

# Canterbury Mountain Bike Club Incorporated

## Constitution

15 September 2024

### 1 Name and Registered Office

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

### 2. Objectives of the Club

- 2.1 . To promote the sport and recreation of mountain bike riding.
- 2.2 . To organise, promote and run social mountain bike events.
- 2.3 . To maintain tracks within the Canterbury region for mountain bike riding use.
- 2.4 . To advocate within the Canterbury region, for land access for mountain bike riding.
- 2.5 . To promote use of the NZ off road code.
- 2.6 . To support and encourage the activities of any other Association or Club whose objects are similar to those of the Club.
- 2.7 . To affiliate with any other body or Society where such affiliation would promote the objects and interests of the Club.
- 2.8 . Pecuniary gain is not a purpose of the Club.
- 2.9 . To do all lawful things which may be deemed necessary, convenient or incidental to the attainment of the above objects.

### 3. Membership

- 3.1 These are the types of membership available, these are valid for 1 year from paying subscription;

-The first person joining using their address is a “single club member”.

- A second person who lives at the same address as a “single club member” can join as an “Affiliate club member”.

-A “Family membership” is an option for people living at the same address. This allows a “single club member” to join then add extra people to the same account. The extra people “family members” pay the same subscription fee as an “affiliate club member”

-A “Lifetime membership” will be granted by discretion of the committee to those who have made a considerable contribution to the sport of MT biking or have been a financial member of the club for a long period of time. This will be reapproved yearly at the committee's discretion.

-A “complimentary membership” may be granted where it benefits the club to do so. This will be reapproved yearly at the committee’s discretion.

- 3.1.1. Any person of 14 years of age or above, of suitable character and who upholds the club's values, may apply to become a member or affiliate member of the Club, upon application and completion of the prescribed form and payment of the applicable subscription fee.
- 3.1.2. Persons aged 8 years of age or above may join the club as affiliate members, upon application and completion of the prescribed form and payment of the applicable subscription fee. They must be supervised by a caregiver over 15 who is a member, whilst attending suitable Club events.
- 3.2. The Committee may interview the applicant when it considers membership applications.
  - 3.2.1. The Committee shall have complete discretion when it decides whether or not to allow the applicant to become a member. The Committee shall advise the applicant of its decision, and that decision shall be final.
- 3.3. The Committee may grant complimentary memberships, where it benefits the club to do so.
- 3.4. Members have the rights and responsibilities set out in these Rules.
- 3.5. The secretary shall keep a register of members ("the register"), which shall contain the names, the postal and electronic contact details (email, phone numbers) of all members, and the dates at which they became members. "The Register" can be included in a software package such as, but not limited to "HivePass".
  - 3.5.1. If a member's contact details change, that member shall give the updated details to the Secretary.
  - 3.5.2. Each member shall provide such other details as the Committee reasonably requires.
- 3.6. All members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.
- 3.7. All members must uphold the values and rules of the Club, whilst attending or leading Club events.

#### 4. Subscriptions

- 4.1. The annual subscription shall be set by the Club at the Annual General Meeting. The subscription for members shall become payable immediately upon application for membership.
- 4.2. Any person desiring to become a financial member, shall apply via the application process specified on the club website or Facebook CMBC page. This shall be prescribed by the Committee from time to time. The application shall be accompanied by payment of the applicable subscription.
- 4.3. Written Notice of acceptance of the application will be provided.
- 4.4. Subscriptions are annual from the date of payment.
- 4.5. A person shall not become a financial member until he or she has paid his or her annual subscription.
- 4.6. It is the responsibility of members to renew their annual membership prior to expiry.

4.7. One reminder via email of nearing the end of the subscribed year will be given

#### Cessation of Membership

4.8. . Members of the Club may cease to be members:

- 4.8.1 Financial membership shall automatically cease at the end of their subscribed year.
- 4.8.2 By resigning in writing or by email to the Committee.
- 4.8.3 If, for any reason whatsoever, the Committee is of the view that a member is breaching the constitution, or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the member (“the Committee’s Notice”).
- 4.8.4 The Committee’s Notice must:
  - 1 . Explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the Club;
  - 2 . State what the member must do in order to remedy the situation; or state that the member must write to the Committee giving reasons why the Committee should not terminate the member’s membership.
  - 3 . State that if, within 14 days of the member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the member’s membership.
  - 4 In such a case, the member is not entitled to a refund of any proportion or his or her subscription for that year.
  - 5 . After a period of two years that person can re-apply for membership to the Club. Meetings

#### 6.1. Annual General Meeting (AGM)

- 6.1.1. The Annual General Meeting will be held between the beginning of August and the end of September. All current members shall be given at least 21 day’s notice of this meeting.
- 6.1.2. The Annual General Meeting shall be conducted by the current President.
- 6.1.3. The current President shall present a report of the previous year’s activities.
- 6.1.4. The current Treasurer shall present a statement of the club accounts for the financial year.
- 6.1.5. Only persons who are financial members of the Club at the date of the AGM shall be eligible to vote.
- 6.1.6. All decisions shall be reached by a majority of eligible votes of all members present. All members shall be eligible for one vote and in the case of equality of votes, the President shall have the casting vote in addition to his/her member vote.
- 6.1.7. A Quorum for an AGM shall be at least two club officers of; the president, the treasurer or secretary plus 4 club members. A minimum of 6 in total.

