

# **CONSTITUTION**

## **Huttcross Cyclocross Club Incorporated**

1. NAME:
  - 1.1. The name of the Club is Huttcross Cyclocross Club Incorporated (the Club).
  
2. REGISTERED OFFICE
  - 2.1. The Registered Office of the Club shall be the home address of the President of the Management Committee.
  
3. OBJECTS:
  - 3.1. The objects of the Club are:
    - 3.1.1.to run cyclocross races in the Wellington region;
    - 3.1.2.to grow the public profile of cyclocross in the Wellington region;
    - 3.1.3.to encourage participation in cyclocross by a wide range of competitors;
    - 3.1.4.to contribute to the growth of cyclocross in New Zealand;
    - 3.1.5.to support Wellington cyclocross racers to compete in cyclocross events nationally and internationally;
    - 3.1.6.to support other cycling events in Wellington;
    - 3.1.7.to carry out advocacy activities that promote all forms of cycling.
  
3. ATTAINING OBJECTS
  - 3.1. The Club shall be empowered to do all things necessary and incidental for the attainment of the objects of the Club.
  
4. PROPERTY OF THE CLUB
  - 4.1. The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

5. POWERS OF THE CLUB: (as conferred by section 13 of the Act).
  - 5.1. The Club has the power to:
    - 5.1.1. acquire, hold, deal with, and dispose of any real or personal property;
    - 5.1.2. open and operate bank accounts;
    - 5.1.3. appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
    - 5.1.4. build, construct, erect, maintain, alter, and repair any premises building or other structure of any kind and to furnish, equip, and improve the same for use by the Club;
    - 5.1.5. accept donations and gifts in accordance with the objects of the Club;
    - 5.1.6. print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
    - 5.1.7. provide gifts and prizes in accordance with the objects of the Club;
    - 5.1.8. organise events for Members, non-members and the promotion of the Club; and
    - 5.1.9. to enter into any other contract the Club considers necessary or desirable.
6. MEMBERSHIP:
  - 6.1. The membership year shall commence on 1 January every year.
  - 6.2. Any person may become a member of the Club by submitting a completed application form (the form of which is determined by the Management Committee) and paying the applicable subscription fee.
  - 6.3. The Management Committee may grant complimentary memberships.
  - 6.4. The Management Committee will confirm membership in writing (which may be in the form of email) once all necessary prerequisites have been met.

6.5. Each person admitted to membership shall be:

6.5.1. bound by the Constitution and any Bylaws of the Club; and

6.5.2. entitled to the advantages and privileges of membership.

6.6. The Club shall have the following membership categories:

6.6.1. ORDINARY MEMBER: any person of 18 years of age or over may become an Ordinary Member. Ordinary Members are entitled to hold any office and enjoy the privileges of the Club.

6.6.2. JUNIOR MEMBER: any person under the age of 18 years may become a Junior Member. Junior Members enjoy the privileges of the Club, but shall have no voting rights nor be entitled to hold any Management Committee office.

6.7. The Management Committee shall appoint a member of the Management Committee to maintain an up-to-date register of members of the Club.

7. SUBSCRIPTIONS:

7.1. The annual subscription fee for each type of member shall be set by the Management Committee within one month of the Annual General Meeting.

7.2. The Management Committee will confirm receipt of a subscription fee at the time of confirming membership in accordance with clause 6.4.

8. TERMINATION OF MEMBERSHIP

8.1. Membership of the Club shall automatically cease at the end of the membership year.

8.2. Any person's membership may be terminated by the following events.

8.2.1. Resignation.

8.2.2. Expulsion upon decision of the Management Committee in accordance with clause 8.3 below.

8.3. The Management Committee shall, after due inquiry, have the power to expel any member of the Club for:

8.3.1. false or inaccurate statements made in the member's application for membership of the Club;

8.3.2. breach of any Bylaw of the Club; or

8.3.3. any act detrimental to the Club.

8.3. Upon expelling a person from the membership of the Club, the Management Committee may, as it sees fit, impose conditions on the readmission of that person to the membership of the Club. Such conditions may include imposing a time limit before that person is eligible to become a member of the Club again.

8.4. Any member who is expelled from the Club shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

## 9. MANAGEMENT COMMITTEE

9.1. Management of the Association shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of:

9.1.1. President;

9.1.2. Secretary;

9.1.3. Treasurer; and

9.1.4. two or three Ordinary Committee Members.

9.2. No person shall hold more than one position on the Management Committee at any one time.

9.3. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting in the membership year after his/her election and he/she will be eligible for re-election.

