

CONSTITUTION and RULES of the PIPING AND DANCING ASSOCIATION of NEW ZEALAND (Incorporated)

TITLE

1 THE Association shall be called "the Piping and Dancing Association of New Zealand (Incorporated)".

REGISTERED OFFICE

2 THE Registered Office of the Association shall be situated at such place as the Council shall decide from time to time.

DEFINITION OF THE ASSOCIATION

3 THE Association shall consist of Centres and Centre Members as defined in Rule 11.1 and be administered by a National Executive known as the Council as defined in Rule 12.1. The Council shall appoint at the Annual General Meeting an Executive Committee consisting of the following members: President, Deputy President, Secretary and Treasurer of the Association, Academy Liaison Officers, the NZC Convenor and the PJGC Convenor. The Executive Committee will be responsible for ensuring continuity of administrative duties between Council meetings and assume responsibility for any powers of the Council delegated to it by the Council. The Executive Committee will also act as the default Emergency Committee unless Council specifies otherwise.

OBJECTS

4 THE objects of the Association shall be:

4.1 To encourage throughout New Zealand the development of Pipe Music ("Piping") Highland and National Dancing ("Dancing") and the wearing of the Highland Dress.

4.2 To control competitions and championships in Piping and Dancing and Highland Dress throughout New Zealand; and to assist organisations conducting such competitions.

4.3 To regulate the judging and conduct of all competitions and to ensure the awarding of adequate and suitable prizes.

4.4 To allot championships to suitable organisations in piping and dancing; to record the results; and to issue certificates to winners of championships.

4.5 To promote the interests of members of the Association and of organisations conducting competitions.

4.6 To protect the rights and customs of competitors.

4.7 To impose penalties for misconduct in connection with any competition or for any breach of the Association's Constitution, Rules, Bylaws or Regulations.

DEFINITION OF COMPETITIONS

CONTROLLED BY THE ASSOCIATION

5 THE competitions, events and performances controlled by the Association shall be all competitions held in New Zealand in any of the following:

5.1 Highland Pipe music, excepting competitions for Pipe Bands or competitions run by a pipe band or pipe bands and confined to its or their own members.

5.2 Highland dancing and the dancing of hornpipes, jigs and Irish reels.

5.3 The wearing of the Highland dress.

6 MEMBERSHIP OF THE ASSOCIATION

MEMBERSHIP of the Association shall be divided into the following categories:

6.1 Life Members of the Council

6.2 Life Members of Centres

6.3 Financial Members of Centres

6.4 Corporate Societies

6.5 Corporate Persons

6.6 All members listed in Clauses 6.1 - 6.5 above consent to be members either through acceptance of Life Membership status or payment of a membership fee.

7 LIFE MEMBERSHIP OF THE COUNCIL

7.1 A LIFE MEMBER OF THE COUNCIL

shall be a person who has rendered outstanding service to the Association as an active member of the Council and shall be elected in the following manner. Every nomination for the appointment of any person as a Life Member of the Council shall be first considered at a meeting of the Council of which not less than one month's notice both of the meeting and of the nomination shall have been given to every Member of the Council then present in New Zealand, and to each Centre. Every such notice shall set out the full name, occupation and address of the person nominated as well as the full names, addresses and occupations of the members who intend to propose and second the nomination. If not less than two-thirds (2/3) of the Members of the Council voting in person at such meeting so recommend the nomination shall be moved at the annual general meeting held next after such meeting of the Council. The person nominated shall be declared a Life member of the Council if not less than two-thirds of the members voting in person at such annual general meeting vote in favour of the nomination.

7.2 A Life Member of the Council shall be entitled to attend, speak and vote at all meetings of the Council PROVIDED HOWEVER that a Life Member shall not be

entitled to vote in the election of Officers at the annual meeting of the Council or on any motion or remit to amend this Constitution.

7.3 A Life Member of the Council may hold the office of New Zealand President, Deputy President, Secretary, Treasurer or represent any Centre as a Councillor and ifso appointed shall not be disqualified from voting pursuant to the proviso to Rule 7.2.

8 LIFE MEMBERSHIP OF A CENTRE

8.1 A LIFE MEMBER OF A CENTRE shall be elected in the following manner: Every nomination for the appointment of any person as a Life Member of a Centre shall be considered at a meeting of the Centre Executive of which not less than Seven (7) days' notice both of the meeting and of the nomination shall have been first given to every member of the executive then in New Zealand. Every such notice shall set out the full name, occupation and address of the person intended to be nominated as well as the full names, addresses and occupations of the members who intend to propose and second such nomination at the annual general meeting of the Centre held next after the meeting of the Centre Executive. Should a majority of the members of the Centre Executive voting in person so recommend, the nomination for Life Membership of the Centre shall be moved at the annual general meeting of the Centre after such meeting of the Centre Executive. A person shall be declared a duly elected Life Member of the Centre if a majority of the members of the Centre voting in person at such annual general meeting vote in favour of the nomination.

