



# **Fencing New Zealand Constitution Review: Submission Summary and Response**

**FeNZ Constitution Committee  
29 April 2025**

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## Glossary

AGM	Annual General Meeting
Club	A fencing club
CC	Constitution Committee. The authors of this document. Appointed by the National Board of Fencing New Zealand.
FeNZ	Fencing New Zealand
NSO	National Sporting Organisation (Fencing New Zealand)
RSO	Regional Sporting Organisation (Fencing North, Fencing Central, Fencing Mid-South, Fencing South)
SGM	Special General Meeting
The Act	The Incorporated Societies Act 2022.

# Executive Summary

This paper responds to the feedback the Fencing New Zealand (FeNZ) Constitution Committee has received on its proposals to update or establish national, regional and affiliated club constitutions. It also includes a full summary of the submissions we have received.

The remainder of this Executive Summary outlines our updated recommendations & proposed next steps – with the changes we have made in response to the feedback received presented in red text.

## Essential Changes to meet the Act's requirements

The Constitution Committee proposes that national, regional and club constitutions:

- Specify 2 contact persons – being the President and Secretary General or Secretary;
- Specify how each contact person is elected or appointed;
- Specify how members and officers give their consent to being a member or officer;
- Provide for a dispute resolution process which should involve:
  - The NSO constitution incorporating revised complaints and disputes resolution provisions based on its national policy. **Provide in FeNZ's national policy, and the NSO constitution if required, for the FeNZ Complaints Assessment Committee to recommend the appointment of Disciplinary Sub-Committee members and allow the FeNZ President to confirm those appointments within 5 working days, or if the President is unavailable or is deemed to have a conflict of interest, defer to the Secretary-General, or if they are also unavailable or deemed to have a conflict of interest defer to the Complaints Assessment Committee Chair.**
  - RSOs and Clubs providing an accessible and timely complaints and disputes resolution process in their own right that is consistent with the principles of natural justice and enables escalation to the FeNZ national process where any of the parties are dissatisfied with the outcome at club or regional level;
- Enable written resolutions to be passed instead of holding a special general meeting, subject to the resolution being circulated to all members electronically **30** days in advance of a vote and the resolution securing the necessary majority of the votes cast **as specified in the NSO and RSO constitutions** with results scrutinised by 2 members appointed by the Board/Regional Committee or Club Committee that are independent of those bodies. **The necessary majority for changes to the national constitution to remain at a two-thirds majority and changes to RSO constitutions to also require a two-thirds majority.**
- Remove any requirement to have and use a common seal; and,
- Incorporate provisions that reflect that the 2022 Act places most responsibilities on the whole Committee rather than individual roles such as the Secretary or Treasurer.

## Further Modernising our Constitutions

The Constitution Committee also recommends:

- **NSO/RSO Structure:** Retaining a National Sporting Organisation (NSO) and 4 Regional Sporting Organisations (RSOs) with their existing regional boundaries **as specified in s34 of the current national constitution.** Each body to have their own constitution that meets

Incorporated Society Act requirements. Each RSO to be recognised as a corporate member of the NSO. Consider including an enabling mechanism for the FeNZ Board to amend the number of regions or regional boundaries in consultation with member regions.

- **NSO & RSO Objects & Powers:** The NSO retaining its current objects and powers, and the current provisions specifying the responsibilities and obligations of Regional Committees (the RSOs) in s35-36. RSO objects and powers are to be aligned with the responsibilities and obligations established for Regional Committees/RSOs in our current national constitution.
- **NSO Board Composition & Election:** Retain the current 9-member Board but provide for the election of the Treasurer and for regional representatives to be appointed by their Regional Executive in the event the Regional President does not wish to represent the region on the Board.
- **NSO Board member terms:** Provide for both the President, Secretary General and Treasurer to be elected for 3-year terms and – subject to re-election - further 3-year terms. Provide for the 2 individual members of the Board to be elected for an initial 2-year term and - subject to re-election - for further 2-year terms for the 2 individual members of the Board.
- **Alternate Regional Representatives:** Enable regional representatives on the national board to nominate someone from their Regional Executive to stand in for them at the NSO Board meeting subject to: the Regional Executive agreeing the nomination; the FeNZ Secretary General being informed at least 5 working days before the Board meeting; and, on the understanding that the original regional representative is still under an obligation to make reasonable efforts to attend all board meetings personally and the use of an alternate should only occur on an occasional basis.
- **Common RSO Constitutions:** Ensuring the four RSO constitutions share common rules, including their objects and powers, management committee (hereafter to be known as the Regional Executive) arrangements, membership categories, voting rights and dispute resolution processes that are aligned with the NSO constitution. A two-thirds majority of voting members should be required to change the regional constitution.
- **RSO Executive - Composition & Voting Rights:** Each Regional Executive to comprise a President, Secretary, Treasurer, up to 2 independent members and an athletes' representative all elected at the AGM, with affiliated clubs eligible to nominate 1 member to the Regional Executive. All Regional Executive members to have one vote with the President also having a casting vote.
- **NSO & RSO Club Affiliation requirements:** Ensuring NSO and RSO constitutions include the following requirements for Clubs to be recognised as an affiliated corporate member:
  - o Clubs must be constituted as a recognised Legal Entity under New Zealand law – either as an Incorporated Society, Company or a Charitable Trust in their own right; or
  - o Clubs may be an entity set up under the umbrella of another recognised legal entity – such as a school or tertiary education institution such as a university; and,
  - o Clubs must agree to abide by the NSO and RSO rules and any bylaws and policies established in accordance with their provisions, including agreement that any complaints not resolved to the satisfaction of any of the parties through the club's disputes resolution process can be escalated to FeNZ's disputes resolution process; and,

- o Clubs must renew their membership on an annual basis.
- *Affiliation Process:* Our *currently* affiliated clubs be invited to become a corporate member of the NSO and relevant RSO. Our RSO management committee's invite any other clubs that are not currently affiliated to apply for membership.
- *System-wide membership:* FeNZ should operate a systemwide membership model whereby:
  - o RSOs are members of the NSO.
  - o Clubs are members of their RSO and NSO.
  - o Individual fencers, coaches and officials are members of the NSO, RSO and their Club (if applicable).
  - o Individual fencers, Coaches and Officials who choose not to be a member of an affiliated Club can affiliate directly with FeNZ regionally and nationally.
  - o Provision should continue to be made for parents, volunteers or other interested individuals to be associate members of clubs, the NSO and relevant RSO.
- *NSO & RSO membership categories:* RSO membership categories should be aligned with those established in the NSO constitution.
- *Club membership:* Membership should include club coaches, officers, and all social and competitive fencers. Provision should also be made for parents, volunteers or other interested individuals to be members.
- Member Clubs provide membership data to the RSO and NSO with the consent of their members.
- *Non-Financial Members:* Create a free membership type within the associate member category open to non-fencing volunteers and officials.
- *NSO & RSO Member Voting Rights at General Meetings:* Retain current voting rights at a national level – individual, associate and life members are eligible to vote at General Meetings. Corporate members have no vote. Voting rights to be consistent across the regions – individual, (financial) associate, and life members having voting rights at General Meetings. Corporate members (Regions and Clubs) have no voting rights (but Clubs have representation and voting rights on the Regional Executive). For the avoidance of doubt apart from life members all voting members have to be financial members. *Define a quorum is a minimum of [10] actual people at both NSO and RSO general meetings. Lower the maximum number of proxies that can be held by an individual voting member to 3 at RSO general meetings and include procedures for enabling proxy voting in the RSO constitutions. No provision for proxy voting to be provided for at NSO general meetings.*
- *Conflict of Interest:* Include a declaration of conflict-of-interest clause in NSO, RSO and Club constitutions that meets Incorporated Society Act requirements.

## Constitution Development

We propose Sport New Zealand's NSO, RSO and Club constitution templates be used as the foundation for developing revised constitutions with these templates being tailored to incorporate our updated fencing specific requirements.

## **Next Steps**

We propose developing draft national and regional constitutions that can be considered by the FeNZ Board and Regional **Executives** and presented for agreement **by the necessary majority of voting members** at SGMs. We will also develop a generic club constitution template that can be tailored by individual clubs that may need to update their constitutions and wish to become or remain incorporated societies.

We also propose inviting Regional Presidents to circulate this report to their Regional Executive to further consider our proposals. We will also publish an update and link to this report on the FeNZ website for our wider membership.

We recognise that regions may wish to make modifications to the generic regional constitution we provide. Regions may modify the generic constitution to accommodate specific regional needs, provided any amendments are consistent with the core requirements and obligations regions must meet as currently set out in sections 34-36 of the current constitution.

