

CYCLING SOUTHLAND INCORPORATED CONSTITUTION

INDEX

RULE No	RULE	PAGE No
1.	Name	2
2.	Registered Office	2
3.	Definitions	2
4.	Objects and Purposes	3
5.	Powers of the Society	3
6.	Pecuniary Gain and Conflicts of Interest	4
7.	Membership	5
8.	Executive	5
9.	Election of the Executive	7
10.	Annual General Meeting	7
11.	Special General Meetings	7
12.	Procedures for Special General Meetings	8
13.	Voting at General Meetings	8
14.	Fees	8
15.	Licences	9
16.	Finances and Accounts	9
17.	Patron and Life Members	9
18.	Register of Members	9
19.	Common Seal	9
20.	Winding Up	9
21.	Amendments to Constitution and By-Laws	10

CONSTITUTION OF CYCLING SOUTHLAND INCORPORATED

1. NAME

The Society shall be called “Cycling Southland Incorporated” (the “**Society**”) and registered under the Incorporated Societies Act 1908. The Society serves the Southland Region including the geographic area covered by the Wakatipu Club.

2. REGISTERED OFFICE

The Registered Office of the Society shall be at the SIT Zero Fees Velodrome, 22 Surrey Park Road, Invercargill, or other such place as may be decided from time to time by the Executive.

3. DEFINITIONS AND INTERPRETATION

In this Constitution:

“**Affiliate**” means an association of other cycling disciplines;

“**By-Laws**” means the rules that are not contained in the constitution that may from time to time be established by the Society to facilitate running or operational activities of the Society or guide the actions of its employees and members and are generally of an operational nature.

“**Club**” means a group of individual members affiliated to the Society;

“**Constitution**” shall mean these rules being the Rules of the Society;

“**Executive**” means a group appointed by a General Meeting to administer the Governance and management of the Society;

“**Federation**” means Cycling New Zealand, the national affiliate to the International Cycling Union;

“**General Meeting**” includes an Annual General Meeting and a Special General Meeting;

“**International Body**” means the world governing body for cycling currently known as the International Cycling Union or UCI;

“**Licence**” means a licence or other form of registration issued by the Federation on behalf of Cycling New Zealand Federation Inc (operating as “Cycling NZ Road and Track” (CNZRT)).

“**Membership Card**” means a form of registration identifying the holder as a member of the Society;

“**Sport**” means both recreational and competitive cycling;

In this Constitution:

(a) the plural includes the singular and vice versa; and

- (b) words of one gender include the other genders.

4. OBJECTS AND PURPOSES

The objects of the Society shall be:

- (a) to preserve, develop, promote and administer the sport in the Southland region including the geographic area covered by the Wakatipu Club;
- (b) to promote active participation in cycle sports and recreational activities and events for people of all abilities;
- (c) to promote the development of cycle trails and touring routes;
- (d) to work with key agencies to promote cycle safety awareness to all road users;
- (e) to develop and maintain equipment and facilities in support of the sport;
- (f) to conduct, promote and/or co-ordinate programmes for bicycle racing competition including mass participation events;
- (g) to conduct and promote wellness and rehabilitation programmes based on cycling;
- (h) to conduct, promote and participate in programmes to assist riders in the development of their competitive skills and to ensure safe competition;
- (i) to actively promote volunteer training in support of cycle sports activities;
- (j) to own, conduct, promote, co-ordinate and control Southland Championships, the Tour of Southland and other major events;
- (k) to select athletes to represent Southland in national championships and other competitions;
- (l) to hold all official records pertaining to the SIT Zero Fees Velodrome;
- (m) to uphold the rights and interests of cyclists and to communicate those interests to government and other authorities and to the public;
- (n) to provide fair representation directly or by affiliation, for all individuals and organisations who participate in the sport;
- (o) to do all such other things as are incidental or conducive to the attainment of the objects and the powers of the Society.

