



South Canterbury Amateur Athletics Club Incorporated

Constitution

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South Canterbury Amateur Athletics Club Incorporated Constitution

Part I – Objects & Powers

1. Name

- 1.1 The name of the incorporated society is South Canterbury Amateur Athletics Club Incorporated (known as the “Club”).

2. Registered Office

- 2.1 The registered office of the Club shall be at Aorangi Park, Morgans Road, Timaru or at another such address as determined by the Club Committee from time to time.

3. Status

- 3.1 The Club is an incorporated society established under the Incorporated Societies Act 1908 (“Act”).
- 3.2 The Club shall affiliate to Athletics New Zealand.

4. Objects

- 4.1 The primary object of the Club is to administer, promote, develop, and deliver Athletics.
- 4.2 To facilitate the primary object, the Club’s further objects are to:
- a. seek and promote membership of the Club;
 - b. encourage participation and achievement in Athletics;
 - c. promote the health and safety of all participants in Athletics;
 - d. have athletes achieving success in Athletics;
 - e. establish, promote, and stage Athletics competitions and events;
 - f. liaise and co-operate with Athletics NZ and its members;
 - g. enforce the rules of Athletics and Athletics NZ, including imposing sanctions on Members in accordance with this Constitution;
 - h. maintain and enhance the reputation of the Club, Athletics NZ, and Athletics through the implementation of standards and practices which fulfill these objects and the objects of Athletics NZ;
 - i. act in good faith and loyalty to ensure the maintenance and enhancement of the Club and Athletics for the collective and mutual benefit of the Members and Athletics;
 - j. at all times operate with, and promote, mutual trust and confidence with its Members, Athletics NZ, and other members of Athletics NZ in pursuit of these objects;
 - k. at all times act on behalf of, and in the interests of, its Members and Athletics; and
 - l. do anything else necessary or helpful to achieve the above.

5. Powers

- 5.1 The Club has the power to:
- a. determine its membership including admitting, disciplining, suspending or terminating any Member in accordance with this Constitution;
 - b. organise and control Athletics competitions and social events;
 - c. make and enforce rules, bylaws and policies for the governance and operation of the Club;
 - d. establish and maintain the Club Committee, sub-committees, and other groups and to delegate powers to such groups;
 - e. raise, use and control Club funds, including borrowing, investing, loaning, or advancing monies or issuing securities over any Club property;
 - f. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and/or grant such rights and privileges over such property as it considers appropriate;
 - g. enter into, manage, and terminate any contracts, agreements or arrangements with any person or organisation;
 - h. produce, own, licence, and otherwise exploit any property of the Club;
 - i. resolve disputes in accordance with this Constitution, the Athletics NZ Constitution and the Regulations;
 - j. award, grant, or otherwise honour achievements in, and service to, the Club; and
 - k. do any other lawful acts or things that are incidental or conducive to the attainment of the objects of the Club, provided that the above powers shall not limit the rights and powers of Athletics NZ as an incorporated society under the Act.

Part II – Membership

6. Members

- 6.1 **Club Members:** The Club shall have as its Members such individuals as the Club Committee considers appropriate provided that the membership is consistent with the Athletics NZ Constitution and the Regulations. For the purposes of this Constitution, the types of Members of the Club are as set out below:
- a. **Ordinary Members:** an Ordinary Member is a person who participates or is involved in Athletics through the Club and who has been accepted as an Ordinary Member by the Club in accordance with Rule 7. Ordinary Members may be classified into sub-categories of membership by the Club for the purposes of calculating membership subscriptions; and
 - b. **Associate Members:** an Associate Member is a person who has an interest in Athletics and in being part of the Club and who has been accepted as an Associate Member by the Club in accordance with Rule 7;
 - c. **Life Members:** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of service to the Club in accordance with Rule 8.
- 6.2 **Change in Membership Status:** The relevant category of membership for a Member may change during the year. If this occurs, the Member agrees to pay any additional fee, if required, to cover such change.