We also recognise that clubs that are incorporated societies, or wish to become incorporated societies, can update or establish constitutions that comply with the Incorporated Societies Act independently and are not required to use our recommended template. We are simply trying to make it easier for clubs to comply with the Incorporated Societies act by providing a tailored Sport NZ template for their consideration. Clubs that wish to be members of Fencing New Zealand will still need to meet the proposed national and regional affiliation requirements to be outlined in NSO and RSO constitutions.

We reiterate National, Regional, and Club officers are responsible for progressing the SGM process for the passage of new constitutions and meeting the Incorporated Society Act's wider re-registration requirements. The National Board, Regional Executive and Club committees will also need to complete changes to operational policies, processes and systems to ensure compliance with the Act.

At a national and regional level this will include, for example, ensuring we can accommodate changes to our membership arrangements via Sporty, and ensuring the complaints and disputes resolution system can accommodate escalation from Club and Regional processes required under the Act.

Further details on next steps and indicative target dates are included in the body of this paper.

# Introduction

This paper responds to the feedback we have received on the proposals contained in our discussion paper for updating Fencing New Zealand's national, regional, and affiliated club constitutions.

The paper includes:

- Background on the need for to review the constitutions and our approach;
- An overview of the submissions survey results and our approach to considering the submissions;
- Proposed next steps and target dates;
- An Appendix with detailed submissions summaries and our responses to the issues raised.

## Background

The Incorporated Societies Act 2022 establishes new obligations for registered societies. Existing societies who wish to remain incorporated under the Act need to reregister no later than 5 April 2026.

Within the New Zealand fencing community our National body, Fencing North, Fencing Central and Fencing Mid-South are Incorporated Societies. Fencing South is not an Incorporated Society and currently operates informally under the umbrella of Fencing NZ. Many fencing clubs are also Incorporated Societies, while some are established as Limited Liability Companies. Some clubs are not incorporated in their own right but are recognised by, and operate under, a school or university umbrella.

A key step in the reregistration process for existing incorporated societies is reviewing and where necessary updating Society constitutions to ensure they comply with the new requirements in the Act. The review process also provides an opportunity to consider other changes that could be made to modernise constitutions to better serve the New Zealand fencing community.

In October 2024 the Board of Fencing NZ established the Constitution Committee and charged it with:

- Providing advice that will support FeNZ, FeNZ Regions and Affiliated Fencing Clubs to update or establish constitutions that comply with the Act; and,
- Providing advice on other changes that could be made to modernise the constitutions and provide the basis for stronger governance arrangements to better serve the New Zealand fencing community.<sup>1</sup>

On 9 February 2025 we released a discussion paper on the Fencing NZ website seeking feedback from the fencing community by 9 March on our proposals for updating or establishing national, regional and affiliated club constitutions. We provided a 'feedback form' that enabled respondents to record whether they agreed or disagreed with our recommendations and also provide substantive comment.

The Athletes Commission also published a summary of the discussion paper on social media and the Committee also encouraged members to consider and respond to the paper through national,

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<sup>1</sup> The Committee's full terms of reference are available here:

[https://www.fencing.org.nz/images/Constitutional\\_Committee\\_-\\_ToR\\_and\\_Key\\_Milestones.pdf](https://www.fencing.org.nz/images/Constitutional_Committee_-_ToR_and_Key_Milestones.pdf)

regional and club channels and on social media. Given the relatively light response to the discussion paper, we agreed at the National AGM to extend the deadline for submissions until 21 March 2025.

## Submissions Overview & Committee Response

We received eight responses from individuals from the Mid-South, Central and North regions. Six respondents used our feedback form while two submitted emails and didn't respond directly to the questions on the submission form.

The following table summarises the six respondents' agreement/disagreement with our key proposals as submitted in the feedback form.

Question	Agree	Disagree	Unsure
Section 3 - Do you agree or disagree with our proposed approach to meeting the Act's requirements? Please indicate yes or no and if no, please comment.	50%	17%	33%
Section 4 - Do you agree or disagree with our proposal we should retain a NSO and 4 RSOs which are registered as incorporated societies in their own right?	33%	33%	33%
Section 4.3 - NSO/RSO objects/powers - Do you agree or disagree with our assessment that RSO constitutions should have common objects and powers that are aligned with the NSO constitution's objects?	67%	17%	17%
Section 4.4 - Management and elections - Do you agree that the current NSO Board composition is appropriate and should remain unchanged at this time?	67%	0%	33%
Section 4.4 - Do you agree with our proposal that the Treasurer's position on the National Board should be subject to election?	83%	0%	17%
Section 4.4 - Do you agree with proposal that Regional Committees should be able to appoint an alternative member to the National Board if the Regional President does not wish to take up this role?	100%	0%	0%
Section 4.5 - Do you agree or disagree with our proposed approach to regional committee membership and voting rights?	33%	17%	50%
Section 4.6 - Do you agree that the current voting rights at NSO AGMs and SGMs should be retained?	50%	33%	17%
Section 4.6 - Do you agree with our proposal that only individual financial members should have voting rights at regional AGMs & SGMs?	100%	0%	0%
Section 4.7 - Do you agree with the proposed affiliation requirements for clubs?	50%	33%	17%
Section 5 - Do you agree with the proposal to adopt a system wide membership model?	50%	17%	33%

Respondents raised a wide range of issues with us which we have carefully considered. Appendix A summarises the submissions received and our response to them.

## Next Steps

Following consideration of this report by the National Board and with their agreement we will commission a legal adviser to support the Committee's development of a draft National Constitution, a generic regional constitution and a generic club constitution. We will be using the Sport NZ incorporated society constitution templates as the foundation for our constitutions. We propose amending the templates to take account of the recommendations outlined in this report.

At the same time, again subject to the Board's agreement, we propose inviting Regional Presidents to circulate this report to their Regional Executive Committees to provide them with a further opportunity to consider and respond to our proposals. We also propose publishing an update and link to this report on the FeNZ website for our wider membership.

While timeframes are tight, we believe an open development process is key to building support and ensuring that our final constitutions are delivered on a 'no surprises' basis. We propose, therefore, providing the National Board and Regional Management Committees with an opportunity to review and provide feedback on 'exposure drafts' of the constitutions before they are finalised.

It will then be over to the designated officers at national, regional level to facilitate the consideration and passage of the constitutions at Special General Meetings as the first step in meeting Incorporated Society Act registration requirements. Likewise, once we have published the generic club constitutions it will be over to Club officers to use the template as the basis for updating their club constitutions, if they so wish.

As we have already noted, clubs are free to progress the update of their constitutions earlier if they wish. We are simply trying to make it easier for clubs to comply with the Incorporated Societies act by providing a tailored Sport NZ template for their consideration. Clubs that wish to remain or become affiliated members of Fencing New Zealand will, of course, still need to meet the proposed national and regional affiliation requirements.

Likewise, we recognise that some regions may wish to make modifications to the generic regional constitution we provide. Regions may modify the generic constitution to accommodate any specific regional needs, provided any amendments are consistent with the core requirements and obligations regions must meet as set out in sections 34-36 of the current constitution.

We reiterate National, Regional, and Club officers are responsible for progressing the SGM process for the passage of new constitutions and meeting the Incorporated Society Act's wider re-registration requirements. The National Board, Regional Executive and Club committees will also need to complete changes to operational policies, processes and systems to ensure compliance with the Act.

The following table highlights key milestones and indicative target dates for their completion.

Key Milestones	Target Dates
Committee updates FeNZ Board (possible special meeting)	28 Apr
Committee commissions legal advisor to support drafting of NSO, RSO, & Club constitution templates  The committee refers its summary and response report to the Regional Executive/Management Committees for their consideration.  Sec Gen publishes update and link to this report on the FeNZ website	Early May
Committee completes Exposure Draft Constitutions and covering report	Early June
National Board receives Exposure Draft Constitutions and agrees to their release for consideration by the National Board and Regional Management Committees	8 June
National Board & Regional Executives to provide feedback on exposure draft Constitutions	6 July
FeNZ Board considers final Committee report and revised draft constitutions & confirms next steps	3 Aug or 10 Aug (if agreed by the Board)
FeNZ Board publishes draft National, Regional and Club constitutions and advice to clubs	25 Aug
Notice for National SGM published	26 Aug
Notice of Regional SGMs published	Sept
Notice of Club SGMs published	Sept-Oct
National SGM held to approve FeNZ constitution (at least 30 days after notice)	28 Sept
Regional SGMs held to approve regional constitutions	Oct-Nov
Clubs SGMs held to approve club constitutions	Oct- Dec
FeNZ Board, Regional Committees and Clubs complete changes to operational policies and processes to ensure compliance with 2022 Act	Feb 2026
FeNZ, Regional Committees and Clubs complete reregistration with NZ Companies Office	March