8.2 A Life Member of a Centre shall be entitled to attend, speak and vote at all meetings of the Centre and Centre Executive and may hold any office on the Executive of the Centre.

9.1 FINANCIAL MEMBERS OF A CENTRE

shall include all persons who are interested or involved in the work of the Association whether as judges, competitors or otherwise and who become members in accordance with this rule.

9.2 Every person who wishes to become a financial member of a Centre shall apply for membership by forwarding to the Centre in which they reside their full name and address together with the annual subscription set by the Association. Persons under 18 years who are applying for membership for the first time shall

produce a birth certificate or other evidence of age. The Centre may in its discretion decline to accept any application for membership by returning the subscription to the applicant within one month of application. Membership shall, be provisionally granted immediately upon application and unless earlier declined shall be deemed accepted on the expiry of one month from application without further notification or formality.

9.3 All financial members shall pay an annual subscription of such amount as the Council shall from time to time determine. The Council may fix a reduced subscription for members under the age of 18 years.

9.4 Financial membership of a Centre may be terminated by written notice of resignation from the Centre or by the Council or District Centre pursuant to Rule 23.2 or 42.3.

10.1.1 CORPORATE SOCIETIES

shall include companies, societies and associations in sympathy with the aims and objects of the Associations.

10.1.2 Corporate Societies seeking membership of a Centre shall apply in writing to the Centre in which the organisation is established and upon acceptance by the Centre executive shall pay a membership fee of such amount as is fixed from time to time by the Council.

10.1.3 Each Corporate Society shall be entitled to appoint a delegate to attend and vote at Centre general meetings as provided in Rule 34.

10.1.4 Each Corporate Society which conducts piping or dancing competitions shall be entitled to appoint a delegate to be a member of the Centre Executive as provided in Rule 34.

10.1.5 Corporate Society membership may be terminated by written notice of resignation from the Corporate Society or by the Council or District Centre pursuant to Rule 23.2 or 42.3

10.2.1 CORPORATE PERSONS shall include those persons in sympathy with the aims and objects of the Association who are neither competitors nor adjudicators.

10.2.2 Corporate Persons seeking membership of a Centre shall apply in writing to the Centre in which they are resident and shall pay a membership fee of such amount as is fixed from time to time by the Council.

10.2.3 Each Corporate Person shall be entitled to attend and vote at Centre general meetings.

10.2.4 Corporate Person membership may be terminated by written notice of resignation from the Corporate Person or by the Council or District Centre pursuant to Rule 23.2 and 42.3.

11 11.1 Only Life Members, financial members, Corporate Societies and Corporate Persons of a Centre and Life Members of the Council resident in the Centre shall take any part in the management or have any voice in the affairs of a Centre.

11.2 Membership of any kind shall continue until terminated by resignation in writing, disqualification or expulsion pursuant to Rule 23 or 42.

THE COUNCIL OF THE ASSOCIATION

12 12.1 THE Council shall be the governing body of the Association and shall consist of the following members: National President of the Association, Deputy President of the Association, Life Members of the Council, Secretary, Treasurer, and two Councillors elected to represent each Centre. Up to two other Councillors elected at the annual general meeting of the Council.

12.2 Each Centre of the Association shall elect two Councillors to represent their Centre to take office at the annual general meeting of the Council. All other members of the Council shall be elected at each annual general meeting of the Council in accordance with the procedure provided in Rule 22 hereof.

12.3.1 At each AGM, two members of the Council will be elected as Liaison Officers to the New Zealand Academy of Highland and National Dancing and will assume office on January 1 of the following year.

12.3.2 The role of Liaison officer is an acknowledgement of the unique relationship that exists between the Piping and Dancing Association of New Zealand and the New Zealand Academy of Highland and National Dancing. The Liaison Officers' core function is to enhance communication and cooperation between these two organisations.

12.3.3 The Liaison officers are required to attend all Academy Executive meetings and the Academy Annual General meeting, as well as attending Council meetings.

12.3.4 The Liaison Officers will provide a report to all Council meetings and Academy Executive meetings.

12.3.5 The expenses incurred by the Liaison Officers in attending Academy meetings will be shared between the Piping and Dancing Association and the Academy.

12.4 Each member of the Council personally present shall have one vote PROVIDED HOWEVER that if only one Councillor from a Centre is present that Councillor may exercise the two votes of that Centre. A written proxy must be in the hands of the Secretary prior to the commencement of the meeting to which it relates.