7. Becoming a Member

- 7.1 **Membership Applications:** Any person wishing to apply to be a Member of the Club must:
- a. complete the membership application form provided by the Club;
 - b. pay any applicable membership fees; and
 - c. supply any other information requested by the Club Committee.
- 7.2 **Process:** On receipt of an application for membership, the Club Committee (or any other person to whom the Club Committee has delegated this power) shall determine if the application is to be accepted and if accepted shall determine the category of membership for that Member. The Club Committee has complete discretion to admit or refuse membership. The Club Committee shall advise the applicant of its decision, and that decision shall be final.
- 7.3 **Duration of Membership:** Subject to Rule 12, the duration of membership of:
- a. Ordinary Members and Associate Members is annual commencing on the date of joining in each year and concluding on 31 March (so that membership is always 12 months or less); and
 - b. Life membership is granted for the lifetime of the Life Member.
- 7.4 **Renewal of Membership:** Membership of the Club may be renewed annually upon completion of the membership renewal application form and upon payment of the applicable fee.

8. Life Members

- 8.1 **Nomination:** Nominations for life membership may be made by any Member or the Club Committee as per Club by-laws.
- 8.2 **Election:** Life Members shall be elected by the Members at a General Meeting by Special Resolution.
- 8.3 **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register of Members.

9. Rights & Privileges of Membership

- 9.1 **Obligation:** Every Member must meet all requirements of membership set out in this Constitution and as otherwise set by the Club Committee in order to receive, or continue to receive, entitlements as a Member.
- 9.2 **All Members:** Subject to Rule 12 and for the period of their membership, all Members who do not owe money to the Club shall be entitled to:
- a. use the Club's facilities and equipment as permitted by the Club;
 - b. participate in programmes and activities offered by the Club;
 - c. be elected as a member of the Club Committee in accordance with Rule 16; and
 - d. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of Athletics NZ.
- 9.3 **Ordinary Members:** Subject to Rule 12 and for the period of their membership, all Ordinary Members who do not owe money to the Club shall also be entitled to:
- a. compete for the Club in Athletics competitions and events if chosen as a Club representative; and in accordance with the Club By-laws.
 - b. (at their own cost) attend, speak, and vote at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian).

- 9.4 **Associate Members:** Subject to Rule 12 and for the period of their membership, all Associate Members who do not owe money to the Club shall also be entitled to (at their own cost) attend and speak at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian) but shall have **no** right to vote.
- 9.5 **Life Members:** Subject to Rule 12, all Life Members shall also be entitled to (at their own cost) attend, speak, and vote at all General Meetings of the Club.

10. Membership Fees & Other Fees

- 10.1 **Membership Fee:** The Club Committee shall determine:
- the annual membership fee and any other fees payable by each Member;
 - the due date for payment; and
 - the manner of payment.
- 10.2 **Differing Fees:** The Club Committee may:
- set different fees for different categories of Members, or within the same category of Members;
 - set specific fees for participation in certain events or activities;
 - offer discounts for prompt payment; and
 - impose penalties for late payment.
- 10.3 **Obligation to Pay Fees:** Every Member must pay the annual membership fee and any other applicable fee by the due date specified by the Club Committee.

11. Member Obligations

- 11.1 Every Member acknowledges and agrees:
- to assist the Club to achieve its objects;
 - not to do anything to bring the Club into disrepute;
 - to comply with and observe this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club, and Athletics NZ, and any determination, resolution or decision of the Club Committee;
 - that this Constitution constitutes a contract between each of them, the Club, and Athletics NZ, and that they are bound by this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club and Athletics NZ;
 - that they are subject to the jurisdiction of the Club and Athletics NZ;
 - that this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club and Athletics NZ, are necessary and reasonable and made in the pursuit of a common object, namely the mutual and collective benefit of the Club, Athletics NZ, and Athletics.

12. Cessation of Membership

- 12.1 A Member may have their membership ended by:
- failure to complete the renewal of membership form and payment of subsequent fees
 - resignation under Rule 12.2;
 - termination for default in fees under Rule 12.3; or
 - termination by the Club under Rule 13.1.

- 12.2 **Resignation of Membership:** A Member may resign from the Club by giving notice in writing to the Club **secretary** (or any other person as designated by the Club Committee).
- 12.3 **Termination for Default in Fees:** If any Member does not pay any fee due to the Club by the date specified by the Club, the Club will give written notice that, unless the arrears are paid by a nominated date, the person's membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of all outstanding fees) have no membership rights and shall not be entitled to participate in any Club activity.
- 12.4 **Consequences of Termination:** A Member who ceases to be a Member of the Club shall forfeit all rights of membership to, and claims upon, the Club and Athletics NZ.
- 12.5 **Relationship with Athletics NZ:** A Member who resigns from the Club, or has their membership terminated by the Club, shall be deemed to have also withdrawn or terminated their membership of Athletics NZ, unless determined otherwise by Athletics NZ.
- 12.6 **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated, his or her membership may only be reinstated at the discretion of the Club Committee.
- 12.7 **Appeals:** A Member may only appeal a decision made under this Rule 12 if such an appeal is expressly permitted by Athletics NZ.

