

# CYCLING SOUTHLAND INCORPORATED CONSTITUTION

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## **1. NAME**

- 1.1 The name of the incorporated society is “Cycling Southland Incorporated”.
- 1.2 Cycling Southland Incorporated, “Cycling Southland” is both a Regional Sports Organisation (“RSO”), a Centre and a Club. Cycling Southland is registered under the Incorporated Societies Act 1908.
- 1.3 The RSO serves the Southland Region including the geographic area covered by the Wakatipu Cycling Club.

## **2. REGISTERED OFFICE**

- 2.1 The Registered Office of Cycling Southland Incorporated shall be at, 22 Surrey Park Road, Invercargill, or other such place as may be decided from time to time by the Cycling Southland Executive Committee (“the Executive”).

## **3. DEFINITIONS AND INTERPRETATION**

“**Act**” means the Incorporated Societies Act 1908 including any amendments to it;

“**AGM**” means Annual General Meeting of Cycling Southland;

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

“**By-Laws**” means the rules that may from time to time be established by the Cycling Southland to facilitate running or operational activities of the Cycling Southland or guide the actions of its employees and Members;

“**the Executive**” means a group of individuals elected and appointed to administer governance and management of the Cycling Southland.;

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

“**Cycling NZ**” means Cycling New Zealand Incorporated which Cycling Southland is a member of;

“**Licence**” means a licence or other form of registration issued by Cycling New Zealand Road and Track Incorporated also known as Cycling NZ Road and Track (“CNZRT”);

“**Life Members**” means long standing Members of Cycling Southland who do not have to pay fees, subscriptions or levies.

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**

4.1 The objects of Cycling Southland are:

- (a) to preserve, develop, promote and administer the sport in the Southland region including the geographic area covered by the Wakatipu Cycling 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 Cycling Southland.

## **5. POWERS OF THE SOCIETY**

5.1 Cycling Southland shall have the following additional powers and may:

- (a) administer, promote and develop cycling in accordance with the objects of Cycling NZ, its Member Organisations and the Southland Region of which it is a member;
- (b) make, alter, rescind or enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of Cycling Southland;
- (c) employ people for the purposes of Cycling Southland and enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons or organisations;
- (d) raise and receive funds by: subscriptions, levies, donations, sponsorships, entry fees for events, government funding, community and/or trust funding and other means;
- (e) 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;
- (f) determine its membership by withdrawing, suspending or terminating Members;
- (g) implement disciplinary procedures and impose sanctions and penalties;
- (h) to establish tribunals, conduct hearings and hear appeals;
- (i) lend, invest, borrow, raise or secure the payment of money by way of mortgage or charge over all or part of any of its property;
- (j) to delegate powers of the Cycling Southland to any sub-committee(s) or Member;
- (k) purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property, equipment and other rights, privileges and licences;
- (l) to maintain a register of Cycling Southland Members;
- (m) to disseminate private or other information about Members with their consent, subject to the purpose being in accordance with the objects of the Society;
- (n) do any other acts or things that are incidental to or conducive to the attainment of these objects.

## **6. MANAGING COMMITTEE**

- 6.1 Cycling Southland shall be controlled and its affairs shall be administered by the Executive.
- 6.2 The Executive shall consist of up to seven (7) Members comprising the following:
- (a) The President;
  - (b) Vice-President;
  - (c) Such other Members as the Executive shall decide from time to time.
- 6.3 Members of the Executive shall be elected at the AGM and shall hold that position for two (2) years ("term"). These Members will be known as elected Members. Up to 4 members of the Executive will be elected at each AGM but it is intended that only 2 members are elected after each of their terms so that the Executive maintains continuity.
- 6.4 Up to three (3) members of the Executive shall be appointed for two (2) years ("term") by the persons referred to in Clause 6.3, the elected members, as soon as possible following the AGM. These members will be known as appointed Members.
- 6.5 After their term has expired the Executive Member must retire but may stand for an additional term.
- 6.6 The President and Vice President shall be selected by the Members of the Executive following the AGM. They will hold that position for one (1) year.
- 6.7 Members of the Executive may hold more than one role
- 6.8 Four (4) Executive Members, in attendance shall form a quorum for all meetings of the Executive. If a quorum is not present at any stage, the meeting shall be adjourned.
- 6.9 Unless otherwise determined by the Executive, a Member of the Executive may lose -their position if he or she has been absent from two (2) or more consecutive meetings without an apology.
- 6.10 Should a vacancy occur in respect of any Member of the Executive it shall be filled for the balance of the term of the vacating Member:
- (a) if the AGM for that year is scheduled for a date being less than three (3) months from the date the vacancy arose, the remaining Executive Members may either –arrange for a person of their choice to fill the vacancy, or leave the vacancy unfilled until the AGM for that year; or
  - (b) if the AGM for that year is scheduled for a date being three (3) months or longer from the date the vacancy arose, the following process shall apply:
  - (c) for a vacancy of an elected Member it shall be filled by way of nomination at a Special General Meeting called by the Executive. Nominations will be called for in accordance with Clause 9.
  - (d) for a vacancy of an appointed Member it shall be filled by way of appointment by the remaining Executive.

