

CONSTITUTION OF SPEEDCUBING NEW ZEALAND (2025) INCORPORATED

OPERATIVE PROVISIONS

1 Creation of the Society and adoption of this constitution

The Society is constituted by resolution dated 26 March 2025 and adopts this constitution as its constitution.

2 Name

2.1 The name of the Society is **Speedcubing New Zealand (2025) Incorporated**.

3 Objects

3.1 The objects of the Society are to:

- (a) Be the National Body for speedcubing in New Zealand for the administration, promotion and development of speedcubing; and
- (b) Support the International Body (World Cube Association) by adhering to and enforcing their rules and regulations to ensure that the society remains the registered "Regional Organisation" for New Zealand.
- (c) Bring together people in New Zealand interested in speedcubing and provide a platform for them to connect and enjoy the sport of speedcubing; and
- (d) Promote health and wellbeing, connection, and engagement in New Zealand using the sport of speedcubing; and
- (e) Foster, promote, develop, and coordinate the sport of speedcubing throughout New Zealand; and
- (f) Encourage participation and achievement in speedcubing in New Zealand and provide information, assistance, and resources to members; and
- (g) Establish, promote, and stage speedcubing competitions and matches in New Zealand; and

3.2 Notwithstanding cl 3.1:

- (a) the Objects cannot include furthering or attaining any objects outside New Zealand; and
- (b) no member of the Society may derive any personal pecuniary gain from membership of the Society.

4 Powers

4.1 Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction required to further or promote the Objects including, without limitation, to:

- (a) make regulations or bylaws to advance the attainment of any of the Objects;
- (b) do any act or thing incidental or conducive to the attainment of the Objects;
- (c) use such of its funds to pay the costs and expenses of furthering or carrying out the Objects;
- (d) employ one or more individuals on such terms approved by the Committee (subject to cl 4.4);
- (e) purchase, lease, hire or otherwise acquire, exchange and sell, lease or otherwise dispose of property, rights or privileges; and

- (f) invest in any investment in which a trustee might invest (subject to Trusts Act 2019, s 30).
- 4.2 Notwithstanding cl 4.1, the Society cannot borrow or raise money (or provide any security to borrow or raised money) unless the incurring of the debt is approved by an ordinary resolution at a general meeting.
- 4.3 Regardless of any other provision in this constitution, the Society must not do any thing:
 - (a) other than to further the Objects; or
 - (b) for the personal or individual financial gain of any member (except as provided for in cl 4.4).
- 4.4 The Society may provide financial benefits to a member or officer, or any associated person but only on arm's length terms and any payments made in respect of such transactions must be limited to:
 - (a) a fair and reasonable reward for services performed (not being services performed in their role as an officer and for the avoidance of doubt there shall be no remuneration allowance or honorarium for officers);
 - (b) reimbursement of expenses properly incurred;
 - (c) usual professional, business or trade charges; and/or
 - (d) interest at no more than current commercial rates.
- 4.5 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

5 Membership

- 5.1 The Society shall maintain the minimum number of members required by the Act.
- 5.2 The classes of membership and the method by which members are admitted to different classes of membership are as follow:
 - (a) Ordinary member: An **Ordinary Member** is an individual admitted to membership under cl 6 and who has not ceased to be a member under any other clause.
 - (b) Life member: A **Life Member** is a person honoured for meritorious services to the Society after recommendation by the Committee and election as a life member by resolution of a general meeting passed by a two-thirds majority of those present and voting. A Life Member has all the rights and privileges as determined by the Committee but shall not be required to pay any membership fees.
- 5.3 Every member must advise the Secretary of any change of the member's contact details.
- 5.4 The Secretary must keep a register of members recording:
 - (a) the name of each member;
 - (b) the last known contact details of each member;
 - (c) the date on which each person became a member; and
 - (d) all other information prescribed by the Act (if any).
- 5.5 The Secretary must update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 5.6 All members acknowledge and agree that:
 - (a) they are bound by, and will comply with, this constitution and any bylaws, and to the extent they apply, the rules, procedures and policies of the World Cube Association;
 - (b) they are subject to the jurisdiction of Speedcubing New Zealand (2025) Incorporated;
 - (c) they are entitled to the rights and entitlements granted by this constitution or as determined by the Committee;

