Kung-Fu Wushu New Zealand Incorporated

Constitution

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Adopted at the Society's Annual General Meeting on 16 Dec 2025
and re-registered under the Incorporated Societies' Act 2022 on 3 Feb 2026

1. Name

The name of the society is **Kung-Fu Wushu New Zealand Incorporated** (in this **Constitution** referred to as the '**Society**').

2. Charitable status

The **Society** intends to register as a charitable entity under the Charities' Act 2005 and will upload a revised constitution to KWNZ's website if/when the Society is approved charitable status.

3. Definitions

In this **Constitution**:
(a) Defined words are printed in **bold** type;
(b) References to legislation include any legislation that replaces or amends the legislation referred to and any regulations made under the named, amending or replacement legislation;

In this **Constitution**, unless the context requires otherwise -

3.1 'Act' means the Incorporated Societies' Act 2022.

3.2 'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society**'s activities and finances.

3.3 'Committee' means the **Society**'s governing body.

3.4 'Constitution' means the rules in this document.

3.5 'Deputy Chairperson' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

3.6 'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

3.7 'Interested Member' means a **Member** or Officer or member of a sub-committee who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

3.8 'Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

3.9 'IWUF' means the International Wushu Federation and its subsidiary organisations.

3.10 'KWO' means Kung Fu Wushu Oceania Incorporated and its subsidiary organisations.

3.11 'Kung-Fu Wushu' refers to all contemporary (sport) and traditional Chinese martial arts and their associated sports and art-forms; including Sport Wushu Taolu, Sport Wushu Sanda, Traditional Kung-Fu, Tai Chi Chuan, and health-related internal arts such as Qi-Gong.

3.12 'Kung-Fu Wushu Competition' means competition under the rules and regulations of the International Wushu Federation, or any such rules that may be applied by the **Society.**

3.13 'Matter' means—
(a) the **Society's** performance or its activities or exercise of its powers; or
(b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

3.14 'Member' means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

3.15 'Officer' means a natural person who is:
(a) a member of the **Committee**, or
(b) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Secretary or Treasurer.

3.16 'President' means the **Officer** who provides leadership and is the spokesperson for the **Society**.

3.17 'Vice President' means the **Officer** appointed to deputise in the absence of the **President,** who in the absence of the **President** shall be the spokesperson for the Society.

3.18 'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

3.19 'Special General Meeting' means a meeting of the **Members,** other than an **Annual General Meeting,** called for a specific purpose or purposes.

3.20 'Working Days' means as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to a Saturday, a Sunday, a day during the period commencing 25 December in a year and ending on 2 January the following year, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Matariki Observance Day, and Labour Day.

4. Purposes

The **Society** is established and maintained exclusively for the purpose of promoting and developing the sport, artform, practice and spirit of **Kung-Fu Wushu** to and for all New Zealanders.

4.1 The purposes include:

4.1.1 Exercising governance, leadership and administrative control over **Kung-Fu Wushu** in New Zealand.
4.1.2 Advocating on behalf of **Kung-Fu Wushu**, its practitioners, clubs and organisations.
4.1.3 Establishing standards of safety, ethical practice, skills, qualifications and talent development relevant to **Kung-Fu Wushu**.
4.1.4 Preserving the integrity, cultural values and spirit of **Kung-Fu Wushu**.
4.1.5 Organising and overseeing regional, national, continental or international **Kung-Fu Wushu** competitions and events.
4.1.6 Carrying out and arbitrating the selection of representative teams and officials to represent the **Society** in continental and international **Kung-Fu Wushu** competitions and events.
4.1.7 Maintaining affiliation and cooperating with **IWUF** and **KWO** to further the **Societies**' objects.
4.1.8 Cooperating, supporting and assisting other clubs, organisations and individuals that promote **Kung-Fu Wushu** in New Zealand.
4.1.9 Maintaining recognition as the Sport NZ' National Sport Organisation (NSO) and Peak Governing Body for **Kung-Fu Wushu** in New Zealand.
4.1.10 Achieving and maintaining Sport New Zealand' Partnerships Investment.
4.1.11 Maintaining New Zealand Olympic Committee' Associate Membership status and achieving and maintaining Full Membership status, as appropriate.
4.1.12 Liaising with government and other public and charitable bodies.