- 6.11 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 Cycling Southland, including authority to do the things specified in Clause 5.
- 6.12 The Executive shall meet at least bi-monthly or as deemed necessary.

## **7. PECUNIARY GAIN AND CONFLICTS OF INTEREST**

- 7.1 Nothing in this Constitution shall permit the activities of Cycling Southland 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.
- 7.2 No Member or person associated with a Member of Cycling Southland shall derive any income, benefit or advantage from Cycling Southland 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 Cycling Southland in the course of business, charged at no greater than current market rates; or
  - (b) Interest on money lent to Cycling Southland at no greater than the current market rate.
- 7.3 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. 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.

## **8. MEMBERSHIP**

- 8.1 The Members of Cycling Southland shall comprise the following persons:
- (a) Participants in cycling, including athletes, coaches, trainers, technical officials, managers, administrators, executives, supporters, officials, life members and affiliates.
- 8.2 All applications for membership shall be completed by Members online via Cycling NZ's website or in writing provided by the Member to the Cycling Southland office for submission to Cycling NZ on the Member's behalf.
- 8.3 Every Member apart from Life Members and appointed Members of the Executive **must** also be a member of Cycling NZ.
- 8.4 Any Member may resign from Cycling Southland by written notice to the Executive.

- 8.5 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 Cycling Southland.

## **9. ELECTION OF THE EXECUTIVE**

- 9.1 Nominations of candidates for elected 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 Cycling Southland 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 President/Vice President - at the meeting.
- 9.4 The President/Vice President shall in good faith determine whether all nominations for elected Executive positions shall be submitted to a vote by voices, show of hands or secret ballot. If a secret ballot is held, the President/Vice President will have a casting, this is, a second vote.

## **10. GENERAL MEETINGS**

- 10.1 A General Meeting is either an AGM or a Special General Meeting.
- 10.2 The AGM shall be held once every year. The Executive shall determine when and where Cycling Southland will meet no later than the end of July.
- 10.3 Special General Meetings may be called by the Executive. The Executive must call a Special General Meeting if the General Manager receives a written request signed by at least 10% of the Members.
- 10.4 The General Manager shall:
- (a) Give written notice of the business to be conducted at any General Meeting in either a printed or electronic form at least 14 days prior to the meeting
  - (b) Additionally the General Manager will provide, if appropriate:
    - (i) A copy of the President's Report on Cycling Southland's operations and of the Annual Financial Statement as approved by the Executive;
    - (ii) A list of Nominees for the Committee and information about those Nominees if it has been provided.
    - (iii) Notices of any motions and the Executive's recommendations about those motions.

- (c) If the General Manager has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 10.5 All Members may attend and vote at General Meetings.
- 10.6 No General Meetings may be held unless eight (8) financial Members attend. This shall form the quorum.
- 10.7 All General Meeting shall be chaired by the President. If the President is absent, the Vice-President shall chair that meeting. Any person chairing a General Meeting has a casting vote.
- 10.8 On any given motion to a General Meeting, the President/Vice President shall in good faith determine whether to vote by voices, show of hands or secret ballot. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must take place by secret ballot. If a secret ballot is held, the President/Vice President will have a casting, this is, a second vote.
- 10.9 The business of an AGM shall be:
  - (a) Receiving any minutes of the previous Cycling Southland Meeting(s);
  - (b) The President's report on the business of the Cycling Southland;
  - (c) The finance report on the finances of the Cycling Southland and the Annual Financial Statements;
  - (d) Elections of Executive Members;
  - (e) Election of Selectors
  - (f) Motions to be considered;
  - (g) General Business.
- 10.10 The President or his or her nominee may adjourn the meeting if necessary and may with the consent of the Executive adjourn the same meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which was adjourned.