## Appendix A: Submission Summary & Committee Response

<b>Essential Changes to meet the Act's Requirements</b>				
<i>Discussion Paper Recommendations:</i> The Constitution Committee proposes that National, regional and club constitutions:				
<b>Question</b>	<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>	
Do you agree or disagree with our proposed approach to meeting the Act's requirements?	50% (3)	17% (1)	33% (2)	
<b>Respondent Comments/Issues</b>	<b>Committee Response</b>		<b>Committee Recommendation</b> (change/no change to original recommendation)	
<p><i>Passage of Written Resolutions without SGM:</i> I disagree that resolutions should be passed without an AGM or SGM.</p> <p>The new Act doesn't require this should be done, it asks whether or not it should be done. I believe that motions of consequence (those currently worthy of an AGM or SGM), should remain in that structure, as often these are constitutional changes and as such require a 75% vote in favour. Their importance would be lost if it was just another motion.</p>	<p>We agree the requirements around the % vote required to pass resolutions involving a change to the constitution should be clarified. The current required majority differs across our national and regional constitutions. (The national constitution requires a two thirds-majority, Mid-South's rules require a 75% majority, Central's require a two-thirds (66.6%) majority, while North's requires a majority of at least three-fifths (60%).</p> <p>We still see value in the proposal. Providing written notice and the ability for all members to vote electronically on a resolution</p>		<p>Change required: Amend our original recommendation to clarify that passage of resolutions that involve a change to the constitutions should be in accord with the necessary majority required at an SGM which is to be specified in the national and regional constitutions. That majority should remain at two-</p>	

<p>Also FeNZ may not be able to enforce RSOs and Clubs to include this change.</p>	<p>outside an AGM or SGM is likely to provide a broader opportunity for eligible members to consider and vote on the resolution - broadening participation in NSO, RSO, Club decision making.</p> <p>We agree the amended constitutions should specify the majority required to pass amendments to the constitutions. That majority should remain at two-thirds or more as specified in the current national constitution and be established at two-thirds in the RSO constitutions.</p> <p>We also propose providing a longer notice period for resolutions that is aligned with the current national constitution's requirements (being 30 days' notice)</p> <p>We agree this change (along with our other recommendations) need to be agreed by RSOs and Clubs and cannot be imposed on them. It's a decision for the NSO, RSO and Club members to make when they update their constitutions.</p>	<p>thirds as specified in the current national constitution and be established at two-thirds in the RSO constitutions.</p> <p>Also extend the notice period for a resolution to 30 days to align with the current requirements for SGM notice periods contained in the national constitution.</p>
<p><i>Implementation Issues:</i> Make sure there is a working complaints procedure. Privacy Act - ensure member contact information is kept appropriately</p>	<p>We agree ensuring the complaints and disputes resolution process works effectively and provides for escalation from club to regional and national level is critical.</p> <p>We agree the NSO, RSO and Club practises need to comply with Privacy Act requirements.</p>	<p>No change to original recommendations required. This is an implementation issue for NSO, RSO and Club officers.</p>
<p><i>Disputes Process – Appointment of Disciplinary Committees; The current complaints and disputes process requires the President to appoint members of the Disciplinary Sub-committee, often causing delays due to availability constraints, actual or perceived conflicts of interest or lack of timely delegation pathways.</i></p>	<p>We see value in addressing this issue through an update to the FeNZ complaints and dispute resolution policy and if required the relevant provisions in the NSO constitution for the FeNZ Complaints Assessment Committee to recommend the appointment of Disciplinary Sub-Committee members and allow the FeNZ President to confirm those appointments within 5 working days, or if the President is unavailable or is deemed to have a conflict of interest, defer to the Secretary-General, or if they are also unavailable or deemed to have a conflict of interest defer to the Complaints Assessment Committee Chair.</p>	<p>Change to original recommendation required to provide for alternate approval pathways.</p>

<b>National &amp; Regional Constitutional arrangements: NSO/RSO Structure</b>				
<i>Discussion Paper Recommendations:</i> The Constitution Committee recommends:				
<b>Question</b>	<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>	
Section 4 - Do you agree or disagree with our proposal we should retain a NSO and 4 RSOs which are registered as incorporated societies in their own right?	33% (2)	33% (2)	33% (2)	
<b>Respondents Comments/Issues</b>	<b>Committee Response</b>		<b>Committee Recommendation</b> <i>(change/no change to original recommendation)</i>	
<i>Make Provision to Change Number of Regions:</i> While I agree with the NSO / RSO structure I think that you are missing a step by not providing a mechanism to add or remove an RSO as needed. Specifying FOUR could limit options going forwards	We agree that there may be a need to change the number of regions or regional boundaries in the future. Adding a new region or regions or consolidating regions would require changes to the National Constitution and affected regional constitutions given both national and regional constitutions need to define regional boundaries. We think there is value in considering options for an enabling mechanism involving the National Board in consultation with the regions.		Committee to consider Sport NZ guidance, and legal advice on, how to enable amendments to regional boundaries to meet changing needs .	
<i>The Case for Retaining regional constitutions:</i> The NSO does not have enough organisational capacity to run the regions as well, and it may be more difficult to solicit volunteers from each region. The RSOs have different philosophies to some extent, and should be allowed to practise them within the bounds set by the NSO (e.g. FN has a free affiliation fee to encourage participation, whereas the other regions charge for affiliation to raise funds).  Probably a large risk of discontent if the NSO attempted to merge the RSOs into itself, especially their finances.	The responses for and against our preferred approach reflect the differing views within the fencing community at national, regional and club level.  We have carefully considered the pros and cons associated with each option and on balance we consider FeNZ should retain the current constitutional structure for its National and Regional bodies at this stage in the organisation's development.		Retain the current NSO/RSO structure with their own constitutions.  Clarify that the NSO constitution will retain its current name, objects and powers as set out in s1-3. It will also retain sections 34-35 which establish the boundaries, responsibilities and obligations of the regions, known as Fencing North, Fencing	
<i>Support for One constitution/one organisation encompassing National and Regional functions (Options 2 or 3):</i> If Fencing Victoria can run fencing in a state with 6.5m people under one organisation, why does FeNZ need one national body & 4 independent RSOs (with a total of 5 separate committees) to run fencing in a country with only 5.5m people?  While FeNZ has no willingness or appetite to adopt Option 2 or 3, the new Act	It is worth noting the existing constitutional relationship between FeNZ nationally and the regions which we are proposing remains unaltered. While the regions may have separate constitutions, their existence as regions of FeNZ is enabled by the National Constitution which establishes their: <ul style="list-style-type: none"> <li>- territorial boundaries (s34)</li> <li>- Responsibilities which include "...administering fencing in their assigned regions on behalf of Fencing NZ" and shall</li> </ul>			

<p>gives a once-in-a-generation opportunity to unify and centralise fencing in New Zealand under one umbrella.</p>	<p>The current structure with Regional Committees is laughable, as they are simply a mirror of the four RSOs - essentially another duplication. Instead transfer all decision making and authority from the independent RSOs into a true regional committee structure.</p> <p>I disagree with the status quo and support option 2 or 3. I have no individual preference of option 2 or 3 over the other, but believe that not going with one of these options because "it's too hard" totally undermines the point of this whole review. If you want to see change, then you need to be part of that change, or is this review some sort of Claytons Consultation and you always wanted to maintain the status quo with a few cosmetic changes to meet the requirements of the new Act?</p>	<p>Central, Fencing Midsouth and Fencing South.</p> <p>Note that RSO constitutions must meet the responsibilities and obligations specified in ss 35-36 of the current NSO constitution.</p>
<p>Given how small our constituency is, I do not see how having the RSOs as formal entities add value. In my personal experience as a club officer and sometime RSO officer, it is quite the drain on time and goodwill. I would prefer option 2 or perhaps 3; provided, that is, that FeNZ was willing to step up its centralised operational facilities to suit.</p>	<p>So while regional members are responsible for agreeing any changes to their regional constitutions, it's important to ensure any changes remain consistent with the parameters established by the national constitution.</p>	
<p><i>Phased transition to a National Organisation incorporating the current regions:</i> A substantial structure change (like Option 2 or 3) need not be complete for all RSOs in one calendar year. A logical starting point would be to bring Fencing South fully into the FeNZ structure given that they are not an incorporated society and use this to show the other regions that it works and does not affect any significant regional change and show how the regional assets are protected. You may get another region to willingly join, rather than go through the required changes for the Act. And in time maybe a 3rd region would happily join. I doubt you'll ever get agreement from all four regions, so FeNZ would have to (eventually) be willing to compel compliance - as unpalatable as that would be.</p>	<p>Thanks for the thought you have given to creating a viable pathway for transitioning to an integrated national organisation operating under one constitution.</p> <p>As already noted, at this stage in FeNZ's development we consider it is appropriate to retain the current constitutional model.</p>	<p>No change required.</p>
<p><i>Implementation Issues:</i></p> <p><i>Communication:</i> On going communication that is understood &amp; read by everyone. Communication will bring the vision, the direction and help people understand the value and importance of the changes and be part of the movement to deliver the vision.</p>	<p><i>Communication:</i> We agree ongoing communication is critical. We are proposing to publish this paper on the FeNZ website and promote further engagement on its proposals before they come to votes at general meetings.</p> <p><i>Funding:</i> Noted</p>	<p>Will note our intention to release this paper and highlight planned further engagement on our recommendations and next steps.</p>