- (d) to receive or continue to receive or exercise membership rights, they must meet and continue to meet all member requirements set out in this constitution or as determined by the Committee, including payment of any membership fees;
- (e) if they fail to comply with their membership obligations in this constitution, the Committee may cease their membership;
- (f) they do not have any rights of ownership of, or the automatic right to use the property of Speedcubing New Zealand (2025) Incorporated; and
- (g) they must promote the interests and the objects of the Society and must do nothing to bring the Society into disrepute.

6 Admission of ordinary members and renewal

- 6.1 Applicants for ordinary membership must complete any application form provided by the Committee and supply such information as may be required by the Committee from time to time. The eligibility criteria for ordinary membership as at the date of adoption of this constitution is set out in Schedule One.
- 6.2 All applicants must confirm their consent to become a member of the Society. A person may consent by submitting an application form, signing an application form, and/or confirming by electronic means their consent to become a member of the Society.
- 6.3 Membership applications must be approved by the Committee who may interview an applicant.
- 6.4 The Committee has discretion whether or not to admit a membership applicant to ordinary membership and must advise the applicant of its decision within a reasonable time of the application being submitted.
- 6.5 A person becomes an ordinary member when their application is accepted and they have paid the required membership fees (if any) and satisfied any other preconditions.
- 6.6 The Committee may, in its discretion, require members to renew their membership of the Society from time to time provided that any such renewal requirement shall be no more frequently than annually. On any application for renewal, the Committee may require the renewal applicants to confirm they still meet the eligibility requirements for membership of the Society.

7 Membership fees

- 7.1 The Committee will decide any membership and other fees payable by Ordinary Members (if any) and the due date for those fees. Where appropriate, the Committee will consult generally with members before determining the quantum of any membership fees.
- 7.2 Any member failing to pay their membership fees within one calendar month of the due date may have their membership suspended by the Committee and (without being released from the obligation of payment) will have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the membership fee became due or such later date as the Committee may determine, the member's membership may be cancelled by the Committee and the member must cease to hold themselves out as a member of the Society, and must return all material produced by the Society requested by the Committee.

8 Cessation or suspension of membership

- 8.1 A member may resign from membership by notice to the Secretary.
- 8.2 A member shall cease to be a member if their membership is not renewed.
- 8.3 The Committee may terminate the membership of a member under cl 5.6(e).

- 8.4 A member ceases to be a member if their membership is terminated following a dispute resolution process or such other process set out or referred to in this constitution.
- 8.5 When a member's membership is terminated:
- (a) the member remains liable to pay all membership fees and any other fees to the end of that financial year; and
 - (b) the member must cease to hold themselves out as a member of the Society and must return all material produced by the Society requested by the Committee.
- 8.6 If a member is or may be in breach of this constitution and the Committee believes it is in the best interests of the Society to do so, the Committee may suspend a member until final determination of the matter under the applicable dispute resolution process. Before imposing a suspension, the member will be given notice.
- 8.7 Unless otherwise determined by the Committee, while a member is suspended the member is not entitled to attend, speak or vote at Society meetings, is not entitled to any rights or entitlements as a member and is not entitled to continue to hold office in any position within the Society, until such time as the alleged breach is resolved or determined.

9 Re-admission of former members

- 9.1 Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Committee.

