

Rules
of
Cycling Timaru Incorporated

1. Name

- 1.1. The Club shall be called Cycling Timaru Incorporated

2. Definitions

- 2.1. In these rules:

- 2.1.1. "Club" means Cycling Timaru Incorporated

- 2.1.2. "Executive Committee" means the Officers of the Club

- 2.1.3. "Full Member" means a fully paid up member of the Club who falls within one of the following categories: Club Member, Junior Member, School Member and Supporter Member, each as defined in rule 6

- 2.1.4. "Member" means any person who is affiliated to the club by virtue of falling within one of the categories of membership set out in rule 6

- 2.1.5. "Officer" means any person holding the position of President, Secretary or Treasurer within the Club

- 2.1.6. "Official" means an Officer or Spokesperson

- 2.1.7. "Rules" means the rules of the Club in force from time to time

- 2.1.8. "Spokesperson" means any person elected to the Executive Committee at the Annual General Meeting pursuant to rule 8

- 2.2. The Masculine includes the Feminine and vice versa.

- 2.3. Words importing the singular only include the plural and vice versa.

- 2.4. Reference to any Act and Regulation includes and amendments to that Act or Regulation and any Act or Regulation passed in substitution therefor.

3. Objectives of the club

- 3.1. The objectives for which the club is established are:
 - a) to engage in, promote, sponsor, develop and encourage the practice and training of Cycle Racing.

- b) To promote social activities and good comradeship amongst the Members.
- c) To use the funds of the Club in such a manner as may be considered necessary or proper in carrying out the objectives of the Club.
- d) To raise money in any manner to further any of the objectives of the Club.
- e) To do all such things that are conducive or incidental to the attaining of the Clubs objectives or any of them.

4. Objectives not capable of being altered

- 4.1. The Club shall be operated exclusively as a non-profit organisation without financial gain to the members and all profits and other accretion to the assets of the Club shall be accumulated and used to promote the objects as set forth in rule 3.
- 4.2. This provision is to be entrenched in the Rules of the Club as an object not capable of being altered.

5. Membership

- 5.1. Membership of the Club shall consist of individuals, businesses or schools who Fall within one of the categories of Rule 6.

6. Classifications of members

6.1. Honorary Life Members

Any person who has render eminent service to the Club may be elected an Honorary Life Member of the Club at any Annual General Meeting or Special General Meeting provided that a proposal to elect such a person as an Honorary Life Member of the Club is carried by a two-thirds majority of the Full Members constituting such a meeting.

6.2. Club Members

Shall comprise of persons who are financial and entitled to the privileges of the Club.

6.3. Junior Members

Shall comprise of members who have not reached their seventeenth birthday at the start of the Clubs financial year and who are financial and entitled to the privileges of the Club.

6.4. School Members

Shall comprise of Primary and Secondary Schools or Colleges where students participate in Cycling. The School is entitled to name students of the school (maximum of 6 as nominees of the school to enable the students to participate as members in Club events and functions. Neither the School nor it's nominees shall be entitled to vote at club meetings or hold office on the Executive.

6.5. Visiting Members

Shall comprise those persons who upon making written applications to the Club are accepted and entitled to participate in an event promoted by the Club

6.6. Supporter Members

Shall comprise persons who do not compete in the cycle racing activities but who wish to assist and encourage the Club in its activities and objectives.

7. Management

- 7.1. The management of the Club shall be undertaken by the Executive Committee.
- 7.2. The Executive Committee shall have the power to co-opt Member to form sub-committees to undertake specific assignments within the objectives of the Club. Such sub-committees shall periodically report to the Executive Committee at not less than one monthly intervals and shall conduct their business in accordance with the directions of the Executive Committee.
- 7.3. Meetings of the Executive Committee shall be held at such times and place as the Executive Committee shall determine. The President or any three members of the Executive Committee upon three (3) days notice in writing may at any time convene a meeting.

8. Officials of the Club

- 8.1. Each Annual General Meeting of the Club shall elect a President, a Secretary and a Treasurer to comprise the Executive Committee to manage the Club.
- 8.2. Nominations for the position of President, Secretary and Treasurer shall be proposed and seconded at the Annual General Meeting by a Full Member entitled to vote at such meeting.
- 8.3. The Offices shall be elected by show of hands at the Annual General Meeting.
- 8.4. All Officers must be Full Members or Honorary Life Members.
- 8.5. The Officers shall remain in office from the conclusion of the Annual General Meeting at which they were elected to the conclusion of the next Annual Meeting.
- 8.6. Of the Officers the President will act as first spokesperson for the Club.

