



**CONSTITUTION OF
THE NEW ZEALAND HEALTH QIGONG ASSOCIATION
INCORPORATED**

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1 NAME

The name of the incorporated society is New Zealand Health Qigong Association Incorporated or may hereinafter be referred to as the Association, or NZHQA as short title.

2 ABBREVIATIONS AND DEFINITIONS

AGM means Annual General Meeting.

CHQA means the Chinese Health Qigong Association.

IHQF means the International Health Qigong Federation.

SGM means Special General Meeting.

Constitution means this constitution.

Duan Ranking means the International Health Qigong Duan system of the IHQF.

Executive Committee means the Executive Committee of the Association as described in Rule 5.1(a).

General Meeting means an AGM or SGM.

Health Qigong means the Health Qigong as created, compiled and promoted by the CHQA.

Member means and includes all categories of membership of the Association as described under Rule 9.2.

Objects means the objects of the Association described in Rule 4.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President means the President of the Association.

Register means the Register of Members specified in Rule 10.

Rules means these rules and "Rule" shall have a corresponding meaning.

Special Resolution means a resolution passed by two-thirds of votes cast.

3 REGISTERED OFFICE

- 3.1 The Registered Office of the Association shall be at the place of residence of the President, or at such other place as the Executive Committee may from time to time determine.
- 3.2 Notice of every change of situation of the Registered Office shall be duly sent to the Registrar of Incorporated Societies.

4 OBJECTS

- 4.1 The objects of the Association are:
- (a) To be the national body in New Zealand to promote, develop and foster Health Qigong as a sport and recreation for the benefit of all people in New Zealand;
 - (b) To support and assist its Members to deliver Health Qigong in New Zealand;
 - (c) To encourage, educate and promote the practice of Health Qigong to enhance the physical and mental wellbeing of people;
 - (d) To promote opportunities and provide facilities to enable, assist and enhance the participation, enjoyment and performance in Health Qigong in the Association's activities;
 - (e) To promote, develop and co-ordinate training, events and activities for all Members including instructor training and certification, duan ranking and competitions;
 - (f) To gain official recognition by the CHQA;
 - (g) To affiliate and co-operate with the IHQF (as the parent world body).

5 ORGANIZATIONAL STRUCTURE

- 5.1 The leadership and administrative entities of the Association are:
- (a) Executive Committee comprising of the President, Secretary, Treasurer and up to three additional members.
 - (b) Sub-committees include but are not limited to: Finance and Sponsors, Marketing and Promotion, Membership, Technical Development and Research.

6 MANAGEMENT

The management and administration of the business and affairs of the Association is vested in the Executive Committee.

7 POWERS

7.1 The Association has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licenses;
- (b) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or user charges, sponsorship, government funding, community funding or otherwise;
- (c) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Association including its name, domain name and logo;
- (d) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the management and operation of the Association;
- (e) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (f) Consider and settle disputes between Members;
- (g) Determine who are its Members and withdraw, suspend or terminate membership;
- (h) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (i) Make, alter, and rescind and enforce rules of competition;
- (j) Organise and control competitions, events and programmes;
- (k) Select national and other representative teams and squads;
- (l) Assign functions to and/or enter into agreements with organisations such as government agencies, local authorities, and other persons or bodies which may, in its opinion, assist it in furthering the Association's objects;
- (m) Delegate powers of the Association to any person, committee or sub-committee;
- (n) Do any other act or things which are incidental or conducive to the attainment of the objects of the Association.

7.2 The powers listed in Rule 7.1 must only be used to further the charitable purposes of the Association.

8 APPLICATION OF INCOME

- 8.1 Private pecuniary profit is prohibited.
- 8.2 The income and property of the organisation shall be applied solely towards the promotion of the Objects of the Association. No Member of the Association, or anyone associated with a Member, is allowed to take part in, or influence a decision made by the Association in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 8.3 Except as provided in this Constitution:
- (a) No portion of income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member; and
 - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member.
- 8.4 Any payments made to a Member of the Association, or person associated with a Member, must be for goods or services that advance the charitable purpose of the Association, and must be reasonable and relative to payments that would be made between unrelated parties. The provisions and effect of this Rule must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of the Constitution.

