONSTITUTION

SPECIAL OLYMPICS NEW ZEALAND



Contents

- 1. **INTERPRETATION** 4
- 2. SPECIAL OLYMPICS NEW ZEALAND 5
- 3. OBJECTS OF SPECIAL OLYMPICS NEW ZEALAND 5
- 4. POWERS..... 7
- 5. MEMBERSHIP 9
- 6. ANNUAL PLAN AND PROGRAMME BUDGET 10
- 7. THE GOVERNING BOARD 10
- 8. GOVERNING BOARD APPOINTMENTS PANEL..... 11
- 9. POWERS OF THE GOVERNING BOARD..... 14
- 10. GOVERNING BOARD MEMBERSHIP 16
- 11. CHIEF EXECUTIVE OFFICER..... 18
- 12. OTHER OFFICERS 18
- 13. RECOGNITION OF SERVICE 19
- 14. CLUBS..... 19
- 15. REGIONAL COUNCILS 19
- 16. PROMOTION OF ATHLETE PARTICIPATION IN GOVERNANCE, MANAGEMENT AND COACHING 19
- 17. OTHER PROGRAMMES..... 19
- 19. VOTES OF MEMBERS 21
- 20. PRIVACY 21
- 21. EXECUTION OF INSTRUMENTS 21
- 22. ACCOUNTS 22
- 23. NOTICES 22
- 24. LIQUIDATION 23
- 25. AMENDMENTS 23
- SCHEDULE 1 PROCEEDINGS OF THE GOVERNING BOARD 24
- SCHEDULE 2 PROCEEDINGS AT GENERAL MEETINGS..... 26

1. INTERPRETATION

1.1 **Definitions:** In this Constitution, unless the context otherwise requires:

Annual Plan means the relevant annual plan developed by the Governing Board for the time being in accordance with this Constitution;

Athlete means a person registered with and eligible for participation in Special Olympics activities authorised by Special Olympics New Zealand and is active in training or competition within a calendar year;

Athlete Input Council means the group of athlete leaders that represent their region and meet to discuss and promote athlete interests.

Athlete Leadership Programme means the national athlete leadership programme as may be established or amended from time to time by Special Olympics New Zealand.

Governing Board means the Governing Board of Special Olympics New Zealand;

Governing Board Appointments Panel or **GBAP** means the panel described in clause 8;

Club means a local organisation authorised by the Governing Board on behalf of Special Olympics New Zealand to promote the aims of Special Olympics New Zealand and manage the day-to-day operations and contact with the Athletes at a local level and in communities throughout New Zealand on such terms and conditions Special Olympics New Zealand may determine from time to time;

Constitution means this Constitution of Special Olympics New Zealand;

Distinguished Member means a member appointed in accordance with clause 14.1.;

Diversity and Inclusion means ensuring fair and equal opportunities are available to everyone to participate in sport irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs or socio-economic status;

General Rules means the Special Olympics Official General Rules and any amendments adopted by Special Olympics, Inc from time to time;

Athlete Leader means a participant or graduate in the national Athlete Leadership Programme as selected by Special Olympics New Zealand;

International Regional Games mean any summer games and/or winter games designated as "Regional Games" by Special Olympics, Inc;

Member means a person or body admitted by Special Olympics New Zealand in accordance with clause 5;

Objects mean the objects set out in clause 3.1 and **Object** means each of them;

Ordinary Resolution means a resolution that is approved by a simple majority of the Members entitled to vote on the resolution at a General Meeting of Special Olympics New Zealand, or by a Vote if this is authorised in accordance with this Constitution;

Postal Vote means any method of casting a vote without being physically present as may be determined by the Governing Board (it can include electronic mail or email) in advance of the vote being undertaken;

Regional Council means an informal organisation which Clubs operating in a defined geographic region within New Zealand may establish to perform such role as may be determined by the Clubs;

Special Olympics, Inc means Special Olympics Inc., the international governing body which established and manages the global Special Olympics movement;

Special Resolution means a resolution approved by a majority of 75% of the Club delegates at a General Meeting of Special Olympics New Zealand, or by a Vote if this is authorised in accordance with the Constitution;

World Games means any summer games and/or winter games offered or conducted on a worldwide and international basis or on behalf of Special Olympics, Inc and designated as a "World Games".

1.2 **Special Olympics Inc & Objects:** Except where otherwise defined in this Constitution, capitalised terms defined by Special Olympic International General Rules have the same meaning in this Constitution.

1.3 **Objects and Powers independent:** Each of the Objects and Powers set out in this Constitution are to be construed independently of one another and are not to be limited by reference to any other Object or power set out in this Constitution.

2. SPECIAL OLYMPICS NEW ZEALAND

2.1 **History:** Special Olympics New Zealand was incorporated as a Charitable Trust Board under the provisions of the Charitable Trusts Act 1957 on 14 March 1986.

2.2 **Name:** The name of the Trust Board is "Special Olympics New Zealand".

2.3 **Accreditation:** Special Olympics New Zealand is accredited to Special Olympics Inc.

2.4 **Constitution:** This Constitution sets out the rules governing Special Olympics New Zealand.

3. OBJECTS OF SPECIAL OLYMPICS NEW ZEALAND

3.1 **The Objects:** The Objects of Special Olympics New Zealand are to:

- (a) provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults with intellectual disabilities, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community;
- (b) improve the lives of people with intellectual disabilities and, in turn, the lives of everyone they touch;
- (c) empower people with intellectual disabilities to realise their full potential and develop their skills, talents and “their voices”;
- (d) provide opportunities for Athletes to become fulfilled and productive Members of their families and the communities in which they live;
- (e) be a leader in the field of intellectual disability not just as a sports organisation but also as an effective catalyst for social change;
- (f) recruit more Special Olympics Athletes, to teach them new skills and provide exciting, fun and meaningful training and competition, leadership and health improvement opportunities;
- (g) strengthen families and communities through participation and observation of Special Olympics activities, increased understanding, and creating an environment of equality, respect and acceptance;
- (h) obtain and maintain accreditation with Special Olympics Inc and comply with all Special Olympics Inc’s reporting standards, General Rules and Accreditation Standards; and
- (i) lead, promote and enable diversity and inclusion across the whole organisation including governance of Special Olympics New Zealand and participation in Special Olympics activities.

in each case for the benefit of the New Zealand public.

