

GymSports NZ Incorporated

Regional Board Regulation (Revised)

Commencement Date

1 January 2008

Issued 18 February 2008

Revised 12 April 2008

Revised 1 July 2009

GymSports New Zealand Incorporated Regional Board Regulation (Revised)

1. Purpose and Status of Regulation

- 1.1 The purpose of this Regulation is to set out the composition, powers, role and functions of the Regional Boards established under Rule 16 of the Constitution.
- 1.2 This Regulation was initially adopted by the GymSports NZ Board on 14 December 2007 in accordance with Rule 24 of the Constitution and revised by the Board on 11 July 2009.

2. Commencement Date

- 2.1 This Regulation, as revised, shall take effect and come into force on 2 July 2009.

3. Definitions

- 3.1 Every reference to the Constitution shall mean the GymSports NZ Constitution unless specified otherwise.
- 3.2 The words and phrases used in this Regulation shall have the same meaning as defined in the Constitution unless otherwise specified.
- 3.3 In addition to clauses 3.1 and 3.2 of this Regulation, the following words and phrases used in this Regulation shall mean as follows:

“**Commencement Date**” means the date this Regulation, as revised, came into force, namely 1 July 2009.

4. Composition of Regional Boards

- 4.1 Each Regional Board shall comprise of five (5) members as follows:
 - a. two (2) persons appointed by the GymSports NZ Board, as determined by the GymSports NZ Board (“Appointed Regional Board Members”);

- b. three (3) persons elected by the Member Clubs at an AGM or other meeting of GymSports NZ (“Elected Regional Board Members”).

The Chairperson shall be determined by the Regional Board from amongst its members.

4.2 **Appointed Regional Board Members:** In determining the Appointed Regional Board Members to each Regional Board, the GymSports NZ Board shall appoint on merit and in so doing shall take into account the following factors in considering potential appointees:

- a. Their prior experience in a governance role at national or regional level in New Zealand, whether generally or related to Gymsports;
- b. Their knowledge of, and experience in, the sports of Gymsports and/or sport in New Zealand generally;
- c. Their knowledge of the Region and the matters affecting the Region, whether generally or related to Gymsports;
- d. Their occupational skills, abilities and experience;
- e. The need for conflicts of interest to be minimised; and
- f. The need for a wide range of skills and experience on the Regional Board.

4.3 **Process for Appointing Appointed Regional Board Members:** By no later than ninety (90) days before the date set for the GymSports NZ AGM, the Chief Executive shall call for applications for any Appointed Regional Board Member positions that are to be vacated on any Regional Board at the conclusion of the AGM due to the expiry of their term of office. The call for applications shall be made publicly and as widely as possible, especially in the Regions in which the vacancies on the Regional Board will occur. In addition the GymSports NZ Board may invite applications for the position/s at any time prior to or during the appointment process. Applications shall close within thirty (30) days of the call for applications being made.

4.4 Upon receipt of any application/s, the GymSports NZ Board shall consider them and determine any appointments. The GymSports NZ Board is not required to appoint a person as an Appointed Regional Board Member if it considers there are no suitable applicants. The GymSports NZ Board may call for further applications. The GymSports NZ Board shall make its decisions regarding the appointment or otherwise of an Appointed Regional Board Member/s by no later than thirty (30) days prior to the AGM. The

Chief Executive shall notify all of the Regional Boards and Member Clubs of any persons who have been appointed as Appointed Regional Board Members at least twenty-one (21) days prior to the AGM.