10 The Committee

- 10.1 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Society, subject to the terms of this constitution.
- 10.2 The Committee shall consist of not less than three officers including:
- (a) President;
 - (b) Secretary; and
 - (c) Treasurer.
- 10.3 The initial officers are those persons appointed by the initial members of the Society. Officers will be elected annually as follows:
- (a) nominations for appointment as an officer, accompanied by the evidence of consent of each nominee, must be received by the Secretary not less than 30 clear days before the date of the annual general meeting;
 - (b) not less than 14 clear days before the date of the annual general meeting, the Secretary must post or email to all members a voting paper listing all officer nominees and such information (not exceeding 500 words) as may be supplied to the Secretary by or on behalf of each nominee in support of their nomination;
 - (c) if there are insufficient valid nominations received under cl 10.3(a) above, but not otherwise, further nominations may be received from the floor at the annual general meeting;
 - (d) votes must be cast in such manner as determined by the chairperson;
 - (e) two members (who are not nominees) designated by the chairperson of the annual general meeting must act as scrutineers for the counting of the votes; and
 - (f) any tied vote will be resolved by the other members of the incoming Committee.
- 10.4 A nominee must satisfy the qualifications for appointment as an officer of a Society in the Incorporated Societies Act 2022, s 47.
- 10.5 All officers must be members of the Society except the Secretary and the Treasurer.
- 10.6 The Secretary and the Treasurer may be the same person.

- 10.7 The Committee must include at least three officers and the majority of the Committee must be members of the Society.
- 10.8 If, between annual general meetings, a vacancy arises in the position of President, Secretary or Treasurer or if the Committee fails to meet the requirements of cl 10.7 any vacancy will be filled by the Committee.
- 10.9 The officers appointed at each annual general meeting (or appointed subsequently pursuant to cl 10.8):
- (a) will hold office until the end of the first annual general meeting after their appointment; but
 - (b) they may seek re-appointment at that annual general meeting; provided that
 - (c) no officer may serve more than five (5) consecutive terms as an officer.
- 10.10 Any officer may be removed as an officer by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

11 President

- 11.1 The Committee is responsible for generally overseeing and directing the affairs and business of the Society, under the leadership of the **President**.

12 Secretary

- 12.1 The Secretary shall record the minutes of all general meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 12.2 The Secretary must hold the Society's records, documents, and books.
- 12.3 The Secretary must deal with and answer correspondence and perform such other duties as directed by the Committee.
- 12.4 The Committee may in its discretion suspend or remove the Secretary from office.
- 12.5 The Secretary must keep a membership register of Members recording their names and contact details, the dates each member became a Member and all other information required by the Incorporated Societies Act 2022.

13 Treasurer

- 13.1 The Treasurer must:
- (a) prepare or have prepared financial statements that comply with the Act;
 - (b) provide a true record of the Society's financial position and a report on the Society's financial position to each Committee meeting and present annual financial statements (meeting the requirements of the Act) to the Annual General Meeting together with a budget for the next financial year.
 - (c) ensure that copies of the Society's financial statements are registered with the Registrar of Incorporated Societies within 6 months after the Society's balance date.

14 Finances

- 14.1 The Committee shall maintain bank accounts in the name of the Society, and all payments and withdrawal forms must be signed and all electronic transactions must be approved by any two members of the Committee.
- 14.2 All money received on account of the Society shall be banked within five working days.

- 14.3 All accounts paid or for payment must be submitted to the Treasurer who must then present the accounts to the Committee for approval of payment.
- 14.4 The Society's financial year commence on 1 April of each year and end on 31 March in the following year.
- 14.5 The annual general meeting each year may appoint an auditor to audit the annual accounts of the Society and provide a certificate of correctness of the same. Any such auditor must be a member of Chartered Accountants Australia and New Zealand and not a member of the Society, and if any such auditor is unable to act the Committee must appoint a replacement auditor.

