



THE CONSTITUTION AND RULES OF

AUCKLAND MOUNTAINBIKE CLUB INCORPORATED

1 Name

The name of the Club shall be **Auckland Mountainbike Club Incorporated.**

2 Objectives

The objectives of the Club shall be:

- a) To promote and represent the interests of all mountain bikers in Auckland Region
- b) To encourage mountain biking as a recreational and competitive sport
- c) To promote the Off Road Code and any subsequent changes namely:
 - * Yield the right of way to other non-motorised recreationalists
 - * Use caution when overtaking, and make your presence known well in advance
 - * Maintain control of your speed at all times
 - * Stay on designated trails only
 - * Do not disturb stock or wildlife
 - * Leave no trace, respect public and private property
 - * Always wear a standards approved helmet when riding
 - * Support land access organisations
- d) To promote the understanding, appreciation, maintenance and rejuvenation of the natural environment of New Zealand
- e) To organise and administer events for recreational and competitive mountain bikers in Auckland Region
- f) To liaise with the National body, Mountain Bike New Zealand Inc
- g) To raise funds to promote all or any of the objectives of the Club
- h) To build, maintain, purchase or lease facilities to aid in the resolution of the Clubs objectives

3 Interpretation

In these rules, and in any regulation made there -under, unless repugnant to the context, the singular shall import the plural, and the plural shall import the singular, and the male shall import the female.

"Club" shall mean the Auckland Mountainbike Club

"Committee" shall mean the committee set up under Rule 6 hereof

4 Membership



Applications for membership shall be made either in writing or by electronic means to the Club Secretary, and must be accompanied by the current subscription fee as advertised on the application form or on the club web-site. Such application is deemed an acknowledgment of the Rules and Objectives of the Club, and is an agreement to be bound by them.

The Secretary or designated person or organisation shall keep a register of members which shall record the full names and addresses of all members, as accurately as practical, and with the date on which that person became a member. The membership register of the Club shall be prima facie evidence of membership to the Club.

The membership year shall end on 31 March each year, and all memberships are due for renewal after that date. Membership subscriptions are not apportioned during the membership year.

Notice may be given to a member when a subscription becomes due for renewal. Any member who fails to pay his/her subscription within two months of the due date incorporated in such notice, shall be deemed to have resigned and the Secretary or delegate shall strike his/her name from the membership register, and that member shall forthwith cease to be a member of the Club (without however being released from any existing liabilities to the Club whether in respect of subscription fees or levies or otherwise)

5 Registered Office

The Registered Office of the Club shall be at such a place as the committee shall time to time determine and the Secretary shall notify the Assistant Registrar of Incorporated Societies notice of such location.

6 Management

The management of the affairs of the Club shall be invested in the Officers and an Executive of up to seven (7) members referred to hereon as the Committee. These shall be elected at the Annual General Meeting of the Club and shall be the chairs of the club's sub-committees nominated by them.

Any member of the Committee whom fails to attend three consecutive meetings of the Committee without having just cause been shown to the satisfaction of the committee, shall cease to be a member of the Committee upon a majority vote from the Committee. The removed member shall be informed of the Committee's decision in writing, signed by the Club President.

The Officers and the Committee may appoint a suitable person from among it's members to fill any vacancy in the Officers or Committee, that may become vacant. Such appointments shall hold good until the next AGM. They may appoint a person or organisation to administer the role of Treasurer if such volunteer is not available within the membership.

Any member of the Committee may be expelled from his/her position upon a majority vote of the Committee for any actions unbecoming their position(s) on the Committee. The vacancy may be filled by any financial member of the Club as appointed by the Committee. The expelled Committee member has the right to appeal as per Clause 16.

In the case of a resignation, the Committee shall be given notice of such in writing by the member. The Committee shall accept the resignation, effective immediately. A verbal notice of resignation will be accepted if three or more Committee members witness it. A verbal resignation will also be effective immediately.



7 Officers

The Officers of the Club shall be the President, the Secretary and the Treasurer. In addition, the AGM of the Club may appoint any such other officers as they determine and shall prescribe the duties of such officers.

The President and Secretary shall be members of the Club. The Treasurer may be a member of the club or may be a person or organisation outside the club membership.

At no time shall one person hold more than one of the officer's positions.

8 Duties of Officers

The duties of the PRESIDENT shall be to chair all meetings of the club management. To oversee and be ex-officio to the operations of any sub-committees formed to carry out the objectives of the club. To monitor the finances of the club and to act as the spokesperson for any statements to the media to similar.

