



(Incorporated)

Constitution

Timaru Cycling Club Incorporated

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Rules of Timaru Cycling Club Incorporated

1. TITLE

- (a) The Club shall be called "Timaru Cycling Club Incorporated" and shall be registered under the Incorporated Societies Act, 1908.
- (b) In these rules, "Club" shall mean "Timaru Cycling Club Incorporated".

2. REGISTERED OFFICE

- (a) The Registered Office of the Club shall be that of the Secretary, or such other place as may, from time to time, be specified by the Club's Committee.
- (b) The Club's Postal Address as in 2(a).
- (c) All correspondence shall be addressed to the designated address or electronically to timarucycling@live.com

3. OBJECTIVES

- (a) To promote and organise cycling within the Mid/South Canterbury districts, as defined by Cycling New Zealand Mid-South Canterbury Incorporated and/or Cycling NZ.
- (b) To exercise all powers, and perform all duties vested in it, and imposed upon it, by the rules of Cycling New Zealand Mid-South Canterbury Incorporated and/or Cycling NZ.
- (c) To do such other things, not being unlawful or inconsistent with these presents, or with the Incorporated Societies Act, 1908, as, in the opinion of the Club, would further, or tend to further, the interests of members, or encourage and further the sport of cycling generally.

4. DEFINITIONS

- (a) "Act" means the Incorporated Societies Act, 1908, and any amendment, or re-enactment of the Act.
- (b) "Cycling New Zealand" means "Cycling NZ Incorporated".
- (c) "Centre" means "Cycling New Zealand Mid-South Canterbury Incorporated"
- (d) "Rider" means a competitor riding in the events promoted and organised by the club.

- (e) Words of the plural shall include the singular, and vice versa.
- (f) Words of the masculine gender shall include the feminine gender and vice versa.

5. AFFILIATION

- (a) The Club shall be affiliated to Cycling New Zealand, Mid-South Canterbury Incorporated and Cycling NZ.

6. RULES

- (a) The Club shall uphold such laws and rules of the sport of cycling as may, from time to time, be adopted by Cycling New Zealand Mid-South Canterbury Incorporated and Cycling NZ Incorporated.
- (b) The Club may make and adopt bylaws for competition, and advise riders before such bylaws are applied.

7. MEMBERSHIP

- (a) Membership shall be open to any person who wishes to further the objectives of the club and participate in cycling events.
- (b) Any person seeking membership shall make application to the Committee, and the committee shall determine whether the application is successful or not.
- (c) The duration of all memberships, except for Life Members, will be annual from 1 October to 30 September.
- (d) Each person admitted to membership shall be;
 - (i) Bound by the Constitution and By-laws of the Club.
 - (ii) Liable for such fees and subscriptions as may be fixed by the Club, Centre or Cycling NZ.
 - (iii) Entitled to all advantages and privileges of membership.
 - (iv) Responsible for assisting in the Club's operation of events and other activities.
- (e) Club Membership Categories:
 - (i) FULL MEMBER
 - a. Any person who is a full member of the Club is entitled to vote, hold any office and enjoy the privileges of the Club, including participating in races and other events.
 - (ii) NON-RIDER MEMBER
 - a. Is any person who is a non-riding member of the club is entitled to vote, hold any office and enjoy

privileges of the club, excluding participating in races.

(iii) JUNIOR MEMBER

- a. Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights unless they are elected to the committee.

(iv) LIFE MEMBERSHIP

- a. The Club may elect any member who has given outstanding service to the Club as a Life Member in accordance with Clause 11.

(v) PATRON

- a. The Club Committee may, at its discretion, appoint a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.
- b. The club committee may also revoke a patron appointment as maybe deemed necessary.

- (f) The Committee shall appoint a member of the Committee to maintain an up to date register of members of the Club.
- (g) A member may request to view records and documents of the club after a formal written request to the club secretary. Documents must be produced within fourteen (14) days following the next scheduled committee meeting.
- (h) All members will be registered with Cycling NZ.
- (i) Any member of the club may retire from membership by resignation in writing delivered to the Secretary.
- (j) Any rider who has not renewed their membership by their second Saturday race will automatically cease to be a member of the Club.

