

# **Constitution and Rules**

(as amended on 21 July 2004)

**BIKE TAUPO ADVOCACY GROUP (INC)**

## **1 Name and Registered Office**

- 1.1 The group shall be named Bike Taupo Advocacy Group Incorporated ('the Group').
- 1.2 The postal address of the Group shall be at the Secretary's address or such address as the Committee may from time to time determine.

## **2 Objects**

The Group's aims are, within New Zealand only:

- 2.1 To promote cycling as a healthy, environmentally friendly and convenient form of transport.
- 2.2 To work for improved conditions and image of cyclists and cycling.
- 2.3 To encourage the use of cycles for transport and recreation.
- 2.4 To educate cyclists and other road users in order to improve safety and awareness of cyclists.
- 2.5 To present the case for cycling in public debate and to relevant authorities.
- 2.7 To advocate the implementation of the Taupo District Council Cycle Strategy document.
- 2.8 *To promote and engage in the construction of cycleways and cycle tracks.*

## **3 Administration**

- 3.1 The Group 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 committee may co-opt the services of registered members of the Group for Bike Taupo Advocacy Group matters.

- 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 registered members informed as and when it is appropriate, of the Bike Taupo Advocacy Group news and information, *including by use of electronic communications and websites.*
- 3.7 Where the Committee is to consider a submission to be made by the Group to a third party, all registered members must be notified of the subject of the submission and the date and place of the meeting at which the submission will be considered.

#### **4 Membership of the Group**

- 4.1 Any person or group may become a member of the Group upon application and payment of the applicable subscription fee.
- 4.2 Subscription fees and the date on which they shall be payable shall be determined at each Annual General Meeting for the ensuing year.

#### **5 Ceasing of membership**

A member shall cease to be a member of the Group 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 Group into disrepute by their actions, and that the continued membership of the member is not in the best interests of the Group, and that the member's membership of the Group 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 Group.

- 6.2 No addition to or alteration of the charitable objects clause (2), the pecuniary profit clause (11.4) or the winding up clause (13) shall be approved without the Inland Revenue Department's prior approval.

## **7 General Meetings**

- 7.1 The Annual General Meeting shall be held in October in 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 Group's activities over the previous year and the Treasurer shall present a statement of the Group's accounts for the year ending 30 September, duly *reviewed in accordance with Rule 9.3*.
- 7.4 Only members of the Group registered or members 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 registered 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 shall be by any of the following means:
- (a) on voices;
  - (b) by show of hands;
  - (c) secret ballot.
- 7.7 On the requirement of 3 members at the meeting, the voting shall be by secret ballot.
- 7.8 A Special General Meeting may be called upon request in writing by 5 members to the Committee. The meeting shall be called 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, 7.6 and 7.7.
- 7.9 No business shall be transacted at a General Meeting unless a quorum of 6 registered members are present at the time the meeting proceeds to business, and unless the quorum remains present while the business of the meeting is transacted.

## **8 Appointment of officers**

8.1 *Not less than five and no more than seven* officers of the Group shall be elected at each Annual General Meeting, and shall include:

(a) a Chairperson *' and*

(b) a maximum of 6 other committee members.

8.2 Officers currently holding positions may be re-elected, *provided that no person shall hold the office of chairperson for more than three consecutive years.*

8.3 Officers shall be elected in the following manner:

(a) Nominations for each officer position shall be taken from the floor of the Annual General Meeting.

(b) Where there is more than one nomination for a position a vote shall be conducted for each person nominated, for each position listed in 8.1, in the manner prescribed in Rule 7.

8.4 *The officers shall appoint by way of resolution in the manner prescribed in Rule 3.2 one of their number as the Secretary and one of their number as Treasurer of the Group for the ensuing year, provided that, if the officers so decide, the positions of Secretary and Treasurer may be held by one person. The chairperson shall have a casting vote in the event there is not a majority vote for the appointment of one of the officers as Secretary or Treasurer or as Secretary/Treasurer as the case may be.*

## **9 Reviewer**

9.1 A *Reviewer*, who shall not be a member of the Committee, shall be appointed annually by the members of the Group 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 appointment.

9.3 *The Reviewer shall complete a review of the Group's Financial Statements in accordance with the ICANZ RS -1 Review Engagement Standards.*

## **10 Common seal of the Group**

10.1 The seal of the Group shall be kept by the Secretary and shall not be used except by the previously given authority of the Committee. Every instrument to

which the seal is affixed must be signed by the Secretary and countersigned by the Treasurer or other member of the Committee appointed for that purpose.

## **11 Control and investment of the Group funds**

11.1 The Group shall operate a bank account or accounts with any bank approved by the Committee. Cheques drawn on the Group account must be signed by any two of the following:

- (a) the Secretary;
- (b) the Treasurer;
- (c) such other *officer* as the Committee may approve; *and*
- (d) *where the Secretary and Treasurer are one person, by such other officer as the Committee may approve.*

11.2 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 the Secretary and the Treasurer *and where the Secretary and Treasurer are one person, by the Secretary/Treasurer and the chairperson.* Where payment is made in emergency the payment shall be ratified by the Committee at the next Committee meeting following the payment.

11.3 The financial year of the Group shall be 1 October to 30 September.

11.4 No member or person associated with a member of the Group shall derive any income, benefit or advantage from the Group except where that income, benefit or advantage is derived from professional services to the Group authorized by the Committee and rendered in the course of business charged at no greater rate than current market rates.

## **12 Powers of the Group to borrow money**

12.1 The Group shall not have the power to borrow money.

## **13 Dissolution of the Group**

13.1 The Group may be wound up voluntarily if-

(a) the Group, at a duly called General Meeting of its members, passes a resolution to appoint a liquidator; and

(b) in accordance with section 24 of the Incorporated Societies Act 1908, the resolution is confirmed by a simple majority of votes at a subsequent General

Meeting of the Group duly called for that purpose, and held not earlier than 30 days after the date the first resolution was passed.

- 13.2 If upon the liquidation of the Group 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 Group, to be determined by members of 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.