13. Discipline

- 13.1 If the Club Committee considers that any member has or may have:
- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Athletics NZ constitution, the Regulations, or any other resolution or determination of the Club Committee, or any rules of an athletics event; or
 - b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, Athletics NZ and/or Athletics; or
 - c. Brought the Club, Athletics NZ and/or Athletics into disrepute;
- the Club Committee may make its own enquiries, investigation and determination of the matter (the Complaint) and in accordance with the principals of natural justice adopt the following procedures:
- i. The Member shall be given written details of the Complaint;
 - ii. The Member shall have the opportunity to provide a detailed written response to the Complaint within not less than two weeks after receiving a copy of the Complaint or such further time as may be allowed by the Club Committee or by any Judicial Committee (consisting of up to three persons with experience in disciplinary matters who can be existing committee members or independent third parties outside the Club) established by the Committee for the purpose of hearing and deciding on the Complaint;
 - iii. Further enquiries may be made on behalf by or on behalf of the Club Committee or any such Judicial Committee, and the results of these enquiries shall be made known to the member;
 - iv. The Club Committee or any such Judicial Committee shall allow the member the opportunity to be heard by the Club Committee or any such Judicial Committee (and no person who has any direct or indirect interest in the Complaint or who is in any way biased shall hear it and determine the Complaint);
 - v. The Club Committee or any such Judicial Committee may:
 - AA. Dismiss the complaint;
 - BB. Uphold the Complaint or do one or more of the following:

- Reprimand or admonish the member;
 - Suspend the member from membership for a specified period of up to six months;
 - Impose a fine on a member;
 - Terminate the member's membership of the Club
- vi. In the event that the Club Committee or the Judicial Committee decide that the appropriate penalty is either suspension or termination of the member's membership then the committee before invoking any such penalty **must pass a resolution to this effect with a 75% majority**. The committee may give written notice to the member of the proposed penalty and the opportunity to make submissions in writing and/or verbally to the relevant committee at a subsequent meeting on the issue of the penalty only;
- vii. All proceedings relating to the Complaint shall be confidential to the Club Committee or the Judicial Committee
- viii. The **final** decision and any reasons which may be given (without any obligations to give such reasons) for that decision shall be conveyed to the member in writing. **At the discretion of the Club Committee the final outcome may be conveyed to members of the Club**
- 13.2 The final decision and penalty imposed by either the Club Committee or the Judicial Committee under this rule shall be final and binding on the member complained against, and shall not be subject to any review or challenge by way of further application to the Club.
- 13.3 **Consequences of Suspension:** If a Member is suspended from membership of the Club, then until such time as the suspension is revoked, the Member concerned shall:
- a. not be entitled to attend, speak, or vote at a General Meeting;
 - b. not be entitled to continue to hold office in any position within the Club or Athletics NZ;
 - c. not be entitled to any other privileges or benefits to which he or she would otherwise be entitled including participation in any competition, activity, event, function, or meeting of the Club or Athletics NZ; and
 - d. have their membership of Athletics NZ suspended.
 - e. return any Club property in their possession.

14. Register of Members

- 14.1 **Register:** The Club shall maintain a Register of Members in accordance with the Act and any Regulations.
- 14.2 **Privacy:** The collection and use of any personal information in the Register of Members shall comply with the Privacy Act 1993. Members shall have reasonable access to the Register of Members.
- 14.3 **Supply of Information:** On joining every Member must give the Club his or her name, postal address, email address and telephone number, and any other information requested by the Club. Every Member must notify the Club in writing if there is any change to any of this contact information, within 14 Days of such change.

Part III – Governance

15. Patron and/or Patroness

- 15.1 At a General Meeting, the Members may elect a Patron and/or a Patroness for a term of **12 months or such longer term as** determined by the Members **at that meeting**.