3.2 Objects are for the Benefit of the New Zealand Public: The Objects of Special Olympics New Zealand will benefit the New Zealand public through:

- (a) greater integration and ultimately full inclusion of people with intellectual disabilities in their community;
- (b) increasing awareness and understanding of intellectual disabilities; and
- (c) improving the health of people with intellectual disabilities in the community.

3.3 Governing Board Responsible for Ensuring Compliance with Objects of Special Olympics, Inc: The business and the affairs of Special Olympics New Zealand shall be governed by the Governing Board. The Governing Board is ultimately responsible to Special Olympics Inc for ensuring that Special Olympics

New Zealand complies with the General Rules, Accreditation Standards and Uniform Standards of Special Olympics, Inc.

4. **POWERS**

4.1 **Special Olympics New Zealand has all the powers of a natural person:** To give effect to the Objects to the maximum extent permitted by law, including the power to, in each case from time to time:

- (a) determine the scope of its operations, and the scope and the frequency of the Games to be conducted by Special Olympics New Zealand or its licensed organisations;
- (b) secure and maintain accreditation with Special Olympics Inc as New Zealand's national Special Olympics programme;
- (c) select the Athletes who will represent Special Olympics New Zealand in all World Games and international Regional Games;
- (d) determine the requirements for creating and overseeing accredited organisations within New Zealand, including the Clubs and any other programmes, councils or groups that may be established from time to time, establishing such Clubs, programmes, councils or groups and renewing, suspending or terminating their accreditation;
- (e) determine the methods and extent of fundraising in New Zealand, to conduct fundraising itself and authorise and monitor the fundraising of Members, Clubs and any other groups conducting fundraising on behalf of Special Olympics New Zealand;
- (f) establish, maintain and monitor guidelines and standards for parties fundraising or otherwise seeking to associate with the Special Olympics New Zealand Brand;
- (g) admit new Members and withdraw, suspend or terminate a Member's Membership (where appropriate);
- (h) carry on any business or undertaking in connection with the promotion, fostering, development of Special Olympics New Zealand and/or the Objects in New Zealand;
- (i) exercise final discretion over all Clubs and any other programmes, councils or groups that may be established from time to time to ensure the reputation of Special Olympics New Zealand and the name of Special Olympics in the Community is enhanced and upheld;
- (j) enter into any arrangement Special Olympics New Zealand deems necessary with any Club or any other programme, council or group that may be established from time to time;

- (k) enter into any arrangement with any Government or authority and to obtain from any Government or authority, any rights, privileges concessions and to exercise any such rights, privileges and concessions;
- (l) purchase, build, take on lease or in exchange, hire or otherwise acquire any real and/or personal property and any rights or privileges to real and/or personal property;
- (m) accept the custody, control and management of any real or personal property which may be bequeathed or donated to Special Olympics New Zealand or to the Governing Board for the benefit of Special Olympics New Zealand;
- (n) accept and carry out any trusts attached to gifts or bequests for the benefit of Special Olympics New Zealand;
- (o) invest and deal with the money of Special Olympics New Zealand;
- (p) raise or borrow money to further the Objects, and accept contributions, collections, donations, legacies, devises, gifts, grants, loans, debentures and subsidies;
- (q) recognise or reward any person or entity for service to Special Olympics New Zealand;
- (r) appoint, dismiss and/or retire employees of Special Olympics New Zealand;
- (s) remunerate employees for services rendered or to be rendered to Special Olympics New Zealand;
- (t) determine the personnel policies which will govern the staff of Special Olympics New Zealand;
- (u) enter into any contract or arrangement (whether legally binding or otherwise);
- (v) sell, improve, manage, develop exchange, lease distribute dispose of or otherwise deal with all or any part of the property rights of Special Olympics New Zealand;
- (w) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (x) appoint persons to represent Special Olympics New Zealand including Life Members and Distinguished Members and any other class of representative as may be deemed necessary from time to time;
- (y) delegate to any person the powers of Special Olympics New Zealand and to allow the Governing Board to delegate any of the powers delegated to the Governing Board to such other person to the extent permitted in the General Rules of Special Olympics Inc;

- (z) decide any disputes or hear any appeals on matters relating to Special Olympics New Zealand;
 - (i) carry out all or any of the Objects and do all or any of the above things as principal, agent, contractor, trustee or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others; and;
 - (ii) do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of Special Olympics New Zealand;

in each case for the specific benefit of the Members and the general benefit of the New Zealand public.

4.2 **No Pecuniary Profit:** Nothing in this Constitution shall permit Special Olympics New Zealand to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value).

5. MEMBERSHIP

5.1 **Membership:** The Members of Special Olympics New Zealand are each individual, company, or body corporate admitted as a Member by the Governing Board from time to time. The Members are represented at local, regional and national levels by the governance arrangements developed by the Governing Board.

5.2 **Membership Application:** An application for Membership must be made to the Governing Board or as the Governing Board otherwise determines. Application must be made in such form as the Governing Board may approve from time to time.

5.3 **Binding:** Each Member, Club and any other programme or council as may be established, accredited or admitted to Membership from time to time by Special Olympics New Zealand is bound by this Constitution and all other by-laws or governing or organisational documents.

5.4 **Register to be maintained:** Special Olympics New Zealand will maintain a register of the names and addresses of all Members.

5.5 **Classes of Membership:** The Governing Board can create different classes of Membership, including a class of Distinguished Members with different rights attached to different classes of Membership as determined by the Governing Board from time to time.

5.6 The Governing Board may, in its sole discretion, amend or revoke criteria for admission to each class of Membership, and appoint persons to those classes of Membership.

5.7 **Cessation of Membership:** A Member will cease to be a Member of Special Olympics New Zealand if:

- (a) the Member:
 - (i) dies; or
 - (ii) is a body corporate and goes into liquidation; or
 - (iii) as an Athlete or volunteer is not active in training or competition within a calendar year; or
 - (iv) resigns Membership in writing; or
- (b) the Governing Board cancels the Membership of any Member for conduct which the Governing Board determines is unbecoming to Special Olympics New Zealand.

6. ANNUAL PLAN AND PROGRAMME BUDGET

6.1 **Annual Plan:** By no later than two months prior to the start of each financial year of Special Olympics New Zealand, the Governing Board will prepare a Programme Plan and budget for the next financial year including an outline of Special Olympics New Zealand's strategies and goals for the financial year.