12.5 An Honorary Auditor and Honorary Solicitor shall be appointed at each annual general meeting of the Council.

12.6 No person shall be nominated as President, Deputy President, Secretary or Treasurer of the Council unless written notice of the intention to make such nomination shall have been given by a Centre to the Secretary not less than two months prior to the annual general meeting of the Council. Such notice shall contain brief biographical details and particulars of the intended nominee's previous involvement with Piping and Dancing and this information and notice of the intended nomination shall be included by the Secretary in the agenda sent to Centres for the annual general meeting pursuant to Rule 21.3.

13 In the event of the office of President or Deputy President becoming vacant during the year, Members of the Council may appoint one of their number to fill the vacancy for the remainder of the year. Should the office of Secretary, Treasurer, Auditor or Solicitor become vacant during the year the Members of the Council may appoint a replacement for the remainder of the year. If the office of a Councillor becomes vacant the office shall be filled by the Executive of the Centre concerned.

14 EACH Member of the Council shall hold office until successors shall have been duly appointed or elected.

15 APPOINTMENT OF SUB COMMITTEES AND HONORARY OFFICERS:

Any meeting of the Council may appoint and define the duties of Honorary Pipers to the Association or any other honorary officers it may consider desirable; also any expert or other subcommittee which may be deemed necessary.

POWERS OF THE COUNCIL

16 THE Council shall be the supreme managing authority in all matters connected with the affairs of the Association, and shall carry out the objects of the Association; and without affecting the generality of its powers shall have authority to:

16.1 Establish, disband and close Centres of members of the Association in any part of New Zealand, and fix the boundaries of districts within which such Centres shall operate.

16.2 Define the powers and responsibilities of Centres.

16.3 Ensure that Piping, National Dancing and Highland Dress competitions shall be conducted in accordance with the objects, Rules, Bylaws and Regulations of the Association.

16.4 Compile, purge, and issue lists of the names and addresses of competent judges of Piping, National Dancing and

Highland Dress competitions, and ensure that none but competent judges approved by the Council shall officiate as judges of any competition.

16.5 Make every endeavour to ensure that persons participating in competitions are financial members of a Centre.

16.6 Prevent any competitor from competing anywhere in New Zealand who owes entry fees or other fees to any organisation which conducts Piping, National Dancing or Highland Dress competitions.

16.7 Make, alter and rescind by resolution in general meeting working bylaws and regulations to regulate:

16.7.1 Piping, National Dancing and Highland Dress competitions.

16.7.2 The conduct of competitors, officials, judges and other persons at or in connection with competitions.

16.7.3 The playing of Pipe Music, the performance of National Dances and the wearing of the Highland Dress at or in connection with competitions.

16.7.4 All other matters relative to the aims and objects of the Association or this Constitution.

16.8 Prevent the playing of Pipe Music, the performance of National Dances or the wearing of the Highland Dress at competitions contrary to the Rules, Bylaws or Regulations of the Association.

16.9 Impose penalties for breach of Rules, ByLaws or Regulations or any misconduct on the part of organisations or individuals, and impose, alter, remove, or endorse disqualifications, expulsions, suspensions, or penalties for such breach or misconduct.

16.10 Expel members from membership of the Association if found guilty, in the opinion of the Council, of misconduct at or in connection with any competition, or of any breach of Rules, Bylaws, or Regulations, or of conduct inimical to the welfare of the Association.

16.11 Prevent persons guilty in the opinion of the Council of misconduct at or in connection with any competition or of any breach of the Association's Rules, Bylaws or Regulations from competing under the Rules or Bylaws of the Association or any organisation with which the Association has a reciprocal agreement.

16.12 Hear and decide appeals from the decisions of Centres, organisations, or individuals, and give decisions upon all matters specified or involved in the aims or objects of the Association, or its Rules, ByLaws or Regulations.

16.13 Enter into contracts on behalf of the Association and expend the funds of the Association in carrying out the work and objects of the Association.

16.14 Grant affiliation to or affiliate with or

enter into agreements with any organisation in New Zealand or elsewhere in order to provide for the recognition and enforcement of the Association's Rules, By-Laws, Regulations, objects, decisions, penalties, disqualifications, etc., or for any other purpose calculated to further the interests of the Association.

16.15 Appoint delegates or representatives to such organisations.

16.16 Delegate any of the Association's powers to any Centre of the Association or any committee or sub-committee of the Association. The Council may delegate all or any of the disciplinary powers conferred upon it by any of the provisions in this clause 16 to a Centre or to any subcommittee or emergency committee established by the Council from time to time.

16.17 Bring or defend legal proceedings when necessary, including proceedings for the recovery of penalties, members' and competitors' overdue subscriptions, or other debts owing to the Association.

16.18 Inspect at any time the books of any Centre and generally do any act or thing in respect of any Centre which a principal may do in respect of an agent.

16.19 Carry out all the functions and duties of a Centre in all Districts in which no properly constituted Centre exists or delegate such powers to any other Centre.