9 MEMBERSHIP

- 9.1 Members are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 9.2 To become a voting Member, the applicant must be a New Zealand citizen or permanent resident.
- 9.3 There shall be four (4) Membership categories of the Association:
- (a) Constituent Member – Open to any Wushu, Taijiquan or health exercise and fitness club, school or group which has the teaching and/or practice of Health Qigong as a regular activity, and as approved by the Executive Committee. All Members are covered. One vote each club, school or group.
 - (b) Individual Member – Open to individuals who do not belong to any club, school or group, but excluding individuals who are teachers or instructors. Individual member only is covered. No voting rights.
 - (c) Associate Member – Open to any other health exercise and fitness related organization as approved by the Executive Committee. All members are covered. No voting rights.
 - (d) Life Member – Awarded to any member in recognition of their loyalty, commitment and significant contribution to the Association over a lengthy period of time. No voting rights unless also a Constituent Member;

- 9.4 All application for membership shall be on the form/s prescribed and be accompanied by such fees as determined by the Executive Committee.
- 9.5 Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the Association.
- 9.6 The Executive Committee shall consider each application for membership at its first meeting following receipt of such application for membership, or at the next subsequent meeting and shall either accept or reject such application. No reason for the decision will be required to be given to the applicant.
- 9.7 The Executive Committee shall in its complete discretion, determine the authenticity of any nomination for membership.
- 9.8 Any dispute as to a club or school's eligibility for membership shall be decided by the Executive Committee.
- 9.9 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in the Constitution or as otherwise set by the Executive Committee, including payment of any membership or other fees within a required time period.
- 9.10 The failure of a Member to comply with Rule 9.9 may result in withdrawal of membership entitlements but shall not excuse the Member from being bound by this Constitution.
- 9.11 Life Membership may be awarded to any Member by majority vote at any General Meeting.
- 9.12 The Association in a General Meeting may from time to time provide for other Membership categories as are considered necessary.

10 REGISTER OF MEMBERS

- 10.1 A Register of Association Members shall be kept and maintained and held in the Registered Office of the Association.
- 10.2 The Register shall contain the full name, physical address, email address, category of membership, the date of entry of each Member and any other details about each Member and as agreed by that Member.
- 10.3 All Members shall provide written notice to the Association of any change to the details in Rule 10.2.
- 10.4 The Association in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

11 RESIGNATION AND TERMINATION OF MEMBERSHIP

- 11.1 A Member may resign by giving at least one month's notice in writing to the Secretary, and shall settle any outstanding debts or affiliation fees or subscriptions with the Association before such resignation is effective.
- 11.2 Membership may also be withdrawn, suspended or terminated by the Executive Committee if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in the regulations, by-laws, policies or procedures of the Association or if a Member acts in a manner which is considered by the Executive Committee to be harmful to the Association or inconsistent with the standards of behaviours expected of a Member.
- 11.3 In the event of a vacancy arising in the Association other than through resignation at an AGM, the vacancy may be temporarily filled by a person appointed by the Executive Committee for the balance of the term of office of the vacating member.
- 11.4 Any member retiring from the Association or for any other reason ceasing to be a Member shall not be entitled to any refund of subscriptions or levies or other sums of money paid to the Association or any part thereof.

12 REMOVAL FROM OFFICE

Any office holder or member of the Association or of any sub-committee who does not attend three consecutive meetings without reason, or who has failed or neglected to carry out his or her duties in a satisfactory manner, or demonstrates a clear conflict of interest in any matter whatsoever, or whose activities are contrary to promoting the objects of the Association, of which the Executive Committee after due inquiry shall be the sole judge, may be removed from his or her office or position by resolution of the Executive Committee.

13 FINANCES

- 13.1 The Executive Committee shall determine at its first meeting the annual membership fees payable by each Member.
- 13.2 The Executive Committee may determine different levels of membership fees and other fees for different categories of Members.
- 13.3 The amount of the membership fees shall be determined from time to time by the Executive Committee having regard to the current and future requirements of the Association.
- 13.4 The annual membership fees shall be payable on 1 January each year and shall cover the current calendar year of the Association. In the event of an application for membership being accepted on or after 1 July in any year, the annual membership fee payable by that applicant for that year, shall be one half of the full year's Annual Membership Fee.
- 13.5 The financial year of the Association shall be from the 1st April to 31st March of the following year.