5. POWERS OF THE SOCIETY

The Society shall have the following additional powers and may:

- (a) to employ people for the purposes of the Society;

- (b) to exercise any power a trustee might exercise;
- (c) to invest in any investment that a trustee might invest in;
- (d) to establish policies, protocols, guidelines, operational rules, codes of practice and to make, alter or rescind by-laws, regulations and policies consistent with the objects and guidelines of the Society, as necessary to facilitate the effective operation of the society;
- (e) to raise in such manner as the Executive thinks fit, funds by: subscriptions, levies, donations sponsorships, events and other means;
- (f) to make awards and presentations to its members for activities including: assistance with skills training, travel, scholarships, educational activities, attendance at events, representative activities, prizes or trophies, honoraria as deemed appropriate by the Executive;
- (g) to withdraw, suspend or terminate membership;
- (h) to implement disciplinary procedures and impose sanctions and penalties;
- (i) to establish tribunals, conduct hearings and hear appeals;
- (j) to lend, invest, borrow, raise or secure the payment of money in such manner as the Executive thinks fit;
- (k) to affect insurance, including insurance over property, employees and athletes;
- (l) to enter into and/or terminate contracts with athletes, staff, members, sponsors, media and other persons, agencies and organisations;
- (m) to delegate duties, co-opt or appoint sub-committees or individuals;
- (n) 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;
- (o) to maintain a register of Society members;
- (p) to disseminate private or other information about members with their consent, subject to the purpose being in accordance with the objects of the Society;
- (q) to rule on disclosures of conflicts of interest.

6. PECUNIARY GAIN AND CONFLICTS OF INTEREST

- 6.1 Nothing in this Constitution shall permit the activities of the Society to be carried on for the personal pecuniary profit of any member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any member or individual.
- 6.2 No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where he or she can materially influence the payment

of the income, benefit or advantage, except where that income benefit or advantage is derived from:

- (a) Professional or procurement services rendered to the Society in the course of business, charged at no greater than current market rates; or
- (b) Interest on money lent to the Society at no greater than the current market rate.

6.3 Any member who may be interested or concerned directly or indirectly in any matter before the Executive shall disclose the nature and extent of his or her interest to the Executive, and shall take no part in the matter before the Executive other than as a member of the Executive. Such disclosures shall also apply to conflicts of interests either perceived or real and the Executive shall rule on the matter and if deemed appropriate the member shall take no part in the matter before the Executive.

7. MEMBERSHIP

7.1 The members of the Society shall comprise the following persons:

- (a) Ordinary Members, who participate in the Sport, including athletes, coaches, trainers, technical officials, managers, administrators, executives, supporters, officials and life members.
- (b) Life members who are acknowledged as long standing members of the Society who do not have to pay fees, subscriptions or levies; and
- (c) Affiliates.

7.2 All applications for membership shall be in writing, in such form as may be required by the Executive from time to time.

7.3 Any member may resign from the Society by written notice to the Executive.

7.4 A membership may be withdrawn, suspended or terminated following a resolution passed by a two-thirds majority of votes at a meeting of the Executive, 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 of interests of the Society.

8. EXECUTIVE

8.1 The Society shall be controlled and its affairs shall be administered by the Executive.

8.2 The Executive shall consist of up to seven (7) members comprising the following:

- a) Four (4) members elected at the Annual General Meeting for two (2) years, (“Elected Members”) as follows:

- i. Two (2) members elected at the 2015 Annual General Meeting who shall hold office for two (2) years.
 - ii. Two (2) members to be elected at the 2016 Annual General Meeting of the Society and hold office for two (2) years.
 - iii. Each year, from the 2017 Annual General Meeting, the two members who have been on the board for two years must retire, but may stand for re-election for a further two-year term.
 - b) Up to three (3) members of the Society shall be appointed for a one (1) year term ("Appointed Members") and:
 - (i) Shall represent key aspects of the Sport's operations, including financial oversight if not already elected under the terms of 8.2(a)
 - (ii) Shall be appointed by the persons referred to in clauses 8.2(a) as soon as possible following each Annual General Meeting of the Society; and
 - (iii) May include, if agreed by the persons referred to in clauses 8.2(a) the Immediate Past President of the Society.
 - c) The President and Vice President shall be selected by the Executive from either the elected members referred to in clause 8.2(a) or appointed members in clause 8.2(b) at the first executive meeting following the Annual General Meeting. They will hold office for one (1) year.
- 8.3 All members of the Executive shall be entitled to attend all meetings of the Executive and shall be entitled to vote at such meetings.
- 8.4 Four Executive members, in attendance shall form a quorum for meetings of the Executive. If a quorum is not present at any stage, the meeting shall be adjourned.
- 8.5 Unless otherwise determined by the Executive, a member of the Executive shall forfeit his seat if he has been absent from two (2) or more consecutive meetings without leave.
- 8.6 Should a vacancy occur in respect of any member of the Executive, the remaining members of the Executive may fill such vacancy until the next Annual General Meeting.
- 8.7 The Executive shall have full authority to take such actions as it deems necessary to administer the Sport within the context of this Constitution and any By-laws of the Society, including authority to do the things specified in Rule 5.
- 8.8 The Executive shall to meet at least bi monthly or as necessary to transact the business of the Society.

9. ELECTION OF THE EXECUTIVE

- 9.1 Nominations of candidates for all Executive positions must be made on the prescribed form, signed by the nominating member and by the nominee as acceptance of the nomination. Nominations must be returned by the date specified by the Executive.
- 9.2 All nominees must be bona fide financial members of the Society and eligible to vote.
- 9.3 If insufficient nominations are received or if the nominations received are rejected, additional nominations may be called for by the Chairman of the meeting.
- 9.4 All nominations for Executive positions shall be submitted to a vote by secret ballot unless otherwise agreed by those present and voting at the meeting.

10. ANNUAL GENERAL MEETING

- 10.1 An Annual General Meeting shall be held in such place and at such time as may be decided by the Executive, but no later than the end of July in any year.
- 10.2 Written notice of each Annual General Meeting shall be forwarded to all Members and Clubs in either a printed or electronic form at least 14 days prior to the meeting, such notice to include the agenda and all business to be conducted at the meeting.
- 10.3 Notices of motion containing changes to this Constitution must be received by the Executive at least 28 days preceding the meeting. All other notices of business, remits, and nominations, including Life membership, must be received by the Executive 21 days prior to the meeting.
- 10.4 The order of business for the Annual General Meeting shall be determined by the Executive but shall include presentation of the President's Report, the Financial Statements and Auditor's Report, determination of fees, consideration of notices of motion and remits, the election of the Executive and the appointment of other positions not determined by the Executive including the appointment of a Society Auditor.

11. SPECIAL GENERAL MEETINGS

- 11.1 A Special General Meeting may be convened following a resolution of the Executive or on the requisition of the President and any three other Executive members.
- 11.2 The request shall state the purpose for which the Special General Meeting is called and no other business shall be considered at the meeting.
- 11.3 The procedure for a Special General Meeting shall, as far as applicable, follow that of the Annual General Meeting.
- 11.4 Written notice either in a printed and/or electronic form, of every Special General Meeting including time, venue and business to be transacted, shall be forwarded to all Members and Clubs at least seven (7) days prior to the meeting.

12. PROCEDURES FOR GENERAL MEETINGS

- 12.1 A General Meeting may be called by the Executive or by a written request to the Executive by at least five financial members eligible to vote at a General Meeting (13.1). Notice of the General Meeting shall be made to the membership with at least 7 days notice.
- 12.2 Any member who is eligible to apply for a U19 licence or above may vote or appoint a proxy to act and vote in his stead at a General Meeting. The proxy appointment shall be in writing on the appropriate form and handed to the Chairman prior to the commencement of the meeting.
- 12.4 Eight (8) financial members eligible to vote at a General Meeting (13.1) present in person or by proxy shall form a quorum at any General Meeting. If a quorum is not present at any stage, the meeting shall be adjourned.
- 12.5 The President or, in his absence, the Vice President, shall chair all General Meetings. If neither of them is present at a General Meeting, the meeting shall appoint an Executive member to chair the meeting.