16.20 Remove from office as a body or individually the officers and members of any Centre Executive which may refuse to comply with the instructions of the Council or in the opinion of the Council is acting in any manner inimical to the interests of the Association and appoint officers to fill the vacancy or vacancies created by such removal until the next annual general meeting of such Centre PROVIDED HOWEVER that the power hereby conferred shall be exercised only by a resolution of the Council passed by a majority vote of not less than two-thirds of the Members present at a special meeting called for the purpose;

16.21 Carry out and enforce any of the other aims, objects, and interests of the Association.

STATUS AND DUTIES OF COUNCIL OFFICERS

17 THE status and duties of Council Officers shall be as follows:

17.1 President: The President of the Council shall be President of the Association and shall perform all controlling and supervisory duties usually pertaining to the office of President. He shall preside at all meetings of the Council.

17.2 Deputy President: in the absence of the President, the Deputy President shall act in his place with the same power of vote. If the President and Deputy President are absent, then the Chairman shall be appointed by resolution of the meeting. Such

Chairman shall have the same powers as the President when acting within that capacity.

17.3.1 Secretary: The Secretary shall keep a Minute Book in which shall be entered a record of the business transacted at all meetings of the Council, or Subcommittees thereof; lay before all Council or General Meetings as required all correspondence with reference to the business of the Association; keep filed for reference all communications and other documents; keep a register of all the Association's Centres; keep in close touch as far as practicable with all Piping and Dancing matters throughout New Zealand and keep the Council informed; act as Custodian of all books and papers of the Council; carry out the instructions of the Council with due expedition, inform all absent members of the Council of all business transacted as soon as possible after each meeting of the Council; and generally perform any other duties pertaining to the office of Secretary.

17.3.2 Treasurer: The Treasurer shall be the contact person for the Association. The Treasurer shall ensure that accurate accounting records are kept at all times that correctly record all transactions for the receipt of funds to the Council and the payment of accounts on behalf of the Council. The Council will ensure that all payments are made by electronic payment, and are authorised by the Council, or the Executive Committee, using Council authorised signatories.

The Treasurer shall present to the Council Annual General Meeting, financial statements that have been prepared, at a minimum, in accordance with section 102 of the Incorporated Societies Act 2022. The Council will confirm at each AGM, the Accounting Framework to be applied in the preparation of the financial statements for the next financial year, and whether audited or reviewed financial statements are required. Council will ensure that the financial statements are delivered by December 30 each year to the Registrar of Incorporated Societies.

18 FINANCIAL YEAR: The financial year of the Association shall begin on the 1st July and shall terminate on the 30th June, provided that the Council may by ordinary resolution at any Annual General Meeting alter the dates for convenient termination of the financial year.

19 ANNUAL MEETING OF THE COUNCIL: The annual meeting of the Council shall be held within four (4) months of the close of the financial year. The place, date and time of each annual meeting shall be decided at each immediately preceding annual meeting

provided however that if the Council shall consider it in the best interests of the Association that the place, date and time of the annual meeting as fixed at the previous annual meeting be altered, the Council shall have authority to alter.

20 ANNUAL REPORT: The President at each annual meeting shall furnish a full report on the affairs of the Association for the previous year.

21 MEETINGS OF THE COUNCIL:

21.1 The Secretary shall convene an annual, special or ordinary general meeting of the Council whenever so instructed by resolution of any general meeting of the Council, or on written request of the President, or of three (3) Centres, or of six (6) Councillors.

21.2 No business except routine business shall be dealt with at any ordinary, special or annual meeting of the Council unless such business shall be brought before the meeting in the form of a remit, notice of motion or by letter; each remit, notice of motion or letter shall be lodged with the Secretary not less than **two months** before the date of the meeting. (At annual meetings of the Council the consideration of the Annual Report, Balance Sheet, the Election of Officers of the Council and the transaction of ordinary routine business of the Council shall be deemed to be "routine business" within the meaning of this section).

21.3 The Secretary shall give every Member of the Council and every Centre at least **one month's** notice of the date, place and time of each such meeting. In each notice there shall be included a full notice of the business to be brought before the meeting and a copy of all Remits and Notices of Motion; in the case of the annual meeting of the Council, a copy of the Report, Statement of Financial Position and Statement of Financial Performance shall also be supplied.

21.4 Notwithstanding the provisions of Rules and 21.3 hereof any meeting for which less than the prescribed notice has been given shall be deemed to have been duly called if so agreed by all Members of the Council entitled to attend and vote and any business whatsoever may be dealt with by any meeting of the Council notwithstanding that no notice or less than the prescribed notice thereof shall have been given if so agreed by all Members entitled to attend and vote.

