

The Rotorua Mountain Bike Club Incorporated (November 2021)

Constitution and Rules

1. Name:

- a) The name of this Organization shall be: The Rotorua Mountain Bike Club Incorporated
- b) The Organization shall be affiliated to Mountain Bike New Zealand (MTBNZ)

2. Objects:

To be beneficial to the community by:

- a) promoting mountain biking in Rotorua
- b) promoting and organizing mountain bike events and races
- c) advocating for mountain biking locally, regionally and nationally
- d) affiliating with the society referred to in clause 1 (b) and with bodies or associations which have similar objects to the organization
- e) working with the Rotorua Lakes Council, DOC, local Iwi and other agencies to promote the development of mountain biking
- f) Supporting the development of junior mountain biking

3. Admission to Membership:

- a) Any person is entitled to be a member of this organization,
- b) Members of this organization will be eligible to become members of Cycling New Zealand
- c) The Rotorua Mountain Bike Club Inc shall have the power at any Annual General Meeting to elect Honorary Life Members.

4. Termination of Membership:

Membership of the organization may be terminated:

- a) If a member resigns by notice in writing to the organization such membership will terminate as from the date of receipt of the notice by the organization provided however that the person so resigning shall not be entitled to any refund of any fee or subscription paid to the organization.
- b) If for any other reason the organization by majority of its members present and voting at a duly constituted general meeting of the organization resolves that the membership of any person be terminated.
- c) If any member of the Rotorua Mountain Bike Club Inc brings the organization into disrepute the organization by majority of its members present and voting at a duly constituted general meeting of the organization resolves that the membership of any person be terminated.

5. Subscription:

To be set by the committee before the end of the financial year and approved at the Annual General Meeting.

6. Management and Officers:

- a) The affairs, business and operating of the organization shall be conducted, managed and controlled by a management committee comprising a President, Vice President, Honorary Secretary and/or Treasurer and a Committee comprising up to 15 members.
- b) The Committee shall be elected at each Annual General Meeting and shall hold office until the next AGM.
- c) The quorum shall be over half of the current members of the Committee.
- d) If any member of the Committee should die, resign, or absent themselves from three consecutive meetings without leave, the Committee may appoint a successor.
- e) The Committee shall have the power to generally carry out the aims, objectives and rules of the Club and to manage all Club affairs.
- f) Any person elected to Committee must disclose any conflict of interest at any time during their term of appointment

6a. Election:

- a) Each candidate for election as a committee member must be proposed by a member and be seconded by another member. The candidate cannot propose or second themselves. The candidate must be an ordinary member of the Club.
- b) A nomination of a candidate for election must:
 - (1) be in writing;
 - (2) be signed by the candidate, and
 - (3) be signed by the proposer and seconder.
- c) A nomination of a candidate for election must be lodged with the Secretary at least 14 days before the annual general meeting

6b. Time appointment or retirement takes effect:

- a) Subject to the election result being declared by the chairperson of the annual general meeting, the elected committee will take office and the retiring committee members will retire at the conclusion of that meeting.

7. Private Profit:

- a) Any income, benefit or advantage must be used to advance the charitable purposes of the organization.
- b) No member of the organization, or anyone associated with a member, is allowed to take part in any decision made by the organization in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.

- c) Any payments made to a member of the organization, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

8. General Meetings:

- a) At least 14 days' notice of date of the Annual General Meeting shall be given by no less than two postings on the Club's Facebook page and by no less than two notices being emailed to the Club's membership database. Ten members shall form a quorum at all General Meetings. The Annual General Meeting shall be held prior to 31 August.
- b) The President will if called upon by ten members convene a General Meeting of the organization, such meeting to be held at the expiration of fourteen days after notice has been given in accordance with the requirements for advertising Annual General Meetings.