<p><i>Regional Grant Funding:</i> Please consider that only RSO's can apply for regional grant funding. The NSO is not eligible for grant funding from regional charitable bodies.</p> <p><i>Asset Ownership &amp; Use:</i> While you have stated that "ownership of regional assets would need to transfer to NSO", you haven't provided any more support or explanation of what this would look like. I believe providing reassurance that the assets would remain under the control of the relevant regional committee would go a long way to allying a major objection from the RSOs. A more suspicious person might even believe that this statement was left like this to ensure this structural change would get shot down by the regions, and that votes &amp; feedback would go against options 2 &amp; 3.</p>	<p><i>Asset ownership &amp; Use:</i> We agree there are mechanisms for ensuring assets transferred to the NSO would be retained in the regions for the benefit of regional members. This issue was not a key driver in our consideration of whether to retain the existing constitutional structure or move to an integrated national model.</p>	
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NSO/RSO Objects & Powers				
Discussion Paper Recommendations: The Constitution Committee recommends:				
<ul style="list-style-type: none"> <li>The NSO retaining its current objects and powers and ensuring RSO objects and powers are aligned with the responsibilities established for Regional Committees/RSOs in our current national constitution.</li> </ul>				
Question	Agree	Disagree	Unsure	
Section 4.3 - Do you agree or disagree with our assessment that RSO constitutions should have common objects and powers that are aligned with the NSO constitution's objects?	67% (4)	17% (1)	17% (1)	
Respondents Comments/Issues	Committee Response	Committee Recommendation		
Support for alignment: Keeps things simple and helps keep everyone aligned.	That is our primary aim	No change to recommended approach		
<i>Shared vision and alignment but provide scope for regional variation:</i> NSO objects are very detailed, RSO should have some latitude for regional variations within overall framework. What works for Auckland may not be relevant for Dunedin etc. 1 organisation should have a shared vision, this does not mean a single path, but all options are included.	From our perspective it's desirable to have a common vision, and common objects and powers. This does not prevent regions from adopting differing approaches to their implementation to reflect regional needs and differences.  While there may be some scope to modify the proposed regional objects and powers they must be clearly aligned with the responsibilities and obligations outlined in the current National Constitution (ss 35-36).	We will recommend common objects and powers for each region be included in the RSO constitutions. Noting that if regions choose to amend them, they must be aligned with, and reflect, the responsibilities and obligations RSOs have as outlined in the current NSO constitution in sections 35-36.		
Regional Committees/RSOs: As per feedback at section 2, this proposal seems to conflate the Regional Committees with the RSOs.	There may be some confusion caused by the terminology used in the discussion paper and indeed our constitutions – when referring to 'regional committees'.  The National Constitution provides for the establishment of 4 Regional Committees (Fencing North, Central, Mid-South and South) and enables them to determine whether they should be an incorporated society, company or charitable trust. In effect these bodies are "Regional Sporting Organisations." This is what we are referring to here.  The regions in their constitutions have established committees (compromising various office holders e.g. President, Secretary, Treasurer and others to administer the affairs of the region). North's	No change to recommended approach.  Highlight distinction between RSOs and regional management committees in recommendations and supporting text.		

	<p>constitution calls this the ‘Executive’, Mid South’s refers to an “Executive Committee” while Central’s refers to a Management Committee. Our recommendations in 4.5 of the discussion paper address the composition of, and voting rights on, these ‘regional management or executive committees that administer the affairs of each RSO. To help clarify matters we refer to these bodies in each RSO as the ‘Regional Executive.’</p>	
<p><i>Regional Agreement required as they are independent bodies:</i> While a FeNZ constitutional change can/would affect the objects and powers of the regional committees, FeNZ can't simply force the RSOs to adopt the same provisions - unless it adopts Option 2 or Option 3 in the structure proposed above.</p> <p>So if you want to force changes on the RSOs, then abolish them and enhance the Regional Committee structure - otherwise hands off the independent bodies/incorporated societies &amp; the special character/differences they have developed over time. You can't have it both ways!</p>	<p>We agree any changes to the regional constitutions require support from the required majority of regional members at the level specified in regional constitutions – they cannot be imposed on the region.</p> <p>That’s why we are undertaking this engagement process: so our members can understand the issues and options; and, so we can - hopefully - reach agreement on what proposals will secure the necessary level of support.</p> <p>However, as noted already, it's also important to recognise that the regional bodies are enabled by the National Constitution and regional constitutions need to take account of the parameters established by the National Constitution (in particular ss34-36).</p>	<p>No change to recommended approach.</p> <p>We will reiterate majority support at the level required in each regional constitution is required to make changes to the current constitutions.</p>

<b>NSO Management – Composition and Election of the Board</b>				
<i>Discussion Paper Recommendations:</i> The Constitution Committee recommends:				
<ul style="list-style-type: none"> <li>• Retain the current 9-member Board but provide for the election of the Treasurer and for regional representatives to be appointed by their regional committees in the event the Regional President does not wish to represent the region on the Board.</li> </ul>		<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>
Section 4.4 - Management and elections - Do you agree that the current NSO Board composition is appropriate and should remain unchanged at this time?		67% (4)	0% (0)	33% (2)
<b>Respondents Comments/Issues</b>	<b>Committee Response</b>	<b>Committee Recommendation</b>		
<p><i>Duration of Board member Terms:</i> Shorter timeframes, and limited timeframes (reads as positions for 2 or 4 years, then indefinite renewal)</p> <p>4 years feels too long for a committee member appointment. Number of terms before a break should be limited.</p>	<p>S14 provides 4-year terms for the President &amp; Sec Gen renewable on election for further 4-year terms</p> <p>The 2 individual members are elected for a 2-year term and may be re-elected for further terms of 4 years. The role of Regional Presidents is subject to annual election.</p> <p>We consider the current 4-year terms require a significant commitment from our volunteer officers. We suggest the term for the President and Secretary be reduced to 3-years, and may be re-elected for further 3-year terms. We propose independent members continue to be elected for an initial 2-year term and may be re-elected for further terms of 2-years.</p> <p>We do not consider a limit on the number of terms a Board member can serve is appropriate for an organisation of our current size. The roles are subject to re-election – voting members can decide if a change is required.</p>	<p>National Constitution to be amended to provide for initial 3-year terms and – subject to re-election - further 3-year terms for both the National President and Secretary-General; and, initial 2-year terms and – subject to re-election - further 2-year terms for the 2 individual members of the Board (Regional Presidents, or regional representatives to continue to be elected on an annual basis).</p>		
1 member per RSO (do not hard code to 4)	As noted earlier, this can be amended if and when there is a firm proposal to change in the number of RSOs.	No change		
<i>RSO representation on the National Board:</i> The option of RSO's voting for a member rather than assuming the RSO president is excellent.	The current proposal is that the RSO's representative on the National Board is appointed by the Regional Executive only if the Regional President does not wish to represent the region on the National Board. It is not proposed that the position be subject to election at a General Meeting	No change		
<p><i>Athletes Representative on NSO Board:</i> Why do each of the RSO boards have a board position earmarked for athlete's representative, but the NSO board does not?</p>	<p>The Convenor of the Athletes Commission attends National Board meetings and contributes to the Board's deliberations although they do not have voting rights. At present regional constitutions do not provide for an athlete's voice on their Regional Executive.</p> <p>A number of sporting organisations make provision for athletes' representatives on their Boards who have voting rights. For example, the OFC appoints an athletes' representative to its Board who is a voting member. The Australian Fencing Federation (AFF) National Board has an Athletes'</p>	<p>No change to our proposal that athlete representatives be elected to each regional management committee.</p> <p>We do, however, invite the Athletes Commission and the</p>		