9. Annual General Meeting

- 9.1. The Annual General Meeting of the Club shall be held no Later than the last of day March each year on a date to be determined by the Executive Committee. At least 10 days notice of such an

Annual General Meeting will be given by the secretary by a circular posted to every Full Member.

- 9.2. All other general meetings of the Club shall be special general meetings.

10. Special General Meetings

- 10.1. The Executive may, at any time, call a Special General Meeting of the Full Members on giving not less than ten days by a circular posted to every Full Member.
- 10.2. The Secretary shall also in the aforesaid manner call a Special General Meeting on receiving a request from not less than 5 Full Members. The requisition and notices convening the meeting shall specify the subjects which shall alone be considered at the meeting.

11. Conduct of Meetings

- 11.1. The quorum for a meeting of the Executive Committee meeting shall be two (2). Each attendee shall be entitled to one (1) vote with the Chairperson having an additional casting vote in the event of a tie.
- 11.2. The quorum for the Annual General Meeting or for a Special General Meeting shall be eight (8) Full Members, with no proxy votes allowed.
- 11.3. The Chairperson at any meeting shall be the President, and failing him/her such person as the meeting may elect.
- 11.4. At any meeting of the Club, voting shall be by show of hands unless a ballot of those present and entitled to vote is demanded by eight (8) or more Full members. In the event of a tie the meetings Chairperson shall be entitled to a casting vote in addition to his or her individual vote.
- 11.5. Only Full Members shall be entitled to be present, be heard or vote at any meeting of the Club. However, non members may be present at the invitation of any officer of the Club and may address the meeting with consent of the Chairperson.
- 11.6. In case any irregularity shall occur in the convening or holding of any meeting or in any election or other proceedings at such meetings and the same shall not be noticed and objected to at the time all proceedings of such meetings shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noticed and objected to the meeting

shall decide thereon and such decision shall be final, conclusive and binding.

- 11.7. Business not specified in the notice calling an Annual General Meeting or Special general Meeting may be transacted by leave of the Chairperson if not opposed by any member present.

12. New Rules and Alterations of Rules

- 12.1. The Rules shall not be amended, altered, rescinded or added to, except with the consent of the majority of members at the Annual General Meeting of the Club or at a Special Meeting of the Club. The Secretary shall give no less than ten (10) days notice of such a proposed alteration, rescission or addition.
- 12.2. Notwithstanding anything in Rule 12.1 above Rule 4.1 shall not be amended, altered, rescinded or added to in any circumstance.
- 12.3. Any such alternation shall take effect when made and shall be notified to all Members in writing.

13. Misconduct

- 13.1. If the conduct of any Member is such as to endanger the character, good order, welfare or interest of the Club, it shall be the power of the Executive Committee to conduct such a hearing or investigation as the Executive Committee deems warranted and to take the following action after that member has been heard if he or she so desires:
- a) expel the member; or
 - b) suspend the member from taking part in the Clubs activities for such a period as the Committee may specify; or
 - c) where the misconduct took place during any event or competition conducted by the Club, disqualify the member from that event or competition as the case may be; or
 - d) reprimand the member.

14. Membership Fees

- 14.1. The amount of annual membership fee (if any) for each classification of members (except Honorary Life Members) of the Club, together with entrance fees (if any) shall be fixed at an Annual or Special General Meeting.
- 14.2. The Executive Committee shall have power to terminate from the membership of the Club any person whose membership fee shall be in arrear and unpaid for a period of three (3) calendar

months after the issue of the subscription notice but such persons shall still be liable to pay the membership fee in arrear.

15. Powers of the Executive Committee

15.1. The Executive Committee shall have the power to:

- a) Fill any vacancy in their number or in any sub-committee during the year. Any member so appointed shall hold office until the next Annual General Meeting.
- b) Purchase, lease or otherwise acquire any land or property that may be necessary or convenient for the purpose of the Club and to hold, manage, demise, let sell, exchange, improve and deal therewith.
- c) Borrow or give security for not more than a total of FIVE THOUSAND DOLLARS (\$5,000.00) either on a secured or unsecured basis. Should the Executive Committee wish to borrow, either by way of an unsecured loan or a mortgage any amount which when added to the Club's then existing borrowings exceeds FIVE THOUSAND DOLLARS (\$5,000.00) then the Executive Committee shall, before so borrowing such amount or amounts in excess of FIVE THOUSAND DOLLARS (\$5,000.00) obtain the consent of the majority of the Full Members at the Annual General Meeting or a Special General Meeting.
- d) To enter into such negotiations, contracts and agreements and rescind, vary, execute and do all such acts, deals, matters and things in the name of/on behalf of the Club as they consider expedient or in relation to any of the matters stated in these Rules for the purpose of the Club and which are not, by those rules or statutes, expressly directed or required to be exercised or done by the Club in Annual General Meetings or Special General Meetings.