The Patron and/or Patroness shall be entitled to attend and speak at General Meetings and other Club functions *on invitation* but shall have no voting rights at *General Meetings* or Club Committee meetings *notwithstanding any other position they may currently hold in the Club which gives them voting rights*. The duties of the Patron/ess shall be determined by the Club Committee.

16. Club Committee

- 16.1 **Role of the Club Committee:** The Club Committee is responsible for managing the Club. Subject to this Constitution, the Club Committee may exercise all powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.
- 16.2 **Composition:** The Club Committee shall comprise the following *elected positions*:
- a. President;
 - b. Secretary;
 - c. Treasurer;
 - d. Senior vice-president
 - e. Junior vice-president
 - f. sufficient other members elected at a General Meeting so that the total membership of the Committee (*including the Immediate Past President in the year following that persons last year as President*) shall not exceed **12**; and
 - g. any persons co-opted under Rule 16.9.
- 16.3 **Restriction:** No person may hold more than one *elected* position on the Club Committee at any time.
- 16.4 **Nominations:** Nominations for positions on the Club Committee must be made by two Members, or by the Club Committee.
- 16.5 **Election of Committee Members:** All elected Committee Members shall be elected annually at the AGM (and may also be elected at an SGM called for this purpose). Notice of the date on which nominations for Committee Members close shall be included in, or accompany, the notice of General Meeting. If the number of nominees for the Club Committee:
- a. is equal to the number of vacancies, the person chairing the General Meeting shall declare the nominees elected;
 - b. is less than the number of vacancies, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant and filled at a subsequent Committee Meeting; and
 - c. is greater than the number of vacancies, an election shall be conducted by secret ballot.
- 16.6 **Ineligibility:** An individual may not serve on the Club Committee if:
- a. **Not a Member:** the person is not a Member of the Club;
 - b. **Under 16 Years:** the person is under the age of 16 years;
 - c. **Bankrupt:** the person is a bankrupt who has not obtained a final order of discharge or a person whose order of discharge has been suspended for a term not yet expired, or who is the subject of a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;
 - d. **Offence:** the person has been convicted of an offence and has been sentenced to a term of imprisonment of three months or more, unless he or she has obtained a pardon or has served the sentence;
 - e. **Disqualified Director:** the person is prohibited from being a director of, or being concerned or taking part in, the management of an incorporated or unincorporated

body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005;

- f. **Property Order:** the person is subject to a property order made under sections 30 or 31 of the Protection of Personal and Property Rights Act 1988; or
 - g. **Incapacity:** the person is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.
- 16.7 **Cessation of Office:** If any of the circumstances described in Rule 16.6 apply to an incumbent Committee Member, that person shall be deemed to have vacated his or her office as soon as the circumstance applies, unless otherwise agreed by the remaining Committee Members.
- 16.8 **Term of Office:** Subject to Rule 16.10, the term of office for all Committee Members elected at an AGM shall be one year, commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the next AGM. If a Committee Member is elected at a SGM their term of office shall commence at the conclusion of the SGM at which they are elected and expire at the conclusion of the next AGM.
- 16.9 **Co-Option:** The Club Committee may co-opt up to two additional people to serve on the Club Committee for a period of up to 12 months. These people shall be regarded as full members of the Club Committee with full voting rights.
- 16.10 **Removal:** At a SGM called for this purpose the Members may, by Special Resolution, remove any Committee Member before the expiry of their term of office in accordance with the following process:
- a. upon the Club receiving a request for a SGM for the purpose of removing a Committee Member, the Club shall send the notice of the SGM to the Committee Member concerned and the Members of the Club;
 - b. following notification under Rule 17.7 and before voting on the resolution, the Committee Member affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the General Meeting; and
 - c. if the result of such an SGM is that the Club Committee has less than five remaining members then the Members at that SGM must resolve to call another SGM to elect further people to the Club Committee.
- 16.11 **Cessation of Office:** A Committee Member shall cease to be a member of the Club Committee as and from the date that the person:
- a. is no longer eligible, as described in Rule 16.6;
 - b. dies, or, in the opinion of the majority of the Club Committee, becomes so incapacitated that he or she is effectively incapable of performing the duties required of a Committee Member;
 - c. resigns by notice in writing to the President;
 - d. is absent from three consecutive Club Committee meetings (without explanation in writing duly accepted by the Club Committee as satisfactory); or
 - e. is removed from office, as described in Rule 16.10.
- 16.12 **Return of Property:** If a person ceases to be a Committee Member, that person must, within 30 Days, return to the Club all documents and property of the Club that are in his or her possession.
- 16.13 **Vacancies:** If the position of President, Treasurer or Secretary becomes vacant between AGMs, the Club Committee may select another Committee Member to fill that vacancy until the next AGM. If the position of any other Committee Member becomes vacant between AGMs, the Club Committee may appoint another Member to fill that vacancy until the next AGM, or may leave the position unfilled.
- 16.14 **Duties of Committee Members:** The general duties of each Committee Member are to:

- a. act in good faith and in the best interests of the Club;
 - b. exercise the powers of the Club Committee for proper purposes;
 - c. act, and ensure the Club acts, in accordance with this Constitution;
 - d. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
 - e. not agree to the Club incurring any obligations unless the Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
 - f. exercise the care, diligence, and skill that a reasonable Committee Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Committee Member and the nature of the responsibilities undertaken by the Committee Member.
- 16.15 **Chair:** The President shall chair all Committee Meetings. If the President is unavailable, the Club Committee shall select another Committee Member to chair that meeting.
- 16.16 **Powers of the Club Committee:** The Club Committee has all of the powers of the Club, unless the Club Committee's power is limited by this Constitution, or by a majority decision of the Members at a General Meeting.
- 16.17 **Club Committee Meetings:** Club Committee meetings may be called at any time by the President or two other Committee Members. Subject to this Constitution, the Club Committee may regulate its own practices.
- 16.18 **Quorum:** No Club Committee meeting may be held unless more than half of the Committee Members are present.
- 16.19 **Voting:** Each Committee Member present shall have one vote at Club Committee meetings. The person who is chairing the meeting shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Committee Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 16.20 **Meetings using Technology:** Club Committee meetings may be held by video or telephone conference, or other formats as the Club Committee may decide provided that:
- a. prior notice of the meeting is given to all Committee Members; and
 - b. all persons participating in the meeting are able to hear each other effectively and simultaneously.
- 16.21 **Resolutions:** The Club Committee may make a decision by signed resolution in lieu of a meeting, provided that:
- a. a copy of the proposed resolution is sent to every Committee Member; and
 - b. a majority of the Committee Members sign or consent to the resolution and return their copies of the resolution to the President (or such other person as agreed by the Club Committee) by mail, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Club Committee.
- 16.22 **Expenses:** The Committee may, by majority vote, reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Club Committee must establish a policy to be applied to the reimbursement of any such expenses.
- 16.23 **Matters Not Provided For:** If any situation arises that, in the opinion of the Club Committee, is not provided for in this Constitution, the Athletics NZ Constitution, or the Regulations, the matter shall be determined by the Club Committee.

Part IV – General Meetings

17. Meetings of Members

- 17.1 **General Meetings:** A meeting of the Members of the Club is either an Annual General Meeting (AGM) or a Special General Meeting (SGM).
- 17.2 The quorum for any General meeting is to be comprised of 10 Ordinary or Life members.
- 17.3 **AGM:** The Club must hold an AGM once every year, no later than five months after the end of the Club's financial year. The Club Committee shall determine the time, date and place of the AGM.
- 17.4 **Notice of AGM:** The Club must give all Members at least 21 Days written notice of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM and
 - b. the closing date for submission of any nominations, proposed motions and other items of business, which shall usually be not less than 14 Days before the AGM date.
- 17.5 **Motions:** The Club Committee or any other Member may request that a motion be voted on at a General Meeting. For an AGM this is done by giving written notice to the Club in accordance with any deadlines specified in the Notice of AGM. For an SGM this is done in the request to call an SGM.
- 17.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. receiving any minutes of previous General Meetings of the Club;
 - b. receiving the President's report on the business of the Club;
 - c. receiving the Club Committee's report on the finances of the Club;
 - d. the election of Committee Members;
 - e. every motion proposing to alter this Constitution (which may include the Club Committee's recommendations about the motion); and
 - f. any other motion or matter, including general business, that has been properly submitted for consideration at the AGM (which may include the Club Committee's recommendations about those motions).
- 17.7 **AGM Agenda:** An agenda containing the business to be discussed at an AGM should be sent to all Members no later than seven Days before the AGM date. Any additional items of general business may be raised from the floor with the consent of the person chairing the meeting.
- 17.8 **SGM:** The Club must call a SGM upon a written request from the Club Committee or 10% or more (but not less than 10 members in total) of the Members, provided that the written request for an SGM must state the purpose for the SGM including any motions to be considered.
- 17.9 **Notice of SGM:** No business may be transacted at any SGM other than the business specified in the notice convening the meeting. Not less than 14 Days written notice must be given by the Club to all Members, which notice shall include the:
- a. date, time and venue and/or the manner in which the meeting is to be held; and
 - b. every motion that has been properly submitted for consideration.
- 17.10 **Notices:** A notice may be given to any Member by, or on behalf of the Club, by:
- a. letter sent to the Member's home address; or
 - b. email to the Member's email address; or
 - c. any other method approved in writing by the Member; and