8. SANCTIONS

- (a) All members must abide by the Club Racing Rules and/or Cycling NZ Code of Conduct, including following any Traffic Management Plans in effect for an event. The current Club Racing Rules and Cycling NZ Code of Conduct will be made available to members on the Club Website or by request to the Secretary.
- (b) Riders may be fined for breaches of Club Racing Rules and/or Cycling NZ Code of Conduct.

- (c) Fines shall not exceed the maximums set by Cycling NZ.
- (d) At the completion of an event, if the offender has not appealed, or paid the fine in full, that rider is deemed to have accepted the penalty.
- (e) Riders shall have six (6) days to complete payment of fines.
- (f) Where a fine remains unpaid after six (6) days have elapsed since the fine was imposed, then the rider who is liable for that fine will be considered ineligible to compete in any event until the fine has been paid in full.

9. SUSPENSIONS

- (a) Will be handled in accordance with Cycling NZ Racing Rules, Appendix 1. Suspensions for Cycling NZ Code of Conduct violations will be determined by the Judiciary Committee.

10. JUDICIARY COMMITTEE

- (a) The Judiciary Committee shall consist of three (3) persons and will be convened as necessary by the Club Captain(s) or Club President.
- (b) The Judiciary Committee shall investigate all matters dealing with the conduct and/or actions of riders and/or officials, or any club members referred to it by the Club, and shall hold such inquiries as it may deem necessary, and impose penalties, including suspensions, as it deems appropriate.
- (c) No person may become a member of the Judiciary Committee when an investigation or complaint involves them or a member of his/her family.
- (d) A meeting shall be convened within seven (7) days of receipt of the referral from the Club.
- (e) As soon as an investigation is completed, a written report containing the Judiciary Committee's findings and penalties imposed, together with a summary of all evidence submitted, shall be signed by the Chairman of the Judiciary Committee and submitted to the Club Secretary.
- (f) When the findings of the Judiciary Committee have been forwarded to the Club, they shall be conveyed by the Club Secretary to the offender/s, his/her club, the Centre, and Cycling NZ as applicable.

11. LIFE MEMBERS

- (a) A significant contribution to the benefit of the Timaru Cycling Club Incorporated. Must have actively worked in pursuit of the operation, promotion and development of cycling for the club –this must be a significant service component.
- (b) Actively promoted and supported the well -being and camaraderie of the cycling fraternity in general.
- (c) A minimum of 10 years' service as an office bearer, committee member or volunteer/helper
- (d) A Life Membership from Timaru Cycling Club Incorporated does not automatically provide a Life Membership from Cycling NZ.
- (e) Life members shall not be liable to pay any club subscriptions and shall be deemed to be financial members at all times.

12. COMMITTEE

- (a) The affairs of the Club shall be governed by a Committee consisting of the elected Officers of the Club, and elected Committee Members.
- (b) The Officers of the Club shall be the President, Secretary, and the Treasurer (or Secretary/Treasurer), who will all be elected.
- (c) A minimum of five (5) committee members will be elected and will be allocated responsibilities at the first committee meeting following election.
- (d) No person on the Committee shall have responsibility for more than two roles at any one time. A person shall cease to be a member of the Committee at the conclusion of the Annual General Meeting which follows his/her election and she/he will be eligible for re-election.
- (e) A quorum of the Committee shall be five members who are eligible to vote.
- (f) If the President is unable to attend, or chooses not to chair the meeting then a Chairperson nominated by the meeting shall chair that meeting.
- (g) A member of the committee may lose his or her seat on the committee for the following; Absence from three (3) or more consecutive meetings without an apology.
- (h) The Committee may co-opt Members to fill vacancies that may occur between elections. Such co-opted Members shall enjoy

voting and other rights as if they had been elected at an Annual Meeting, but must, if they so wish, apply for election in the normal process at the next Annual Meeting.

- (i) The Club may also co-opt onto the Committee any other person/s it sees fit to fill a particular role, from time to time, and for any period. Such members need not be full members of the club and will not enjoy voting rights.
- (j) No Committee member shall take part in any discussion or vote on any matter where they, or a relative, have the potential to gain an advantage. This restriction while primarily aimed at financial matters, applies to all club activities.