6.2 **Budget:** The Annual Plan will include a budget detailing all revenues and expenditures for the forthcoming financial year.

6.3 **Annual Plan to be submitted:** The Annual Plan and Budget will be submitted in accordance with Special Olympics Inc requirements.

7. THE GOVERNING BOARD

7.1 **Role of Governing Board:** The business and the affairs of Special Olympics New Zealand are managed by or under the direction and supervision of the Governing Board.

7.2 **Composition:** The Governing Board will consist of seven Members, comprising:

- (a) one Athlete Representative who is a member of the Athlete Input Council is elected by vote at the Annual General Meeting ("**the Athlete Representative**");
- (b) two persons elected by the Clubs by Vote prior to the Annual General Meeting ("**the Elected Members**");
- (c) four persons appointed by the Governing Board Appointments Panel or GBAP ("**the Appointed Members**").

- 7.3 **Vacancies in Governing Board Membership:** If there is a vacancy on the Governing Board of:
- (a) the Athlete Representative, the Clubs shall elect a replacement by vote from among the Members of the Athlete Input Council;
 - (b) an Elected Member, the Clubs shall elect a replacement by way of vote;
 - (c) an Appointed Member, the GBAP shall appoint a replacement; and in each case the Governing Board shall ensure that the process to do so is commenced, progressed and completed in a timely fashion, provided that if any vacancy arises more than eight months after the last AGM the Governing Board may decide to defer the replacement process to run in conjunction with the normal election/appointment process for Governing Board Members.
- 7.4 **Continuation of Term:** A person elected or appointed to fill a Governing Board vacancy shall continue the remaining term of the person they replace. Any such term served by the replacement that has less than one year until expiry is disregarded for the purposes of the maximum number of consecutive years that a Board member may serve.
- 7.5 **Special Olympics, Inc Requirements:** It is acknowledged that Special Olympics Inc, prescribes certain requirements relating to the Constitution including the composition of the Governing Board and the Governing Board shall ensure this Constitution and the Governing Board composition meets the requirements of Special Olympics Inc. In particular the requirements relating to any Family, Sport, Health and Business/Finance representatives must be satisfied in the final make-up of persons elected or appointed to the Governing Board.
- 7.6 **Proceedings of the Governing Board:** The proceedings of the Governing Board will be regulated in accordance with Schedule 1.
- 7.7 **Appointment of Chair:** The Governing Board will at or before its first meeting after the Annual General Meeting appoint a Chair to hold office until the conclusion of the next Annual General Meeting or such other period it decides. The current Chair will have a casting vote.
- 7.8 **Applications to be Athlete Representative and Elected Members:** The Governing Board shall determine the timing and process for candidates to apply for the positions of Athlete Representative and Elected Member. The Governing Board shall ensure that the GBAP has sufficient time to perform its role in receiving and assessing applications (see clause 8.5).
8. **GOVERNING BOARD APPOINTMENTS PANEL**
- 8.1 **Composition of GBAP:** There shall be a Governing Board Appointments Panel comprising of the following three people:
- (a) One person who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or
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trustees in New Zealand, as determined by the Governing Board;

- (b) One person who is independent of the Governing Board and who has an interest and understanding of sport and governance in New Zealand, as determined by the Governing Board;
- (c) Two people from the Governing Board, one person being the Chairperson of the Governing Board (or their nominee) or if they are seeking re-appointment or re-election to the Governing Board then another Governing Board member who is eligible to serve on the GBAP and is not seeking re-appointment or re-election, as determined by the Governing Board; and

The GBAP must be diverse and inclusive and as a minimum must always have diversity of gender among its people.

8.2 Governing Board to Appoint GBAP: The Governing Board shall appoint the GBAP whenever the need arises to make appointments to the Governing Board. It shall be established no later than two months prior to the AGM each year. If the Governing Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint a GBAP, it shall be appointed by Sport New Zealand.

8.3 Convenor: The Convenor of the GBAP shall be the Chairperson of the Governing Board or his or her nominee as specified in clause 8.1 (c).

8.4 Term of Membership of GBAP: The Members of the GBAP shall remain in office for the period necessary to fulfil their responsibilities relation to each vacancy of an Appointed Member for which the GBAP was established. A person is not eligible to serve on the GBAP following the fifth anniversary of their first appointment to the GBAP.

8.5 Responsibilities: The GBAP shall be independent of the Governing Board and shall be responsible for:

- (a) identifying and inviting suitable candidates to apply for appointment as an Appointed Member;
 - (b) advertising and inviting Members of the public to apply for appointment as an Appointed Member;
 - (c) receiving and assessing applications from candidates for appointment (including undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (d) ensuring that the persons to be appointed will cover some of the Governing Board composition requirements of Special Olympics Inc (if any, see clause 7.5), it being acknowledged that some of those requirements will be expected to be met by the persons filling the roles of the Athlete Representative and the Elected Members;
 - (e) deciding the candidates to be appointed;
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- (f) receiving and assessing applications from candidates for election as Elected Members (including undertaking such enquiries and holding interviews and meetings as it sees fit) and if it deems it appropriate the GBAP may recommend to Clubs prior to the conduct of any Club vote for election of Elected Members, the person or persons the GBAP considers would best be suited to fill the role/s;
- (g) such other matters (if any) as set out in any Special Olympics New Zealand regulations.

8.6 **Assessment Factors:** In determining the Appointed Members and in recommending persons (if any) for election, the GBAP shall do so based on merit and shall take into account the following factors about the applicant and the Governing Board as a whole:

- (a) their prior experience as a director, trustee or experience in any other governance role;
- (b) their knowledge and experience in Special Olympics generally;
- (c) their knowledge of, and experience in community, sports and /or not for profit organisations generally;
- (d) the desire for conflicts of interest on the Governing Board to be minimised;
- (e) the desire for a wide range of knowledge, skills and experience on the Governing Board;
- (f) the need to fulfil any requirements of Special Olympics Inc; and
- (g) the desire for Diversity and Inclusion on the Governing Board.

