RULES OF COUNTIES MANUKAU CYCLING INCORPORATED

In the interpretation of these rules and regulations, the following terms have the meaning hereinafter, respectively assigned to them, unless there is something the context clearly is repugnant to such meaning.

"THE CLUB" means Counties Manukau Cycling Incorporated

"THE COMMITTEE" means The Committee of Management for the time being of Counties Manukau Cycling Incorporated.

"SUBSCRIPTION YEAR" means from the first day of January to the thirty-first day of December.

"FINANCIAL YEAR" means from the first day of November to the thirty-first day of October. (See clause 15)

"OFFICE BEARER" means any person holding office for the time being of the Club as defined in Clause 7

"MEMBER" means all competing and non-competing members of the Club elected in accordance with the Club rules.

Words imputing the singular only include the plural number and vice-versa;
Words imputing the masculine gender only shall include the feminine gender.

(I)

NAME

The name of **the** Club is Counties Manukau Cycling Incorporated.

OBJECTS

(2) The objects of the Club are:

To direct, **promote,** regulate, control and discipline cycling in all its aspects;

To provide for its members grounds and equipment and such facilities as are necessary or expedient for the conduct of amateur cycling.

The membership of the Club **shall** consist of:

(a)

(b)

(3)

(a)

(b)

(c)

Competitive cyclists in the **respective** age group categories **as defined** by Cycling **New** Zealand.

Non-competing members.

Honorary members who shall all be persons holding office for the time being or who shall have been granted Honorary membership.

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(d)

Life members.

All members in Clause 3 (a) (b) and (c) shall be **elected** by the **committee** of management or at the Annual General Meeting.

Life **Membership** shall be **conferred** upon any **person** at any **time** for service rendered to the Club. Life Members shall only be **elected** at **the** Annual General Meeting of the Club by three-fourths majority. No person shall be eligible for Life Membership unless they have given **the** administration of **the** Club at least ten years service.

SUBSCRIPTIONS

The annual subscriptions **payable** by all members shall be determined at **the** Annual General Meeting.

The annual subscription of the members shall be due on **the** first day of the financial year. Any member of the Club who has not paid his subscription within 30 days of **the** Annual General **Meeting** shall be deemed un-financial and shall cease to be a member, and any points gained by such a competing member shall be forfeited; further points to begin from the date of becoming financial. No un-financial member can **receive** a prize. New members shall pay their subscriptions within one month of being elected.

MANAGEMENT

The officers of **the** Club shall consist of a Patron, a President, two Vice-Presidents, Secretary, Treasurer, Delegates to the affiliated centre of the CNZ and the Committee of Management who shall be **elected at the** Annual General Meeting of the Club.

The Committee of Management shall consist of the President, Vice-Presidents, Secretary, Treasurer and up to ten elected members.

The management and control of the affairs of the Club shall be vested in the Committee of Management which shall have all the powers of the Club which are not expressly required to be done **or** exercised by **the** Club in **the General** Meeting or as otherwise provided by these rules.

Without derogating from **the** general powers of **the** Committee of Management it is expressly declared **that** it shall have the following powers:

(a) To make regulations or bylaws with regard to administration of **the** Club, **the** Club grounds and the Club competitions, which regulations or bylaws shall be binding on every member of the Club

(b) To sub-commit from within **the** Club's **own** members.

(c) To employ and dismiss salaried and paid officers or servants.

(d) To carry out all contracts entered into by **the** Club.

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(i)

To purchase, lease or otherwise acquire for the Club any real or personal property which the Club shall **decide** to purchase, lease or otherwise acquire, upon such terms and conditions as the Committee of Management shall think fit - and to give and execute mortgages **over** the lands or other property purchased, leased or otherwise acquired to secure the balance **of** purchase money to **sell,** exchange or let, **provided** that no lands be sold, **let** or mortgaged or otherwise encumbered, except with the approval **of** the Club in General Meeting assembled.

To purchase, construct and maintain buildings, fences and work **as** it considers necessary and to enter into contracts in respect thereof.

To borrow or raise money upon mortgage, on the real or personal property of the Club, or any part thereof or upon debentures of the Club, and to issue such debentures

charging the whole, or any part of the assets of the Club, and to execute mortgages to secure such debentures or to borrow money from bankers or other persons, with or without security, provided that no money shall be borrowed on the security of any assets of the Club without the approval of the Club in General Meeting.