- d. any notice sent to a Member may also be posted on the club notice board if the Club Committee considers it appropriate to do so.
- 17.11 **President:** The President shall chair all General Meetings, but if the President is unavailable or unwilling to chair the meeting, then the persons entitled to be present at the General Meeting shall elect a person present to be the chairperson of the General Meeting.
- 17.12 **Voting:** Unless otherwise required by this Constitution:
- a. an Ordinary Resolution shall be sufficient to pass a resolution;
 - b. every Ordinary Member, every current Club Committee member and every Life Member is entitled to one vote. If an Ordinary Member is under 18 years of age their parent or other legal guardian may exercise their vote on their behalf. Each eligible person may only cast one vote;
 - c. Associate Members are not entitled to vote;
 - d. on any given motion the chairperson of the meeting shall in good faith determine whether to vote by voices, show of hands, or secret ballot. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot;
 - e. in the event of equality of votes at a General Meeting, the chairperson of that meeting shall have an additional casting vote; and
 - f. proxy voting is not permitted.
 - g. All eligible members (as defined in Clause 17.12b) may vote at any AGM held during the term of their membership or at the next AGM held following the regular termination of membership at 31st March in any year (unless the termination of their membership was as a result of them having resigned or having had their membership terminated by the club committee).
 - h. All eligible members (as defined in Clause 17.12b) may vote at any SGM held during the term of their membership or at any SGM held within 6 months following the regular termination of membership at 31st March in any year (unless the termination of their membership was as a result of them having resigned or having had their membership terminated by the club committee).
- 17.13 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request to any Member.

Part V – Miscellaneous

18. Finances

- 18.1 **Financial Year:** The financial year of the Club shall begin on 1 April every year and end on 31 March of the next year.
- 18.2 **Club Funds:** The Club Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be put into a bank account in the name of the Club and the bank account must be operated in accordance with the policy determined by the Club Committee.
- 18.3 **Accounting Records:** The Club Committee must ensure correct accounting records are kept. The accounting records of the Club must be:
- a. kept at the office of the Club or at such other place as the Club Committee may determine; and
 - b. open to inspection by Members at reasonable times as determined by the Club Committee.
- 18.4 **Assurance on Financial Statements:** The Club Committee shall annually appoint a person to review the annual financial statements of the Club ("Reviewer"). The Reviewer shall

conduct an examination with the objective of providing an annual report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the Club's financial information is not being presented in accordance with the Club's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants of Australia and New Zealand or a Certified Public Accountant, and must not be a Committee Member or an employee of the Club. If the appointed Reviewer is unable to act for some reason, another person shall be appointed as a replacement. The Club Committee must provide the Reviewer with:

- a. access to all information of which it is aware that is relevant to the preparation of the financial statements;
- b. any additional information that the Reviewer may request from the Club Committee; and
- c. reasonable access to persons within the Club from whom the Reviewer determines it necessary to obtain evidence.

19. Use of Money and Other Assets

19.1 The Club may only use money and other assets of the Club if the circumstances below are satisfied. In this context the term "use money and other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with money or other assets.

- a. The use is applied towards the promotion of the objects of the Club;
- b. the use is not for the sole personal or individual benefit of any Member; and
- c. that use has been approved by the Club Committee or by Ordinary Resolution at a General Meeting.

19.2 Except as provided in this Constitution:

- a. no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, to any Member or Committee Member; and
- b. no remuneration or other benefit shall be paid, or given, by the Club to any Member or Committee Member.