8.7 **Quorum, Meetings, Decision Making and Other GBAP Provisions:** The following further provisions apply to the GBAP:

- (a) No member of the GBAP may seek appointment as a Governing Board member whilst a member of the GBAP;
- (b) The GBAP shall meet as and when required and in such manner as it thinks fit including on-line and by tele-conference;
- (c) The quorum for a meeting of the GBAP is three Members;
- (d) Any decision of the GBAP must be unanimous;
- (e) All information received by the GBAP and its deliberations must be kept confidential except to the extent otherwise intended by the supplier or as may be required by law;

- (f) Any vacancy on the GBAP shall be filled by the Governing Board appointing a person from the same GBAP appointment category as the person who has vacated.

9. POWERS OF THE GOVERNING BOARD

9.1 **Management Powers:** The Governing Board has all of the powers necessary for managing, directing and supervising the management of the affairs of Special Olympics New Zealand, and to further the Objects and the charitable purposes of Special Olympics New Zealand. The Funds and the property of Special Olympics New Zealand will be controlled, invested and disposed of by the Governing Board subject to this Constitution.

9.2 **General Powers:** Without limiting the powers of the Governing Board under this Constitution, the Governing Board may:

- (a) solicit, receive or enlist financial or other aid from any legitimate source whatsoever;
- (b) use the funds of Special Olympics New Zealand as the Governing Board considers necessary and proper in payment of the costs and expenses incurred in carrying out the Objects;
- (c) promote and advance the Objects by publishing and distributing papers, journals and other publications and by advertising in any medium or by any means;
- (d) lend money on such terms and conditions as the Governing Board thinks fit;
- (e) make grants, whether conditional or unconditional, but solely for the purpose of operating and conducting Special Olympics programmes; and
- (f) exercise such other powers as the Governing Board considers conducive to promoting the Objects.

9.3 **Governing Board May Appoint Subcommittees:** The Governing Board may appoint such subcommittees, comprising any persons it considers necessary or appropriate as it thinks fit and may delegate to any subcommittee such of its functions, powers or duties as it thinks fit. The Governing Board may dissolve any sub-committee as and whenever it thinks fit and may appoint and remove any Members of a sub-committee.

9.4 **Subcommittee to be Responsible to the Governing Board:** In the performance of its functions, each subcommittee will be responsible to the Governing Board and bound by its decisions. Each subcommittee will report to the Governing Board at every meeting of the Governing Board unless otherwise determined by the Governing Board.

9.5 **Chairperson of Sub-Committee to be Appointed by the Governing Board:** The Governing Board shall appoint the Chair of each sub-committee from amongst the

sub-committee's Members.

- 9.6 **Governing Board to Interpret:** If any difference of opinion arises as to the meaning of any provision of this Constitution or any other by-laws or governing or organisational documents, the difference will be determined by the Governing Board, except if the difference of opinion arises at a General Meeting, in which case it will be determined by the Chair of the General Meeting.
- 9.7 **Saving:** If any circumstance should arise which, in the opinion of the Governing Board is not provided for in this Constitution, it shall be determined by the Governing Board in such manner as it deems expedient provided that the Governing Board would act in a manner consistent with the charitable purposes for which Special Olympics New Zealand has been established.
- 9.8 **Ratification:** The purported exercise by a Governing Board member, the Chief Executive Officer, or other Special Olympics New Zealand employee of a power vested in the Governing Board may be ratified or approved by the Governing Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this clause is deemed to be, and to always have been, a proper and valid exercise of that power.
- 9.9 **Indemnity of Officers:** Each Governing Board Member Officer and employee of Special Olympics New Zealand (whether past or present) is indemnified by Special Olympics New Zealand in respect of:
- (a) any costs incurred by him or her in any proceeding that relates to liability for any act or omission by that person in his or her capacity as a Governing Board member, Officer or employee of Special Olympics New Zealand in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued; and
 - (b) any liability to any person other than Special Olympics New Zealand for any act or omission in his or her capacity as a Governing Board member, employee or representative of Special Olympics New Zealand and costs incurred by him or her in defending or settling any claim or proceeding relating to such liability, not being criminal liability or liability in breach of any fiduciary duty owed by him or her to Special Olympics New Zealand, and
 - (c) to avoid doubt under no circumstances does this this indemnity give a person an indemnity against the property of Special Olympics New Zealand for liability for any breach of trust arising from the persons dishonesty, wilful misconduct, or gross negligence.
- 9.10 **Insurance:** Special Olympics New Zealand may affect insurance for each Governing Board member and employee of Special Olympics New Zealand (whether past or present) in respect of any cost, claim, expense, loss or liability incurred in connection with any act or omission in his or her capacity as a Governing Board member, Officer, employee of Special Olympics New Zealand or otherwise, as the Governing Board may determine.

9.11 **Statutory Compliance:** The Governing Board has the power to do other things as it considers necessary to ensure compliance with the requirements of the Charitable Trusts Act 1957 and the Charities Act 2005.

10. GOVERNING BOARD MEMBERSHIP

10.1 **Term:** Subject to clause 10.2, a Governing Board member is elected or appointed for a term commencing from the conclusion of the AGM at which his or her election or appointment is announced and ending on the conclusion of the AGM held in the third calendar year after his or her election or appointment.

10.2 **Transition To Enable Rotation of Terms of Governing Board Members:** All Elected Governing Board Members in office at the 2021 SGM shall retire from office at the conclusion of the SGM. The terms of office of those Governing Board Members to take office at the conclusion of the 2021 SGM are:

- (a) the Athlete Representative is appointed for a term of two years until the 2023 AGM;
- (b) one of the Elected Members is elected for a term of three years and the second is elected for a term of two years and the third is elected for a term of one year;
- (c) the Appointed Members continue to be appointed for terms of three years, with the opportunity to be re-appointed on two further occasions. The existing period of service of the Appointed Members prior to the SGM applies; and
- (d) the different terms of office for the Governing Board Members shall be determined by agreement between the persons amongst whom such determination must be made, and if not agreed then determined by lot amongst them in such manner as the Governing Board sees fit.

10.3 **Flexibility in Transition Time Frames:** To assist and enable the implementation of the transition from the previous Governing Board structure to the new structure in 2021, the Governing Board may as it sees fit adjust any date or period by which any governance implementation related process is to be started or completed in 2021, including any GBAP process.