- 4.5 **Elected Regional Board Members:** By no later than sixty (60) days before the date set for the AGM, each Regional Board must notify the GymSports NZ Board, the Chief Executive and each of the Member Clubs in its Region, of the number of Elected Regional Board Member positions that are to be vacated at the conclusion of the AGM due to the expiry of their term of office.
- 4.6 Any person seeking to be nominated as an Elected Regional Board Member must submit their nomination in writing on the form prescribed by GymSports NZ to the Chairperson of the Regional Board to which they are seeking election (with a copy to the Chief Executive) by no later than thirty (30) days prior to the date set for the AGM. This nomination must be supported by at least one (1) Member Club in the Region and signed by a person authorised on behalf of that Member Club or Clubs. This nomination shall be sent to all Member Clubs in the Region by no later than twenty-one (21) days prior to the AGM at which the election is to be held.
- 4.7 At the AGM, the Delegates for each Member Club in each Region in which there are vacancies for Elected Regional Board Members, shall elect from amongst the valid nominations for the Regional Board in their Region any Elected Regional Board Members. The vote for such election shall be held by secret ballot and passed by Ordinary Resolution of the Delegates of the Member Clubs in the applicable Region provided that if:
- a. there are the same number of nominations for Elected Regional Board Members as positions available, or
 - b. there are insufficient nominations, and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available,
- then those persons who have been nominated shall be declared elected as Elected Regional Board Members by the Chairperson.
- 4.8 No person who is a GymSports NZ Board Member or an employee of GymSports NZ is eligible to seek appointment or nomination as a Regional Board Member.

- 4.9 No person shall be eligible for appointment, or election or to remain in office as a Regional Board Member if any of the circumstances stated in Rule 15.6 of the Constitution apply to them.
- 4.10 **Term of Office:** The term of office for all Regional Board Members shall be two years commencing at the AGM in which they are appointed and ending at the conclusion of the second AGM after their appointment or election, provided that the Regional Board shall by agreement amongst its members reduce or extend the term of office of such number of the Elected Regional Board Members as it thinks appropriate to ensure a rotation of members.
- 4.11 **Vacancies of Elected Regional Board Members:** If there is a casual vacancy (as defined in clause 4.13 of this Regulation) in any position of an Elected Regional Board Member on any Regional Board and the AGM for that year is scheduled for a date being less than three (3) months from the date the vacancy arises, the remaining Regional Board Members of that Regional Board may appoint a person of their choice to fill the vacancy for the balance of the term, or may decide to leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being three (3) months or longer from the date the casual vacancy arose, it shall be filled by the GymSports NZ Board with a person of its choice.
- 4.12 **Vacancies of Appointed Regional Board Members:** If there is a casual vacancy (as defined in clause 4.13 of this Regulation) of any Appointed Regional Board Member on any Regional Board it shall be filled by the GymSports NZ Board in accordance with clause 4.3, with any necessary modifications it thinks fit.
- 4.13 **Casual Vacancy:** A casual vacancy arises on a Regional Board if:
- a. a position or positions are not filled by the Member Clubs at an AGM under clause 4.7;
 - b. a Regional Board Member resigns from office prior to the expiry of their term of office;
 - c. a Regional Board Member dies;
 - d. a Regional Board Member is removed under clause 4.14 of this Regulation;
 - e. a Regional Board Member is absent from more than two successive meetings without reasonable excuse unless leave of absence is granted by the Chairperson of the Regional Board; or

- f. any of the circumstances referred to in clause 4.9 of this Regulation apply to a Regional Board Member.

4.15 **Removal of Regional Board Member:** The GymSports NZ Board may remove any Regional Board Member before the expiration of their term of office for any of the following reasons:

- a. The Regional Board Member has breached any one or more of their duties as a Regional Board Member; and/or
- b. The Regional Board Member has brought the GymSports NZ Board, any employee of GymSports NZ, any other Regional Board Member or Regional Board, any Member Club, or any other GymSports NZ official or Gymsports generally into disrepute.

Before removing any Regional Board Member from office, the GymSports NZ Board shall inform the Regional Board Member and the Regional Board in writing of its proposal to remove the Regional Board Member and give them both a reasonable opportunity to make a submission to the GymSports NZ Board on the proposed removal.