	<p>Director, who is elected by the athletes and appointed by the AFF Board. This director, along with other members, comprises the AFF Athletes' Commission, which is responsible for representing athlete interests within the organization.</p> <p>We have not received any representations from the Athletes Commission or other parties suggesting the need to change the current arrangements at national level. We are also aware that the role of the Athletes Commission is currently being reviewed by another working group. At this stage, therefore, we consider it appropriate to retain the current arrangements for athlete advocacy at a national level while making provision for an athletes' voice on each regional management committee.</p>	<p>FeNZ working group considering the role of the Athletes Commission to consider whether the athlete representatives elected to regional management committees should also form part of the national Athletes Commission.</p>
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<b>NSO Management – Composition and Election of the Board – Election of Treasurer</b>				
<i>Discussion Paper Recommendations:</i> The Constitution Committee recommends: Providing for the election of the Treasurer to the National Board.				
<b>Question</b>		<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>
Section 4.4 - Do you agree with our proposal that the Treasurer's position on the National Board should be subject to election?		83% (5)	0%	17% (1)
<b>Respondents Comments/Issues</b>	<b>Committee Response</b>	<b>Committee Recommendation</b>		
Brings into alignment with other positions. All board positions should be subject to an election process.  If the sport grows substantially, I can see the need for paid officials such as Treasurer / Accountant - at which point I do not believe they should have a vote	We have adopted the view that Board positions with voting rights should be elected positions. The proposal for the Treasurer to be elected is because the position was given voting rights when the constitution was last amended.  As the organisation grows further change may be required. Paid officials (as opposed to elected Board members) can report to the Board, a designated Board member (or a Chief Executive). They do not have a vote on the Board.	No change		
<i>Election of Selectors:</i> An election process should also apply to the Selection Committee as they are also Board members. This allows for rotation and refresh, and the reduction of bias and favouritism, leading to the provision of above board, transparent decision making.  <i>Selectors ToR:</i> The powers and selection criteria of the Selection Committee should also be clearly defined, and this should not include access to amending or influencing the Ranking System.	While the Head of Selectors reports to the Board, he is not a Board member and does not have voting rights.  The Selectors' Terms of Reference – along with the composition, role and function of the other Commissions and officers subject to appointment by the Board – are currently being reviewed by another Board working group/committee who will be making recommendations to the Board.	No change		
<i>Eligibility Criteria for Selectors:</i> The FeNZ Selection Committee nominee perimeters should be clearly defined - i.e., no coaches, or all coaches, committee members only, etc. Any member with voting rights should be subject to election	This is out of scope for the Constitution Review Committee.			

NSO Management – Composition and Election of the Board – Regional Representatives on the National Board				
<p><i>Discussion Paper Recommendations:</i> The Constitution Committee recommends:</p> <p>That the National constitution provide for each Regional Committee Chair to be the region's representative on the National Board, unless the Regional Chairperson advises that they do not wish to take up that role. Where the Regional Chair advises that Regional Management Committee that they do not wish to represent the region on the National Board the Regional Committee will appoint one of its members as the regional representative on the National Board.</p>				
Question		Agree	Disagree	Unsure
Section 4.4 - Do you agree with proposal that Regional Committees should be able to appoint an alternative member to the National Board if the Regional President does not wish to take up this role?		100% (6)	0%	0%
Respondents Comments	Committee Response			Recommendation
<p><i>Support:</i> The option of RSO's voting for a member rather than assuming the RSO president is excellent.</p> <p>STRONGLY agree. Different skills and drivers for Regional President (generally implementation, "hands on") and member of higher level, strategy focused NSO. Some of the time these skills may be covered by one person, some of the time two different people will be better for positions. Also, load sharing. It does however need lines of communication to be improved.</p> <p>RSO president has a big workload now, it will be up to the RSO to manage the communication process.</p>	<p>Thanks for the support for this proposal.</p> <p>We agree that if implemented it will require close ongoing communication between the regional rep on the Board, the Regional President and regional management/executive committee.</p>			No Change
<p><i>Provide for Proxy Voting rather than a different member:</i> The way this question was written and the discussion seems to assume you retain Option 1 in the structure discussion above. I want the current structure replaced with Option 2 or 3, thereby making this question largely irrelevant, as the "Regional Representatives" could be any member of that committee who holds a proxy from the current committee chair/regional president. A better/simpler question might be why the current constitution doesn't allow proxy voting? The recommendation you are trying to propose is a long-winded way of saying "proxy voting" which is a widely accepted option - why not allow it for the NSO? Call the substitute regional representative voting what it is: a proxy vote and change clause 27 in the constitution to allow proxy voting &amp; make it apply to all members of the board and committees.</p>	<p>We consider it is important to have continuity of representation at the National Board. Our proposal is intended to provide Regional Presidents with the flexibility to share the workload by not needing to be the region's representative on the National Board if they would prefer not to. This is not a form of proxy voting rather it enables an alternative regional representation.</p> <p>We have, however, given further consideration to enabling regional representatives on the Board to nominate an alternate on occasions they are unable to attend a Board meeting. While the current constitution is silent on this point, there are already instances where other members from a region have stood in for the regional President.</p> <p>We propose that where a regional representative is unable to attend a meeting they may nominate someone from their Regional Executive to stand in for them subject to their Regional Executives agreement, the FeNZ Secretary General being informed at least 5 working days before the Board meeting, and on the understanding that they are still under an obligation to make reasonable efforts to attend all board members personally and the use of an alternate should only occur on an occasional basis.</p>			Update recommendations to make provision for enabling alternative representatives to attend a FeNZ Board meeting when the primary representative is unavailable.

<b>Regional Management Committee Composition and Voting Rights</b>				
<i>Discussion Paper Recommendations:</i> The Constitution Committee recommends:				
<ul style="list-style-type: none"> <li>Each region to have a management committee comprising the President, Secretary, Treasurer, 1 general member and 1 athletes representative all elected at the AGM by individual voting members. Affiliated clubs may nominate a representative as a member of the management committee. All Committee members to have one vote at Management Committee meetings with the President having a casting vote, if required.</li> </ul>				
<b>Question</b>		<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>
Section 4.5 - Do you agree or disagree with our proposed approach to regional committee membership and voting rights?		33% (2)	17% (1)	50% (3)
<b>Respondents Issues</b>	<b>Committee Response</b>	<b>Committee Recommendation</b>		
<p><i>Which Model?</i> Is this the FN model? I think the Committee proposal takes the best of all options.</p> <p>I like Fen Cen's committee makeup - the 3 officers plus a bunch of people elected as individuals. I expect they do have an interest in what works for their own club members but are more driven by the benefit of the region. FMS really suffers I think from having club reps as the main voters on the committee, with any one club rep able to outvote all 3 officers. It makes their club interests the first thing some think of, rather than regional development.</p> <p><i>RSOS &amp; Regional Committees:</i> Again (as above in section 2 &amp; 4.3) this proposal seems to conflate the Regional Committees with the RSOS.</p> <p><i>Imposing Change:</i> While a FeNZ constitutional change can/would affect the objects and powers of the regional committees, FeNZ can't simply force the RSOS to adopt the same provisions - unless it adopts Option 2 or Option 3 in the structure proposed above. So if you want to force changes on the RSOS, then abolish them and enhance the Regional Committee structure - otherwise hands off the independent bodies/incorporated societies &amp; the special character/differences they have developed over time. You can't have it both ways!</p>	<p>The proposed model is an amalgam of the approaches currently used to elect or appoint Regional Management Committees.</p> <p>There is certainly merit in the FenCen regional executive. We settled on our proposed model in part because we anticipate other regions with club representatives holding voting rights on their Regional Executives would be reluctant to give up their voting rights entirely at this time. It might, therefore, be challenging to obtain the necessary majority support to align Regional Executive requirements with the FenCen model.</p> <p>For clarification this proposal relates to each region's or RSOS executive or management committee (which we are referring to as the Regional Executive).</p> <p>It is based on our earlier recommendations to retain separate regional constitutions and RSOS.</p> <p>We reiterate that there is no intention, nor indeed any ability to, force changes onto the RSOS. As already stated regional members with voting rights will determine the changes to regional constitutions. Moreover, regions are able to modify the generic constitution we will develop to accommodate specific regional needs, provided any amendments are</p>	No change in the proposed model we will include in the regional template.		

