

Constitution and Rules

TAUPO MOUNTAIN BIKE CLUB (INC)

1. Name and Registered Office

- 1.1. The club shall be named Taupo Mountain Bike Club Incorporated (“the Club”).
- 1.2. The postal address of the Club shall be at the Secretary’s address or such address as the Committee may from time to time determine.

2. Objects

The Club’s aims are, within New Zealand:

- 2.1. To promote the sport and recreation of mountain bike riding.
- 2.2. To provide education, training and coaching in the sport of mountain bike riding.
- 2.3. To run or promote mountain bike events, non-competitive and competitive.
- 2.4. To advocate, locally and nationally, for land access for mountain bike riding.
- 2.5. To plan, construct and maintain tracks and associated structures in the Taupo District for mountain bike riding use.
- 2.6. To do all lawful things as may be deemed necessary, convenient or incidental to the attainment of the above objectives.

3. Administration

- 3.1. The Club shall be administered by a Committee comprising the officers.
- 3.2. The Committee shall make decisions by resolution. Resolutions may be passed by majority vote. Committee members who can not attend a meeting may nominate another committee member to represent their views at the meeting. The nominated member may cast a vote, in addition to their own vote, on behalf of the committee member where satisfactory evidence of their nomination is provided.
- 3.3. Failure of a committee member to attend 3 meetings without submitting apologies justifies a resignation of that member.
- 3.4. The quorum for a Committee meeting shall be 4 officers.
- 3.5. Committee meetings shall be held regularly through the year. Notice of each meeting shall be given to all committee members, preferably in writing, and including by the use of electronic communications and websites.
- 3.6. The Committee shall keep the financial members informed as and when it is appropriate, of the Club news and information, and including by the use of electronic communications and websites.

4. Membership of the Club

- 4.1. Any person or group may become a member of the Club upon application and completion of the prescribed form and payment of the applicable subscription fee.

- 4.2. The Committee may grant complimentary memberships.
- 4.3. The Committee may grant Life Membership to members in recognition of meritorious service to the Club.
- 4.4. Subscription fees and the date on which they shall be payable shall be determined by the Committee.

5. Ceasing of Membership

A member shall cease to be a member of the Club if:

- 5.1. The member gives oral or written notice of resignation to the Committee; or
- 5.2. The member's subscription remains unpaid for more than 3 months from the due date for payment and the committee resolves that the membership shall lapse; or
- 5.3. The committee resolves that the member has brought the Club into disrepute by their actions, and that the continued membership of the member is not in the best interests of the Club, and that the member's membership of the Club shall be terminated.

6. Amendment of Rules

- 6.1. The rules may be amended, added to, or rescinded by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting where 14 days' notice of such amendment, addition or rescinding motion has been given to every financial member of the Club.
- 6.2. No addition to or alteration of the objects clause (2), the pecuniary profit clause (11.5) or the winding up clause (13.2) shall be approved without Inland Revenue Department's prior approval.

7. General Meetings

- 7.1. The Annual General Meeting shall be held between the beginning of October and the end of November each year. Members shall be given at least 14 days written notice of the Annual General Meeting.
- 7.2. The Chairperson of the Committee shall conduct the Annual General Meeting.
- 7.3. At the Annual General Meeting, the Chairperson shall present a report of the Club's activities over the previous year and the Treasurer shall present a statement of the Club's accounts for the year ending 30 September, duly reviewed in accordance with Rule 9.3.
- 7.4. Only persons who are members of the Club as at 1 October in each year are eligible to vote at an Annual General Meeting.
- 7.5. Subject to Rules 6.1 and 6.2 all decisions of the Annual General Meeting shall be decided by a majority of eligible votes of members present. Each eligible member shall have one vote and in the case of equality of votes, the Chairperson of the Annual General Meeting shall have a second vote in addition to their vote as a member.