21.5 Seven Members of Council shall form a quorum.

21.6 The contemporaneous linking together by instantaneous communication device of a number of consenting Members of the Council being a number not less than a quorum shall be deemed to constitute a meeting of Council so long as

the following conditions are met:

21.6.1 All the Members have received notice of the meeting which may be given by instantaneous communication device.

21.6.2 Each Member taking part can hear the others at the commencement of the meeting and so acknowledges. For the purposes of this Clause Instantaneous Communication Device includes telephone, television, computer terminal or other audio or visual device which permits instantaneous communication.

21.7 A resolution in writing signed by all the Members of the Council shall be as effective as if it had been passed at a meeting of the Council. Such a resolution may consist of several like documents each signed by one or more Members.

22 PROCEDURES AT MEETINGS AND VOTING:

22.1 In the Election of Officers at the annual meeting of the Council those entitled to vote shall be the retiring President, retiring Deputy President, retiring Secretary, retiring Treasurer, and the Councillors representing each Centre, PROVIDED HOWEVER that if only one Councillor from a Centre is present that Councillor may exercise the two votes of that Centre. A written proxy must be in the hands of the Secretary prior to the commencement of the meeting to which it relates.

22.2 At all meetings of the Council all Members and Life Members of the Council present may speak and vote.

22.3 The President shall have a deliberate vote and also a casting vote in the event of a tie in the voting on any question.

22.4 No member of the Council shall exercise more than one vote notwithstanding that he may be a Life Member of the Council as well as an Officer, or Councillor representing a Centre, PROVIDED HOWEVER that if only one Councillor from a Centre is present that Councillor may exercise the two votes of that Centre. A written proxy must be in the hands of the Secretary prior to the commencement of the meeting to which it relates.

REMOVAL OF OFFICERS OR EXPULSION OF MEMBERS

23 23.1 THE officers of the Council shall be removable from office as a body or individually by the vote of a majority of Councillors present at a special general meeting of the Council called for the purposes of which meeting every Centre of the Association and every officer and Life Member of the Council shall have been given not less than **one month's** written notice. In the case of any such removal being duly carried out, the meeting shall, to fill the vacancies, forthwith elect other persons to hold office until the next annual meeting of the Council.

23.2 Any Member may be expelled on a majority vote of two-thirds (2/3) of the Members present at a meeting of the Council of which meeting the Member concerned and every Member of the Council shall have been given not less than **one month's** written notice PROVIDED ALWAYS that no notice whatsoever shall require to be given in the case of the proposed expulsion of any Financial Member of a Centre for nonpayment of his member's subscription for two years.

23.3 Before the Council shall disqualify or otherwise punish any member for any offence other than the nonpayment of subscriptions or fees, every member shall be given one month's written notice of the intention to deal with his case. Every such member shall have the right to appear before the Council or a subcommittee or emergency committee of the Council and offer defence either orally or in writing and may also call evidence in support of the case. Nothing in this clause shall limit or affect the power of the Council or any Centre to censure, suspend or disqualify any competitor for breach of the Bylaws of the Association relating to the conduct of competitions.

23.4 No person while disqualified or under suspension shall be appointed to or act in any office or position in the Association.

24 TRAVELLING EXPENSES: The Council may pay the reasonable expenses of its officers to all meetings of the Council; the Centres may pay the reasonable expenses of their Councillors to all annual or general meetings of the Council.

FUNDS AND PROPERTY OF THE ASSOCIATION

25 25.1 All funds and property of the Association shall be held and disposed of in the corporate name and title of the Association, which as such may sue and be sued, and may recover any moneys due to the Association, whether by a member or not. All funds and property received or held by any Centre of the Association shall be the property of the Association.

25.2 The funds, income and property of the Association from whatever source derived shall be applied solely toward the promotion of the aims, objects and work of the Association; and no portion of the Association's funds shall be paid directly or indirectly by way of dividend, bonus, or otherwise to members of the Association.

25.3 The surplus funds of the Association may be invested from time to time in any manner in which trust funds may be invested according to the law of New Zealand.

25.4 No member of the Association or any

person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

25.5 Any payment of any kind to a member shall be reasonable and relative to that which would be paid in an arm's length transaction.

25.6 The provisions of this Clause 25 shall not be deleted or amended without the consent of the Commissioner of Inland Revenue.

CONTROL AND USE OF THE ASSOCIATION'S COMMON SEAL

26 THE Association shall have a Common Seal worded "the Piping and Dancing Association of New Zealand (Incorporated), Common Seal", set up in a stamp. The Secretary of the Council shall have the custody of the Seal, which shall not be used except by resolution of the Council and in the presence of the President (or the Deputy President) and of two members of the Council, who shall sign every instrument to which the Seal is affixed, and every instrument shall be countersigned by the Secretary.

27 CONTINGENCIES NOT PROVIDED FOR: Any meeting of the Council may deal with any matter coming within the aims, interests or Constitution of the Association, but not specifically dealt with in the Constitution, Rules, Bylaws or Regulations.

