NEW ZEALAND OUTDOOR INSTRUCTORS ASSOCIATION INCORPORATED

CONSTITUTION

NAME

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

PURPOSE *The objects of The Association shall be:*

2.1 To advance education by:

- Providing the outdoor community with a clear and integrated training and qualifications pathway.
- Working collaboratively with other members of the outdoor community to ensure that qualifications meet the needs of the outdoor community.
- Providing ongoing professional development opportunities for outdoor leaders and instructors.

2.2 To be beneficial to the community by:

- Developing and promoting standards of outdoor leadership and instructional practice.
- Providing a Registration scheme that ensures outdoor leaders and instructors are up to date in their knowledge and skills.
- Provide, through Registration, assurance to those being led in the outdoors of quality, safe experiences.
- Fostering collaborative relationships within the outdoor community.
- Working with other members of the outdoor community to ensure that resources are used effectively.

2.3 To be beneficial to members by:

- Representing members' interests in the wider outdoor community.
- Providing support following serious harm incidents.
- Promoting Registered members to employers and the public.
- Providing information, technical updates and opportunities for ongoing training.
- Providing other benefits and services of value to members.

CONTACT PERSON

3.1 **Contact Persons:** The Board will appoint at least one (1) but no more than three (3) Contact Person(s) whom the Registrar can contact when needed.

3.2 **Requirements:** Each Contact Person must be:

a representative of a Member or an employee of The Association;

at least 18 years of age; and

ordinarily resident in New Zealand.

3.3 **Registrar Notification:** Each Contact Person's name and contact details must be provided to the Registrar in accordance with the Act.

3.4 **Contact Update:** Any change in that Contact Person or that person's name or contact details must be advised to the Registrar within twenty (20) Working Days of that change occurring, or The Association becoming aware of the change.

RULES

4.1 The Board may from time to time make or change rules consistent with this constitution.

4.2 The Board shall keep all members informed of the rules and of any change to the rules.

MEMBERSHIP There are the following types of membership:

REGISTERED MEMBERS

5.1 Any person may apply to join NZOIA as a Registered Member. Any person who holds a Registered qualification provided by The Association shall be entitled to Registered Membership. As part of the NZOIA membership form, new members must provide their consent to be a member of NZOIA.

ASSOCIATE MEMBERS

5.2 Any person or organisation may apply to join The Association as an Associate Member. As part of the NZOIA membership form, new members must provide their consent to be a member of NZOIA.

AFFILIATED MEMBERS

5.3 Any organisation may apply to join The Association as an Affiliated Member. Organisations becoming an Affiliated Member of NZOIA must obtain consent on behalf of all individuals within their organisation who will be 'Team Members' of NZOIA through their Affiliated organisation, and the organisation must provide NZOIA with confirmation that they have this consent on behalf of those individuals.

HONORARY MEMBERS

5.4 Individuals who have performed outstanding service to The Association or to the interests which The Association serves, may on the recommendation of the Board, be elected to Honorary Membership of The Association at a General Meeting of The Association and shall be exempt from the payment of all fees. Such members shall have all the rights of Registered Members provided that they hold a Registered NZOIA qualification. Agreement by the individual to become an Honorary Member of NZOIA will include implied consent to be a member.

ALL MEMBERS

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

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

FEES

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

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

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

NON-FINANCIAL MEMBERS

5.7.1 Members of any category whose fees are paid shall be deemed financial members. Individuals who have a Registered NZOIA qualification are entitled to membership in which case they shall be deemed to be financial members. Except as provided in clause 5.6.3 all other members shall be deemed non-financial members.

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

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

RESIGNATION

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

REGISTRY OF MEMBERS

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

5.9.2 NZOIA must keep an up-to-date Register of Members containing each Member's: name and contact details; membership category; and date on which they became a Member.

5.9.3 Member Information: Every current Member must provide NZOIA with their details as outlined in 5.9.1 and promptly advise NZOIA of any change to contact details.

5.9.4 Updating Membership: Every current Member has access to update their contact details on NZOIA's website via their NZOIA profile, which also updates the Register of Members. NZOIA will update the Register of Members as soon as possible after being made aware of any changes to the information on the register.