4.2 Income, Benefit or Advantage

4.2.1 Any income, benefit, or advantage must be used to advance the purposes of the **Society**.

5 Act and Regulations

5.1 Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**.

6 Restrictions on society powers

6.1 The **Society** must not be carried on for the financial gain of any of its members.

7 Registered office

7.1 The registered office of the **Society** shall be at such place in New Zealand as the **Committee** determines.
7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies in accordance with the **Act**.

8. Members

8.1 Minimum number of members

8.1.1 The **Society** shall maintain the minimum number of **Members** required by the **Act**.

8.2 Types of members

The classes of membership are:

8.2.1 Constituent Members are clubs and organisations that teach and practice **Kung-Fu Wushu**, who have members able and willing to participate in **Kung-Fu Wushu** competitions and events. Only **Constituent Members** can vote at General meetings, where each has one vote.

8.2.2 Associate Members are clubs and organisations who are not eligible to become **Constituent Members**.

8.2.3 Individual Members are individual people.

8.2.4 Cultural Members are clubs and organisations who promote Chinese culture through activities such as Lion, Dragon or Kung-Fu Dance or Traditional Chinese Medicine and healing arts such as Acupuncture, Acupressure, and Qi-Gong.

8.2.5 Life Members are people honoured for highly valued services to the **Society**, elected by a resolution of a **General Meeting**. A **Life Member** is not required to pay subscriptions or levies.

8.2.6 Honorary Members are people honoured for services to the **Society** or in an associated field, elected by a resolution of a **General Meeting**. An **Honorary Member** has no membership privileges or duties.

8.2.7 Patron Members are key sponsors and financial benefactors who provide significant ongoing financial support to the **Society**. A Patron Member is elected by resolution of a **General Meeting**. Patron members are entitled to attend Federation AGMs and receive newsletters.

8.2.8 Founding Members are people recognised as founding members of the Society – See Appendix A.

8.3 Becoming a member

8.3.1 The **Committee** may accept or decline applications for Constituent, Associate, Individual and Cultural membership at its sole discretion. The **Committee** must advise the applicant of its decision.

8.3.2 Every applicant for membership must consent in writing to becoming a **Member**.

8.3.3 The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

8.4 Members' obligations and rights

8.4.1 Every **Member** shall provide the **Society** in writing their full name and contact details (physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

8.4.2 All **Members** shall promote the interests and purposes of the **Society** and shall not bring the **Society** into disrepute.

8.4.3 No **Member** is liable for any obligation of the **Society** by reason only of being a **Member**.

8.4.4 The **Committee** may decide what access or use **Members** have of any premises, facilities or property owned, occupied or used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

8.5 Member's subscriptions and fees

8.5.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

8.5.2 Any **Member** failing to pay an annual subscription (including any periodic payment), any levy, or any capitation fees, within **20 Working Days** of the due date for payment shall be considered unfinancial shall not be entitled to participate in any **Society** activity or to access or use the **Society**'s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within a further **20 Working Days** the **Committee** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

8.6 Ceasing to be a member

A **Member** ceases to be a **Member**—

8.6.1 by resignation by written notice signed by that **Member** to the **Committee**, or

8.6.2 on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

8.6.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

8.6.4 by resolution of the **Committee** where—

(i) The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **40 Working Days** of the due date for payment.

(ii) In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- **a.** the date of receipt of the **Member**'s notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- **b.** the date of termination of the **Member**'s membership under this **Constitution**, or
- **c.** the date of death, liquidation, deregistration, dissolution, or
- **d.** the date specified in a resolution of the **Committee** terminating membership.

8.7 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** —

8.7.1 remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
8.7.2 shall cease to hold himself or herself out as a **Member** of the **Society**,
8.7.3 shall return to the **Society** all property owned by the **Society**,
8.7.4 shall cease to be entitled to any of the rights of a **Society Member**.

8.8 Becoming a member again,

8.8.1 A former **Member** may apply for re-admission in the manner prescribed for new applicants, except that if their former membership was terminated following a disciplinary or dispute resolution process, they may be re-admitted only by a resolution passed at a **General Meeting**.

9. General meetings

9.1 Procedures for all general meetings

9.1.1 The **Committee** shall give all **Members** at least **15 Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

9.1.2 That **Notice** will be addressed to the **Member** at a contact address recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

9.1.3 The **Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.

9.1.4 Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Committee** at least **5 Working Days** before that meeting. Notice of the **Members Motion** shall be provided to **Members** if notice was received by the **Committee** prior to notice of the meeting being given to the **Members**.

9.1.5 Financial Constituent Members may vote at **General Meetings**,
(a) through an authorised representative notified to the Committee, or,
(b) by a signed original written proxy in favour of an individual entitled to be present at the meeting, when the proxy has been received by the **Committee** before the commencement of the **General Meeting**.

9.1.6 No **General Meeting** may be held unless at least **5** financial **Constituent Members** attend throughout the meeting and this will constitute a quorum.

9.1.7 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President**, or in their absence the **Vice-President** and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

9.1.8 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those entitled to vote. Any decisions made when a quorum is not present are not valid.

9.1.9 The **Society** may pass a written resolution in lieu of a **General Meeting** if it is approved by no less than **75 percent** of the Constituent **Members** entitled to vote on the resolution.

9.1.10 A written resolution may consist of **1** or more documents in similar form, including letters, electronic mail, or other similar means of communication.

9.1.11 General Meetings may be held using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

9.1.12 General Meetings shall be chaired by the **President**, or in their absence, the **Vice-President**. If both the **President** and **Vice-President** are absent, the meeting shall elect another member of the **Committee** to chair that meeting.

9.1.13 In the event of a tied vote, the person chairing the **General Meeting** shall have a casting vote.

9.1.14 Any person chairing a **General Meeting** may, —
(a) with the consent of a simple majority of **Constituent Members** present, adjourn the meeting, but no business shall be transacted at the adjourned meeting other than the business left unfinished;

(b) Direct that any person not entitled to be present or whose presence is detrimental to the meeting be removed.

9.2 Minutes of general meetings

9.2.1 The **Society** must keep minutes of all **General Meetings**.

9.3 Annual General Meetings: when they will be held

9.3.1 An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution**.

9.3.2 The **Annual General Meeting** must be held no later than the earlier of the following—
(a) 6 months after the balance date of the **Society**, or
(b) 15 months after the previous annual meeting.

9.4 General Meetings: business

The business of an **Annual General Meeting** shall be to—

9.4.1 confirm the minutes of the last **Annual General Meeting** and any **Special General Meetings** held since the last **Annual General Meeting**,
9.4.2 adopt the annual report,
9.4.3 adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
9.4.4 set any subscriptions for the financial year,
9.4.5 consider motions when the required notice has been given, and
9.4.6 consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

9.4.7 an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
9.4.8 the annual financial statements for that period, and
9.4.9 disclosures of conflicts of interest made by **Officers** during that period.

9.5 Special General Meetings

The **Committee** must call a Special General meeting,

9.5.1 If resolved by the **Committee**; or
9.5.2 If requested in writing by at least **60 percent** of Constituent **Members**.
9.5.3 Any resolution or written request must specify the business that the **Special General Meeting** is to deal with and the meeting shall only consider and deal with the business specified.
9.5.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**.

10. Committee

10.1 Committee composition

10.1.1 The **Committee** will consist of at least **3 Officers** and no more than **9 Officers**.
10.1.2 A majority of the **Officers** on the **Committee** must be either **Members** of the **Society**, or representatives of clubs or other organisations that are **Member**s of the **Society**.

10.2 Functions of the committee

10.2.1 From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by the **Committee**, in accordance with the **Act** and this **Constitution**.

10.3 Powers of the committee

10.3.1 The **Committee** has all the powers necessary for managing the **Society**.

10.4 Sub-committees

10.4.1 The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit.

Unless otherwise resolved by the **Committee**—

10.4.2 the quorum of every sub-committee is half the members of the sub-committee but not less than **two**,
10.4.3 no sub-committee shall have power to co-opt additional members,
10.4.4 a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
10.4.5 a sub-committee must not further delegate any of its powers.

10.5 Committee meetings

Procedure

10.5.1 The quorum for **Committee** meetings is at least **two-thirds** of the number of members of the **Committee**.
10.5.2 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have **one** vote.
10.5.3 **Committee** meetings shall be chaired by the **President**, or in their absence, the **Vice-President**. If both the **President** and **Vice-President** are absent, the members of the **Committee** present may choose one of their number to chair the meeting.

The person chairing the meeting has a casting vote if the vote on any resolution is tied. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

10.6 Frequency of committee meetings

10.6.1 The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

10.6.2 The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than **5 Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

11. Officers

11.1 Qualifications of officers

11.1.1 Every **Officer** must be a natural person.

11.1.2 **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the **Charities Act 2005** from being appointed or holding office as an **Officer** of the **Society**.

11.2 Officers' duties

At all times each **Officer**:

11.2.1 shall act in good faith and in what he or she believes to be the best interests of the **Society**,
11.2.2 must exercise all powers for a proper purpose,
11.2.3 must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
11.2.4 must exercise their powers and duties with the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, the nature of the **Society**, nature of the decision, and the position of the **Officer**,
11.2.5 must not cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
11.2.6 must not agree to the **Society** incurring an obligation unless they believe on reasonable grounds that the **Society** will be able to perform the obligation when required to do so.

11.3 Election and appointment of officers

11.3.1 Elected **Officers** shall include the **President** and **Vice President** and

3 other **Officers**, who shall be elected during **Annual General Meetings** to serve on the **Committee.** This means over half of the possible **9 Officers** of the **Committee** are elected.

11.3.2 A candidate's written nomination for election and their written consent shall be received by the **Society** at least **10 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

11.3.3 To be eligible for election or appointment as an **Officer**, each candidate shall first certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**. Each certificate shall be retained in the **Society's** records.

11.3.4 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

11.3.5 The term of office for elected **Officers** on the **Committee** shall be **4 years**, who are then eligible for re-election.

11.3.6 In addition to the elected **Officers**, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**.

11.3.7 A retiring **President** may remain on the **Committee** in an ex-officio capacity, for one year or such other time as the **Committee** and retiring **President** agree.

11.3.8 The **President** shall appoint,

(a) a Secretary who may or may not be on the Committee;

(b) a Treasurer who may or may not be on the Committee.

11.3.9 If the position of **President** becomes vacant between **Annual General Meetings**, the **Vice President** shall assume the **President's** role until the following **Annual General Meeting**, unless otherwise decided by the **President** and **Vice President**.

11.3.10 If the position of any other **Officer** on the **Committee**, (other than the **President)** becomes vacant between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** until the following **Annual General Meeting**.

12. Spokesperson for the Society

12.1 Only the **President**, or in their absence the **Vice President**, may be the spokesperson for the **Society**, unless the **Committee** resolves otherwise.

13. Contact person

13.1 The **Society** shall have at least **one** but no more than **three** contact persons whom the Registrar of Incorporated Societies can contact. Contact persons shall be appointed by the **Committee**.

14. Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

14.1 The **Officer** elected to the **Committee** has been absent from **three** committee meetings without leave of absence from the **Committee**.
14.2 The **Officer** has brought the **Society** into disrepute.
14.3 The **Officer** has failed to disclose a conflict of interest.
14.4 The **Committee** passes a vote of no confidence in the **Officer**.
14.5 The **Committee** considers the **Officer's** behavior or actions materially undermine, conflict, or are detrimental to the aims, goals, **Objects** and activities of the **Society**.

15. Ceasing to hold office

15.1 An **Officer** ceases to hold office when they resign, are removed, die, or otherwise vacates office in accordance with section 50(1) of the **Act**.

15.2 Each **Officer** shall within **20 Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers, documents (physical or digital) and other property of the **Society** held by such former **Officer**.

16. Conflicts of interest

16.1 An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
a. to the **Committee** and sub-committee, and
b. in an **Interests Register** kept by the **Committee**.

16.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

16.3 An **Officer** on the **Committee** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
a. must not vote in the decision of the **Committee** or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
b. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
c. may take part in any discussion of the **Committee** or sub-committee relating to the **Matter**.

16.4 Where **50 per cent** or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

16.5 Where **50 per cent** or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

17. Records

17.1 Register of Members

17.1.1 The **Society** shall keep an up-to-date Register of Members.

17.1.2 For each current **Member**, the information contained in the **Register of Members** shall include —
(a) Their name, and
(b) The date on which they became a **Member**, and
(c) Their contact details, including their physical or electronic address, telephone number and any postal address.

17.1.3 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

17.1.4 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record the former **Member's** name, and the date they ceased being a **Member**.

17.2 Interests Register

17.2.1 The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

17.3 Access to information for members

17.3.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

17.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

17.3.3 The **Society** must, within a reasonable time provide the information or give reasons for refusing the request.

17.3.4 Reasons the **Society** may refuse to provide requested information include (but are not limited to) the following:
- **a.** To protect the privacy of living or deceased natural persons;
- **b.** Disclosure may prejudice the commercial position of the **Society**, its **Members**, or any other person;
- **c.** The information is not relevant to the operation or affairs of the **Society**;
- **d.** To maintain legal professional privilege;
- **e.** Disclosure would breach an enactment;
- **f.** The burden of responding to the request is substantially disproportionate to any benefit the **Member** may receive from the disclosure;
- **g.** The request for the information is frivolous or vexatious;

h. The request seeks information about a dispute or complaint made under this **Constitution** and the **Act**.

17.3.5 The **Society** may charge for the reasonable costs of providing the information.

17.3.6 Nothing in this rule limits Information Privacy Principle 6 of the **Privacy Act 2020** relating to access to personal information.

18. Finances

18.1 Control and management

The funds and property of the **Society** shall be—

18.1.1 controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and

18.1.2 devoted solely to the promotion of the purposes of the **Society**.

18.1.3 The **Committee** shall maintain bank accounts in the name of the **Society**.

18.1.4 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

18.1.5 The **Committee** must ensure that there are kept at all times accounting records that—

a. correctly record the transactions of the **Society**, and
b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
c. would enable the financial statements to be readily and properly audited, if required.

18.1.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

18.1.7 The accounting records must be kept for the current accounting period and for the last **7** completed accounting periods of the **Society**.

18.2 Balance date

18.2.1 The **Society's** financial year shall commence on 1 July of each year and end on 30 June (the latter date being the **Society's** balance date).

19. Dispute resolution

19.1 How a complaint is made

(a) A **Member**, **Officer** or the **Society** may make a complaint that —
- **(i)** A **Member** or an **Officer** has engaged in misconduct;
- **(ii)** A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Constitution** or the **Society's** Bylaws, codes of conduct or the **Act**;
- **(iii)** The **Society** has breached, or is likely to breach, a duty under the **Constitution** or the **Society's** Bylaws or the **Act**; or
- **(iv)** A **Member's** rights or interests as a **Member** or their rights and interests generally have been damaged or are likely to be damaged.

(b) A complaint by a **Member** or **Officer** may be made by giving to the **Committee** or a complaints sub-committee a notice in writing that states —
- **(i)** That the **Member** or **Officer** is making a complaint under the **Constitution**; and
- **(ii)** Who the complaint is against; and
- **(iii)** The specific allegations that form the basis of the complaint; and
- **(iv)** Any other information or allegations reasonably required by the **Society**.

(c) A complaint by the **Society** may be made against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that states —
- **(i)** The **Society** is making a complaint under the **Constitution**; and
- **(ii)** The specific allegations that form the basis of the complaint.

(d) The information setting out the allegations must be sufficiently detailed and particularized to ensure that a person against whom allegations are made is fairly advised and able to prepare a response.

(e) All **Members** and the **Committee** shall cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

(f) The complainant and the **Committee** must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation, arbitration or tikanga-based practice is agreed on, the parties will sign a suitable agreement.

19.2 Right to be heard

(a) **Members** and **Officers** who are parties to a complaint and the **Society** have a right to be heard before the complaint is resolved or any outcome is determined. The **Society** may be represented by any person who the **Committee** appoints.

(b) Any person against whom a complaint is made shall be given a reasonable opportunity to prepare a response to the complaint, including any evidence, statements and submissions they want the decision maker to consider.

19.3 Investigating and determining dispute

(a) The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint, ensure that the complaint is investigated and determined.
(b) Complaints must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with natural justice and the provisions of the **Act**.
(c) A person may not act as a decision maker in relation to a complaint if they or **two** or more members of the **Committee** or a complaints' sub-committee consider there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

19.4 Society may decide not to proceed further with complaint

The **Society** may decide not to proceed further with a complaint if—

(a) The complaint is considered to be trivial; or

(b) The complaint does not appear to involve any allegation referred to in paragraph 19.1(a) above; or

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

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

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

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

19.5 Society may refer a complaint

(a) The **Society** may refer a complaint to—
  (i) a sub-committee or an external person to investigate and report; or
  (ii) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

(b) The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution such as mediation, facilitation, or a tikanga-based practice.

20. Liquidation and removal from the register

20.1 Resolving to put society into liquidation

20.1.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

20.1.2 The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

20.1.3 The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

20.1.4 Any resolution to put the **Society** into liquidation must be passed by a **two-thirds** majority of all **Members** present and voting.

21. Resolving to apply for removal from the register

21.1 The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of any proposed resolution to liquidate the **Society** or remove the **Society** from the Register of Incorporated Societies.

21.2 The **Committee** shall also give written notice to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

21.3 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a **two-thirds** majority of all **Members** present and voting.

22. Surplus assets

22.1 If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

23. Alterations to the constitution

23.1 Amending this constitution

23.1.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

23.1.2 The **Society** may amend or replace this **Constitution** at either a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present or voting or by a resolution passed in lieu of a meeting.

23.1.3 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **75 per cent** of eligible **Members** and given in writing to the **Committee** at least **10 Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

23.1.4 At least **5 Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

24. Miscellaneous

24.1 Common seal

24.1.1 The **Society** will have a common seal kept in the custody of the **President**. The common seal may be affixed to any document by resolution of the **Committee** and must be countersigned by **2 Officers**.

24.2 Notices

24.2.1 Notice to **Members** under this **Constitution** shall be deemed to have been given if delivered or posted to the postal or electronic address recorded in the **Register of Members** or to an alternative address requested by the **Member**. Notice by post shall be deemed to take place **5 Working Days** after postage.

24.2.2 If **Members** do not receive a notice of, or regarding an election or meeting, that shall not by itself invalidate the election, meeting or its business.

24.3 Indemnity and Insurance

24.3.1 To the extent permitted by the **Act**, the **Society** shall indemnify its **Members**, **Officers** and **employees** from all liabilities, including the costs for defending or settling any claim, that they may become liable for as a result of performing the duties, powers and functions of their role or position in the **Society**.

24.3.2 The **Society** may insure its **Members**, **Officers** and other **employees** against liabilities and costs, as permitted by the **Act**.

24.4 Bylaws

24.4.1 The **Committee** may make and amend bylaws, and policies for the conduct and control of **Society**.

Appendix A (Do Not Remove)

Founding Membership and Organisational Development

1. Members of the Wellington Chinese martial arts community worked with the New Zealand Hillary Commission to form the **Wellington Chinese Martial Arts Assn Inc**. (WCMAA), which was Incorporated on 23 Aug 1990. The WCMAA was recognised by the Hillary Commission, in the absence of a national body, as the sole 'representative group' for Chinese martial arts in New Zealand. The WCMAA was also recognised by the International Wushu Federation (IWUF) in 1990 as the official representative body for Kung-Fu Wushu in New Zealand.

2. The WCMAA Inc was dissolved and replaced with a national body named the **New Zealand Chinese Martial Arts-International Wushu Council Inc**. (NZCMA-IWC). The 15 Founding Members of NZCMA-IWC listed at its Inaugural Meeting on 11 Mar 1995 are copied below. The NZCMA-IWC became Incorporated on 18 Jul 1995.

3. The NZCMA-IWC was formerly renamed the **New Zealand Kung-Fu Wushu Federation Inc**. (NZKWF) and Incorporated on 18 May 2005.

4. The NZKWF was formerly renamed **Kung-Fu Wushu New Zealand Inc**. (KWNZ) at the Annual General Meeting of the Society held 16 Dec 2025 and re-registered under the Incorporated Societies' Act 2022 on 3 Feb 2026.

Founding Members from NZCMA-IWC Wellington Region Branch

1. Glen Keith, representing Shaolin Fut-Gar Kung-Fu.
2. Johnny Young, representing Shaolin Five Ancestor Kung-Fu.
3. Bev Calvert, representing Shi Mei Lin International Wu-Shu Association.
4. Raymond Poy, representing Qigong & Zheng-Zi - Yang Style Tai Chi.
5. Tu-Ky Lam, representing Wellington Chen Style Tai Chi Chuan Academy.
6. Chloe Saw, representing Qigong & Zheng Zi - Yang Style Tai Chi.
7. John Young, representing Wellington Yang Style Tai Chi Club.

Founding Members from NZCMA-IWC Auckland Region Branch

1. Peter Yu, representing Wing-Tsun Tam Hun-Fan International.
2. Kenneth Liu, representing Pa-Kua Chang Kung-Fu.
3. Jacky Luk, representing Monkey Style Kung-Fu and Sanshou.
4. Mickey Lee, representing Ngai-Shing Bai-Mei Athletic Association.
5. Jack Chan, representing Seven Star Praying Mantis Kung-Fu.
6. Queenie Kwong, representing Auckland Chi Kung.
7. Eva Wong, representing Seven Star Praying Mantis Kung-Fu.
8. Lucy Chen, representing Auckland Chinese Wu-Shu.

Signed as a true copy of the Constitution adopted at the Annual General Meeting of Kung-Fu Wushu New Zealand Incorporated (the Society) held 16 December 2025 by the Chairperson of the meeting.

Glen Keith
Chairperson

Signed as a true copy of the Constitution adopted at the Annual General Meeting of Kung-Fu Wushu New Zealand Incorporated (the Society) held 16 December 2025 by an Executive Member of the Society attending the meeting.

Julian Paul
Executive
Member

Signed as a true copy of the Constitution adopted at the Annual General Meeting of Kung-Fu Wushu New Zealand Incorporated (the Society) held 16 December 2025 by an Executive Member of the Society attending the meeting.

Wenjin Zhu
Executive
Member