- 7.6. Voting may be on voices, by show of hands, or (if called for by 3 members at the meeting) by secret ballot.
- 7.7. A Special General Meeting may be called upon request in writing by 5 members to the Committee. The meeting shall be held within 28 days and after not less than 7 days of the date that the request is received by the Committee. Any matter shall be determined by vote in accordance with Rules 7.4, 7.5 and 7.6.
- 7.8. No business shall be transacted at a General Meeting unless a quorum of 6 members is present while the business of the meeting is transacted.

8. Appointment of Officers

- 8.1. The officers of the Club shall be elected at each Annual General Meeting and shall include a Chairperson, a Secretary, a Treasurer (the Secretary and Treasurer may be combined) and not less than 3 and no more than five ordinary committee members.
- 8.2. If any vacancy occurs after the Annual General Meeting, the committee may co-opt a member to fill such vacancy.
- 8.3. Officers currently holding positions may be re-elected, except that a person may not be Chairperson for more than three consecutive years.
- 8.4. Officers shall be elected in the following manner:
 - 8.4.1. Nominations for each officer position shall be taken from the floor of the Annual General Meeting.
 - 8.4.2. Where there is more than one nomination for a position a vote shall be conducted in the manner prescribed in Rules 7.4, 7.5 and 7.6.

9. Reviewer

- 9.1. A Reviewer, who shall not be a member of the Committee, shall be appointed annually by the members of the Club at the Annual General Meeting. The Reviewer's remuneration, if any, shall be determined by the Committee.
- 9.2. Should the position of Reviewer become vacant the committee may appoint a replacement for the balance of the term.
- 9.3. The Reviewer shall complete a review of the Club's Financial Statements in accordance with the ICANZ RS-1 Review Engagement Standards.

10. Common Seal of the Club

- 10.1. The Secretary shall have the custody of the Common Seal.
- 10.2. The Common Seal shall not be affixed to any document except pursuant to a resolution of the Committee.
- 10.3. Every document to which the seal is affixed must be signed by the Secretary and countersigned by the Chairperson or other member of the Committee appointed for that purpose.

11. Control and Investment of Club Funds

- 11.1. The Club shall operate a bank account or accounts with any bank approved by the Committee. All cheques and withdrawal slips drawn on the Club account must be signed by any two of the following: the Chairperson; the Secretary; the Treasurer (or a third officer appointed by the Committee if the Secretary and Treasurer are combined).
- 11.2. All funds received by the Club shall be paid into its bank account
- 11.3. All due accounts shall be submitted to the Committee for approval before payment is made, except in emergency, where payment may be made on the authority of any two of the following: the Chairperson; the Secretary; the Treasurer (or a third officer appointed by the Committee if the Secretary and Treasurer are combined). Where payment is made in emergency the payment shall be ratified by the Committee at the next Committee meeting.
- 11.4. The financial year of the Club shall be 1 October to 30 September.
- 11.5. No member or person associated with a member of the Club shall derive any income or financial benefit or advantage from the Club except where that income, benefit or advantage is derived from professional services to the Club authorised by the Committee and rendered in the course of business charged at no greater rate than current market rates.

12. Powers of the Club

- 12.1. The Club shall not have the power to borrow money.

The Club will have the following powers:

- 12.2. To purchase, lease, hire or otherwise acquire any real or personal property.
- 12.3. To sell, let or otherwise dispose of any of its property.
- 12.4. To invest money in any manner and on any terms suitable to the Committee.
- 12.5. To enter into any arrangement or contract suitable to the Committee.
- 12.6. To receive and make grants and donations supporting mountain biking.
- 12.7. To do all things that in the opinion of the Committee will further the charitable objects of the Club.

13. Dissolution of the Club

- 13.1. The Club may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908, that is by a resolution of the majority of the members at a General Meeting appointing a liquidator and provided that such resolution is confirmed at a subsequent General Meeting called for the purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 13.2. If upon liquidation of the Club there remains, after satisfaction of all debts and liabilities, any property or funds the same shall be transferred to any other

charitable society within New Zealand with objects similar to the Club, to be determined by the Committee at or before the time of winding up.

14. Interpretation

- 14.1. If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Committee, whose decision shall be final.