13. CENTRE DELEGATES

- (a) Centre Delegates shall be elected at an Annual General Meeting, with (up to 3) delegates. Nominations for election to the Centre may only be accepted from Full members of the club at the date of the Club Annual Meeting. Nominees may be associated with any club affiliated to the Centre.
- (b) Centre Selector if applicable
- (c) Any Centre Delegate who, without prior reasonable excuse, and written apology to the Centre Secretary, absents himself from three (3) consecutive Centre Meetings shall be deemed to have forfeited his/her seat. The Club shall co-opt a replacement Member.

14. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held no earlier than 1 August and no later than 30 September each year, on a date and at a place to be determined by the Club.
- (b) The Secretary shall give at least fourteen (14) days public notice of the date of the Annual General Meeting.
- (c) All Life Members and Full members shall be eligible to attend the Annual or Special Meetings and shall have speaking and voting rights.
- (d) The business to be transacted at the Annual Meeting shall be:
 - (i) Opening of meeting
 - (ii) Apologies
 - (iii) Confirmation of minutes of previous Annual Meeting
 - (iv) Confirmation of minutes of any Special Meeting
 - (v) Presentation and Adoption of President's Report

- (vi) Presentation and Adoption of Annual Accounts and Balance Sheet
- (vii) Presentation of Budget for following Financial Year.
- (viii) Election of Officers, Committee Members and Club Delegates to the Centre, Patron, Cup and Property Custodian
- (ix) Appointment of Account Reviewer
- (x) Nominations for all Cycling New Zealand Mid-South Canterbury Incorporated and/or Cycling NZ appointments
- (xi) Notices of Motion
- (xii) Remits
- (xiii) General Business

15. SPECIAL MEETINGS

- (a) A Special Meeting of the Club shall be convened on a resolution of the Committee, or on the requisition of a minimum of twenty percent (20%) of current Full members of the Club.
- (b) The request shall state the purpose for which the Special Meeting is called, and no other business shall be considered at the meeting.
- (c) The procedure to be adopted for the conduct of the meeting shall be in accordance with that stipulated for the Annual Meeting, in so far as is applicable.
- (d) The Secretary shall give at least fourteen (14) days public notice of the date of the Special Meeting, and shall state the time of commencement, the venue of the meeting, and the business to be transacted there at.

16. NOMINATIONS

- (a) By preference nominations should be received by the Club Secretary fourteen (14) days prior to the Annual Meeting. Nominations must be consented to by the nominee.

17. ELECTIONS

- (a) All elections shall be by secret ballot or show of hands as determined and agreed prior to the voting process.
- (b) All valid nominations for elected positions shall be submitted to the vote.
- (c) All elections of officers shall be by the exhaustive voting procedure. All the elections require the candidate to receive greater than fifty per cent (50%) of the votes cast.

- (d) Ballot papers shall be destroyed in the presence of the meeting immediately after the election to which they relate.

18. VOTING

- (a) The Patron shall have one vote only if a Full member of the Club, or a Life Member.
- (b) Life Members and Full members of the Club shall each be entitled to one vote, and no person shall exercise more than one vote except as provided under rule 18(c).
- (c) The President shall have a deliberative vote, and in the case of equilibrium of votes, shall also have a casting vote.
- (d) Unless otherwise specified (rule 17(a)), voting shall be by voices or show of hands, as the President shall direct.
- (e) A ballot shall be taken if any member with the power to vote so requests. Such ballot shall be taken immediately in such manner as the President directs. Ballot papers shall be destroyed in the presence of the meeting immediately after the vote is concluded satisfactorily and the results recorded in the minutes.
- (f) The declaration by the President that a vote has been carried or lost shall be final, provided that when a ballot has been taken the declaration of such ballot only shall be final. Votes cast for each candidate or option shall be declared.
- (g) No member who is not qualified to be a Full Member at the time of the Annual or Special Meeting shall have the right to exercise a vote until they become a Full Member, including payment of any membership fees, fines or damages due.