15 Disclosure of officer interests

- 15.1 The Committee must maintain a register in which officer's interests are recorded.
- 15.2 An officer who is interested in a matter relating to the Society (as defined in s 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Committee; and
 - (b) in the Interests Register.
- 15.3 Disclosure under cl 15.2 must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

16 Officer ceasing to hold office

- 16.1 A person ceases to be an officer if the person:
- (a) resigns in accordance with cl 16.2; or
 - (b) is removed from office in accordance with cl 10.10; or
 - (c) becomes disqualified from being an officer under s 47(3) of the Act; or
 - (d) dies; or
 - (e) otherwise vacates office in accordance with this constitution.
- 16.2 An officer may resign by giving notice of resignation to the Secretary and the President and the notice of resignation will take effect when it is received by the Secretary and the President or at any later time specified in the notice.
- 16.3 Each officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that officer's successor or the Secretary all books, papers and other property of the Society possessed by such former officer requested by the Committee.
- 16.4 Despite vacating office as an officer, a person who has held office as an officer remains liable for acts and omissions and decisions made while that person was an officer.

17 Management by the Committee and subcommittees

- 17.1 From the end of each annual general meeting until the end of the next, the Society must be administered, managed and controlled by the Committee.
- 17.2 Subject to this constitution and the resolution of any general meeting, the Committee may exercise all the Society's powers, other than those required by statute or by this constitution to be exercised by the Society in general meeting.
- 17.3 The Committee must meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.

- 17.4 All Committee meetings must be chaired by the President, or in the President's absence by another officer elected for the purpose by the meeting, and any such chairperson does not have a deliberative and casting vote.
- 17.5 The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next annual general meeting.
- 17.6 The quorum for Committee meetings is at least two thirds (2/3rds) the number of officers.
- 17.7 Only officers elected or appointed under cl 10 who are present in person or by telephone or video link may be counted in the quorum and entitled to vote at a Committee meeting.
- 17.8 The Committee may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit.
- 17.9 Unless otherwise resolved by the Committee:
- (a) team leaders of subcommittees must be members of the Society;
 - (b) the quorum of every subcommittee is half the members of the subcommittee;
 - (c) no subcommittee may commit the Society to any financial expenditure without express authority; and
 - (d) no subcommittee may delegate any of its powers.
- 17.10 The Committee and any subcommittee may act by:
- (a) a written resolution (which may be in physical or electronic form); or
 - (b) a resolution approved verbally in the course of a meeting, telephone conference call or video conference;
- approved by not less than two-thirds of the officers or members of the Committee or subcommittee (as the case may be).
- 17.11 The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society's activities, but no such regulations, bylaws and policies can be inconsistent with this constitution or the Act.
- 17.12 This constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by members, and copies must be provided (at cost, if required by the Committee) to any member on request.
- 17.13 Other than as prescribed by the Act, this constitution or any bylaw, the Committee may regulate its proceedings as it thinks fit.
- 17.14 Members of the Committee and of subcommittees are entitled to be reimbursed by the society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.
- 17.15 Subject to the Act, this constitution and the resolutions of general meetings, the decisions of the Committee on the interpretation of this constitution and all matters dealt with by the Committee in accordance with this constitution shall be final and binding on all members.
- 17.16 The Committee may employ any person/company to administer or manage Society affairs.

18 Indemnity and insurance

- 18.1 The Society must indemnify each Officer, member, or employee of the Society for:
- (a) liability to any person other than the Society for any act or omission in their capacity as an Officer, a member, or an employee of the Society (not being a liability specified in subsection (2)); or
 - (b) costs incurred by the Officer, member, or employee in defending or settling any claim or proceeding relating to that liability;
- provided that this indemnity will not apply to any:
- (c) criminal liability; or