9. Voting:

Voting on all questions shall be first on the voices but a show of hands may be demanded by any member. The election of officers and any contested election shall be by ballot. In all elections where there are more than two candidates any tie shall be decided by a further election of the candidates. Affected members shall have one vote and the Chairman shall have a deliberate and casting vote. The only persons entitled to vote at any meeting shall be financial members.

10. Management Committee

The Management Committee shall be the governing body of the organization and shall meet regularly as determined by the Committee and proper minutes of proceedings shall be kept. The President may at any time call a special meeting of the Committee and the Secretary, on receiving the notice shall give to each member of the Committee seven days' notice of the date and place at which such meetings will be held.

11. Powers of Committee:

The Committee shall have the following powers, subject to the Constitution and Rules of the Rotorua Mountain Bike Club Inc:

- a) To purchase, lease, hire or by any other means, acquire any personal property necessary or convenient for the purpose of the Club.
- b) To sell, hire, exchange, improve, manage, develop or otherwise deal with all, or any part of the personal property of the club.
- c) To promote, hold, manage, and conduct inter club gatherings or conferences that it may deem desirable either by itself or in collaboration with any other club, society or organization.

- d) To engage such persons whose services may be deemed necessary for the purposes of the Club, and to pay them accordingly. Any income, benefit or advantage shall be applied to the objectives of the organization. No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- e) To hold moneys of the Club not immediately required for any of its objects in any trading bank in New Zealand. This shall be subject to informing the Rotorua Mountain Bike Club Inc of the location and number of this account.
- f) To authorize a person or persons acting in a voluntary capacity to organise events and incur expenses up to a set limit on behalf of the Club.

12. Alteration to the Constitution:

- a) These rules may be added to repealed or amended by resolution at any annual or special general meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members voting. Further no such resolution shall be passed unless that resolution has been notified to the members by communication by post, electronic means (including email, and website posting), or a combination of these methods at least 14 days prior to the said meeting. Provided that no change may be made which would permit any pecuniary gain to any members or associated persons. The special notice shall fairly inform the membership of the proposed changes. For the purposes of Rule 12 (a) "notified members" means communication by post, electronic means (including email, and website posting) or a combination of these methods and "at least 14 days prior to the said meeting" means 14 days clear notice and thus does not include either the date of the posting or transmission or the day of the meeting
- b) No addition to or alteration of the non-profit aims, personal benefit clause or winding up clause shall be approved without the approval of the Charities Commission and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

13. Funds

The Committee shall keep, or shall cause to be kept, a proper account of the income and expenditure of the Club. The Committee can place funds into trading banks or investments as it sees fit to further the objectives of the Club. The Committee may invest in such trading Banks and upon such terms as it thinks fit the whole or any part of the funds of the Club which are not required for the immediate business of the Club.

14. Finance

- a) The Clubs financial year shall be set by the Committee, provided the Annual Accounts are prepared for approval at the AGM.
- b) The trustees of the Clubs' bank account shall be the President, Treasurer and any other officer to be selected by the Committee. Any two of these three persons may sign on the Club's account.
- c) All the funds of the Club shall be paid into a bank determined by the Committee, to the credit of the Club. All accounts shall be approved for payment by the Committee.
- d) All accounts shall be paid by electronic means or any other payment mechanism provided by the Club's banks.
- e) Any membership fees shall be set by the Committee, subject to any motion at a Annual General Meeting of the Club.

15. Liquidation of Club

If at any general meeting a resolution for the Club to go into liquidation shall be passed by a majority of the members present and such resolution shall at a subsequent general meeting held not less than one month thereafter be confirmed by a resolution passed by a majority of the members voting the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realize the property of the Club and after the discharge of all liabilities shall dispose of the Club's funds to a charitable organization having similar objectives or alternatively to a Charity/s approved by the Committee.

16. Common Seal

The Committee shall have prepared a common seal and provide for its custody. The common seal shall only be affixed by authority of the committee and in the presence of the President and the Secretary, or any two members of the committee.