19. PROXIES

- (a) No Life Member or Member of the Club may appoint any other person as his/her Proxy to attend and/or vote at any General or Special Meeting of the Club.

20. QUORUMS

- (a) At any Annual or Special Meeting of the Club at least eight (8) members eligible to attend and vote shall constitute a quorum.
- (b) At any other meeting of the Club at least five (5) of those eligible to attend and vote shall constitute a Quorum.
- (c) A quorum shall be present throughout the meeting. At any meeting at which a quorum shall not be present, the meeting shall be adjourned to such a day within one month as they may decide.

21. THE CLUB

- (a) The Committee shall have full power and authority to:
- (i) Arrange, regulate and control all local and other race meetings under its jurisdiction.
 - (ii) Regulate and control the conduct of officials and members of the Club.
 - (iii) Inflict any penalty upon any official, or member found guilty of breaking any of the rules of the Club, or refusing to give effect to any resolution passed by the Committee, or by any General or Special Meeting of the Club.
 - (iv) Suspend during its discretion, or otherwise penalise any official or member who may be found guilty of improper, unfair, or unsportsmanlike conduct in any matter connected with the affairs of the Club.
 - (v) Determine all questions and disputes as per the construction and meaning of these Rules, or any expression therein, or as to anything done or omitted by any member in relation to the sport of cycling.
 - (vi) Appoint sub-committees when considered advisable.
 - (vii) No member under investigation shall take part in any discussion and/or voting

22. CLUB MEETINGS

- (a) Meetings of the Club shall be held as determined by the Club in each year, or may be summoned by the President at any time, or upon the receipt by the Club Secretary of a requisition signed by four (4) members of the Committee setting forth the object of the meeting. Such meeting shall be summoned forthwith and shall be held within seven (7) days of the receipt of the requisition.
- (b) Matters of an urgent nature may be dealt with outside of regular Club Meetings by mechanisms including, but not limited to, impromptu meetings, telephone conferences or electronic mail. All members of the committee should be given the opportunity to partake in such meetings but as a minimum at least two (2) of the President, Secretary, Treasurer (or Secretary/Treasurer) or Club Captain plus three other Committee Members. Full records of the meeting and actions must be prepared and tabled at the next regular Club Meeting.

23. PATRON

The role of Patron is an honorary one without power in terms of the governance or management of the club and also has no legal responsibilities in relation to the club.

- (a) The Patron should provide knowledge, experience, networks, advice, leadership and guidance to the club.
- (b) The Patron acts primarily as a public figurehead for the club
- (c) May also act as a sounding board to the Chairman and committee
- (d) The Patron may also advise on club strategy, operations and activities as needed
- (e) Providing assistance and support to the club as requested by the committee e.g. with funding applications and general public relations
- (f) Attend club events
- (g) Qualities of a Good Patron
 - Genuinely well-known relative to the club's aims and purpose
 - Have a upstanding personal reputation in the community
 - Available and willing to support the club as required, including personally attending meetings (both internal club meetings and with external parties) where it is deemed appropriate by the committee

NB: The position of Patron is not an elected position but is appointed by the executive committee.

24. PRESIDENT

The President is the principal leader of the Timaru Cycling Club Incorporated and has overall responsibility for the Timaru Cycling Club Incorporated's administration.

- (a) The President sets the overall annual committee agenda (consistent with the views of members), helps the committee prioritise its goals and then keeps the committee on track by working within that overall framework. At the operational level, the major function of the President is to facilitate effective committee meetings.
- (b) The President is elected by the Timaru Cycling Club Incorporated's members and is responsible for representing the views of the Timaru Cycling Club Incorporated's members.
- (c) Manage committee and/or executive meetings
- (d) Manage the Annual General Meeting
- (e) Represent the club at local, regional and national levels, or responsible for appointing a representative, when deemed necessary.

- (f) Act as a facilitator for club activities
- (g) Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.

25. VICE-PRESIDENT

Serving as an assistant to the President, the Vice President may chair meetings and make decisions in cases of the President's absence. The Vice President(s) may have specific roles within the club, as determined by the Committee.