## **11. VOTING AT GENERAL MEETINGS**

- 11.1 Life Members and any financial Member who is eligible to apply for a U19 licence or above may vote or appoint a proxy to act and vote in his or her stead at a General Meeting. The proxy appointment shall be in writing on the appropriate form and handed to the President/Vice President prior to the commencement of the meeting.
- 11.2 No person may hold more than two proxies at any General Meeting.
- 11.3 The President/Vice President 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.



- 11.4 Voting shall be by:
- (a) Show of hands (unless the meeting agrees to a secret ballot by a simple majority of those present);
  - (b) Voices; or
  - (c) Secret ballot.
- The declaration by the President/Vice President that a vote or ballot has been carried or lost shall be final.
- 11.5 Any Member may request the vote be declared.

## **12. FEES**

- 12.1 Fees may only be fixed at the AGM in the year preceding that in which they are to apply.
- 12.2 Fees will be due on the first day of the financial year of CNZRT and are payable within thirty (30) days of the invoice date.
- 12.3 The membership of any Member not complying with Clause 13 shall automatically be suspended until such fees are paid.
- 12.4 Fees that may be set include (without limitation) annual subscriptions and licence fees payable by Members and individuals, fees for appeals, protests and reinstatements, transfer fees, and penalties and fines.

## **13. LICENCES**

- 13.1 All Members except Life Members and appointed Members of the Executive shall hold a current licence issued annually and valid for the period from 1 January to 31 December.

## **14. FINANCES AND ACCOUNTS**

- 14.1 Cycling Southland shall ensure that proper books of account are kept showing correctly the financial affairs of Cycling Southland and other particulars usually shown in books of a similar nature.
- 14.2 All moneys received by or on behalf of Cycling Southland shall be receipted and banked into one of Cycling Southland's accounts.
- 14.3 The accounts of Cycling Southland shall be reviewed by a suitably qualified person, not being related to an Executive Member but duly appointed by the Executive 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 Cycling Southland, or any other information that may be necessary to complete a review. For every requested review, he/she shall submit a report to Cycling Southland and following an annual review shall also submit a report to the AGM.

## **15. PATRON AND LIFE MEMBERS**

- 15.1 Cycling Southland may appoint a Patron at an AGM or Special General Meeting.
- 15.2 Cycling Southland may at an AGM elect a Life Member, subject to a notice of motion having been presented in accordance with any person who has rendered distinguished service to Cycling Southland, provided that such person has completed ten (10) years' minimum service.

## **16. REGISTER OF MEMBERS**

- 16.1 Cycling Southland shall keep a register of members as required by the Act.
- 16.2 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.

## **17. SIGNING OF DOCUMENTS**

- 17.1 Cycling Southland's Common Seal shall be in the custody of the Executive and shall be affixed to any deed, document, instrument or other writing.
- 17.2 Any deed, document, instrument or other writing shall signed by the authorised Executive Member/s who shall generally be the President and witnessed by one other Member.
- 17.3 The President may delegate his or her signing authority to the General Manager when required from time to time.

## **18. ADDITIONS AND AMENDMENTS TO CONSTITUTION AND BY-LAWS**

- 18.1 This Constitution may be amended by a two-thirds affirmative majority vote at a Special Meeting or AGM of Cycling Southland, provided that no addition or rescission of this Constitution shall be made if it affects any of Rules 4, 6, 19.1 or 19.2.
- 18.2 Notices of motion containing changes to this Constitution must be received by the Executive at least 28 days preceding the date of the AGM.
- 18.3 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.
- 18.4 The Executive may from time to time make, alter or rescind bylaws for the general management of Cycling Southland, so long as these are not unacceptable to this Constitution or to the provisions of law. All such bylaws shall be binding on Members of Cycling Southland.

A copy of the bylaws for the time being, shall be available for inspection by any member on request to the General Manager.

## **19. WINDING UP**

19.1 If at any time Cycling Southland 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 no less than 30 days after the date of that resolution to vote on that resolution.

19.2 If at the subsequent Special General Meeting the Members decide to wind-up Cycling Southland by a simple majority vote, then:

- (a) Cycling Southland's debts, costs and liabilities shall be paid;
- (b) Surplus money and other assets of Cycling Southland may be disposed of;
  - (i) By resolution; or
  - (ii) According to the provision of the Act;  
to any one or more organisations in the Southland Region that have objects and purposes akin to Cycling Southland as may be determined by Cycling Southland;  
or
  - (iii) held in trust for the subsequent re-establishment of the sport in the Southland region

But no distribution may be made to any Member.