10.4 **Maximum Term of Appointment:** A Governing Board member may serve further terms, but no Governing Board member shall hold office for terms which in total exceed nine consecutive years. Any years served on the Governing Board prior to the conclusion of the 2021 AGM are included in this calculation but any period of less than one year served as a replacement for a vacancy in a Governing Board member position is not included.

10.5 **Co-opt Board Member:** The Board have the flexibility to co-opt people onto the Board for the purpose of seeking specific skill sets or for succession planning as the Board determines necessary from time to time.

- 10.6 **Governing Board Member Suspension:** The Governing Board may suspend any Governing Board member who, in the opinion of the Governing Board, has failed to comply with the duties of a Governing Board member or whose conduct has been prejudicial to the Governing Board or to the interests of Special Olympics New Zealand.
- 10.7 **Forfeiture:** A Governing Board member absent without leave from three consecutive meetings of the Governing Board will be deemed to have forfeited his or her position as a Governing Board member.
- 10.8 **Resignation:** A Governing Board member may resign at any time by giving written notice:
- (a) in the case of the Chair of the Governing Board, to the Chief Executive Officer; and
 - (b) in the case of any other Governing Board member, to the Chair of the Governing Board.
- 10.9 **Disqualified Persons:** The following persons are disqualified from being appointed, or remaining, as a Governing Board member:
- (a) a person who is under 18 years of age;
 - (b) a person who is no longer a Member of Special Olympics New Zealand is not able to be appointed as an Elected Member of the Governing Board;
 - (c) an undischarged bankrupt;
 - (d) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
 - (e) a person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of, a company under section 382 or section 383 or section 385 of the Companies Act 1993;
 - (f) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988;
 - (g) a person who is an employee or a contractor of Special Olympics New Zealand (excluding a person who acts for, or is appointed to an office of Special Olympics New Zealand in a professional capacity); and
 - (h) a person disqualified under section 16(2) of the Charities Act 2005.
- 10.10 **Governing Board Member Ceasing to Hold Office:** The office of a Governing Board member will be vacated if the person holding that office:

- (a) resigns in accordance with clause 10.8;
- (b) forfeits office in accordance with clause 10.7;
- (c) becomes disqualified from being a Governing Board member pursuant to clause 10.9;
- (d) dies; or
- (e) otherwise vacates office in accordance with this Constitution.

11. CHIEF EXECUTIVE OFFICER

- 11.1 **Appointment:** The Governing Board may appoint the Chief Executive Officer from time to time on such terms and conditions as the Governing Board thinks fit.
- 11.2 **Delegation:** The Governing Board will delegate to the Chief Executive Officer the responsibility of the day-to-day operations of Special Olympics New Zealand.
- 11.3 **Complaints and Appeals:** The Chief Executive Officer will oversee Special Olympics New Zealand's complaints, member discipline and appeals processes in consultation with the Governing Board.
- 11.4 **Supervision:** The Chief Executive Officer is to be subject to the supervision and control of the Governing Board, through the appointed Chairperson or the Chairperson's nominated representative.
- 11.5 **No Crossover:** The Chief Executive Officer is not to be the same person as the Chair of the Governing Board or as any other role excluded from holding this position as determined by Special Olympics Inc.
- 11.6 **Terms of Employment:** The Chief Executive Officer may be full time or part time and may be a voluntary or a paid position.

12. OTHER OFFICERS

- 12.1 **Appointment of other officers:** The Governing Board shall have the power to appoint other officers as it deems necessary or as required by Special Olympics Inc from time to time. It shall be able to delegate to the officers any of the duties and powers of the Governing Board.
- 12.2 **Patrons:** The Governing Board shall have the power to appoint a Patron at the Annual General Meeting.
- 12.3 **Officers for the purpose of the Charities Act:** For the purposes of the Charities Act, the officers of Special Olympics New Zealand are the Governing Board Members.

13. **RECOGNITION OF SERVICE**

- 13.1 **Awards:** From time to time, the Governing Board in its sole discretion may confer honours or awards for service on any Member or other person it considers has contributed to the Special Olympics movement in New Zealand. Without limitation, these honours or awards may recognise financial or service-related contributions or appointment to the status of a Distinguished Member.

14. **CLUBS**

- 14.1 **Clubs:** The role of each Club is to pursue its charitable purposes as set out in its trust deed and comply with the terms of its accreditation and Membership of Special Olympics New Zealand. Clubs also represent Special Olympics in a particular region or community in New Zealand, facilitate the attainment of Special Olympics New Zealand's objective in the local area, and promote the Objects of Special Olympics New Zealand.
- 14.2 **Clubs to Comply with the Relationship and Accreditation Agreement of Special Olympics New Zealand:** The Clubs and Members affiliated with or through each Club will comply with the Relationship and Accreditation Agreement of Special Olympics New Zealand.

15. **REGIONAL COUNCILS**

- 15.1 **Existence and Purpose of the Regional Councils:** The existence, number, role and operation of Regional Councils is a matter entirely for determination and control by the Clubs. Special Olympics New Zealand acknowledges that Clubs are best to determine whether Regional Councils will exist and if so, all matters pertaining to them including their role and operation.

16. **PROMOTION OF ATHLETE PARTICIPATION IN GOVERNANCE, MANAGEMENT AND COACHING**

- 16.1 **Athlete Training:** Special Olympics New Zealand will establish programmes and training to educate and assist Athletes to participate in the governance, management and coaching at all levels within the Special Olympics movement in New Zealand.

17. **OTHER PROGRAMMES**

- 17.1 **Establishment of Other Programmes:** Special Olympics New Zealand may establish from time to time as it considers necessary any other programmes and/or initiatives designed to benefit Athletes, Members of Athletes' families, volunteers, or any other person.

18. **MEETINGS INVOLVING MEMBERS**

- 18.1 **Annual General Meeting:** Special Olympics New Zealand will hold an Annual General Meeting once in each calendar year, on a date to be fixed by the Governing Board, being no later than 15 months after the previous Annual General Meeting

and in a place or by a method to be determined by the Governing Board.