<p>Basically this entire section is wrong, it looks at the RSO's constitutions - these entities are not the same as the Regional Committees.</p> <p>However if you want to write Regional Committee rules and structures for if/when RSOs become regional committees (option 2 or 3 in the structure above), then yes, I agree that a centralised structure has merits and benefits. But that this section also needs to address asset responsibility &amp; control by the regional committees</p> <p>It's a no-brainer that the regional committees should be aligned with each other and with the NSO. However, agreeing on precisely what that model is, could be tricky.</p>	<p>consistent with the core requirements and obligations regions must meet as set out in sections 34-36 of the current constitution.</p> <p>The need to update the constitutions to meet Incorporated Societies Act requirements simply provides an opportunity to more closely align regional constitutions.</p>	
<p><i>Athletes Representative:</i> I am not sure I understand what the athlete's representative is for - is this role not covered by the club representatives, who should in theory represent their athletes? Does the AR represent all fencers in the region, or just the high-performing athletes? Is this intended to be a young person or an adult?</p>	<p>The intention is the athletes' representative is separate from club representatives. While athletes are members of clubs we consider they have distinct interests that deserve representation. Who is elected to that role (young, older, high performance or social fencer, foilist, epeeist or sabreur) is a matter for a region's members to determine at their AGM.</p>	<p>No change required</p>
<p><i>Club Voting Rights:</i> I agree with the clubs having voting rights on the committee, even if in practice the participation is not always high. Should there be a minimum size of club to get a vote on the committee?</p>	<p>If a club meets our affiliation requirements in their own right, it seems reasonable that they are able to be represented on the Regional Executive .</p>	<p>No change proposed.</p>
<p><i>Tournament Organiser:</i> Fencing North has a position earmarked for Tournament Organiser, and I would encourage them to continue to do so as this is a core function of the RSOs.</p>	<p>Regions are able to add specific roles into their constitutions if they so wish however, we do not propose including this specific role in the generic constitution. We are aware different regions take differing approaches to the manner in which the organise regional tournaments and meet their other responsibilities.</p> <p>We consider Regional Executives should determine what roles its members want to take on or appoint others to undertake on behalf of the Executive. There are a lot of other important roles committee members or persons appointed by the Committee can undertake including, for example, Armourer, Regional Selector, Regional Development Officer, Communications, Webmaster.</p>	<p>No change proposed. Regions free to add specific roles for election to their Regional Executive Committees if they so wish.</p> <p>To provide more scope for elected regional officers we propose including another elected general position to the regional committees.</p>
<p><i>Implementation Issues:</i></p> <p><i>RSO Role to Support Clubs:</i> RSO's role should be to support their clubs, as this is where membership growth and retention is. Clubs all need to have a say in what they need from the RSO, and what fencers want to</p>	<p><i>Support for Clubs:</i> We agree RSOs have an important role to play growing the sport in their region and providing support to our clubs.</p>	<p>No change to recommendations</p>

<p>see. RSO's should help to set the tone/culture of the sport (e.g. community-spirited, collegiate, encouraging diversity - whatever is considered important to the region).</p> <p><i>Communication:</i> Communication to 'sell' the changes to the population, 1 person 1 hat rule - someone can NOT be say the Athlete representative and a Club representative and have two votes.</p> <p><i>Recognition of Others key stakeholders on the Board:</i> I think that as much of the regional work is around competitions, then somehow the people who are involved DT, Refs, Weapons Control need a voice as well.</p> <p><i>NSO Forcing Change:</i> The willingness of the NSO to force/compel the RSOs to change their constitutions - I think it would be easier to simply abolish the RSOs and bring them under the NSO regional committee structure (in line with Option 2 or 3, above)</p> <p><i>RSOs Outside the Model:</i> What will happen if an existing RSO is unable or unwilling to operate within the new proposed model? You can't very well compel the existence of an entity that does not want to.</p>	<p><i>Communication &amp; double hatting:</i> We agree. A member should not fill 2 positions on the same Board/Committee.</p> <p><i>Other Key Stakeholders:</i> DTs, Refs, Weapons Controllers and other undertake essential work for FeNZ. Their views and interests are to a certain extent represented through the Officiating Commission at a National level. Many of these volunteers have also held office on the National Board and Regional Executives in their own right. We are not sure that there is a need to create special positions at Board and Regional Executive level to represent them. We wonder whether the is scope to strengthen their position through bolstering the Officiating Commission and considering how this might be done through the current Commissions review?</p> <p><i>Forcing change:</i> See our earlier comments!</p> <p><i>RSOs Outside the Model:</i> We acknowledge this is a risk for FeNZ that it should be prepared to address – we anticipate the Board will need to seek further legal advice and consider how it will manage this risk.</p>	
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## National and Regional AGM/SGM Voting Rights

*Discussion Paper Recommendations:* The Constitution Committee recommends:

- Voting rights should be consistent across the regions and aligned with the member voting rights at national level.
- Individual financial members 16 years or older would have voting rights at General Meetings.
- The quorum for meetings would be 12 members.
- Proxy votes may be counted provided they have been notified to the Secretary at least 24 hours in advance of the meeting. Each member in attendance may exercise up to 5 proxy votes if duly appointed to do so.

Question	Agree	Disagree	Unsure
Section 4.6 - Do you agree that the current voting rights at NSO AGMs and SGMs should be retained?	50% (3)	33% (2)	17% (1)
Do you agree with our proposal that only individual financial members should have voting rights at regional AGMs & SGMs?	100% (6)	0%	0%
Respondents Comments/Issues	Committee Response	Committee Recommendation	
<p>I think Mid-South's method can be easily manipulated and is restrictive being by voice only. I think the committee suggestion is the fairest way forward and builds better community involvement.</p> <p><i>Provision for Proxy Voting at NSO AGMs/SGMs:</i> Current NSO constitution does not allow for proxy voting (see comment in 4.4 above). I think this needs to be changed.</p> <p><i>Regional Quorum/Proxy Vote Requirements:</i> Either the quorum is set too low at 12, or the proposed maximum of up to 5 proxy votes is too high. For example, the current Mid-South constitution allows a quorum based on the number of votes present at a meeting, not members. This means that a quorum can be achieved with as little as 3 people actually being present, if they each hold 3 proxies plus their own vote. So the quorum of 12 should be the number of actual individual members present at the meeting, or the maximum number of proxy votes should be reduced to 2.</p>	<p>We do not consider provision for proxy voting is required at a National level given we now provide for online general meetings and are also proposing to make provision for written resolutions be considered and voted on electronically outside of SGMs.</p> <p>We note proxies are provided for at RSO level and understand that on occasion it has been challenging to achieve a quorum. In respect of AGMs and SGMs at the RSO level, therefore,</p> <ul style="list-style-type: none"> <li>• A lower limit on proxies (perhaps 3) would continue to provide flexibility while reducing the risk of vote concentration.</li> <li>• The quorum definition should be clarified to specify a minimum number of actual individuals physically present, not just total votes represented.</li> </ul> <p>For specific resolutions, the Board may arrange for electronic voting outside of a General Meeting, provided: a) The resolution is circulated to all eligible voters with clear voting instructions; b) Members are given at least 30 days to cast their votes; c) Appropriate security measures are in place to verify voter identity;</p>	<p>No provision for proxy voting at NSO general meetings.</p> <p>Lower the maximum number of proxies that can be held by a member to 3 at RSO general meetings. Include procedures for enabling proxy voting in the RSO constitutions.</p> <p>Define a quorum is a minimum of [10] actual people for both NSO and RSO general meetings</p>	

	<p>and d) The results are independently verified and announced to all Members.</p> <p>We note, however, that if we provide for proxy voting under the Incorporated Societies Act it is now mandatory to include procedures for proxies in the constitution.</p>	
<p><b>Implementation Issues:</b></p> <p><i>Benefits of Affiliation:</i> By requiring incorporation, more clubs may not affiliate with FeNZ. Especially if benefits (e.g. what will insurance cover for clubs, what will it cost) are opaque. What will be the approximate club insurance fees? If high, what will happen if clubs do not/cannot pay? Implementation of the complaints and disputes process needs to happen!</p> <p>Giving Clubs a reason to be linked into FeNZ. Skating NZ get an annual return from each club - not financial, single side of A4 - about what club feels wen well, could be improved, looking for in the future; means everyone gets a taste of what is happening everywhere else and transfers ideas &amp; knowledge... It helps to build community at that level.</p> <p><i>Insurance:</i> What is the club insurance fee? Is this something new or existing? Clubs need a bit more guidance on exactly what we need to do to affiliate and be covered by the insurance.</p>	<p>FeNZ has organised insurance cover for material damage, statutory liability and professional indemnity that meets the requirements of its constitution.</p> <p>FeNZ has also organised insurance cover for affiliated clubs. The scope and cost of this insurance will vary depending upon the insurance market and it is expected that the cover negotiated would be on terms that were better than a single club could achieve.</p> <p>Clubs have the option (but not obligation) to take insurance cover organised by FeNZ.</p> <p>Only affiliated clubs will have access to the cover organised by FeNZ as this provides comfort to the insurance company that there is a governance and operating standard that meets the requirements of the national body that lowers costs.</p>	<p>No change to recommendations required</p>
<p><i>Incorporation/LLC a barrier to entry:</i> It might be difficult for small clubs to form an incorporated society/LLC when they're just starting out, raising the barrier for entry.</p> <p>For best success, provide good templates and really clear instructions to clubs on how to form an Incorporated Society.</p>	<p>We recognise this issue. Clubs in the early stages of their development may operate under the auspices of another club (and possibly receive support from their region) until they reach appoint where they are sufficiently well established to become a legal entity in their own right and seek affiliation with their region and the national body.</p>	<p>No change to recommendations required.</p>

## NSO and RSO Club Affiliation Requirements

*Discussion Paper Recommendations:* The Constitution Committee recommends NSO and RSO constitutions include the following requirements for Clubs to be recognised as an affiliated corporate member:

- Clubs must be constituted as a recognised Legal Entity under New Zealand law – either as an Incorporated Society, Company or a Charitable Trust in their own right; or
- Clubs may be an entity set up under the umbrella of another recognised legal entity – such as a school or tertiary education institution such as a university;
- Clubs must agree to abide by the NSO and RSO rules and any bylaws and policies established in accordance with their provisions; and,
- Clubs must renew their membership on an annual basis.

