

CONSTITUTION
AND RULES
OF
MOUNTAIN BIKE
ASHBURTON
INCORPORATED

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1 NAME

The name of the Society is MOUNTAIN BIKE ASHBURTON INCORPORATED, in this Constitution called “the Club”.

2 OBJECTS

The objects of the Club will be to:

- 2.1 Foster, promote and develop mountain biking as a recreational and sporting pursuit;
- 2.2 Advocate, develop and promote participation in mountain biking;
- 2.3 Provide, enhance and maintain facilities which are of value and assistance to persons participating in mountain biking;
- 2.4 Promote and encourage responsible mountain biking;
- 2.5 Advocate for improved land access and trails;
- 2.6 Carry out other activities consistent with the objects of the Club.

3 POWERS

The Club will have the following powers:

- 3.1 To use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, Officers and staff, according to principles of good employment and in compliance with prevailing employment legislation.
- 3.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Committee thinks necessary or proper for the purpose of attaining the objects of the Club and to sell, exchange, let, bail or lease, with or without option of purchase or, in any manner, dispose of such property, rights or privileges.
- 3.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Committee thinks fit.
- 3.4 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Committee thinks fit.
- 3.5 To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Club.

4 COMMON SEAL

- 4.1 The Common Seal of the Club shall be kept in the custody and control of the Secretary.
- 4.2 When required, the Common Seal will be affixed to any document following a resolution of the Committee and will be signed by two Officers designated by the Committee.

5 MEMBERSHIP

- 5.1 Any person who agrees with the objects of the Club may, subject to the Committee's approval, become a member of the Club by application in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Club. Subscriptions are payable within one month of the Annual General Meeting.
- 5.2 **Family Membership.** One membership subscription only shall be payable in respect of members of a family residing as one household.
- 5.3 The Secretary shall maintain a register of members of the Club in accordance with the provisions of the incorporated societies act 1908, and subsequent enactments.
- 5.4 Any person may resign membership of the Club by giving written notice to the Secretary. Subscriptions in whole and in part are non-refundable. The Secretary will maintain a record of any resignation.
- 5.5 If a member has not paid a current subscription, membership will cease six (6) months after a subscription has lapsed.

Expulsion of members

- 5.6 The procedure for expulsion of members will be as follows:
- 5.6.1 Any person or organisation may make a complaint to the Committee that the conduct of a member of the Club is or has been injurious to the character of the Club. Every such complaint will be in writing and addressed to the Secretary.
- 5.6.2 If the Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Committee and to offer a written and/or oral explanation of the members conduct.
- 5.6.3 The Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
- 5.6.3.1 sufficiently inform the member of the complaint so that the member can offer an explanation of the members conduct; and
- 5.6.3.2 inform the member that if the Committee is not satisfied with the members explanation the Committee may expel the member from the Club.
- 5.6.4 If in the meeting the Committee decides to expel the member from the Club the member will cease to be a member of the Club.

- 5.6.5 A member expelled by the Committee may, within seven (7) days, give written notice of appeal to the Secretary. The Secretary will then call a special General Meeting to take place within fourteen (14) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

5.7 Life Membership

- 5.7.1 The Club, in a General Meeting, following 2/3 vote from a Committee Meeting may grant Life Membership to any member of no less than 5 years for outstanding service rendered to The Club.
- 5.7.2 Life Membership nominations may be made in writing to the secretary no less than 2 months before a General Meeting.
- 5.7.3 The number of Life Members shall not exceed 5% of the total membership.
- 5.7.4 Life Members will not be liable for any subscription.