## 6.2. Committee Meetings

- 6.2.1 . Committee meetings shall be held throughout the year as required by the Committee.
- 6.2.2 . All members have the right to attend any meeting and shall be given at least 7 days' notice of this meeting.
- 6.2.3 . Where a committee member cannot attend a meeting, and has given apologies for their absence, they can submit their views in writing to one of the Committee members to be expressed on their behalf.
- 6.2.4 . A club officer absent without apology from three consecutive Committee meetings shall be deemed to have forfeited his or her position should the Committee so resolve.
- 6.2.5 . A quorum for a Committee meeting shall be at least two club officers of: the president, the treasurer, or secretary, plus three club members. A minimum total of 5.
- 6.2.6 . Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 6.2.7 . The President must call a committee meeting, if the Secretary receives a written request signed (or equivalent electronic request), from at least 10% of the members.

## 6.3 Motions at meetings

- 6.3.1. Any member or Committee member may request that a motion be voted on at any meeting, as "any other business" The member may also provide information in support of the motion.
- 6.3.2. The Committee may in its absolute discretion decide whether or not to vote on the motion or to defer the vote till the next meeting, when more information to support the decision has been procured.

## 7. Constitution

- 7.1 . The Constitution shall be binding on members of the Club.
- 7.2 A copy of this Constitution will be held by the Inland Revenue Department as a public document.
- 7.3 A current copy of the Constitution shall be available for inspection by any member of the public on request to the Secretary, viewed on the club's website, Facebook CMBC Member's page or provided by email to the member.

## 8. Amendment of this Constitution

- 8.1 The Constitution may be amended, added to, or rescinded by a majority present at an Annual General Meeting or Committee Meeting where 14 days' notice of such

amendment, addition or rescinding motion has been given to every financial member of the Club.

8.2 No addition to or alteration of the pecuniary profit clause or the winding up clause shall be approved without prior approval from the Inland Revenue Department.

8.3 When a Constitution change is approved, no change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

#### 9. Appointment of Officers

9.1 . The Committee shall be elected at the AGM and shall include 3 officers; a President, a Treasurer and a Secretary, a minimum of 3 people.

9.2 . If a vacancy exists after the Annual General Meeting, the Committee may appoint a member to fill this vacancy. If a committee member resigns part way through their elected year the committee may, if they deem necessary, vote a new member into that role as an officer of the committee.

9.3 . Officers holding positions can be re-elected.

9.4 . Nominations for each officer's position shall be received after the announcement of the AGM and also from the attending members at the AGM.

9.5 . Where more than one nomination exists for a position, a vote will be undertaken as per rules 6.1.4 and 6.1.5.

9.6 The Committee may nominate members to assist the Club, in voluntary roles, such as; a website administrator, a social media administrator and any other roles as required.

#### 10. Common Seal

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 President or other member of the Committee appointed for that purpose.

#### 11. Control and Use of Club Funds

11.1 The Club shall operate a bank account or accounts with any bank approved by the Committee. The bank account will be operated and accessed by "bank signatories". The bank signatories will be the elected Officers of the committee; the President, the Treasurer, and the Secretary. All withdrawals from the club account must be approved or signed by two of the "bank signatories".

11.2 All funds received by the Club shall be paid into its bank account.

11.3 The financial year of the Club shall be the 1st April to the 31st March.

- 11.4 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.
- 11.5 The Committee shall appoint a person to review the annual financial statements of the Club (“the Reviewer”). The Reviewer shall conduct an examination of the Club’s annual finances, with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, who must not be a member of the Committee, or an employee of the Club.

The Committee is responsible to provide the Reviewer with:

- 1 . Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
- 2 . Additional information that the reviewer may request from the Committee for the purpose of the review.
- 3 . Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

## 12. Powers of the Club

- 12.1 . The club shall not have the power to borrow money.
- 12.2 . The Club will have the following powers:
- 1 . To purchase, lease, hire or otherwise acquire any real or personal property.
  - 2 . To sell, let or otherwise dispose of any of its property.
  - 3 . To invest money in any manner and on any terms suitable to the Committee.
  - 4 . To enter into any arrangement or contract suitable to the Committee.
  - 5 . To receive and make grants and donations supporting mountain biking.
  - 6 . 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 In these Rules:

1. “Majority vote” means a vote made by more than half of the members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
2. . “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
3. . “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
4. . “Written Notice” means communication by post, electronic means (including but not limited to email and website posting), or advertisement in periodicals, or a combination of these methods.

#### 15. It is assumed that:

- 1.1.1. Where a masculine is used, the feminine is included
  - 1.1.2. Where the singular is used, plural forms of the noun are also inferred
  - 1.1.3. Headings are a matter of reference and not a part of the rules
16. 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.
17. The affairs, business and operation of the organisation shall be conducted and controlled by a Committee consisting of; three officers (a president, a Treasurer and a Secretary) and a minimum of two club members.

## **Dispute resolution**

### **18. How complaint is made**

1. A member or an officer may make a complaint by giving to the committee (or complaints subcommittee) a notice in writing that —
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society’s constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and

- c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

## 19. Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —
  - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and c. an oral hearing (if any) is held before the decision maker; and
  - c. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

## 20. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
  - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - d. the respondent's written statement or submissions (if any) are considered by the decision maker.

## 21. Investigating and determining dispute

1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

## 22. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct;
  - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
  - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or

- f. there has been an undue delay in making the complaint.

## 23. Society may refer complaint

1. The society may refer a complaint to —
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 24. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.