- (d) liability that arises out of a failure to act in good faith and in what the Officer, member, or employee believed to be the best interests of the Society when acting in their capacity as an Officer, a member, or an employee of the Society.
- 18.2 The Society must also indemnify an Officer, member, or employee of the Society for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in cl 18.1(c) and 18.1(d) if:
- (a) judgment is given in their favour or if they are acquitted; or
 - (b) the proceeding is discontinued.
- 18.3 The Society may, with the prior approval of the committee, effect insurance for an Officer, a member, or an employee of the society in respect of:
- (a) liability (other than criminal liability) for any act or omission in their capacity as an Officer, a member, or an employee of the society (including any breach of duties under this constitution or the Incorporated Societies Act 2022);
 - (b) costs incurred by the Officer, member, or employee in defending or settling any claim or proceeding relating to that liability; and
 - (c) costs incurred by the Officer, member, or employee in defending any criminal proceedings:
 - (i) that have been brought against the Officer, member, or employee in relation to any alleged act or omission in their capacity as an Officer, a member, or an employee; and
 - (ii) in which they are acquitted.
- 18.4 The Officers who vote in favour of authorising the insurance under cl 18.3 must sign a certificate stating that, in their opinion, the cost of effecting insurance is fair to the Society.
- 18.5 The Officer, member, or employee who is insured is personally liable to the Society for the cost of effecting insurance if:
- (a) the requirements of this constitution have not been complied with; or
 - (b) reasonable grounds did not exist for the opinion set out in the certificate given under cl 18.4;
- unless the insurance was fair to the Society at the time the insurance was effected.

19 Registered office

- 19.1 The registered office of the Society will be at such place as the Committee from time to time determines.

20 Execution of documents

- 20.1 A contract or other enforceable obligation may be entered into by the Society, when authorised by a resolution of the Committee, on the following basis:
- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the society by:
 - (i) 2 or more officers of the society; or
 - (ii) 1 or more attorneys appointed by the Society under s 124 of the Act.
 - (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority.
 - (c) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

21 Amending the constitution

- 21.1 This constitution may be amended or replaced by resolution of any general meeting passed by a 75% majority of those members present and entitled to vote, provided that no amendment may be made which would alter:
- (a) the charitable nature or its ability to register as a charity; or
 - (b) the rules precluding members from obtaining any personal benefit.
- 21.2 Any proposed motion to amend or replace this constitution must be signed by at least three (3) members and given in writing to the Secretary at least 30 clear days before the general meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.
- 21.3 At least 14 clear days before the general meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to members of the proposed motion, of the reasons for the proposal and of any recommendations from the Committee in respect of that notice.
- 21.4 The Committee may amend this constitution if the amendment has no more than a minor effect or corrects errors or makes similar technical alterations.
- 21.5 An amendment made pursuant to cl 21.4 is only valid if the Committee sends notice of the amendment to every member of the Society stating:
- (a) the text of the amendment; and
 - (b) the right of the member to object to the amendment; and
- the Committee receives no objection from any member within 20 clear days after the date on which the notice was sent.

22 Dispute Resolution

- 22.1 Disputes shall be resolved in the manner set out in Schedule Two to this constitution.

23 General meetings

- 23.1 The Society's annual general meeting must be held
- (a) not later than 6 months after the balance date of the society; and
 - (b) not later than 15 months after the previous annual general meeting.
- provided that the Society does not have to hold its first annual general meeting in the calendar year of its incorporation but must hold that meeting within 18 months after its incorporation.
- 23.2 Special general meetings may be called by the Committee or by written requisition to the Secretary signed by not less than a quarter of the Ordinary Members.
- 23.3 At least 14 clear days before any general meeting, the Secretary must send to all members notice of the business to be conducted at the meeting and details of the date, time and place of the meeting.
- 23.4 Any irregularity in the manner of calling a general meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver but in any event the failure for any reason of any member to receive notice of a general meeting does not invalidate the meeting or its proceedings.
- 23.5 General meetings may be attended by all members of whatever class of membership, but only Ordinary Members whose membership fees are up to date are entitled to vote.
- 23.6 An Ordinary Member is entitled to vote by written proxy in favour of another member present at the meeting, but no other proxy voting is permitted.