INFORMATION FOR MEMBERS

5.10 A member may at any time make a written request to The Association for information held by NZOIA. This includes the financial statements presented at the most recent AGM, and minutes of the most recent AGM. The request must specify the information sought in sufficient detail to enable it to be identified. NZOIA will, within a reasonable time after receiving a request, (a) provide the information; or (b) agree to provide the information within a specified period; or (c) agree to provide the information within a specified period if the member pays a reasonable charge to The Association (which must be specified and

explained) to meet the cost of providing the information; or (d) refuse to provide the information, specifying the reasons for the refusal.

BREACH OF RULES

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

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

PROFESSIONAL MISCONDUCT

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

a. wilfully or negligently jeopardised the safety of another member, or a client, or a member of the public; or
b. defrauded a client; or
c. committed some other serious breach of professional conduct;

then the Board shall investigate that misconduct.

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

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

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

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

APPEAL

5.13.1 If any member is found guilty of a breach under Clauses 5.11 or 5.12 they may appeal to the Appeal Commission.

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

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

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

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

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

BOARD

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

6.1.2 The composition of the Board shall at all times contain a majority of representatives who are either members of NZOIA or representatives of another incorporated society that is a member of NZOIA.

DUTIES OF THE BOARD

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

6.2.2 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of NZOIA, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

MEETINGS OF THE BOARD

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

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

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

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

6.3.5 **Voting:** Each Board Member has one (1) vote at Board Meetings except the Chair who will have a casting vote in the event of a deadlock.

6.3.6 The Board shall maintain an up to date register of interests, and at the outset of each Board meeting, Board members will disclose any matters of interest.

6.3.7 **Consequences of being interested in a matter:**

(1) A member of the board who is interested in a matter relating to NZOIA (a) must not vote or take part in a decision of the Board relating to the matter; and (b) must not sign any

document relating to the entry into a transaction or the initiation of the matter; but (c) may take part in any discussion of the board relating to the matter and be present at the time of the decision of the board (unless the Board decides otherwise).

(2) However, (a) a member of the Board who is prevented from voting on a matter under subsection (1) may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and (b) subsection (1)(a) or (b) does not apply to a member of the Board (**A**) in relation to a particular matter if all members of the Board who are not interested in the matter consent to A acting as referred to in that paragraph.

(3) Despite subsection (2), if 50% or more of the members of the Board are prevented from voting on the matter under subsection (1), a special general meeting of NZOIA must be called to consider and determine the matter.

6.3.8 Full minutes shall be kept of each meeting.

ELECTION TO THE BOARD

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

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

6.4.3 At AGMs a sufficient number of Directors shall be elected to fill the vacancies available. They shall be elected for a term of three (3) years.

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

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

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

6.4.7 **Appointment of Chair:** At the first Board meeting following an AGM, the Board must elect a Chair. The officer filling this role can be determined by mutual agreement of the Board, or alternatively by a vote of the Board members. A Board member who has been nominated for the role of Chair may vote on that election process. The role of the Chair is to chair Board Meetings. The Board member filling the role of Chair may change at any time during the year through agreement by the Board.

REMOVAL OF OFFICERS

6.5.1 The Members in a Special General Meeting called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office as follows:

Upon NZOIA receiving a request for a Special General Meeting for the purpose of removing a Board Member, or the Board as a whole, NZOIA must send the Notice of the Special General Meeting to the Board Member concerned

or the Board (as the case may be), in addition to the Members of NZOIA; and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member, or the Board as a whole (as the case may be affected by the proposed resolution must be given the opportunity before, and at the Special General Meeting to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.

6.5.2 The Board may remove any appointed member if the Board considers, in its sole discretion, that the appointed Board member has a conflict of interest which has not been satisfactorily resolved to the satisfaction of the Board; or there are circumstances which may give rise to a question of actual or apparent bias in the appointed Board member. Before removing any appointed Board member, the Board must:

notify the appointed Board member of its proposal to remove them; and

give the appointed Board member the opportunity to make submissions on the proposed removal and the opportunity to be heard.

CEASING TO HOLD OFFICE

6.6.1 **Cessation Circumstances:** A Board Member ceases to hold office on and from the date when the Board Member:

dies, or in the opinion of the majority of the Board, becomes so incapacitated that they are effectively incapable of performing the duties of a Board Member;

resigns (by Written Notice to the Board);

is absent from two (2) consecutive Board Meetings without prior approval from the Board or without reasonable explanation;

the Board passes a vote of no confidence in the Board Member;

is disqualified from being an Officer under the Act or the Charities Act 2005; or

is removed from office as set out in Rule 6.5.