ALTERATIONS TO CONSTITUTION AND RULES

28 28.1 Amendments to this Constitution may be made if two thirds of the members of the Council (other than Life Members of the Council) present at a general meeting of which notice to move such alteration has been given in accordance with Rule 21.2 vote in favour of such amendment.

28.2 No addition to or alteration or rescission of clauses 4, 25.4, 25.5, 25.6, 28 and 30 shall be made without the consent of the Commissioner of Inland Revenue.

WINDING UP OF THE ASSOCIATION

29 THE Members present at a special general meeting of Members of the Council called for the purpose, of which meeting every Member of the Council shall have been given not less than one month's written notice, may resolve that the Association be wound up; and such winding up shall then be duly carried out in accordance with the provisions of "The Incorporated Societies Act, 2022".

30 IN the event of such winding up as aforesaid, all surplus assets after payment of all costs, debts and liabilities, shall

subject to any trust affecting the same, be donated by the Council to any patriotic, philanthropic or educative objects or to any Society or Organisation having objects similar to those of the Association. No member or members shall derive any personal pecuniary gain from such winding up action.

PART 2

CONSTITUTION AND ORGANISATION OF CENTRES FORMATION AND OBJECTS OF CENTRES

31 31.1 A "Centre" of the Association shall consist of such members of the Association who reside in any specified district of New Zealand.

31.2 In order to best further the objects of the Association throughout New Zealand and also give groups of members the power of local management, the Council shall establish centres of the Association in all important districts of New Zealand.

32 32.1 THE Council, having authorised the formation of a new Centre in any specified district, and defined the boundaries of the territory within which such Centre shall operate, shall appoint a provisional committee of persons resident in the district to enrol members in accordance with Rule 9.

32.2 The Council, when appointing provisional committees shall endeavour to ensure that the committee shall be fully representative of all portions of the territory in which the Centre is to be formed, and of all Scottish interests therein, including piping and dancing competitors and ex competitors of repute, leading members of Gaelic, Celtic, Highland, St. Andrew, Bums, Scottish and Caledonian Societies and other sympathisers unattached to any such organisation.

32.3 Not more than two months after appointment, the provisional committee of any Centre shall give all members enrolled in the territory seven days' notice in writing to attend the first general meeting of Centre, and the meeting shall elect the officers and committee of the Centre for the remainder of the Association year.

DESIGNATION AND CONSTITUTION OF CENTRES AND CENTRE EXECUTIVES

33 33.1 CENTRES of the Association shall be named according to their respective districts. Example: "the Piping and Dancing Association of New Zealand" (Incorporated) Otago Centre, Dunedin.

33.2 The local management of each Centre shall be conducted by a Centre Executive, consisting of a Centre President, one or more Vice Presidents, a Secretary, a Treasurer, and a Committee of such number

as the Centre may determine. Each executive shall be elected annually by members of the Association, who reside in the Centre and shall also include, as specified in Rule 34 the nominees of corporate members. Each Centre Executive and officers shall be named according to its respective district. thus: Otago Centre Executive, Otago Centre President, Otago Centre Secretary. Each Centre officer shall carry out the duties prescribed for officers of the Council in Rule 17 in so far as such provisions can be made applicable to the work of Centres.

33.3 Each Centre, when electing its Executive, shall endeavour to ensure that the Executive is fully representative of all parts of the Centre, and of all Scottish Societies therein, as detailed in Section 32 whether any such organisation be affiliated to the Association or not. Each annual meeting of the Centre shall decide where the headquarters shall be for the year.

33.4 Any member of the Association may exercise all rights of membership throughout New Zealand PROVIDED HOWEVER that a member may exercise a vote only in the Centre in which such member is resident.

REPRESENTATIVES OF CORPORATE MEMBERS ON CENTRES

34 34.1 Corporate societies which conduct Piping or Dancing Competitions may appoint one person to represent the society at any executive or general meeting of the Centre in which the corporate society is established.

34.2 Each Corporate society shall be entitled to appoint a delegate to attend and vote at Centre general meetings as provided in Rule 34.1.

34.3 Each Corporate society which conducts piping or dancing competitions, shall be entitled to appoint a delegate to be a member of the Centre Executive as provided in Rule 34.1.

34.4 Every Representative duly appointed may speak, vote and otherwise take part in the business of any executive or general meetings of a Centre.

GENERAL POWERS AND DUTIES OF CENTRES AND CENTRE EXECUTIVES

35 SUBJECT to the approval and control of the Council, each Centre Executive in its own territory shall generally carry out and enforce the objects, Constitution, Bylaws, Regulations and Rules of the Association, and carry out the management of the Centre and:

35.1 Exercise every care to enrol as members all persons resident in the district who are in sympathy with the aims and objects of the Association.