5. Duties of Regional Board Members

- 5.1 The duties of each Regional Board Member are to:
- a. Act in good faith and in the best interests of GymSports NZ at all times;
 - b. Exercise the powers of the Regional Board for proper purposes;
 - c. Act, and ensure the Regional Board acts, in accordance with this Regulation, including any protocols and procedures made pursuant to it, and the Constitution;
 - d. Not agree to, nor cause or allow, the activities of GymSports NZ to be carried on in a manner likely to create a substantial risk of serious loss to GymSports NZ's creditors;
 - e. Not agree to GymSports NZ incurring any obligations unless it is within the budget approved by the GymSports NZ Board or has otherwise been approved by the GymSports NZ Board;
 - f. Exercise the care, diligence and skill that a reasonable Regional Board Member would exercise in the same circumstances taking

into account, but without limitation, the nature of GymSports NZ, the nature of the decision and the position of the Regional Board Member and the nature of the responsibilities undertaken by the Regional Board Member;

- g. If the Regional Board Member has an interest, whether financial or personal, in a transaction or proposed transaction of GymSports NZ, disclose to the Regional Board and the GymSports NZ Board, the nature and extent of such interest as soon as the Regional Board Member becomes aware of the fact that he or she has such interest.
- h. Take such other steps as determined by the GymSports NZ Board in respect of any interest specified in clause 5.1g of this Regulation, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Regional Board Member would not otherwise have available to him or her other than in their capacity as a Regional Board Member, to any person, or make use of or act on the information except;
 - i. if it is agreed to by the Regional Board, or in urgent situations by the Chairperson of the Regional Board;
 - ii. as required by law; or
 - iii. the information is in the public domain, other than as a result of a breach of this clause by the Regional Board Member or another Regional Board Member.
- j. Regularly attend Regional Board Meetings;
- k. Use their best efforts to consult widely with the Members and others in the GymSports community in the Region to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Regional Board Members under clause 5.1i.

6. Powers of Regional Boards

- 6.1 In accordance with Rule 17.4 of the Constitution, each Regional Board shall have such powers and authority as is expressly delegated to it by the Board, or on its behalf by the Chief Executive.
- 6.2 Without limiting clause 6.1 of this Regulation, each Regional Board shall have the power and responsibility to:
- a. To adopt and regularly review a plan for Gymsports in the Region. This plan must align with the GymSports NZ strategic plan, and include goals and objectives for the Regional Board and measures for short and long term success. This plan, including any amendments to it, must be approved by the GymSports NZ Board;
 - b. To facilitate regional forums for GymSports NZ, Member Clubs and other Members. The timing and nature of these forums must be approved by the GymSports NZ Board;
 - c. To make, repeal and amend rules for the regulation and control of any Regional competitions or events sanctioned by GymSports NZ in its Region including conditions of entry;
 - d. To establish a sub-committee or sub-committees to provide recommendations to the Regional Board, and to delegate any of its powers and responsibilities as it considers appropriate. The Chairperson of the Regional Board or their nominee shall have the right to attend any meeting of any sub-committee;
 - e. To establish a sub-committee responsible for determining and arranging the teams to represent the Provinces within the Region at the GymSports NZ National Championships, as set out in the GymSports NZ National Championships Regulations (clause 4.6).
 - f. To manage a bank account in the name of GymSports NZ for the Region in accordance with any controls and limitations determined by the GymSports NZ Board;
 - g. To control expenditure in accordance with the budget determined by the GymSports NZ Board and to raise any money to fulfil the objects of GymSports NZ in the Region;

- h. To fill any casual vacancy on the Regional Board as specified in this Regulation;
- i. To review its own processes and effectiveness.