18.2 **Business:** The Annual General Meeting is the annual meeting of the Governing Board which also serves as the Annual General Meeting for Members, and which will:

- (a) receive the Governing Board's report and statement of accounts for the past year;
- (b) consider the Chair's report outlining the work of Special Olympics New Zealand over the previous year;
- (c) appoint an auditor;
- (d) announce the Governing Board Members for the ensuing year including:
 - (i) the Members who have been elected (if any) by the Clubs by a Vote process concluded prior to the AGM, to the positions of Athlete Representative and Elected Members;
 - (ii) the Appointed Members who have been appointed (if any) to the Governing Board by the GBAP;
 - (iii) the Members who are already on the Governing Board and who will continue their terms;
- (e) consider any other business raised by Clubs giving not less than two months prior notice to the Chief Executive Officer; and
- (f) consider any other general business as determined by the Governing Board.

18.3 **Special General Meetings:** All meetings involving Members other than the Annual General Meeting are Special General Meetings.

18.4 **Methods of Holding Meetings:** The method of holding the Annual General Meeting is determined by the Governing Board. The Board may decide any method or combination of methods including for example where persons are present physically or by on-line, virtual, teleconference or other audio-visual or electronic means. There is no requirement for the Governing Board to allow persons to be physically present. The Governing Board may also determine that any matter may be decided by Vote.

18.5 **Powers Exercisable by Ordinary Resolution:** Unless otherwise specified in this Constitution, decisions at a General Meeting are made by the Governing Board by Ordinary resolution in accordance with Schedule 1. Clubs may also pass resolutions on items of business properly submitted to the General Meeting and relating to Clubs.

18.6 **Procedure for General Meetings:** The procedure for convening and conducting any General Meeting is set out in Schedule 2.

18.7 **Right to Attend General Meetings:** Any Member may attend a General Meeting, however only the following persons may speak at the General Meeting.

- (a) each Governing Board member, the Chief Executive Officer and any Member invited by the Governing Board or the Chair of the General Meeting to speak to the General Meeting; and
- (b) up to one delegated representative of each Club in relation to any item of business that has been properly submitted by Clubs in accordance with Schedule 2 by Clubs;
- (c) a chair or representative of a sub-committee convened by the Governing Board in its discretion; and
- (d) any other person with the specific approval of the Chairman of the meeting.

19. VOTES OF MEMBERS

19.1 **Voting Entitlements:** The persons entitled to vote at a General Meeting are the Governing Board Members unless otherwise decided by the Chairperson of the meeting. In relation to items of business properly submitted and relating to Clubs the Chairperson may call upon Clubs to vote in which case each Club shall have one vote to be exercised by its delegated representative.

20. PRIVACY

20.1 **Personal Information** In the course of its activities, Special Olympics New Zealand shall have occasion to collect personal information regarding its Members. A condition of Membership of Special Olympics New Zealand is acknowledgement of Special Olympics New Zealand requirement to collect, hold, use and disclose this information in furtherance of the Objects.

20.2 **Compliance with the Privacy Act:** Any such collection will be in accordance with the requirements of the Privacy Act 2020.

21. EXECUTION OF INSTRUMENTS

21.1 **Execution:** Contracts and other enforceable obligations requiring the signature of Special Olympics New Zealand may be signed:

- (a) if a deed, under the common seal of Special Olympics New Zealand; or
- (b) if a contract, by a person acting on behalf of and under the authority of the Chief Executive Officer.

21.2 **Common Seal:** The common seal of Special Olympics New Zealand must be kept in the custody of the Chief Executive Officer and may be affixed to any document.

- (a) by resolution of the Governing Board, and must be countersigned by two Governing Board Members or by one Governing Board member and the
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Chief Executive Officer; or

(b) by such other means as the Governing Board deems fit.

22. ACCOUNTS

22.1 **Accounting and Control:** Special Olympics New Zealand will implement reliable internal control systems. Special Olympics New Zealand will comply with the current Generally Accepted Accounting Principles as articulated from time to time by national or international review Governing Boards or associations of certified public accountants.

22.2 **Books to be kept:** The Governing Board must ensure that proper financial statements of Special Olympics New Zealand are kept. The financial statements must comply with the applicable accounting principles as the Governing Board prescribes from time to time.

22.3 **Financial Year:** The Financial Year of Special Olympics New Zealand will commence on 1 January and end on 31 December of the same calendar year.

22.4 **Receipts and payments:** All funds received by Special Olympics New Zealand must be paid into a bank account to the credit of Special Olympics New Zealand. All payments of funds by Special Olympics New Zealand must be authorised in such manner as determined by the Governing Board.

22.5 **Auditor:** The financial statements of Special Olympics New Zealand shall be audited by an auditor being a duly qualified chartered accountant, who is a current member of the New Zealand Institute of Chartered Accountants, appointed at the Annual General Meeting. The Auditor shall not hold any other office at Special Olympics New Zealand.

22.6 **Reporting of results:** The results of the Audit are to be reported in writing to the Governing Board of Special Olympics New Zealand in accordance with Special Olympics, Inc General Rules Section 9.05, as this may be amended, updated or replaced from time to time.

23. NOTICES

23.1 **Manner of Notice:** A notice under this Constitution must be in writing and may be delivered personally, by post or by email.

23.2 **Receipt of Notice:** A notice will be deemed to have been received:

(a) if personally delivered, when received;

(b) if sent by post, three days after it was sent; and

(c) if sent by email, on the day it is sent, provided that no error message was received by the information system used by the sender,

provided that if a notice is received after 5.00 pm, it will be deemed to have been

received on the next day.

24. **LIQUIDATION**

24.1 **Liquidation:** Special Olympics New Zealand may be put into liquidation in accordance with the manner specified by the Charitable Trusts Act 1957. Upon liquidation, any property or assets remaining after the satisfaction of all Special Olympics New Zealand's debts, liabilities and obligations shall be applied for the benefit in New Zealand of people with intellectual disabilities.

25. **AMENDMENTS**

25.1 **Constitution:** This Constitution may be amended by a resolution passed at a Governing Board Meeting by a majority of not less than two thirds of the votes cast by Governing Board Members.

25.2 **Amendments:** Proposed amendments to the Constitution may be advanced by any Governing Board member at any General Meeting.

25.3 **Notice in writing:** Notice of any proposed rescission, alteration or addition proposed by the Governing Board must be given in writing to the Chief Executive Officer.

25.4 **Notice:** The Governing Board must give the Clubs no less than 3 months' notice of any proposed rescission, alteration, or addition to the Constitution.

25.5 **Effect:** No amendment to this Constitution will become effective until the Governing Board has passed a resolution in accordance with clause 25.1 above.