- 13.6 The Executive Committee shall have full power to make regulations pertaining to the keeping of all accounts, issuing cheques, inspection of books and accounts by Members, and all other matters concerning the control of the finance of the Association.
- 13.7 Cheques drawn on the Association's account shall be signed by the President and the Treasurer. The Secretary shall be signatory in case of the absence of the President or Treasurer. At least one of the President and Treasurer must sign.
- 13.8 All monies received by the Association shall be paid forthwith into the Association's bank account.
- 13.9 The funds of the Association shall be applied solely in the furtherance of the Objects of the Association.
- 13.10 All accounts shall be passed for payment at a meeting of the Executive Committee.
- 13.11 An accountant's review report of the Association's accounts shall be presented to the next AGM of the Association for consideration and approval.
- 13.12 Following adoption of such financial statements, a copy shall be forwarded to the Registrar of Incorporated Societies (as required by the Incorporated Societies Act 1908).

14 GENERAL MEETINGS

- 14.1 The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Executive Committee determines but not more than 15 months after the last AGM.
- 14.2 Any other General Meeting shall be a Special General Meeting.
- 14.3 The Secretary must give must give Members at least 21 days' written notice of the AGM. The notice can be given by such methods as the Executive may determine.
- 14.4 In addition to any other business which may be transacted at an AGM, the business of an AGM shall be to:
 - (a) Confirm the minutes of the previous AGM or any SGM held since that meeting.
 - (b) Receive from the Executive Committee, reports upon the activities of the Association in the last financial year.
 - (c) Hold such election of Executive Committee members as required.
 - (d) Receive and consider the financial and audit statement for the preceding year.
 - (e) Decide all matters of Policy and give directions to the Executive Committee.
 - (f) Fix, reduce, increase or alter membership fees of Members.
 - (g) Appoint the Auditor or Chartered Accountant.

- (h) Consider special business of which due notice and documentation has been given.
- 14.5 A Special General Meeting (SGM) may be called at any time by the Executive Committee or a majority of the Constituent Members.
- (a) The request for the SGM shall be in writing addressed to the Secretary and shall set out specifically the business for which the SGM is requested.
 - (b) Any SGM must be called upon 21 days notice by the Executive Committee within 6 weeks of it being requested and notice of the meeting to Constituent Members shall contain details of the purpose of the meeting and any Business to be considered thereat.
 - (c) At any SGM only the business set out in the notice convening the meeting shall be considered provided that the meeting may, by unanimous vote, permit the consideration of additional business.
- 14.6 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence.
- (a) The quorum for a General Meeting shall be five Members who are entitled to vote. The quorum must be present at all times during the meeting.
 - (b) If a quorum is not obtained within half an hour of the intended commencement of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Executive Committee and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.
- 14.7 The Chairperson of a General Meeting shall be the President or if the President is unavailable then another Member shall be elected by the Members present to be the Chairperson of the General Meeting.
- 14.8 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.9 Where a meeting is adjourned for 14 days or more, a notice of the adjournment meeting shall be given as if it were a General Meeting.
- 14.10 Except as provided for in 14.7 and 14.8 above, it is not necessary to give Notice of an adjournment or of the business to be transacted at the adjourned meeting.

15 METHOD OF VOTING

- 15.1 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution.
- 15.2 Voting on all elections at General Meetings must be undertaken by secret ballot, and two scrutineers must be appointed at the AGM to count the votes.

- 15.3 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 15.4 Proxy votes and postal votes are not permitted.
- 15.5 In the event of an equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

16 EXECUTIVE COMMITTEE

- 16.1 The Executive Committee shall comprise of the President, Secretary, Treasurer and up to three additional Executive Members.
- 16.2 The President and the Executive Members shall be elected for a one year term and are eligible for re-election.
- 16.3 The President and Executive Members so elected, shall by agreement, nominate and appoint the Secretary and the Treasurer, who shall have no voting rights on the Executive Committee.
- 16.4 The Executive Committee so elected shall have the power to co-opt other persons as required to serve on the Executive Committee to assist with in specific portfolio areas requiring specialist skill or knowledge.
- 16.5 In the event of a casual vacancy occurring in the membership of the Executive Committee elected at an AGM, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the AGM or SGM next following the date of the appointment and shall be eligible for re-appointment.
- 16.6 In respect of the office-bearers of the Executive Committee to be elected at AGMs:
- (a) Nominations for candidates for election shall be in writing by the candidate on a candidate form so prescribed from time to time by the Executive Committee.
 - (b) The candidate form shall be delivered to the Secretary not less than 10 days before the date fixed for the holding of the AGM at which the election is to take place.
 - (c) Nomination for the role of President shall be accompanied by the candidate's election manifesto covering plans for his or her term in office, which the candidate shall present in person at the AGM.
- 16.7 If insufficient nominations are received to fill all vacancies on the Executive Committee, further nominations shall be received at the AGM.
- 16.8 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be deemed to be casual vacancies.
- 16.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

- 16.10 The ballot for the election of office-bearers shall be conducted at the AGM in such usual and proper manner as the Executive Committee may direct, notwithstanding anything in these Rules.
- 16.11 A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for election to another office at the same election.
- 16.12 The Executive Committee may from time to time delegate any of its powers to sub-committees consisting of such Members of the Association or other persons it thinks fit. Sub-committees shall report to the Executive Committee and with proposals or recommendations as appropriate.