<b>Question</b>		<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>
Do you agree with the proposed affiliation requirements for clubs?		50% (3)	33% (2)	17% (1)
<b>Respondents Comments/Issues</b>	<b>Committee Response</b>			

<p><i>Club Incorporate and Schools:</i> Disagree with requirement for clubs to be incorporated, or the assumption that it is one size fits all for school/coach relationships. With schools, can be contractual, some are a more casual basis.</p> <p><i>Compliance Costs/Barrier to Entry – Benefit to FeNZ &amp; the Clubs:</i> Incorporation, or LLC requires a lot more expense and paperwork for clubs not clear as to the benefit for FENZ. Do all other sporting bodies require this?</p> <p>There may be clubs out there that FeNZ isn't aware of and therefore cannot support or assist. Clubs may be 'wandering away and becoming open to manipulation.</p>	<p><i>Incorporation:</i> Our approach recognises that school or clubs at tertiary education institutions may not be incorporated in their own right. So, there is some flexibility here.</p> <p>Key benefits to Fencing New Zealand (FeNZ) of having affiliated clubs that are legal entities (incorporated societies, companies, or charitable trusts):</p> <p><b>Risk Management and Legal Protection:</b></p> <ol style="list-style-type: none"> <li><b>Reduced Liability Risk:</b> When clubs are legal entities, it provides a clear separation between the club's liabilities and those of FeNZ. This protects FeNZ from being potentially liable for the actions, debts, or legal issues of unincorporated affiliated clubs.</li> <li><b>Governance Accountability:</b> Officers of incorporated societies have a fiduciary duty to act in the best interests of their society. Having clubs as legal entities ensures they operate under proper governance frameworks with appropriate accountability.</li> <li><b>Dispute Resolution Processes:</b> Legal entities are required to have formal dispute resolution processes, which helps ensure conflicts are resolved in a structured manner before potentially escalating to the regional or national level.</li> </ol> <p><b>Insurance and Financial Benefits:</b></p> <ol style="list-style-type: none"> <li><b>Insurance Coverage:</b> Insurance companies prefer dealing with legal entities because it provides "comfort to the insurance company that there is a governance and operating standard that meets the requirements of the national body that lowers costs."</li> <li><b>Group Insurance Advantages:</b> FeNZ organizes insurance for material damage, statutory liability, and professional indemnity. Affiliated clubs that are legal entities can access this coverage, likely at better terms than they could secure independently.</li> </ol> <p><b>Operational Efficiency:</b></p> <ol style="list-style-type: none"> <li><b>Contractual Clarity:</b> When clubs are legal entities, contracts and agreements between them and FeNZ have clear legal standing, making them easier to enforce.</li> <li><b>Standardized Operations:</b> Legal entities must follow certain operational standards, making interactions between clubs and FeNZ more predictable and streamlined.</li> <li><b>Data Management:</b> Legal entities typically have clearer record-keeping requirements, potentially improving membership information sharing and management.</li> </ol> <p><b>Sport Development:</b></p> <ol style="list-style-type: none"> <li><b>Sustainability and Growth:</b> The structure provided by legal incorporation tends to support organizational longevity and stability, which benefits the sport's development.</li> <li><b>Funding Access:</b> Many funding bodies and government agencies require organizations receiving grants to be incorporated, increasing clubs' ability to secure additional resources for the sport.</li> </ol>	<p>No change required.</p>
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	<p>The Constitution Committee acknowledges that there are compliance costs for small clubs to become legal entities but considers these requirements to be reasonable minimum standards to manage risks across all levels of the organization while providing benefits to the clubs themselves.</p> <p>Conversely there are risks associated with affiliated clubs not being incorporated:</p> <ul style="list-style-type: none"> <li>• <b>Breach of Fiduciary Duties:</b> Officers of FeNZ have a fiduciary duty to act in the best interests of the organization. Affiliating with unincorporated clubs could potentially constitute a breach of these duties if it exposes FeNZ to unnecessary risks.</li> <li>• <b>Shared or Transferred Liability:</b> When a club is not incorporated, it lacks separate legal personhood. If such a club incurs debts, faces legal claims, or breaches contracts, FeNZ might be seen as having some responsibility or liability, especially if FeNZ has formally recognized the club.</li> <li>• <b>Contractual Enforcement Issues:</b> Agreements between FeNZ and unincorporated clubs would be difficult to enforce since unincorporated clubs have no legal status as entities.</li> </ul>	
<p><i>Compulsion to Incorporate or Change:</i> The willingness of the NSO to force/compel the Clubs to create incorporated societies and/or change their constitutions. While a NSO constitutional change can/would affect the objects and powers of the regional committees, FeNZ can't simply force clubs (any more than it can the RSOs) to adopt the</p>	<p>We agree the NSO and the RSO cannot force or compel clubs to become legal entities or to change their constitutions if they are already incorporated.</p> <p>We are simply proposing requirements clubs will need to meet to become affiliated members and enjoy the benefits of that membership.</p>	<p>Clarify that the club affiliation requirements should include club agreement that complaints not resolved through the club disputes</p>

<p>same provisions - unless it adopts Option 2 or Option 3 in the structure proposed above. So if you want to force changes on clubs, then first tackle the RSO structure and show you can do this. Once again, you can't have it both ways!</p>	<p>We recognise that becoming a legal entity imposes compliance costs on what often are small volunteer based groups. We consider, however, that to manage the risks to everyone at National, Regional and Club level our proposals are reasonable minimum requirements.</p> <p>On the event that a club chooses to re-incorporate without using our proposed constitution we think it is important that a club seeking to affiliate with the relevant RSO and the NSO agree to enable any complaints not resolved to the satisfaction of any of the parties through their club disputes resolution process to be escalated to FeNZ regional and national disputes resolution process.</p>	<p>resolution process can be escalated to FeNZ regional and national disputes resolution process.</p>
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## FeNZ Membership Model

Discussion Paper Recommendations: The Constitution Committee recommended that FeNZ should operate a systemwide membership model whereby:

- RSOs are members of the NSO
- Clubs are members of their RSO and NSO
- Individual fencers, coaches and officials are members of the NSO, RSO and their Club (if applicable)
- Individual fencers, coaches and officials who choose not to be a member of an affiliated club can affiliate directly with FeNZ regionally and nationally
- Provision should continue to be made for parents, volunteers and other interested individuals to be associate members of clubs, the NSO and relevant RSO.

Question	Agree	Disagree	Unsure
Section 5 - Do you agree with the proposal to adopt a system wide membership model?	50% (3)	17% (1)	33% (2)
Respondents Comments/Issues	Committee Response	Committee Recommendation	
<i>Parent Membership Concern:</i> parents have a lot of paperwork. Why would they pay money (currently \$20 for associates) to join unless they actively want to vote? As a parent, I have not been required to join any other sporting body (although we are not a golf nor tennis family).	<p>FeNZ currently has an Associate membership category for members that are not competitive fencers.</p> <p>Within this category FeNZ has established a Recreational membership type for non-competitive fencers that is free. No such membership type exists for non-fencers.</p> <p>We think it would make sense to have a membership type that is free to non-fencers supporting protection of people in official roles or volunteers and to bring people into the safeguarding protections and complaints and disputes resolution process.</p> <p>We note that a free non fencer membership type would fit within the existing associate category and that members that do not pay fees do not have the right to vote (apart from Life Members).</p>	<p>FeNZ to create a free membership type within the associate member category open to non-fencing volunteers and officials.</p> <p>Recommend FeNZ clarifies when an associate member type is required to pay a fee as part of policies e.g. referees, coaches</p> <p>This recommendation doesn't require a constitutional change.</p>	
<i>Support for Affiliation of Officials:</i> Parents (& other non-fencers) who take on 'official' responsibilities within the fencing communities such as referees DT, weapons control team managers MUST be affiliated otherwise we cannot enforce compliance with our rules and I assume would not be covered by insurance, what about legal coverage?	Officials and volunteers involved in running FeNZ events are already covered by FeNZ insurances. However, if a person is not a member FeNZ does not have jurisdiction to hear a complaint or dispute. We think it makes sense to have a free membership type as stated above.	As above	