25.6 **Amendment not to Amend the Charitable Purposes:** This provision is subject to the proviso that any alteration to this Constitution shall not alter the charitable purposes of Special Olympics New Zealand.

SCHEDULE 1 PROCEEDINGS OF THE GOVERNING BOARD

1. **Proceedings:** Subject to this Constitution, the Governing Board will meet together to conduct its business, adjourn and otherwise regulate its meetings as it thinks fit.
2. **Frequency of Meetings:** The Governing Board will meet its requirements to hold a Board meeting a minimum number of four times each year.
3. **Notice:** Subject to a waiver of this requirement by all the Governing Board Members in office at the time, no meeting of the Governing Board will be held unless all Governing Board Members have been given seven day's notice of the proposed meeting.
4. **Quorum:** No item of business shall be transacted at a Governing Board meeting unless a quorum of Governing Board Members is present during the time when the Governing Board is considering that item. The quorum will be a majority of Governing Board Members.
5. **Chair to Preside at Meeting:** The Chair of the Governing Board shall preside at each meeting of the Governing Board, and in case of their absence or incapacity to act at any meeting, the Deputy Chair. If both the Chair and the Deputy Chair (if one appointed) are not able to attend a Governing Board meeting, then the Governing Board Members present shall choose one of their number to be Chair of the meeting.
6. **Voting:** Subject to the terms of this Constitution, questions arising at any meeting will be decided by a majority of votes. In the case of equality of votes the Chair shall have a casting vote.
7. **Minutes:** The Governing Board Members will keep minutes of all meetings which shall be approved by the Governing Board Members at the following meeting. Any minute or extract from any such approved minutes signed by the Chair of the Meeting shall be sufficient evidence without further proof of the matters referred to in that minute.
8. **Written Resolution:** A resolution in writing, signed by all the Governing Board Members, will be as valid and effectual as if it had been passed at a meeting of the Governing Board. Any such resolution may consist of one or more documents (including letters, facsimiles, electronic mail, or other similar means of communication) in similar form, each signed by one or more of the Governing Board Members permitted to vote on the resolution.
9. **Conference Call or Other Methods of Meetings:** The Governing Board Members may meet together physically in person or by telephone or audio visual means of communications of a number of the Governing Board Members (the "**participants**") being not less than the quorum. All the provisions in this Constitution as to meetings will apply to such meetings by telephone, so long as the following conditions are met:
 - (a) all the participants for the time being entitled to receive notice of a meeting

will be entitled to notice of a meeting by telephone and to be linked by telephone or audio-visual means for the purposes of such meeting. Notice of the meeting may be given by telephone or by audio-visual means;

- (b) each of the participants taking part in the meeting by telephone or audio-visual means must be able to hear each of the others taking part at the start of the meeting;
 - (c) at the start of the meeting, each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part; and
 - (d) a participant may not leave the meeting by disconnecting his or her telephone or audio -visual connection without having previously obtained the express consent of the Chair of the meeting and will be conclusively presumed to have been present and to have formed part of the quorum at all times during any meeting by telephone, unless the participant has obtained the express consent of the Chair to leave the meeting.
10. **Minutes of Telephone/Video Meetings:** Minutes of the proceedings at a meeting held by telephone or other audio-visual means will be sufficient evidence of such proceedings and of the observance of all necessary formalities, if certified as a correct minute by or on behalf of the Chair of that meeting.

SCHEDULE 2 PROCEEDINGS AT GENERAL MEETINGS

1. **Notice of Annual General Meeting:** The Governing Board will give Members, Governing Board Members and Clubs:
 - (a) not less than three months' notice of the date and place of the Annual General Meeting; and
 - (b) not less than two months' notice of all business which is to be considered at the Annual General Meeting; and
 - (c) if there are any matters upon which a vote from Clubs may be requested by the Chairperson of the Annual General meeting, a notice of the method of voting to be used for that purpose at the Annual General Meeting.

 2. **Convening Special General Meetings:** A Special General Meeting can be called:
 - (a) by the Governing Board at any time; or
 - (b) by the Chief Executive Officer on receipt of a request stating the objects of such meeting, signed on behalf of not less than 50% of the Clubs.

and the Special General Meeting must be held within seven weeks of the day on which:

 - (c) the Governing Board calls for the Special General Meeting; or
 - (d) the valid request is received by the Chief Executive Officer.

 3. **Notice of Special General Meeting:** The Chief Executive Officer must give not less than six weeks' written notice to all Members, Governing Board Members and Clubs of all business which will be considered at any Special General Meeting, the method of voting in relation to any matters upon which a vote of Clubs may be requested by the Chairperson of the Special General Meeting, and of the time and place of the Special General Meeting.

 4. **Delegates:** Each of the Clubs, must submit a written notice of the appointment of its delegated representative, signed by the Chair of that Club. Each delegate must be a Member of Special Olympics New Zealand and of the Club they are representing.

 5. **Replacement of Delegate:** A Club may replace its nominated delegate by written notice to the Chief Executive Officer signed by the Chair of the Club.

 6. **Delegates' Powers:** Each Club (acting through its delegate) has the right to consider and (if entitled to) vote, to pass or reject motions relating to any matter relating to Clubs in respect of which valid notice has been given in accordance with this Constitution. Such decisions are not binding upon the Governing Board.

 7. **Notice or Meeting Irregularity:** Any irregularity in the notice of a General Meeting
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or in the conduct or procedure of the meeting is waived if the Chairperson of the meeting determines that it is reasonable for the meeting to proceed despite the irregularity and the Governing Board agrees by agreement of not less than 75% of the number of Governing Board Members present.