6 GENERAL MEETINGS

- 6.1 General Meeting refers to both Annual General Meetings and Special General Meetings, unless otherwise specified.
- 6.2 The quorum for a General Meeting will be twelve (12) members present in person. If within 30 minutes of the time appointed for the General Meeting no quorum is present, the meeting shall lapse, and the Secretary shall call another meeting for the same purpose within fourteen (14) days of the date of the lapsed meeting.
- 6.3 At least fourteen (14) days written notification of each General Meeting will be given to members. Any notice required to be given to a member shall be posted to the current address for such member recorded in the register of members, or emailed to that members email address of members to keep the Registered Office of the Club informed of their contact details.
- 6.4 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Committee. Full information will be provided concerning any proposed amendments to the Constitution or any matter that is the business of a special general meeting. Such information will be supplied to any member requesting it.
- 6.5 The General Meeting will be chaired by the current chairperson of the Committee. In the absence of the chairperson the meeting will elect a person to chair the meeting from among the members present.

- 6.6 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this Constitution, be made by a majority vote.
- 6.7 Only current members will be eligible to vote at a General Meeting.
- 6.8 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.
- 6.9 If voting is tied, the chairperson will have a casting vote.

7 ANNUAL GENERAL MEETINGS

- 7.1 The Annual General Meeting will be held annually within six (6) months of the balance date.
- 7.2 The Annual General Meeting will carry out the following business:
- 7.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.
 - 7.2.2 Receive the Committee's report on the activities of the Club over the last year and the proposed priorities and directions for the Club in the current year.
 - 7.2.3 Receive the statement of financial position and statement of financial performance for the past financial year.
 - 7.2.4 Elect the members of the Committee of the Club (see clause 9.1).
 - 7.2.5 Resolve whether a review of the Club's accounts is required.
 - 7.2.6 Conduct any other business which may properly be brought before the meeting.

8 SPECIAL GENERAL MEETINGS

- 8.1 Special General Meetings may be called by the Committee or by a written request made by at least six (6) members and delivered to the Secretary. The meeting will be called within fourteen (14) days of the decision being made or the meeting being requested.
- 8.2 A special General Meeting will only consider business related to the reason for which it is called, as notified to members (see clause 6.4).

9 COMMITTEE

- 9.1 The Committee will be composed of no less than six (6) ordinary members and no more than ten (10) ordinary members.
- 9.2 **Officers.** The Committee will elect from amongst its number a Chairperson, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined.
- 9.3 The Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Committee or among its named Officers until the next Annual General Meeting.
- 9.4 Elected members of the Committee will retire at each Annual General Meeting but will be eligible for re-election at the same and subsequent meetings. Newly elected Committee members will take office immediately upon their election.
- 9.5 Nominations for elected positions on the Committee may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least 48 hours before the time fixed for the Annual General Meeting. No nomination may be withdrawn after nominations close. If there are insufficient nominations to fill the vacant positions on the Committee, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- 9.6 The procedure for Committee meetings will be as follows:
- 9.6.1 A quorum will be at least half of its members.
- 9.6.2 If a member of the Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Committee, be removed from the Committee.
- 9.6.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
- 9.6.4 If the voting is tied, the chairperson will exercise a casting vote.
- 9.6.5 Each Committee meeting will be chaired by the chairperson of the Club. In the absence of the chairperson, the Committee will elect a person to chair the meeting from among its members.
- 9.7 The Committee will meet at least quarterly. Meetings may be called by the chairperson or by three (3) Committee members by written notice to the Secretary. All members of the Committee, including office-bearers, will be given at least seven (7) days' notice of the meeting by the Secretary, verbally or in writing. Meetings may be held in person or by any other means of communicating as decided on by the Committee from time to time.
- 9.8 The Secretary will ensure that a minute book is maintained which is available to any member of the Club and which, for each meeting of the Committee, records

- 9.8.1 the names of those present;
- 9.8.2 all decisions which are required by the Constitution or by law to be made by the Club; and
- 9.8.3 any other matters discussed at the meeting.

9.9 **Powers of the Committee**

Except where otherwise provided, the Committee shall have full power generally to manage and direct the affairs of the Club and to carry out and exercise the powers of the Club, subject to any specific direction or instruction given by resolution at any special or Annual General Meeting. In particular, the Committee shall:

- 9.9.1 regulate and control the conduct and behaviour of any member and/or official of the Club;
- 9.9.2 enquire into the conduct and/or behaviour of any member and/or official of the Club and to impose such reasonable penalty including monetary fine in respect of any wrongful act or default as it thinks fit;
- 9.9.3 make, amend and rescind bylaws (which must not be inconsistent with these rules) for the better management and control of the Club and its members.