35.2 Encourage all suitable societies and

other organisations which may be in sympathy with the aims and objects of the Association to become corporate members.

35.3 Collect the subscriptions of new members and those financial members of Centres and of Corporate members who have not made payment direct to the Association.

35.4 Conduct and authorise competitions and championships in Pipe Music, National Dancing and Highland Dress, and hold concerts and other entertainments and functions for the benefit of the Association.

35.5 Ensure that all such competitions held in the district are held and conducted in accordance with the Association's objects, Constitution, Rules, Regulations and Bylaws.

35.6 Obtain the sanction of the Council before allowing a championship of more than provincial importance to be competed for in its District.

35.7 Notify the Council of the results and full particulars of every New Zealand, or Island Championship decided in its District.

35.8 Appoint delegates to attend all competitions in the Centre's area and see that every competitor in events controlled by the Association is a financial member of a Centre; ensure that the Association's Rules are complied with; generally, act in the interests of the Association at all such competitions and report to their Centre all matters in connection with the competitions attended.

35.9 Deal with any breach of the Rules, Bylaws, or Regulations or any misconduct on the part of Organisations or individuals; impose, alter, remove or remit disqualifications, expulsions, suspension, penalties or fines for such breaches or misconduct PROVIDED HOWEVER that any such action shall immediately be referred by the Centre to the Council for confirmation.

35.10 Prevent persons guilty of misconduct at or in connection with competitions from taking part in competitions until the matter has been adjudicated by the Centre and its decision confirmed by the Council.

35.11 Delegate if it so desires any or all its powers to subcommittees or persons.

35.12 Institute, or defend legal proceedings when necessary, including the recovery of fines, penalties, members' overdue subscriptions and other debts.

35.13 Carry out all other functions which the Council may delegate to it or which the Constitution, Rules, Bylaws or Regulations authorise it to carry out.

36 EVERY Centre Executive shall conduct the management of its Centre in accordance with this Constitution and

such Rules and Regulations as shall from time to time be laid down by the Council. Any matter which does not appear to be covered by this Constitution, or any such Rule or Regulation shall be referred to the Council for its ruling.

SPECIAL DUTIES OF CENTRE EXECUTIVES

37 EVERY Centre Executive shall:

37.1 Ensure that accurate accounting records are kept at all times that correctly record all transactions for the receipt of funds to the Centre, and the payment of accounts on behalf of the Centre.

37.2 Ensure that all payments are made by electronic payment, and are authorised by the Centre Executive, using Centre authorised signatories.

37.3 Compile one month after the close of every Association financial year, a report to Council that includes the Annual Report of activities for the year and the Centre's Financial Statements.

37.4 Hold not later than 31st August each year an annual general meeting of the Centre to deal with the Annual Report, the Centre's Financial Statements; elect the Centre Executive for the year and transact any ordinary business considered desirable.

37.5 Send to the Council by the 15 September each year a copy of the Annual Report, the Financial Statements and copies of the Bank Statements for all bank accounts as at Balance Date.

37.6 Elect two persons to represent the Centre as Councillors on the Council. Such election shall take place prior to the annual meeting of the Council and the names and addresses of those elected shall be forwarded to the Secretary of the Council prior to the annual meeting of the Council.

37.7 Keep the Council fully informed of all matters of Association interest occurring in the Centre's area.

UNFORESEEN VACANCIES ON CENTRE EXECUTIVE

38 IN the event of any vacancy occurring on any Centre Executive during a year, the remaining members of such Executive may appoint any member to such vacancy for the remainder of the year.

MEETINGS OF CENTRES AND CENTRE EXECUTIVES

39 39.1 A General Meeting of a Centre of the Association shall consist of:

1 Life Members of Council resident in that Centre.

2 Life Members of the Centre.

3 Financial Members of the Centre

4 Duly appointed delegates of corporate members.

39.2 A meeting of the Centre Executive shall consist of Members of the Executive duly

elected at an Annual Meeting of the Centre, Life Members of the Centre, a delegate from each corporate member and those appointed to fill any vacancy occurring subsequent to the annual meeting.

39.3 The Secretary of any Centre Executive shall convene an annual, special or ordinary general meeting of the Centre whenever so instructed by resolution of any General.

Meeting of the Centre or Meeting of the Executive, or on the written request of the President of the Centre; or of any Seven (7) Members of the Centre or whenever the Secretary of the Centre Executive shall consider such meeting to be necessary.

39.4 The Secretary of the Centre shall give Seven (7) days' notice of any executive or general meeting to every person entitled to attend it, and each notice shall specify the business to be brought before the meeting PROVIDED HOWEVER that any meeting of which less than 7 days' notice has been given shall be deemed to have been called if all persons entitled to attend and vote shall agree and business other than business of which notice has been given may be dealt with at any meeting if all such persons shall agree.