8. **Quorum:** No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if a majority of Governing Board Members are present either physically or are remotely connected by any method of communication as may be approved by the Governing Board.
9. **Chairperson:** The Chairperson of a General Meeting shall regulate the proceedings at that meeting and determine the method of voting. The Chairperson of a General Meeting will be:
 - (a) the Chairperson of the Governing Board; or
 - (b) if the Chairperson of the Governing Board is absent, the Deputy Chairperson of the Governing Board, or in the absence of both the Chairperson and the Deputy Chairperson of the Governing Board, or where no Deputy Chairperson of the Governing Board has been elected, a person elected by the Governing Board.
10. **Powers to Adjourn or Dissolve Meetings:** The Chairperson of a General Meeting:
 - (a) can adjourn the meeting from time to time and from place to place if he or she thinks fit;
 - (b) can either adjourn or dissolve the meeting if the meeting becomes so unruly, disorderly, or inordinately protracted that, in the opinion of the Chairperson the business of the meeting cannot be conducted in a proper and orderly manner, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting; and

provided that no business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. Notice of the adjournment and of the business to be transacted at the adjourned meeting is not required unless the General Meeting is adjourned for six weeks or more.
11. **Unfinished Business:** If any General Meeting is to be dissolved by the Chairperson of that meeting, the Chairperson may direct that any item of business which has not been completed at the General Meeting and which requires a vote, be put to the vote without further discussion.
12. **Scrutineers:** For each General Meeting, not less than two Scrutineers must be appointed by the Governing Board to keep a record of, and count, votes cast (if any) by Clubs at the General Meeting.
13. **Voting:** Except where otherwise expressly provided in this Constitution, voting at General Meetings by Clubs may be by secret ballot, voice as set out in this second

schedule.

14. **Voice by Default:** Subject to clause 16 (voting by Roll) and except as otherwise provided in this Constitution, in respect of each resolution for voting by clubs, the Chairperson of the General Meeting will:
- (a) ask the Club delegates if there is any objection to voting on the resolution by voice;
 - (b) if no objection is voiced by any Club delegate, voting will be carried out in accordance with clause 15;
 - (c) if an objection is voiced by a Club delegate, the Chairperson will propose a resolution that voting be by roll and will follow the procedure set out in clause 16 to determine whether the resolution is passed.
15. **Voting by Voice:** Where voting by Clubs at a General Meeting is to be by voice, the chairperson must:
- (a) call for votes in favour of the resolution to be voiced; and
 - (b) then call for votes against the resolution to be voiced.

If there are no votes voiced against the resolution, the resolution has been passed. If there are votes voiced against the resolution, voting must be conducted by roll in accordance with clause 16 of this schedule.

16. **Voting by Roll:** Where the voting is to be conducted as voting by roll, the Scrutineers must record the votes cast by Clubs at the General Meeting in respect of each resolution as follows:
- (a) one Scrutineer will call out the name of each Club represented at the General Meeting;
 - (b) on the name of the Club being called out, the delegate of that Club will state:
 - (i) that delegate's name;
 - (ii) the number of votes that the delegate is entitled to cast on behalf of the Club; and
 - (iii) the manner in which those votes are being cast in respect of the particular resolution on behalf of the Club;
 - (c) once the names of all Clubs represented at the meeting have been called out, the votes cast will be counted by the Scrutineers;
 - (d) the Scrutineers will then deliver a certificate to the Chairperson setting out the number of votes cast in favour of, and against, the resolution; and
 - (e) the Chairperson will convey the results of the vote to the General Meeting.
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17. **Voting by Secret Ballot:** In respect of any matters on which Clubs are voting a secret ballot may be requested at a General Meeting by ten of the Club delegates present at the meeting and may be requested before a voice vote, or before voting by roll. The secret ballot will be taken in the manner that the Chairperson directs.
 18. **Result of Secret Ballot:** Votes cast by Clubs on a secret ballot will be counted by the Scrutineers who will inform the Chairperson of the number of votes cast in favour of, and against, the resolution. The Chairperson will convey the results of the vote to the General Meeting.
 19. **Validity of Votes:** In the case of any dispute as to the admission or rejection of a vote at a General Meeting, the Chairperson of the General Meeting will determine the admissibility or rejection of the vote and the Chairperson's determination will be conclusive.
 20. **Resolution in Writing:** A written resolution signed by all Club delegates for the time being entitled to receive notice of and vote at a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of several documents in identical form each signed by one or more Club delegates. Any such document sent by a Club delegate by electronic means approved by the Governing Board is deemed to have been signed by such Club.
 21. **Vote:** Election by Clubs of the Athlete Representative and the Elected Members will proceed by vote to be concluded by a process set by the Governing Board and to be completed prior to the AGM. Additionally, matters which may be voted on by clubs at a General Meeting may, instead, be voted on by Vote if:
 - (a) the Governing Board resolves that the matter can be referred to the Clubs for consideration by a Vote;
 - (b) Special Olympics New Zealand gives not less than three week's notice to the Club delegates and other Members entitled to speak at a General Meeting in a form that complies with this second schedule and that advises the Club that the matter is to be considered by Vote.
 22. **Notice of Resolution:** Notice of the matter to be voted on by Clubs by Vote must:
 - (a) be given to all Members entitled to speak at a General Meeting in the same manner as notice of business to be considered at a General Meeting must be given;
 - (b) specify the names of the two Scrutineers authorised by the Governing Board to receive and count the Votes cast by Clubs on the resolutions recorded in the notice; and
 - (c) specify the date by which Votes must be received by Special Olympics New Zealand.
 23. **Manner of Voting:** A Club delegate may cast a Vote on all or any of the matters to
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be voted on as specified in a notice given under paragraph 20 by sending a written notice setting out the manner in which the Club delegate's votes are to be cast to the Scrutineers. The notice must be received by Special Olympics New Zealand no later than 5.00pm on the date specified in the notice for the purposes of clause 22(c). Once a Vote has been received by Special Olympics New Zealand, the Club delegate cannot revoke or alter the vote.

24. **Duty of Scrutineers:** The Votes received by Special Olympics New Zealand will be delivered to the Scrutineers. The Scrutineers will:
- (a) collect together all Votes received;
 - (b) in relation to each resolution to be voted on by Vote, count;
 - (i) the number of votes cast by Club delegates in favour of the resolution; and
 - (ii) the number of votes cast by Club delegates against the resolution.
 - (c) sign a certificate addressed to the Chairperson of the Governing Board stating that the Scrutineers have carried out the duties; and
 - (d) deliver the certificate to the Chairperson of the Governing Board.
25. **Result:** If Special Olympics New Zealand receives valid votes from not less than 50% of the votes able to be cast by the Club delegates, and the resolution has been passed by the required majority of votes, the vote will be as effective as if it were passed at a General Meeting. However, if Special Olympics New Zealand receives valid votes from not less than 50% of the Club delegates but the resolution is not passed by the required majority of votes the resolution will be deemed to have failed.