9.4. A quorum of the Management Committee shall be half of its members plus one.

9.5. If the President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

9.6. A member of the Management Committee may lose his or her seat on the committee for the following:

9.6.1. absence from three or more meetings without leave of absence;

9.6.2. found not to be a financial member;

9.6.3. being found guilty of any criminal offence.

## 10. POWERS OF THE MANAGEMENT COMMITTEE

10.1. The Management Committee shall carry out the day-to-day running of the Association and shall have the power to:

10.1.1. administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;

10.1.2. fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;

10.1.3. adjudicate on all matters brought before it which in any way affect the Club;

10.1.4. cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;

10.1.5. make, amend and rescind Bylaws;

10.1.6. form and appoint any sub committee/s of the Management Committee as required for specific purposes;

10.1.7. at their discretion, employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary;

10.1.8. appoint a successor until the next Annual General Meeting, should a vacancy occur on the Management Committee; and

10.1.9. appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.

## 11. EVENT COMMITTEES

11.1. The Management Committee may appoint one or more Event Committees in relation to any individual or series of events.

11.2. Any member of the Club, including members of the Management Committee may be appointed to Event Committees.

11.3. Event Committees shall be responsible for the organisation and running of events as determined by the Management Committee.

## 12. AUDITOR

12.1. The Annual General Meeting may elect or appoint an Auditor or Auditors for the following financial year.

12.2. An Auditor/s shall examine and audit all the books and accounts of the Association for the financial year following the Annual General Meeting of their appointment, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the next Annual General Meeting.

## 12. GENERAL MEETINGS:

### 12.1. Annual General Meeting

12.1.1. The Annual General Meeting of the Club must be held within three (3) months of the end of the Club's membership year.

12.1.2. The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members.

12.1.3. All members may attend the Annual General Meeting.

12.1.4. The quorum at the Annual General Meeting shall be a minimum of 20 members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

12.1.5. The agenda for an Annual General Meeting shall be:

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive
- Notice/s of Motion
- Urgent general business
- Closure

## 12.2. General Meetings

12.2.1. General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of 15 members of the Club.

12.2.2. The Secretary shall give at least seven days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

12.2.3. The quorum at the General Meeting shall be a minimum of 20 members.

## 13. VOTING

13.1. Voting powers at the Annual General Meeting and General Meetings:

13.1.1. the President shall be entitled to a deliberate vote and, in the event of a tied vote; the President shall exercise a casting vote;

13.1.2. each individual member present shall have one vote.

13.2. Voting powers at Management Committee Meetings:

13.2.1. each individual committee member present shall have one vote;

13.2.2. in the event of a tied vote, the President shall exercise a casting vote.

## 14. FINANCE:

14.1. All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Management Committee may determine.

14.2. All accounts due by the Club shall be paid by bank deposit after having been passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.

14.3. The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure.

- 14.4. A statement showing the financial position of the Club shall be tabled at each Management Committee Meeting by the Treasurer.
  - 14.5. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. If prepared, the auditor's report shall be attached to such financial report.
  - 14.6. The financial year of the Club shall commence on 1 January each year. The accounts, books and all financial records of the Club may be audited each year.
  - 14.7. The signatories to the Club's account/s will be the Treasurer and any one other Management Committee member.
  - 14.8. All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.
15. COMMON SEAL  
The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and one other member of the Management Committee, both of whom shall subscribe their names as witnesses.
16. BYLAWS OF THE CLUB
    - 16.1. The Management Committee may establish, amend or rescind Bylaws for the Club.
    - 16.2. Any Bylaws must be for the purpose of meeting the Objects of the Club.
    - 16.3. Bylaws or amendments shall not bind members until two weeks after they are made available to such members, including by publication on a website maintained by the Management Committee.
17. ALTERATIONS TO THE CONSTITUTION:
    - 17.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members 14 days prior to the Annual General Meeting, or seven days prior to a General Meeting called for such purpose.



17.2. The Secretary shall forward such notices of motion to each Management Committee member at least 14 days prior to the Annual General Meeting or seven days prior to a General Meeting.

17.3. Such motions, or any part thereof, shall be of no effect unless passed by a 75 percent majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, or General Meeting as the case may be.

17.4. Within one month of the passing of a Special Resolution, the Secretary shall notify such persons or agencies as is required.

## 18. DISSOLUTION

18.1. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to:

18.1.1. another incorporated association having objects similar to those of the Association; or

18.1.2. for charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.