39.5 The Secretary of the Centre shall also notify each corporate member and each delegate of such member of the intention to hold an annual or a general meeting giving the required 7 days' notice.

39.6 No person shall exercise more than one vote (other than the chairman's casting vote) at any meeting of the Centre or Centre executive notwithstanding that a person may be a financial or life member of a Centre as well as a delegate of a corporate member. Financial members of a Centre under the age of 18 years shall have no right to vote.

APPEALS FROM DECISIONS OF CENTRES

40 Any member may appeal to the Council against any decision of the Centre imposing a penalty or finding a breach of the Constitution, Rules, Bylaws or Regulations, has occurred; such appeal must be made fully in writing immediately the finding of the Centre Executive shall become known to the intending appellant and must be accompanied by a deposit of an amount to be fixed by the Association from time to time, which amount may be forfeited to the funds of the Council if the Council decide that the appeal is frivolous. The decision of the Council on any appeal shall be final.

RESPONSIBILITIES OF CENTRES AND CENTRE EXECUTIVES

41 41.1 NOTWITHSTANDING anything

contained in the Constitution, Rules, Bylaws or Regulations of the Association, every Centre and its officers shall be deemed in all things to be Agents of the Association.

41.2 Every member shall be deemed to be aware of the Constitution, Rules, Bylaws and Regulations of the Association.

REMOVAL OF OFFICERS OR MEMBERS

42 42.1 THE officers and members of any Centre Executive shall be removable from office as a body or individually by the vote of a majority of Centre members present at a special general meeting of the Centre called for the purpose, of which meeting every member of the Centre and every officer and member of the Council shall have been given not less than one month's notice in writing, and in the case of any such removal the meeting shall, to fill the vacancy, forthwith elect others to carry on the business of the Executive until the next annual general meeting of the Centre.

42.2 If any Centre Executive refuses to comply with the instructions of the Council, or if the Council considers that such Executive is acting in any manner inimical to the interests of the Association, the Council may, pursuant to Rule 16.20, by a majority vote of not less than two-thirds of the members present at a special meeting called for the purpose remove such Executive from office, as a body or individually, and appoint others to fill the vacancies until the next annual meeting of the Centre.

42.3 Any member may be expelled from a Centre by the members of such Centre duly following with the necessary adaptations the procedure specified in Rule 23.

DISTRICTS WITHOUT CENTRES

43 THE Council shall itself carry out all the functions and duties of a Centre in all Districts in which no properly constituted Centre exists.

DISSOLUTION OF CENTRES

44 ANY Centre may dissolve on a vote of two-thirds of its members present at a special general meeting convened for the purpose, and by a notice in writing of such dissolution delivered to the Secretary of the Council at the registered office of the Association and on payment of all arrears of fines or fees, and delivering up all property of the Association. Such dissolution shall not release any member from any liability to the Association incurred during membership.

PART 3

GENERAL NOTICES

45 UNLESS otherwise specifically provided by these Rules any notice required to be given to any person by this Constitution or by any Rules, Bylaws or Regulations made there under shall be deemed to have been given if delivered either personally or by electronic method or by posting the same by letter addressed to that person at his last known place of address or business in New Zealand and for this purpose notice shall be deemed to have been given when in the ordinary course of the post or by electronic method it would have been delivered.

46 DISPUTE RESOLUTION

In applying Rules 23, 40, 42 or in dealing with any other dispute that may arise, the Association's dispute resolution procedures must be conducted in a manner that is consistent with the rules of natural justice. The Association's dispute resolution procedures shall be conducted in accordance with clauses 2 to 8 of Schedule 2 of the Incorporated Societies Act 2022, a copy of which is annexed to these Rules.

2 How complaints are made

(1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—

(a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the society.

(2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—

(a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates.

(3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

(4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

3 Person who makes complaint has right to be heard

(1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

(2) If the society makes a complaint, —

(a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) an officer may exercise that right on behalf of the society.

(3) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing (if any) is held before the decision maker; and

(d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of complaint has the right to be heard

(1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)

(a) has engaged in misconduct; or

(b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or

(c) has damaged the rights or interests of a member or the rights or interests of members generally.

(2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(3) If the respondent is the society, an officer may exercise the right on behalf of the society.

(4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

(a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing (if any) is held before the decision maker; and

(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5 Investigating and determining dispute

(1) A society must, as soon as is

reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

(2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6 Society may decide not to proceed further with complaint

Despite clause 5, a society may decide not to proceed further with a complaint if—

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

(i) that a member or an officer has engaged in material misconduct;

(ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;

(iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;

(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or

(f) there has been an undue delay in making the complaint.

7 Society may refer complaint

(1) A society may refer a complaint to—

(a) a subcommittee or an external person to investigate and report; or

(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

(a) impartial; or

(b) able to consider the matter without a predetermined view.