16. Minutes

16.1. The Executive Committee shall cause minutes to be duly entered in the books provided for the purpose, both in respect of the Executive Committee meetings and all meetings of the Club:

- a) for all appointments of Officers and Spokespersons
- b) of the names of the members of the Executive Committee present at any meetings of such Executive Committee
- c) Of all resolutions and proceedings of any meetings of the Executive Committee of the Clubs.

16.2. The Minute Book is to be open to inspection by any Full Member at any Annual General Meeting or upon any Full Member giving the Secretary ten (10) days notice of that member's wish to inspect the Minute Book. Such information recorded in the minute Book must remain confidential to the Member concerned

and any member breaching that confidentiality may be expelled from the Club.

17. Accounts

- 17.1. Moneys belonging to the Club shall be deposited in such bank or banks and under such conditions as the Executive Committee may decide.
- 17.2. The Executive Committee shall give such directions as it considers desirable for payment of claims against the Club.
- 17.3. Cheques must be signed by the Treasurer and one other Executive Committee member. If the Treasurer is unavailable then the cheques shall be signed by the Secretary and one other Executive Committee member. If both the Treasurer and Secretary are unavailable then the cheques shall be signed by the President and one other Executive member.
- 17.4. The Treasurer shall keep proper books of account.
- 17.5. The Treasurer shall submit at the Annual General Meeting a statement of assets and liabilities of the Club as at the 30th day of April last preceding together with a statement of income and expenditure for the 12 months preceding such date, such accounts to be audited.

18. Auditors and Solicitors

- 18.1. An Auditor and Solicitor shall be appointed annually by the Executive Committee.

19. Borrowing Powers

- 19.1. The Borrowing Powers are to be those powers as set out in clause 15.1(d).

20. Common Seal

- 20.1. The Common Seal of the Club shall be kept in the custody of the Secretary who shall affix it to documents as authorised by General Meetings of the Club or by the Executive Committee.
- 20.2. The Seal will be affixed in the presence of either the President, Treasurer or Secretary and one other Executive Committee member.

21. Financial Year

21.1. The financial year of the Club shall commence on the 1st day of January each year and end on the last day of December following.

22. Business To Be Transacted at the Annual General Meeting

22.1. The business transacted at the Clubs Annual General Meeting shall be:

- a) apologies;
- b) matters arising from the previous Annual General Meeting
- c) annual reports;
- d) treasurer's financial statement;
- e) notice of motion;
- f) fixing of subscriptions for the coming year;
- g) election of Officers and Spokespersons; and
- h) general business.

22.2. The Minutes of the Annual General Meeting Shall be read and confirmed at the next ordinary meeting of the Club and need not be read and confirmed at the succeeding Annual General Meeting.

23. Registered Office

23.1. The registered office of the Club shall be at such place in the City of Timaru as the Committee may, from time to time, determine. The postal address of the Club shall be at such place as the committee may, from time to time, determine.

24. Dissolution

24.1. Members present at a meeting convened for the purpose may resolve that the Club be dissolved as from the date to be named in such resolution.

24.2. In the event of such winding up such assets as remain after satisfaction of all debts and liabilities shall be disposed of and the proceeds donated to either:

- a) Cycling New Zealand or its successor; or
- b) any other non-profit national organisation or trust.

As determined by the Members present at the meeting referred in clause 24.1.

25. Matters Not Elsewhere Provided for

25.1. In the event of any question arising which is not covered in the written clauses of these Rules, it shall be competent for the

Executive Committee to deal with such a question as it sees fit having due regard to the objectives of the Club and the tenor of these Rules and its determination shall be final and binding PROVIDED HOWEVER that the Executive Committee shall then report that matter to the next meeting of the Club.

This is the document marked "A" referred to in the annexed declaration of.....made at..... thisday of.....before me.