To place on deposit with any bank or savings bank or Government security the funds of the Club, and to vary or alter such deposits or investments.

To cause through its legal advisor so appointed to institute, conduct, defend, compromise and abandon any legal proceedings by, or against, the Club or its officers - or otherwise concerning the affairs of the Club. To form or create a trust board for the purpose of administering any, or all, trust funds.

(10) Any member of the Committee of Management absent from three consecutive meetings of the Committee of Management may be declared by the Committee of Management to have forfeited his office.

(11) In the event of any vacancy occurring on the Committee of Management through nonattendance, resignation or other means or cause, or should any office bearer be unable to complete the term of his office prior to the next annual General Meeting of the Club, such vacancy may be filled by a resolution of the Committee of Management, and any person so chosen shall remain a member of the Committee of Management or an office bearer until the next Annual General Meeting when he shall be eligible for re-election.

ACCOUNTS

(12) All monies payable to the Club shall be paid to the Treasurer who shall keep correct accounts and books showing the financial affairs of the Club. He shall pay all monies received into the bank approved by the Committee of Management in the name of Club, and shall prepare a statement of financial affairs and position of

the Club, which he shall submit to an auditor. Such statement, so audited, shall be submitted to the Annual General Meeting of the Club.

(13) All monies drawn on the Club's banking account shall be signed by any two of the following officers of the Club: President, a Vice-President, Treasurer and Secretary.

(14) The accounts of the Club shall be audited or reviewed by an appropriately qualified person who shall be elected at the Annual General Meeting of the Club in each year, and such qualified person shall not be a member of the Committee of Management

(15) The financial year of the Club shall end on the thirty-first day of October in each year.

SECRETARY

(16) The Secretary shall attend all meetings of the Club and Committee of Management, keep proper minutes of the same in the official Minute Book, conduct the correspondence of the Club, maintain an up-to-date record of membership in the Register of Members, call meetings as and when required, and generally do such acts and things as the Club or Committee of Management shall require to be done, or as are usually done by officials in a like capacity.

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MEETINGS

The Annual General Meeting of the Club shall be held not later than three months after the close of the financial year, and shall be called by the Secretary sending to each member a notice giving seven days' notice of such meeting and of the business to be transacted or dealt with at such meeting. The only business to be transacted or dealt with at the Annual General Meeting shall be: the adoption of the report and balance sheet, the election of officers and Committee of Management, the election of auditor, and such general business as the meeting may decide.

A Special General Meeting of the Club may be called at any time by the President or Secretary, or by the Committee of Management and must be called by the Secretary within fourteen days after receipt of a requisition signed by ten members. Seven days notice, stating the business to be done at such meetings, must be given by the Secretary to each member qualified to vote.

(19) A member qualified to vote at an Annual General Meeting, Special General Meeting or Committee of Management Meeting of the Club shall be a financial or honorary member.

(20) All members shall supply an address to which notices may be addressed to such member,

and any notice required under these rules may be served personally on any **member**, or in a prepaid envelope addressed to **such member** at his **registered** address. Any notice by post shall be deemed to **have** been served on **the** day following the day on which such notice shall **have** been posted. The accidental omission to give notice shall be covered by a notice calling the meeting,

advertised in a daily paper circulating adequately **in the** Club's district, and shall not invalidate any resolution passed at the meeting to which such notice related. (21) No member, whose subscription is in arrears, shall be entitled to sign any requisition to the Secretary or **the** Committee of Management, or to vote at any meeting of **the** Club or be entitled to receive from **the** Secretary of **the** Committee of Management any notice convening a meeting or otherwise, and in computing **the** votes on any motion **or** resolution, **or the** number of members present at any meeting **or** the proportion necessary to carry any resolution or for any purpose, all members whose subscriptions are in arrears shall be excluded from such computation.

(22) At all meetings of the Club, the President and in his absence one of the Vice- Presidents, or in the absence of all of them, some member selected from the meeting, shall be Chairman.

(23) Voting at all General and Special Meetings of the Club shall be done by show of hands or by ballot, whichever a majority of **members** present at such meeting shall determine. At all **General** or Special **Meetings of the** Club, and at all meetings of **the Committee** of Management, each member present shall have one vote, and **the** Chairman shall have a casting vote as well as a deliberate vote.