26. TREASURER

The Treasurer is the chief financial management officer for the Timaru Cycling Club Incorporated.

- (a) Prepare a budget and monitor it carefully
- (b) Keep a proper record of all payments and monies received
- (c) Make sure financial reports are available and understood at all committee meetings
- (d) Show evidence that money received is banked and documentation provided for all money paid out
- (e) Ensure that information for a review is prepared each year
- (f) Arrange the annual accounts review by an external party
- (g) Produce an Annual Financial Report
- (h) Send out accounts
- (i) Pay accounts.
- (j) Meet all regulatory obligations such as GST returns
- (k) Maintain an Assets Register on behalf of the club

27. SECRETARY

The Secretary is the chief administration officer of the Timaru Cycling Club Incorporated. This person provides the coordination between members, the committee and outside agencies.

- (a) Prepare the agenda for club meetings in consultation with the Chairperson
- (b) Make arrangements including venue, date and times for club meetings

- (c) Call for and receive nominations for committees and other positions for the Club AGM
- (d) Take the minutes of meetings
- (e) Read, reply and file correspondence promptly
- (f) Collate and arrange for the printing of the Annual Report.
- (g) Maintain registers of members' names and addresses
- (h) Coordinate and reconcile membership with Cycling NZ
- (i) Facilitate communication to members as required
- (j) Maintain file of legal documents such as constitution, assets, vehicle registrations, insurance, and Internet Domain Names registrations.
- (k) Act as the public officer of club liaising with members of the public, affiliated bodies and government agencies
- (l) Process transfer applications; enter teams in competitions; represent club at Association meetings; obtain Association sanction for club events; communicate information between Cycling NZ and club members, such as event deadlines
- (m) Other tasks: handle bookings and entries; respond to general duties as directed by the club committee

28. CUP CUSTODIAN

Keep a register of Cups and Trophies, and uniforms with holders' locations. Arrange for engraving as required

29. FINANCE

- (a) The financial year of the Club shall end on 31 March in each year.
- (b) All payments by the Club need to be authorised by the Club Treasurer and one of the following: President, Secretary, a Committee Member appointed as a signatory. Payments shall be by cheque signed by two of the signatories or by electronic payment authorised by two of the signatories.
- (c) Funds investment:
 - (i) The Club may, by resolution, transfer such funds from the General Account to a savings account at a trading bank. Such resolution to be carried by a two-thirds (2/3) majority of the committee members.

- (ii) The Club may, by resolution, invest funds in a term deposit Trading Bank.
- (d) The Committee shall not spend more than \$5,000, in a single transaction, net of grant income, without the approval of either an Annual General Meeting or Special Meeting.
- (e) The Club shall have the power to borrow, but only with the approval of the Annual General Meeting or a Special Meeting
- (f) The Annual Club Subscription for the different classes of members may only be altered at an Annual General Meeting, and shall apply from the 1st day of October of the current calendar year.
- (g) General Levies may only be altered at an Annual General Meeting and shall apply to the Financial Year following the Annual General Meeting.
- (h) Any fine, other than a race fine or sanction, levied by the Club must be paid within thirty (30) days of the date of invoice.
- (i) Any rider, not complying with Rules 8 or 29 (h) shall be automatically suspended until such fees, levies, fines or other charges are paid.

30. REVIEW OF ACCOUNTS

- (a) The accounts of the Club shall be reviewed by a suitably qualified person, not being, or being related to, a member of the Committee, and duly appointed under these Rules, who shall have power to call for the production of all books, electronic records stored on computer, papers, accounts and documents relating to the affairs of the Club, or any other information that may be necessary to complete a review.
- (b) For every requested review, he/she shall submit a report to the Club, and following the Annual review shall also submit a report to the Annual General Meeting.
- (c) If, for any reason, the Reviewer shall be prevented from fulfilling his/her duties, the Club shall appoint a substitute to hold office for the remainder of the term.

31. REMUNERATION, EXPENSES, HONORARIUMS

- (a) The Club may make payment of such remuneration, expenses, or honorariums as deemed necessary.
- (b) All such payments shall be submitted to, and carried at an Annual General Meeting.