13. VOTING AT GENERAL MEETINGS

- 13.1 Life Members and Financial Members who are eligible to apply for a U19 licence or above shall each have one vote.
- 13.2 No person may hold more than two proxies at any general meeting.
- 13.3 The Chairman shall have a casting vote in the case of equality of voting, in addition to his deliberative vote. The casting vote shall be used in favour of the status quo.
- 13.4 Except for a vote pursuant to Rule 9.4, voting shall be by:
- (a) Show of hands (unless the meeting agrees to a secret ballot by a simple majority of those present); or
 - (b) Secret ballot.

The declaration by the Chairman that a vote or ballot has been carried or lost shall be final.

- 13.5 Any Member may request the vote be declared.

14. FEES

- 14.1 Fees may only be fixed at the Annual General Meeting in the year preceding that in which they are to apply.
- 14.2 Fees will be due on the first day of the financial year of the Federation and are payable within thirty (30) days of the invoice date.
- 14.3 The membership of any Member or Club not complying with Rule 14.2 shall automatically be suspended until such fees are paid.

- 14.4 Fees that may be set include (without limitation) annual subscriptions and licence fees payable by Clubs and individuals, fees for appeals, protests and reinstatements, transfer fees, and penalties and fines.

15. LICENCES

- 15.1 All members shall hold a current licence or Membership Card, issued annually and valid for the period from 1 January to 31 December.

16. FINANCES AND ACCOUNTS

- 16.1 The Society shall ensure that proper books of account are kept showing correctly the financial affairs of the Society and other particulars usually shown in books of a similar nature.
- 16.2 All moneys received by or on behalf of the Society shall be receipted and banked into one of the Society's accounts.
- 16.4 A set of Financial Accounts following the end of each financial year will be prepared and presented to the Executive and Audited prior to the Annual General Meeting.

17. PATRON AND LIFE MEMBERS

- 17.1 The Society may appoint a Patron at an Annual or Special General Meeting.
- 17.2 The Society may at an Annual General Meeting elect as a Life Member, subject to a notice of motion having been presented in accordance with Rule 10.3 any person who has rendered distinguished service to the Society, provided that such person has completed ten (10) years' minimum service.

18. REGISTER OF MEMBERS

- 18.1 The Society shall keep a register of members as required by the Incorporated Societies Act 1908.
- 18.2 Every member shall furnish the Executive with any change of name, physical, postal and email address and other contact details to maintain such a register.

19. COMMON SEAL AND SIGNING OF DOCUMENTS

- 19.1 The Society's Common Seal shall be in the custody of the Executive and shall be affixed to any deed, document, instrument or other writing, only by authority of the Executive and signed by the authorised Executive member/s who shall generally be the President and witnessed by one other member.

20. WINDING UP

- 20.1 If at any time the Society at a General Meeting passes a resolution to call a Special General Meeting to wind up the Society, then a Special General Meeting shall be called not less than 30 days after the date of that resolution to vote on that resolution.

20.2 If at the subsequent Special General Meeting the members decide to wind-up the Society by a simple majority vote, then the accumulated funds shall be distributed in accordance with the incorporated Societies Act 1908 as follows:

- (a) the payment of the Society's debts, costs and liabilities;
- (b) in paying the costs of winding up, no distribution shall be made to any member;
- (c) the surplus money and other assets shall be distributed to any one or other such organisations in the Southland Region that have objects and purposes akin to the Society as may be determined by the Society; or held in trust for the subsequent reestablishment of the Sport in the Southland region

21. ADDITIONS AND AMENDMENTS TO CONSTITUTION AND BY-LAWS

21.1 This Constitution may be amended by a two-thirds affirmative majority vote at a Special or Annual General Meeting of the Society, provided that no addition or rescission of this Constitution shall be made if it affects any of Rules 4, 6, 21.1 or 21.2.

21.2 Notices of motion containing changes to this Constitution must be received by the Executive at least 28 days preceding the date of the Annual General Meeting.

21.3 The Executive shall consider the submitted notices of motion and may refer them back to the submitting member for further consideration and/or amendment, but may not prevent a submitted notice of motion, either in original or amended form, from being included in the Notice of Meeting.

21.4 Any By-Laws of the Society may be amended by a two-thirds majority vote at an Executive meeting.