17 DUTIES OF OFFICE BEARERS

17.1 The President shall:

- (a) Preside at all meetings of the Association and exercise general control of the management of the affairs of the Association.
- (b) Represent the Association nationally and internationally in an official capacity.
- (c) Be responsible for the management and control of the duties of any employees of the Association.

17.2 The Secretary shall:

- (a) Assist the President in the maintenance of strict order during meetings, and shall discharge the duties of the President during his or her temporary absence.
- (b) Prepare an agenda in consultation with the President, ensuring that all matters likely to be discussed are allocated a place.
- (c) Attend to all correspondence, convene meetings and notify those eligible to be present at such meetings.
- (d) Place before the Executive Committee all incoming and outgoing correspondence and in the event of matters requiring attention arising between the Executive meetings, shall inform the President.
- (e) Take accurate minutes of each meeting and circulate such minutes as instructed by the Association, record in a minute book all proceedings.
- (f) Have ready for confirmation by the meeting all minutes of earlier meetings as yet unconfirmed.
- (g) Keep suitable and orderly files of the Association's correspondence, Member's register, applications for membership and other relevant documentation.
- (h) Maintain a current copy of the Constitution of the Association and have the same available at all meetings, and make the same available to all Members and applicants for membership.

- (i) Maintain a record of all assets of the Association.

17.3 The Treasurer shall:

- (a) Ensure that all monies due to the Association are collected and received and forthwith deposit the same to credit of the Association at an authorised bank.
- (b) Ensure that all payments authorised by the Association are made.
- (c) Keep full and correct account of the income and expenditure of the Association and present to meetings of the Executive Committee, a statement of YTD income and expenditure and related invoices and receipts.
- (d) Prepare and present for Audit or Accountants Review each year, to the Association's approved Auditor or Chartered Accountant, an annual statement of financial performance and statement of financial position of the Association (and supporting documentation) for the financial year ended.
- (e) Present to the AGM of the Association, a properly audited/reviewed statement of financial performance and statement of financial position of the Association for the financial year ended.

18 EXECUTIVE COMMITTEE MEETINGS

- 18.1 The Executive Committee shall meet at least two times in each period of 12 months at such place and time as the Executive Committee may determine, and regulate its meetings as it shall think fit.
- 18.2 A meeting of the Executive Committee may be called by the President, the Secretary, or any two other members of the Executive Committee.
- 18.3 The quorum for an Executive Committee Meeting shall be three Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 18.4 The Chairperson of all Executive Committee Meetings shall be the President or in his or her absence, or if he or she is unwilling to act, the meeting shall appoint one of the other Executive Committee members present to be Chairperson of the Executive Committee Meeting.
- 18.5 An Ordinary Resolution at an Executive Committee Meeting shall be sufficient to pass a resolution.
- 18.6 In the event of an equality of votes at an Executive Committee Meeting, the Chairperson shall have an additional or casting vote.

19 BY-LAWS

- 19.1 The Executive Committee may make, or amend, or rescind by-laws, including any regulations, policies and procedures, not inconsistent with this Constitution governing all such matters necessary for the proper achievements of the objects of the Association.
- 19.2 A copy of a proposed by-law shall be circulated to Members for comment only.

20 ALTERATION OF RULES

- 20.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 20.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of the Association. This Rule 20.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

21 COMMON SEAL

The common seal of the Association shall be kept in the control of the Executive Committee and may be affixed to any document only by resolution of the Executive Committee and in the presence of and with the accompanying signatures of the President and another Executive Committee Member.

22 NAME AND LOGO

The Association's name, domain name and logo shall only be used with the expressed permission of the Executive Committee.

23 WINDING UP

The Association may be wound up voluntarily in accordance with resolutions passed pursuant to the provisions of Section 24 of the Incorporated Societies Act 1908. In the event of the Association being wound up, the surplus assets after payment of liabilities and the expenses of winding up shall be donated to a registered charity as the Association may direct.