19.3 Nothing in Rule 19.2 shall prevent payment in good faith of, or to, any Member or Committee Member for any of the following, provided that any such payment shall not exceed the amount ordinarily payable between commercial parties dealing at arm's length in a similar transaction:

- a. any services actually rendered to the Club, whether as an employee or otherwise;
- b. goods supplied to the Club in the ordinary and usual course of operation;
- c. interest on money borrowed from any Member or Committee Member;
- d. rent for premises demised or let by any Member or Committee Member to the Club; or any out-of-pocket expenses incurred by a Member or Committee Member on behalf of the Club for any other reason.

20. Rules of Athletics

20.1 The rules of Athletics shall be as set down and interpreted from time to time by the International Association of Athletic Federations and Athletics NZ, and must be observed by the Club and all Members. All competitions held by the Club shall be carried out in accordance with such rules and the Regulations.

21. Common Seal

21.1 The common seal (a stamp featuring the Club's name) of the Club shall be kept in the control of the Club Committee. The seal may only be used with the authority of the Club Committee. Every document to which the common seal is affixed shall be signed by at least

two Committee Members.

22. Club Colours

22.1 **Colours:** The Club's colours shall be red, white and black

23. Alterations to Constitution

23.1 Subject to Rule 23.2, this Constitution may only be altered, added to, or repealed by Special Resolution at a General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Club Committee or any Member no later than 14 Days prior to a General Meeting.

23.2 A 75% majority is required for any alteration, addition or revision to be approved.

23.3 No alteration, addition to or revision of this Constitution shall be approved if the alteration would mean the Club could not maintain its status as a not-for-profit incorporated society. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.

23.4 When a Rule change is approved by a General Meeting, the change shall not take effect until the change has been registered with the Registrar of Incorporated Societies.

23.5 ***In the event of a conflict or inconsistency between the terms of this Constitution and the terms of the Club's by-laws, the terms of this Constitution shall prevail.***

24. Bylaws

24.1 The Club Committee may make, alter, or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on all Members (unless otherwise stated in the bylaws). A copy of the bylaws of the Club shall be available for inspection by any Member on request to the Club Committee.

25. Winding Up

25.1 The Club may be voluntarily liquidated, wound up, or dissolved if a resolution to do so is passed by Special Resolution at a General Meeting and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than 30 Days after the date on which the resolution was passed.

25.2 The Club may also be put into liquidation in accordance with the Act.

25.3 If the Club is wound up:

- a. the Club's debts, costs and liabilities shall be paid;
- b. surplus money and other assets of the Club may be disposed of:
 - i. by resolution at a General Meeting; or
 - ii. according to the provisions in the Act; but
- c. no distribution may be made to any Member; and
- d. all surplus money and other assets shall be held in trust by Athletics Canterbury of Athletics New Zealand to be used solely for the purpose of re-establishing the Club, or at the end of a period of at least ten years to be used for the furtherance of Athletics within the Sub-Centre region.

26. Indemnity

- 26.1 The Club shall indemnify its Committee Members and employees against all damages and costs (including legal costs) for which any such person may be, or becomes, liable as a result of his or her acts or omissions in performing functions connected with the Club, except where these occur as a result of that person's negligence or willful misconduct.

27. Interpretation

- 27.1 **Definitions:** The capitalised words and phrases used in this Constitution shall have the definitions specified within this Constitution and those definitions set out below.

Act means the Incorporated Societies Act 1908.

Associate Member has the meaning specified in Rule 6.1b.

Athletics means track and field, road running, race walking, cross-country running and mountain running as defined by the IAAF.

Athletics NZ means Athletics New Zealand Incorporated.

Club Committee means the committee of the Club as described in Rule 16.

Club Judicial Committee means the committee described in Rule 13.1i.

Committee Member means a member of the Club Committee.

Constitution means this document.

Day means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as 30 Days) this means clear days, so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

General Meeting means an AGM or a SGM.

Life Member has the meaning specified in Rule 6.1c.

Member means a person that is a member of the Club as specified in Rule 6.

Ordinary Member has the meaning specified in Rule 6.1a.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Register of Members means the register in which details of the Members are held by the Club and Athletics NZ as specified in Rule 14.

Regulations means the regulations of Athletics NZ established in accordance with the Athletics NZ Constitution.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

- 27.2 **Construction:** In this Constitution:

- a. where the singular is used, plural forms of the noun are also inferred; and
- b. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation.