

CYCLING OTAGO INCORPORATED

CONSTITUTION

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1. NAME AND OFFICE

1.1 The name of the Society is “Cycling Otago Inc.” (the Society)

1.2 The principal office of the Society will be at such place as may be determined by the Committee from time to time.

2. DEFINITIONS AND INTERPRETATION

1.3 In this Constitution:

Affiliate means a club or other association of persons involved or interested in the Sport;

Federation means Cycling New Zealand Federation Incorporated;

Committee means the committee elected in accordance with clause 5;

Committee Member means a member of the Committee;

Executive means a group comprising the Society President, the Society Vice President, the Society Secretary and the Society Treasurer;

General Meeting includes an Annual General Meeting and a Special General Meeting;

International Body means the Union Cycliste Internationale (UCI), the world governing body for cycling;

Licence means a licence or other form of registration identifying the holder as a member of the Federation;

Member any person admitted to membership of the Society pursuant to this Constitution;

Otago means the Otago Province south of the Kakanui River, excluding the Wakatipu area;

Sport means the sport of cycling and bicycle racing.

1.4 In this Constitution:

- (a) the plural includes the singular and vice versa; and
- (b) words of one gender include the other genders.

3. OBJECTIVES AND PRINCIPLES

1.5 The objects of the Society will be:

- (a) to preserve, develop and administer the Sport in Otago;
- (b) to conduct and /or co-ordinate programmes for bicycle racing;
- (c) to establish and alter rules governing the conduct of bicycle racing competition and to adopt changes to rules as notified by the Federation;

- (d) to conduct and participate in programmes to assist riders in the development of their competitive skills and to ensure safe competition;
- (e) to own, conduct, co-ordinate and control Otago Society Championships;
- (f) to select athletes to represent Otago at National events;
- (g) to hold all official records of the Otago Society;
- (h) to uphold the rights and interests of cyclists and to communicate those interests to the Otago public;
- (i) to provide fair representation directly or by affiliation, for all individuals and organisations who participate in the sport in Otago;
- (j) to affiliate to and co-operate with kindred and other organisations, including the Federation and the International Body.

1.6 The Society will or will have the power to:

- (a) recognise the equality and welfare of its members;
- (b) promote safety education of cyclists;
- (c) raise funds and seek and negotiate sponsorships for the Society;
- (d) make awards to its members;
- (e) assist its members and promote them at National competition, where possible.

1.7 The Society will have the following additional powers:

- (a) to suspend, withdraw or terminate membership;
- (b) to implement disciplinary procedures and impose sanction and penalties;
- (c) to establish tribunals, conduct hearings and hear appeals;
- (d) to lend, invest, borrow, raise or secure the payment of money in such manner as the Society thinks fit;
- (e) to raise in such manner as the Society thinks fit funds by subscriptions, levies, donations and other means;
- (f) to effect insurance, including insurance over property, members and athletes;
- (g) to enter into and/or terminate contracts with athletes, members, sponsors, media and other persons, agencies and organisations;
- (h) to delegate duties, co-opt or appoint sub-committees or individuals;
- (i) to acquire by purchase, lease or grant any property or property rights and to manage, let, sell, exchange or otherwise deal with property of the Society;
- (j) to disseminate private or other information about members with their consent, via written declaration, and subject to the purpose being in accordance with the objects of the Society;
- (k) to do all such things as are incidental or conducive to the attainment of the objectives and the powers of the Society.

4. MEMBERSHIP

1.8 The Members will comprise:

- (a) Individual members who participate in the sport, including athletes, coaches, trainers, technical officers, managers, administrators, executives, officials and life members; and
 - (b) Affiliates.
- 1.9 All applications for membership will be in writing, in such form as may be required by the Committee from time to time.
- 1.10 An Affiliate seeking membership of the Society must provide the Committee with a copy of its rules for the Committee's approval, together with the specified membership fee.
- 1.11 The Committee may refuse membership to any person and will not be required to give any reason for such refusal and its decision in such matters will be final.
- 1.12 Any Member may resign from membership by giving to the Club notice in writing to that effect. Any notice will, unless otherwise expressed, take effect from the end of the Member's then current membership period. The resigning Member will not be released from any liability to the Club for any matters arising prior to the end of the membership period in which notice of resignation is given. Nor will the Member be entitled to any refund of any subscription or levy paid prior to resignation.
- 1.13 The Committee may admonish, fine, suspend and/or expel a Member following a resolution passed by a two-thirds majority of votes of the Committee Members, if the Member:
- (a) is convicted of an indictable offence
 - (b) fails to comply with any provision of this Constitution; or
 - (c) acts in a manner considered to be injurious or prejudicial to the character or interests of the Society.
- 1.14 The Society may appoint a Patron at a General Meeting.
- 1.15 The Society may at a General Meeting elect as a Life Member, any person who has rendered distinguished service to the Society.

5. COMMITTEE

- 1.16 The management of the affairs of the Society will be in the hands of the Committee, which may exercise all the powers of an incorporated society that are not required, either by this Constitution or the Incorporated Societies Act, to be exercised by the Members. The Committee may from time to time make, amend or rescind regulations not inconsistent with this Constitution governing the procedure at its meetings and the business of the Society.
- 1.17 The Committee will consist of up to twelve (12) persons comprising:
- (a) the President, Vice-President, Secretary, and Treasurer;
 - (b) a coaching co-ordinator and a convenor of selectors;
 - (c) up to six (6) persons, provided that if an Affiliate conducts the Sport in Otago, that Affiliate may nominate two (2) of those 6 persons from (or such other number as may be decided by majority vote at any General Meeting).
- 1.18 All Committee Members will:
- (a) be elected at each Annual General Meeting of the Society;

- (b) hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the next Annual General Meeting of the Society, unless they retire earlier;
 - (c) be eligible for re-election;
- 1.19 All Committee Members will be entitled to attend and vote at all meetings of the Committee.
 - 1.20 Five (5) Committee Members present in person will form a quorum for meetings of the Committee. If a quorum is not present at any stage, the meeting will be adjourned to a date and time determined by a majority decision of the Committee.
 - 1.21 Unless otherwise determined by the Committee, a Committee Member will forfeit his seat if he has been absent from two (2) or more consecutive meetings without leave.
 - 1.22 Should a vacancy occur in respect of any Committee Member, the remaining Committee Members may fill such vacancy until the next Annual General Meeting.
 - 1.23 The Committee will have full authority to take such action as it deems necessary to administer the Sport within the context of this Constitution.
 - 1.24 Except as set out in this Constitution, the Committee will meet together for the despatch of its business when and where it thinks fit and may regulate its own procedure.
 - 1.25 All Committee meetings will be chaired by the President. In the absence of the President the Committee Members may elect a chairperson to act in the place of the President and that person will have all the powers of the President.
 - 1.26 Each Committee Member will be entitled to one vote and every question will be decided by a majority of votes. In the case of an equality of votes the President or chairperson will have a casting vote.
 - 1.27 The Committee may appoint an Executive of four (4) persons comprising the President, Vice President, Secretary and Treasurer to transact the business of the Society and generally to carry out the functions of the Committee between meetings, provided that all decisions of the Executive will be subject to ratification at the next Committee meeting.

6. SUB-COMMITTEES

- 1.28 The Committee may appoint sub-committees, which will act subject to any directions the Committee may give from time to time .
- 1.29 A sub-committee may comprise Members who need not be Committee Members;
- 1.30 No decision or recommendation of a sub-committee will be binding on the Society until it has been ratified by the Committee.

7. GENERAL MEETINGS

- 1.31 The Society's financial year will be from 1 January to 31 December and the Society will hold an Annual General Meeting as soon as can be conveniently arranged in the following year, but in any case not more than five months after the end of the financial year.
- 1.32 The business of each Annual General Meeting will be:
 - (a) to receive and consider the Committee's report on the Society's affairs during the preceding year, together with the annual statement of accounts and other reports of the Society;

- (b) to elect the President, Vice-President, Secretary, Treasurer and other Committee Members; and
 - (c) to consider, discuss and deal with any business included in the notice of meeting.
- 1.33 Special General Meetings of the Society may be called at any time:
- (a) by two or more Committee Members; or
 - (b) on the written requisition of at least five Members, provided that the notice of requisition must specify fully the business to be put before the meeting and must be given at least 21 clear days prior to the date of the meeting.
- 1.34 General Meetings will be convened by giving at least 14 clear days' notice to all Members specifying the business to be conducted. No other business may be brought before a General Meeting, provided that the notice requirement may be waived if it is agreed to by a majority of all Members having the right to attend and vote at any General Meeting.
- 1.35 The President will chair all General Meetings. In the absence of the President the Members present may elect a chairperson for the meeting from the Committee Members.
- 1.36 The quorum at any General Meeting will be at least three Members present in person. If within half an hour from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of Members, will be dissolved. In any other case the General Meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting, the Members present will be a quorum.
- 1.37 The President or chairperson may adjourn the General Meeting from time to time and from place to place but no business will be transacted at any adjourned General Meeting other than business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting will be given as in the case of an original General Meeting. Except as aforesaid, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 1.38 Any Member wishing to put a motion at an Annual General Meeting must notify the Secretary before 31 December in the relevant year and the Secretary will include a copy or summary of the motion in the notice of meeting.
- 1.39 Each Member will be entitled to one vote at a General Meeting and, unless otherwise specified in this constitution, every question will be decided by a majority of votes. In the case of an equality of votes the President or chairperson of the meeting will have a casting vote.
- 1.40 A Member may vote by proxy on any issue submitted to the decision of a General Meeting. The instrument appointing a proxy will be deposited with the Secretary not less than 48 hours before the time appointed for the meeting at which the proxy is to be used. No Member present in person at any General Meeting may cast more than one proxy vote in addition to the Member's own vote.

8. FINANCES AND ACCOUNTS

- 1.41 The Committee must:
- (a) keep proper records of all Committee meetings and General Meetings;
 - (b) keep all other documents, records, reports and communications connected with the Society;

- (c) keep proper books of account and financial records of the Society;
 - (d) have control of all funds of the Society and operate all bank accounts in the manner from time to time determined by the Committee;
 - (e) have control of the Common Seal, which may only be affixed to a document by a resolution of the Committee.
- 1.42 As soon as practicable following the end of each financial year the Committee will cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for that financial year; and
 - (b) the assets and liabilities of the Society as at the end of that financial year.
- 1.43 The Committee will cause the statements referred to in clause 8.2 to be examined by a suitably qualified accountant, who is not associated with a Member. The accountant may request the production of any documents relating to the affairs of the Society and will, if requested by the Committee, present a report to the Committee prior to the Annual general Meeting following the relevant financial year.

9. FEES

- 1.44 Fees will be fixed at the Annual General Meeting in the year in which they are to apply.
- 1.45 Fees will be due on the first day of the financial year of the Society and are payable within thirty (30) days.
- 1.46 Fees that may be set include (without limitation) annual subscriptions and licence fees, fees for appeals, protests and reinstatements, transfer fees, entry fees for Society events, and penalties and fines.
- 1.47 Any Member who's Fees remains unpaid for three months after the due date may be removed from membership by the Committee but will still be liable to pay all unpaid Fees.

10. PAYMENTS TO MEMBERS

- 1.48 No private pecuniary profit may be made from the Society by any Member, except that:
- (a) a Member may receive full reimbursement for all costs, charges and expenses properly incurred by the Member in connection with the affairs of the Society, as approved by the Committee from time to time;
 - (b) the Society may pay reasonable and proper remuneration to any person or entity in return for services provided to the Society, as approved by the Committee from time to time;
 - (c) a Member may be paid all usual professional, business or trade charges for services provided, time spent and acts done in connection with the affairs of the Society by the Member, as approved by the Committee from time to time; and
 - (d) a Member may retain any remuneration properly payable to the Member by any entity with which the Society may be in any way concerned or involved and for which the Member has acted in any capacity whatever. This applies even if the Member's connection with that entity is in some way attributable to the Member's connection with the Society. However, the Society may not lend money or lease property or assets at less than current commercial rates, having regard to the nature and terms of the loan and lease to any person (as defined in the Income Tax Act):

- (i) who is a Member;
- (ii) who is a shareholder or director of any company by which any business of the Society is carried on; or
- (iii) who is a settlor or a trustee of a Trust that is a shareholder of any company by which any business of the Society is carried on; or
- (iv) if that person or that company and the settlor or trustee or shareholder or director referred to in any one of the foregoing paragraphs of this proviso are associated persons (as defined in the Income Tax Act).

1.49 If at any time an Affiliate winds up its operations, the Society will use its best endeavours to ensure that after the discharge of all liabilities, the Affiliate's assets are distributed to the Society.

11. AMENDMENT OF THE CONSTITUTION

1.50 This Constitution may be amended by resolution passed by two-thirds majority vote of Members at a General Meeting of which not less than 14 clear days' notice has been given.

1.51 No amendment of this Constitution will be approved, if it would affect clause 9 or clause 11.

12. DISSOLUTION

1.52 The Society will be wound up in accordance with the Incorporated Societies Act 1908.

1.53 The Society may be dissolved whenever the Society has passed a resolution in favour of dissolution by a majority of two-thirds of the Members present at a General Meeting considering the proposal to dissolve.

1.54 If on the winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any property whatsoever, the same will be paid or distributed to an organisation having purposes and objectives similar to those of the Society, as may be determined by a majority of the Members present at a General Meeting.