6.6.2 **Resignation Obligations:** Each Board Member must within twenty (20) Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of NZOIA held by such former Board Member.

CHIEF EXECUTIVE / STATUTORY SECRETARY

6.7.1 The Chief Executive shall be the statutory secretary of the Association. They shall be appointed on said terms and conditions, as the Board sees fit. Where a Chief Executive is not appointed, the Board assumes all those responsibilities of the Chief Executive as stated elsewhere in this Constitution. The Board may delegate any or all responsibilities of the Chief Executive to an approved person. The delegated person shall exercise these responsibilities with the authority of the Chief Executive until such time as the Board appoints a Chief Executive or revokes the delegation.

6.7.2 The Chief Executive may attend Board Meetings as and when required by the Board but has no voting rights.

CONTACT PERSON/S

6.8 The Chief Executive, acting as the Statutory Secretary, will be the primary Contact Person for The Association. The Chair will also act as a Contact Person.

REMUNERATION OF THE BOARD

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

POWER TO CO-OPT

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

CREATION OF SUBCOMMITTEES

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

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

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

TECHNICAL ADVISORY COMMITTEE/S

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

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

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

GENERAL MEETING QUORUMS & PROCEDURES

CHAIR

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

QUORUM

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

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

quorum at the adjourned AGM, the members present may transact the business of that meeting.

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

VOTING

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

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

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

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

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

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

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

ELECTIONS

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

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

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

BINDING RESOLUTIONS OF A GENERAL MEETING

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

ANNUAL GENERAL MEETINGS

7.6.1 The AGM shall be called by the Board once in each year being not more than 15 months from the date of the last Annual General Meeting and no more than 6 months after the end of the financial year. The Chief Executive shall send a notice of this meeting to all members 6 weeks before the meeting and shall specify the date, time, and location of the AGM. If the meeting cannot take place on the notified time, date or place due to unforeseen circumstances, all members will be notified of the proposed change and asked to vote in favour or against the change. The above quorum must be met from the vote, and 51% is needed to accept the change.

7.6.2 An irregularity in the manner of calling a general meeting of The Association 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. An accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

7.6.3 The business of the meeting shall be the election of officers, to receive the Chair's annual report, to receive the financial report and independent financial review, to set the subscription for the next financial year and deciding on any motion or proposal presented to the meeting in line with clause 7.6.4.

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

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

SPECIAL GENERAL MEETINGS

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

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

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

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

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

7.7.6 Voting processes at a SGM shall be in accordance with those of the AGM.

FINANCE

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

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

8.2.1 **Payment to Members:** The Association is not carried on for the financial gain of its members. Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties. Payments may be made in good faith to any Member, Officer, or employee of The

Association provided that such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction. This includes any services provided to The Association as an employee or otherwise, or goods supplied to The Association in the ordinary and usual course of operation, or reimbursement of any actual and reasonable out-of-pocket expenses incurred by a Member, Board Member, of employee on behalf of The Association.

ACCOUNTS

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

ALTERATION OF THE CONSTITUTION

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

10.2 **Minor/Technical Amendments:** Any minor or technical amendments may be notified to Members as outlined in section 31 of the Act.

10.3 **Notification to Registrar:** When an amendment is approved by a General Meeting it must be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and will take effect from the date of registration.

10.4 **Notification to Charities Services:** If NZOIA is registered as a charity under the Charities Act 2005, the amendment/s to the Constitution must also be notified to Charities Services as required by section 40 of that Act.

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

DISCLAIMER OF LIABILITY

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

COMMON SEAL

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

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

COMPLAINTS & DISPUTE RESOLUTION

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

INDEMNITY

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

14.2 The Board may, in accordance with sections 97 and 98 of the Incorporated Societies Act 2022, effect insurance for any Board Member, officer, or employee of the Association in respect of liability for any act or omission in their capacity as such, other than criminal liability, provided the requirements of the Act (including any required certification by the Board) are met.

DISSOLUTION - shall be carried out in term of Section 5, Subpart 4 of the Incorporated Societies Act 2022, and as follows:

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

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

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

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

DEFINITIONS

16.1 In this Constitution, unless the context otherwise requires, 'the Act' means the Incorporated Societies Act 2022, and includes any amendments to, and any Act passed in substitution for, that Act.

(September 2026)