7. Responsibilities, Obligations and Functions of Regional Boards

- 7.1 Each Regional Board has the responsibilities and obligations as set out in Rules 17.6 and 17.7 of the Constitution and as set out further in this Regulation.
- 7.2 Each Regional Board shall use such marks, logos and other livery of GymSports NZ as determined by, and in the manner directed by, the GymSports NZ Board.
- 7.3 Each Regional Board shall report to the GymSports NZ Board, through the Chief Executive as requested and in accordance with any procedure for reporting.
- 7.4 The Chairperson of each Regional Board shall attend such meetings as are reasonably required by the GymSports NZ Board and/or the Chief Executive to discuss matters affecting the Regional Board and Gymsports programmes, events and activities in the Region. Reasonable notice will be given for such meetings except in cases of urgency.
- 7.5 Each Regional Board shall develop and manage relationships with funders and sponsors in order to achieve strategic and operational objectives and in accordance with any national funding agreements.
- 7.6 Each Regional Board shall work in cooperation with regional GymSports NZ staff members.
- 7.7 Any protocols and procedures for Regional Boards, and their members, which are issued by the Board shall be deemed to be incorporated into these Regulations. To the extent of any inconsistency between any such protocols or procedures and these Regulations, these Regulations will prevail.

8. **Procedures of Regional Boards**

- 8.1 **Meetings:** Regional Board meetings may be called at any time by the Chairperson of the Regional Board, any two (2) Regional Board Members, or the Chairperson of the Board, but generally each Regional Board shall meet at regular intervals agreed by the Regional Board. Except to the extent specified in this Regulation the Regional Board shall regulate its own procedure.
- 8.2 **Notice:** The Chairperson of the Regional Board shall ensure that reasonable written notice is given to each Regional Board Member, the Chief Executive, the Chairperson of the GymSports NZ Board and the Member Clubs of the dates, times and venues that Regional Board Meetings are to be held. In the event a meeting is called urgently, notice shall not be required to be given to the Member Clubs but the remaining persons described in this clause must be notified.
- 8.3 **Attendees:** The Chairperson of the GymSports NZ Board and the Chief Executive may attend any meeting of any Regional Board but shall not be regarded as members of the Regional Board and shall have no voting rights. In addition any person employed by GymSports NZ with responsibilities for a Region, may attend a meeting of the Regional Board in their Region, but shall not be regarded as members of the Regional Board and shall have no voting rights.
- 8.4 **Quorum:** The quorum for a Regional Board meeting shall be three (3) Board Members.
- 8.5 **Voting:** Each Regional Board Member shall have one vote at Regional Board meetings. In the event of a deadlock, the Chairperson of the Regional Board shall have an additional casting vote. Voting shall be by voices, or upon request of any Regional Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 8.6 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Regional Board shall be valid as if it had been passed at a meeting of the Regional Board. Any such resolution may consist of several documents in the same form each signed by one or more members of the Regional Board.

- 8.7 **Meetings using Technology:** Any Regional Board Member may participate in any meeting of the Regional Board and vote on any proposed resolution at a meeting of the Regional Board without being physically present. This may only occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Regional Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Regional Board Member in this manner at a meeting shall constitute the presence of that Regional Board Member at that meeting.
- 8.8 **Expenses:** Regional Board Members shall be reimbursed by GymSports NZ for their actual and reasonable expenses incurred in the conduct of GymSports NZ's business. Such reimbursement shall be in accordance with the GymSports NZ Board's policy on the reimbursement of any such expenses.
- 8.9 **Matters Not Provided For:** If any situation arises that, in the opinion of the Regional Board, is not provided for in the Constitution, the Regulations, policies or procedures of GymSports NZ, the matter must be referred to the GymSports NZ Board.

9. Regional Board Forums

- 9.1 Regional Board Members shall attend such meetings and forums with members of other Regional Boards as reasonably requested by the GymSports NZ Board and/or the Chief Executive. In particular the Chairperson of each Regional Board shall attend and participate in a regular forum with other the chairpersons of the Regional Boards.

10. Consultation by GymSports NZ Board with Regional Boards

- 10.1 The GymSports NZ Board will consult with each of the Regional Boards regarding any proposed national strategy, programme, or initiative arising out of the GymSports NZ responsibilities as set out in Rule 3.2 of the Constitution.