(24) At every meeting at which a ballot **or** vote, in writing shall take place, two scrutineers shall be chosen by show of hands from among **the members** present and **they** shall conduct the ballot or vote, in writing and shall certify to the Chairman **the** names **of the persons** elected, together with **votes** recorded for each candidate, or the result in writing. Voting papers shall be **destroyed** under **the** supervision of the Chairman.

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At the Annual General Meeting or any Special General Meeting of the Club, fifteen members, entitled to vote, must be present before proceeding to the business.

At any meeting of the Committee of Management, five shall form a quorum. Committee of Management meetings shall be held as required and the Secretary shall give to each member of the Committee of Management two clear days notice, unless any member shall agree to dispense with such notice or attend without notice.

ELECTIONS

All elections of members shall be introduced on the Club's official form for nomination signed by the nominee, a nominator and a seconder. The nominator and seconder must be financial members. Official form of nomination must be in the hands of the Secretary prior to the commencement of the meeting at which the election takes place.

RESIGNATIONS

Any financial member wishing to resign from the Club shall give notice to the Secretary, in writing, of his intention. Until such notice is given, such member shall be considered a member of the Club.

EXPULSION

(29) If the conduct of any member endangers the character, good order or welfare of the Club, the Committee of Management shall, on its own resolution, provided such resolution is carried by three-fourths of those present, expel such member from the Club.

(30) The members of the Committee of Management shall be removable as a body or individually, by a vote of at least three-fourths of the members present at a Special General Meeting called for that purpose and, in case of such removal, the members can, at the same meeting, elect others to fill the vacancies so caused.

WINDING UP

(31) The Club may, at any time, be wound up by resolution passed in accordance with the foregoing rules and confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed. In the event of such resolution being duly passed and confirmed, or in the event of the dissolution of the Club by the Registrar, the funds and property of the Club shall be applied first in payment of all debts and liabilities of the Club, and the surplus, if any, shall be handed over to Cycling NZ, the receipt of whose Secretary shall be sufficient discharge. No member of the Club shall receive any pecuniary gain upon such winding up.

(32) Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards, for the payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member and the costs, charges and expenses of winding up same and for the adjustments of the rights of the contributors themselves, such amounts as may be required, but not exceeding a full year's subscription as herein before defined.

PERSONAL PECUNIARY PROFIT -PAYMENTS TO MEMBERS

(33) Notwithstanding anything expressed or implied in this constitution, the activities of the Club shall not be carried on for the personal pecuniary profit or benefit of any member or individual.

(34) No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:

(a)

(b)

Professional services to the Club rendered in the course of business and charged at no greater rate than current market rates; or

Interest on money lent at no greater than current market rates:

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee.

COMMON SEAL

(35) The common seal of the Club shall be kept in the custody of the Secretary and shall be affixed to any instrument only in pursuance of a resolution of the Committee of Management by the Secretary, and in the presence of any two of the President, a Vice-President, Secretary and Treasurer.

REGISTERED OFFICE

(36) The Registered Office of the Club will be situated at the residence of the Club Secretary.

REGISTER OF MEMBERS

(37) There shall be maintained a Register of Members which shall be kept up-to-date at all times to record member's full name, birth date of competing members, date of election to membership, address of member, evidence of birth date (if requested) and date subscription paid.

BYLAWS AND GENERAL

(38) The Committee of Management shall have power from time to time to make, **alter**, amend and repeal any bylaws for the carrying out of these rules, and **regulating their** own proceedings as they may deem fit providing that such **bylaws** shall be consistent with these rules. All bylaws shall be entered into a book to **be kept** for that purpose.

(39) If a case occurs which is not, or which is **alleged** not to be provided for by these rules it shall be determined by the Committee of Management.

(40) **The** Club colours shall be red, white and blue.

(41) The property of the Club shall belong to the Club as an Incorporated body.

(42) Any alterations, amendments, additions or deletions to **the** Constitution can only be made at the Annual General Meeting or Special Meeting **of the** Club and must be carried by **three**-fifths of those present and entitled to vote.

No *addition* to or *alteration* of *the* non-*profit* ***aims***, ***personal benefit*** *clause or the winding* up *clause shall* be *made which affect the tax-exempt status*. *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*.

Rule 14 amended at the Annual General Meeting 18 November 2014 Rule 15 amended at the Annual General Meeting **16** March 2021

Signed

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Name.....Michael Giddey...

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.....Graeme Blackwood.....Claire Ohle.....