9.10 **The Chairperson**

The Chairperson shall perform all the usual duties of a Chairperson along with such other duties as the Club or Committee may from time to time require.

9.11 **The Treasurer**

The Treasurer shall perform all the usual duties of a Treasurer and in particular shall receive all money paid to the Club, lodge all money received to the credit of the Clubs bank account(s), and make all payments on behalf of the Club for the Clubs accounts, shall prepare and keep proper books of account and at the expiration of their year of office shall prepare and submit to the AGM a set of accounts including a statement of the Clubs receipts and expenditure for that financial year and a balance sheet of the assets and liabilities of the Club.

9.12 **The Secretary**

The Secretary shall perform all the usual duties of a Secretary and in particular shall convene and (where possible) attend all Committee and General Meetings and keep or cause to be kept regular and correct minutes of all meetings, conduct the correspondence of the Club, keep the Register of Members, keep the Minute Book, documents and record books of the Club and make all entries therein as are from time to time required. The Secretary shall also be responsible for the forwarding to the registrar of such notices and returns as the registrar and the Act shall from time to time require.

10 INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS

- 10.1 Any income, benefit or advantage will be applied to the objects of the Club.
- 10.2 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 10.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 10.4 The provision and effect of this clause shall not be removed from this Constitution and shall be impelled into any document replacing this Constitution.

11 POWER TO DELEGATE

- 11.1 The Committee may from time to time appoint any Committee and may delegate any of its powers and duties to any such Committee or to any person. The Committee or person may, without confirmation by the Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee could itself have done.
- 11.2 Any Committee or person to whom the Club has delegated powers or duties will be bound by the Constitution of the Club and terms or conditions of the delegation set by the Committee.
- 11.3 The Club will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- 11.4 It will not be necessary for any person who is appointed to be a member of any such Committee, or to whom such delegation is made, to be a member of the Club.

12 FINANCIAL ARRANGEMENTS

- 12.1 The financial year of the Club will be from 1 April to 31 March ("the balance date") the following year.
- 12.2 At the first meeting of the Committee following each Annual General Meeting, the Committee will decide by resolution the following:
- 12.2.1 how money will be received by the Club;
 - 12.2.2 who will be entitled to produce receipts;
 - 12.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 12.2.4 who will be allowed to authorise the production of cheques and the names of cheque signatories; and

12.2.5 policy concerning the investment of money by the Club, including what type of investment will be permitted.

13 INDEMNIFYING OF OFFICERS & COMMITTEE MEMBERS

- 13.1 No Officer or member of the Committee shall be liable for the acts or defaults of any other officer or member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 13.2 The officers, the Committee and each of its members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

14 ALTERATION OF RULES

The Constitution and rules of the Club may only be altered, added to, rescinded or otherwise amended in any way by a two thirds (2/3) majority of eligible members personally present at any General Meeting, provided that no addition or alteration of the Objects clause (clause 2), the Pecuniary Benefit clause (clause 10) or the Disposition of Surplus Assets clause (clause 16) will be approved without the prior consent of the Department of Inland Revenue. The Secretary shall ensure that any changes to the Constitution and rules is registered with the Registrar in accordance with the Act.

15 REGISTERED OFFICE

The registered office shall be at 12 Thomson Street, Ashburton or such other place as the members in a General Meeting shall decide. The Registrar of Incorporated Societies shall be advised of any change in the registered office.

16 DISPOSITION OF SURPLUS ASSETS

- 16.1 The Club may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 16.2 Any surplus assets after the satisfaction of all liabilities will be distributed among such community organisations in New Zealand that have similar objects to the Club and as the members will decide in a General Meeting. If the Club is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.