32. LICENCES

- (a) All riders shall be licenced annually as required by Cycling NZ Rules.

33. NOTICES

- (a) Every notice required to be given to any member shall be deemed to have been duly delivered if posted in a pre-paid envelope addressed to the recipient at the last known place of business or residence. If circumstances permit, this policy shall also apply to mail delivered by electronic means. Such notice shall be deemed to have been served at the time when the notice would normally have been delivered in the ordinary course of post. The accidental omission to give notice to any member, through fault of the sender, incorrect address, or failure in delivery shall not invalidate proceedings at any meeting.

34. MATTERS NOT PROVIDED FOR

- (a) The decision of the Committee on the interpretation, application or effect on any of these Rules, or on any matter or things not provided for by these Rules, and which pertains to the Club, its property or interests, shall be conclusive and binding upon all members of the Club unless and until a contrary ruling is carried at an Annual General or Special Meeting.

35. INDEMNITY

- (a) The Club and Officials of the Club shall be indemnified by the Club against all losses or expenses in, or about, the discharge of their duties except such as shall happen to be their own wilful act, neglect or default. No members of the Committee or other Club Official shall be responsible for any other member of the Committee or other Club Official by the insufficiency or deficiency, or value of, or title to, any property or security acquired to be taken on behalf of the Club, or by the bankruptcy, or any tortuous act of any customer or debtor of the Club, or by anything done in the execution of the duties of his/her office, or in relation thereto or otherwise than his own wilful act, neglect, or default.

36. IGNORANCE OF RULES

- (a) Ignorance of any of the Rules of the Club shall not be accepted as an excuse for any breach or breaches thereof.

37. ALTERATIONS TO THE CONSTITUTION.

- (a) The Constitution may be altered by a decision of a two-thirds (2/3) majority of members present and eligible to vote at any Annual General or Special Meeting of the Club.

- (b) Notice of alterations to the Constitution, together with the names of the proposer and seconder of every alteration, shall be given in writing to the Club Secretary at least fourteen (14) days before the meeting at which the alterations are intended to be proposed.
- (c) All notices of motion regarding alteration to the Constitution shall be accompanied by a clause stating what position the alteration shall take in the Constitution.
- (d) Any alteration to the Constitution shall be submitted once per year to the Registrar of Incorporated Societies in accordance with the regulations, and accompanied by the prescribed form and/or fee in force at the time.

38. WINDING UP

- (a) If, at any time, the Club at a Special Meeting, shall decide by a simple majority, following the regulations prescribed in the Incorporated Societies Act, 1908 in force at the time, to wind up its operations, then the accumulated funds shall be distributed as follows:
 - (i) In payment of the costs of winding up.
 - (ii) Pay the creditors of the Club.
 - (iii) To be held by two trustees in trust for the subsequent re-establishment of the Timaru Cycling Club Incorporated. Such trust shall be created by deed. The trustees are to be appointed and deed approved by the members of Timaru Cycling Club Incorporated at the Special Meeting.
 - (iv) If the re-establishment of the Timaru Cycling Club Incorporated within a minimum period of two (2) years does not occur the Trust will to distribute the funds as follows: firstly to further the sport of cycling in South Canterbury or in the absence of such activity, be divided amongst such benevolent and charitable institutions within the provincial district of South Canterbury in such a manner determined by the Trustees.

39. BYLAWS

- (a) The Club may, from time to time, establish such bylaws as it deems necessary (not being inconsistent with these Rules, or with the Incorporated Societies Act, 1908) governing any aspect of operation of the Club. For example (and without limiting the generality of this power) bylaws may be enacted relating to procedures at any meetings, the control and/or use of equipment, and the publication of reports of meetings and Club business by newsletter. The bylaws so enacted shall be recorded by the Club Secretary.

40. COMMON SEAL

- I. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- II. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

We, the undersigned members of Timaru Cycling Club Incorporated, certify that the aforementioned Rules of the Society, amended 9 November 2015, were approved by a 2/3 majority vote of the membership attending a Special Meeting of the Society held 9 November 2015.

_____, President – Malcolm Henham

_____, Secretary – Janet Karton

_____, Treasurer - Gary Lister