<b>Implementation Issues:</b> <i>RSO and Club Access to Membership Data:</i> Getting RSOs to actually use/access the membership data. Data checks/use is sporadic at best right now. Clubs don't have any visibility on whether their members have signed up for the NSO, so they have no way to force club members to affiliate apart from encouragement.	The treasurer or other nominated committee member of region can request access to the membership database. Those accessing this data need to comply with the Fencing NZ Privacy Policy.	No change to constitutions required. The FeNZ Treasurer is updating the FeNZ policy on sharing membership information with affiliated clubs via Sporty in a manner that takes account of privacy policy.	
<i>Consent:</i> Participants – recreational fencers, club volunteers and others can sign up within their clubs and consent to become members of the system (Region & FeNZ)" - sounds like you might need to provide some legal boilerplate to manage that consent.	A new non-fencer membership type can be set up within the Sporty system that would capture consent.	No change to constitutions required. An implementation issue for the FeNZ Treasurer to address in Sporty.	
<i>Club data gathering a weak link:</i> In practice, collecting names at the club level does not work very well - we have tried that before and the clubs simply do not send the information to the NSO (and rightly so, because the NSO didn't send out any notification that this needed to happen). The clubs that do send the data will send it in a random format.	To support affiliated clubs to identify which of their members are affiliated FeNZ could send a report of affiliated members to a designated contact at that club.  No change to the constitution is required.	No change to constitutions required. An implementation issue for the FeNZ Treasurer to address.	
<i>RSO/Club Communication:</i> All of this corporate membership stuff will require much better communication from the NSO to the clubs - because it seems that the clubs will now have regular obligations to fulfil. At the moment there is practically no line of communication between those two bodies.	We agree. Establishing a membership category for affiliated clubs together with minimum requirements is a first key step in creating clear communication from the NSO to the RSO and Clubs.	No change to the proposed constitution membership categories required	
<i>Life Membership:</i> Where a person has been granted life membership of an RSO, but not of the NSO, how will they fit into this model?	The issues that arise are operational i.e. how to enrol members and collect fees. Given the small number of life-members we will leave this to the FeNZ Treasurer and the Regional Treasurers to manage.	No change required	
<b>Developing Revised constitutions</b>			
Discussion Paper Recommendations: We propose Sport NZ NSO, RSO and Club constitution templates be used as the foundation for developing revised constitutions with these templates being tailored to incorporate our updated fencing specific requirements.			
<b>Question</b>	<b>Agree</b>	<b>Disagree</b>	<b>Unsure</b>
Do you agree with our proposal to develop national, regional and club constitutions using the Sport NZ models as a starting point? <i>NOTE: this question was included in the Discussion Paper but accidentally omitted from the survey.</i>			
<b>Respondents Comments/Issues</b>	<b>Committee Response</b>	<b>Committee Recommendation</b>	
	Opps – sorry - we missed this question out on our survey!		

## Next Steps

The discussion paper set out next steps and target dates. The next steps included:

- The Constitution Committee providing a report to FeNZ Board and Regional Committees that includes a summary of stakeholder feedback and our final recommendations on the development of the constitutions
- Developing draft national and regional constitutions that can be considered by FeNZ Board and Regional Committees and presented for agreement at SGMs
- Developing a generic club constitution template that can be tailored by individual clubs that wish to update their constitutions or wish to become incorporated societies.

**Question** Do you have any concerns with our proposed approach and target dates for updating national, regional and club constitutions?

Respondents Comments/Issues	Committee Response	Committee Recommendation
<p>No so long as everyone can deliver on time - or asks for help as soon as needed.</p> <p>Yes, I support the proposal to develop constitution templates. However, looking at the timeline and the countdown to the new Act enforcement, I am concerned that many clubs and some regions may already be partway down their own path to compliance with the Act. They will each develop their own compliance with the Act in ways that suits their own structure &amp; special character.</p> <p>However, the developed constitutions would not go to waste if they are used for if/when RSOs are effectively abolished (Options 2 or 3 in the structure section above) and come on board with the NSO through the regional committee structure. Similar story for the club-level constitution.</p> <p>I believe that the expected time-line for implementation is way too short &amp; to get full compliance with these proposals will take 3-5 years, not 6-12 months. And that that should be OK.</p> <p>I welcome this activity but regret that the indicative milestone dates feel late. Some clubs, including United and University of Canterbury, shut down for the summer; November isn't a great time to hold an SGM. Leaving things until Feb 2026 would be cutting it fine. I can't speak for the other regions, but Mid-South doesn't do much over summer either.</p>	<p><i>Concern at relative short timeline:</i> We acknowledge the tight timeframes. We have reviewed the work that needs to be done and do not believe we can bring our target dates forward.</p> <p>If clubs are concerned that they will be unable to complete the reregistration process with the Companies Office, then they may wish to consider progressing the review and update of their club constitutions in advance of receiving a tailored FeNZ club constitution template for their consideration and use. They could use the existing Sport NZ club constitution template as their starting point.</p> <p><i>Some Clubs and regions may have already amended or could be amending constitutions:</i></p> <p><i>Regions</i> - We are aware Fencing South has commenced work on a constitution. We will be encouraging them to use the RSO template when its finalised.</p> <p><i>Clubs:</i> Some clubs may have already updated their constitutions to comply with the Incorporated Societies Act and from our perspective that is fine. If they have already done so we anticipate they will engage with their regional and national bodies to ensure they can meet the FeNZ affiliation requirements (assuming that they wish to do so).</p> <p>For those clubs that are incorporated societies and have not updated their constitutions yet, we propose providing a tailored constitution template (using Sport New Zealand's template as the foundation) to assist them in the reregistration process. Again, if they do not wish to wait for our template, they are welcome to commence registration themselves with a view to engaging with their RSO and NSO on meeting the affiliation requirements.</p>	<p>No change to our recommended approach.</p> <p>We will, however, highlight that clubs that are incorporated societies, or wish to become incorporated societies, can update or establish constitutions that comply with the Incorporated Societies Act independently. Noting also that clubs that wish to be members of Fencing New Zealand will still need to meet the proposed national and regional affiliation requirements.</p>

Next Steps – Any other feedback or issues		
<b>Question</b> Do you have any other feedback you would like the Committee to consider?		
Respondents Comments/Issues	Committee Response	Committee Recommendation
<p><i>Submissions Summary:</i> I would be interested to read summary of submissions.</p>	We propose releasing our paper to FeNZ members via the FeNZ website.	Seek Board agreement to release paper
<p><i>A plea for radical change:</i> Everybody hates change, so I assume the bulk to the feedback will be to maintain as close to the status quo as possible - I think this is a mistake and we should be making a radical structure change.</p>	The reality is any change to our constitutions requires the necessary majority in support. While we have endeavoured to provide a range of viable options. In the end, our final recommendations have been shaped by what we consider to be achievable at this time.	No change
<p><i>Officer Having Interest – Conflict of Interest:</i> Sections 62 - 64 of the Incorporated Societies Act refers to an Officer Having Interest. The big question is – can somebody who earns money from FeNZ be an Officer of FeNZ or is that a Conflict of Interest?</p> <p><a href="https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS1_00937.html">https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS1_00937.html</a></p> <p><i>Tax Implications:</i> Does the above have any Tax implications in regard to the organisation being Tax Exempt?</p>	<p>The standard approach to conflicts of interest in most governance frameworks, including those for incorporated societies, isn't to prohibit officers from having interests that might conflict with the organisation, but rather to ensure proper management of those conflicts through:</p> <ol style="list-style-type: none"> <li><b>Disclosure:</b> Officers must declare any potential conflicts of interest</li> <li><b>Recusal:</b> Officers with conflicts should recuse themselves from decision-making processes related to the matter in which they have an interest</li> <li><b>Transparency:</b> Ensuring conflicts and their management are documented and visible to members</li> </ol> <p>The Incorporated Societies Act 2022 follows this standard approach. Sections 62-64 establish requirements for disclosure and management of conflicts rather than outright prohibition of officers having interests.</p>	Ensure conflict of interest clause in NSO and RSO constitutions aligns with Incorporated Societies Act requirements.
<p><i>Family members on the Board:</i> Another issue I've come across in the past that is highly unlikely to occur here is couples or families sitting on the Board together. Generally, this is frowned upon for obvious reasons. Is it something that should be considered</p>	Given the small size of the fencing community, it would limit the skills and capabilities available to the board if we prevented more than one family member being on the board together. We consider this issue if it arises can be managed through appropriate conflicts of interest policies and processes.	No change recommended
<p><i>Thanks and Praise:</i> Thanks for all the work you have put in, and the discussion document. Well Done - this can't have been easy but looks like a very good job done by all.</p>	Thank you.	No change required!