- 23.7 The quorum for general meetings shall be the greater of either five (5) members or one-third of the members entitled to vote pursuant to cl 23.6 present in person, by electronic means or by proxy.
- 23.8 All general meetings must be chaired by the President or, in the President's absence, by some other officer elected for the purpose by the members at the general meeting, and any such chairperson does not have a deliberative and casting vote.
- 23.9 Voting at general meetings must be exercised as follows:
- (a) voting must be by voices, by show of hands or, on demand of the chairperson or of any member present, by secret ballot, and on each case each member eligible to vote is entitled to one vote;
 - (b) unless otherwise required by this constitution, all questions must be determined by a simple majority of those present and entitled to vote;
 - (c) to determine any issue already lawfully before a general meeting (including any election or amendment to this constitution) the meeting may resolve to hold a postal ballot in accordance with the following process:
 - (i) only members with voting rights may vote in any postal ballot;
 - (ii) the resolution to hold a postal ballot must set a closing date and time for ballots to be received by the Secretary, but the closing date must be no earlier than a fortnight after the date ballot papers are sent out to members (excluding the date of posting);
 - (iii) in respect of any motion to amend this constitution by postal ballot, the motion must be accompanied by reasons and recommendations from the Committee, and such motion must be passed by a two-thirds majority of those voting;
 - (iv) voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, email or other electronic means;
 - (v) the Secretary must declare the result of the postal ballot; and
 - (vi) the result of any postal ballot will be as effective and binding on members as a resolution passed at a general meeting.
- 23.10 A resolution passed by the required majority at any general meeting or by postal ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.
- 23.11 The Secretary or such other person appointed by the Committee must keep minutes of each general meeting.

24 Annual general meeting

- 24.1 The notice (**Notice**) for an annual general meeting must include:
- (a) an annual report from the Committee reporting on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) a copy of the financial statements for the Society for that period;
 - (c) notice of any disclosures made to the Interests Register since the immediately preceding annual general meeting (including a brief summary of the matters, or types of matters, to which those, to which those disclosures relate);
 - (d) a list of and information about nominees for officer appointments;
 - (e) a resolution for appointment of any auditor;
 - (f) notice of any motions and the Committee's recommendations; and
 - (g) the Committee's proposed budget for the next year.
- 24.2 The business of the annual general meeting is:
- (a) approving the minutes of the previous general meeting;
 - (b) approving the Committee's annual report provided with the Notice;

- (c) approving the financial statements provided with the Notice;
 - (d) election of officers;
 - (e) voting on any motions referred to in the Notice;
 - (f) approving a budget for the next financial year; and
 - (g) general business.
- 24.3 Any member wishing to give notice of any motion for consideration at the annual general meeting must forward written notice of the motion to the Secretary not less than 30 clear days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to members in respect of those notices.

25 Written resolution in lieu of general meeting

- 25.1 A written resolution is as valid as if it had been passed at a general meeting if it is approved by no less than 75% of the number of members who are entitled to vote.
- 25.2 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the members who are entitled to vote.
- 25.3 For the purposes of cl 25.2, a member may give their approval by:
- (a) signing the resolution; or
 - (b) giving their approval to the resolution by email or any other electronic means approved by the Committee.

26 Winding up

- 26.1 The Society may be put into liquidation if the Society, at a general meeting of its members, passes a resolution appointing a liquidator and nominating a not-for-profit sporting entity with purposes similar to the Objects to receive the Society's surplus assets, if any, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 26.2 The Society must be placed into liquidation (using the process specified in the previous clause) if the Society does not have the minimum number of members required to operate as a valid society under the Act in which case the resolution required pursuant to cl 26.1 shall be deemed to be valid if signed by all of the remaining members.
- 26.3 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to a not-for-profit sporting entity selected by the members pursuant to clause 26.1.

27 Contact Person

- 27.1 Unless an alternative "contact person" is appointed by the Committee (for the purposes of the Incorporated Societies Act 2022), the Secretary will be the Society's "contact person". The Committee may appoint at least one, and a maximum of three, persons to be the contact person. The Committee will advise the Registrar of Incorporated Societies of any change in a contact person or their contact details.

28 Definitions

- 28.1 In this constitution:
- (a) **Act** means the Incorporated Societies Act 2022 or its successors and any regulations made under those statutes.
 - (b) **Annual general meeting** has the meaning given in cl 24.

- (c) **Arm's-length terms** means terms between the Society and an officer or a member in relation to a transaction that:
 - (i) would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or
 - (ii) are less favourable to the officer or member than the terms referred to in cl 28.1(c)(i); and
 - (iii) do not include any share of a gain, profit, or surplus, or other reward.
- (d) **Committee** means the officers of the Society acting as a board.
- (e) **General meeting** means either an annual general meeting or a special general meeting, as the case may be.
- (f) **Interests Register** means the register of officer interests maintained by the Committee pursuant to cl 15.1 of this constitution.
- (g) **Member** means an individual that has become a member of the Society, paid any membership fees due and whose membership has not been terminated, in accordance with this constitution.
- (h) **Notice** means any notice sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.
- (i) **Objects** means the objects of the Society provided for in cl 3 of this constitution.
- (j) **Officer** means an officer of the Society.
- (k) **President** means the individual appointed as the Society's President pursuant to cl 10.2 whose duties include those provided for in cl 11.
- (l) **Secretary** means the individual appointed as the Society's Secretary pursuant to cl 10.2 whose duties include those provided for in cl 12.
- (m) **Society** means Speedcubing New Zealand (2025) Incorporated;
- (n) **Special general meeting** has the meaning given in cl 23.2.
- (o) **Treasurer** means the individual appointed as the Society's Treasurer pursuant to cl 10.2 whose duties include those provided for in cl 13.

SCHEDULE ONE
ELIGIBILITY FOR ORDINARY MEMBERSHIP

Applicants for ordinary membership of the Society shall meet the following eligibility requirements:

1. Be aged 18 years or older; and
2. Meet one or more of the following criteria:
 - a. An individual committed to making themselves available to assist with the organising and running of the Society; and/or
 - b. A current or past Delegate for the World Cube Association (as defined in the WCA regulations); and/or
 - c. An individual who has been involved with the organisation of recent New Zealand speedcubing competitions; and/or
 - d. A parent or caregiver of an “active speedcuber” and that parent or caregiver is committed to making themselves available to assist with organising and running New Zealand speedcubing competitions. An “active speedcuber” is a speedcuber in New Zealand who has participated in at least three (3) speedcubing competitions in the previous 12 months, at least one of those competitions being a New Zealand competition.

The Committee may, in its sole discretion, accept an application for ordinary membership from a person who does not strictly meet all of the above eligibility criteria.

SCHEDULE TWO

RESOLUTION OF DISPUTES

1. If any dispute arises between:
 - (a) two or more members; or
 - (b) one or more officers and the Society; or
 - (c) one or more members or officers and the Society; andthe dispute relates to an allegation that:
 - a member or an officer has engaged in misconduct; or
 - (d) a member or an officer has breached, or is likely to breach, a duty under this constitution or the Act;
 - (e) the Society has breached, or is likely to breach, a duty under this constitution or the Act;
 - (f) a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;then any party involved with the dispute may make a complaint to the Committee and the procedures contained in cls 2 to 8 (inclusive) of schedule 2 of the Act shall be deemed to be included in this constitution and shall apply to the resolution of the dispute.
2. The Committee shall be the decision maker responsible for resolving the dispute provided that:
 - (a) If the complaint relates to one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making;
 - (b) If the complaint is made by one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making; and
 - (c) If the Committee is unable to proceed because it will not have a quorum of officers to conduct the dispute resolution process as a consequence of cl 2(a) or cl 2(b) or for any other reason, the Committee must appoint an individual who is not a member to manage the dispute resolution process and make a decision about the complaint.
3. After completing the dispute resolution processes provided for in cl 2, the Committee or the independent person appointed pursuant to cl 2(c), (the **decision maker**) may:
 - (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
 - (e) In the case of a complaint against a member, suspend the member's membership for a defined period or terminate the member's membership; or
 - (f) In the case of a complaint against an officer, remove the officer from their role as an officer.