The duties of the SECRETARY shall be; to call and attend all general meetings and all Management meetings; to take minutes of the proceedings at such meetings, to submit correspondence to President and committee and reply thereto according to the directions of the meeting; to keep or oversee the keeping of a record of membership and generally to perform all clerical work of the Club together with the holding of the common seal of the club.

The duties of the TREASURER shall be; to attend all general meetings of the Club and all committee meetings and submit to that meeting a report on the cash transactions since the last report submitted. To oversee the banking of all monies due to the club or from membership subscriptions and bank to the club bank accounts. To sign all cheques for disbursements in conjunction with the Club President or an appointed member of the Committee; to make payments on behalf of the Club; to keep proper books of the account; to prepare and submit to members of the Club at the AGM a duly audited statement of the financial affairs of the Club.

9 Empowerment of Committee

The Committee will consist of the chairpersons of the sub-committees duly elected at Annual General Meeting. They will chair the sub-committees meeting and report on those meetings to the President and the committee at committee meetings. The sub-committees may but not be limited to racing, event management, trail advocacy, youth, membership/media, asset supervision etc. and the committee will name such sub-committees as they so wish.

The chairs of the sub-committees will monitor all cash revenue and expense relating to that sub-committee and all such transactions shall be through the officers of the Treasurer. Prior to seeking revenue or incurring expense the chair of the sub-committee will present a budget to the committee meeting for approval.

The elected committee shall control, manage or expend the funds of the Club, and shall invest or otherwise deal with such funds not currently required, or borrow or raise such sums of money, and to incur such liability on behalf of the Club as it may think necessary or expedient in the furtherance of the objectives or purposes of the Club. The approval to incur any liability on behalf of the Club must be ratified by the members at a General Meeting.



10 Election of Officers and Committee

Excepting for the position of Treasurer, no member whose subscription is in arrears or who is otherwise un-financial may be elected to any office in the Club.

Excepting for the position of Treasurer, a candidate for office in the club must be proposed by one member and seconded by another. If the candidate is not present at the AGM, then the person proposing him/her must provide evidence satisfactory to the Chair of the meeting, that such candidate is willing to accept office.

Where an existing sub-committee has failed to nominate a person to represent it on the committee the persons at the AGM will elect a person to that position.

Nominations can be submitted to the Club Secretary prior to the meeting, or taken from the floor. Where the number of candidates is greater than the number of offices to be filled, a ballot shall be held. Where the number of candidates are equal to or less than the number of offices to be filled, then those candidates that are nominated will be automatically elected, unless an objection is raised.

Refer also Clause 20, Voting.

11 Chairperson

At all General Meetings of members of the Club, and committee meetings. the President shall preside. If he/she should be absent the meeting will elect a Chairperson.

At all General Meetings of the members and at all meetings of the committee. the Chairperson shall have a deliberate vote, and in the event of an equal ballot, a deciding vote.

The Chairpersons ruling shall be final on any point of order.

12 Common Seal

The Common Seal of the Club shall bear the registered name of the Club and shall be kept in the custody of the Secretary. It shall, after a resolution of the committee in that behalf, be affixed to any instrument, deed or document in the presence of two members of the committee, one of whom shall be the President, whom shall subscribe their names and offices thereto as witnessed.

13 Financial Year

The financial year of the Club shall conclude on the 31st day of March, and commence on the 1st day of April each year.

All membership subscriptions shall correspond to that period.

14 Resignation

Any member of the Club wishing to leave it shall forward his/her resignation to the Secretary in writing.



15 Expulsion

When any member of the Club, through flagrant breaches of the rules and regulations of the Club, or by any action likely to bring the Club or the sport of mountain biking into disrepute, makes it undesirable that he/she should continue to be a member of the Club, then the Club may, by a two thirds majority resolve to cancel the membership.

A Special General Meeting to suspend or expel a member can be called by the committee, or by requisition signed by three or more financial members of the Club. The requisition shall be addressed to Secretary of the Club.

On receipt of such a requisition, the Club Secretary shall forthwith take the necessary steps to convene a meeting. At least fourteen (14) clear days notice in writing of the meeting shall be given to the member concerned, outlining the reasons for considering his/her expulsion. A registered letter shall be deemed to be receipt of the notice.

The notice to members of such a meeting shall be the same as that prescribed for the Special General Meeting of the Club in Clause 17.

Pending the hearing and determination of the charge, the committee shall suspend the member from participation in events sanctioned by the club. Written notice shall be given to the member concerned confirming the final decision their status with the Club.

The duration of any suspension of membership shall be decided on by the SGM, subject to an appeal to the committee as provided in clause 16.

Should the accused member also be a member of the National Body, then all records of the offence, and the minutes of the Special General Meeting shall be forwarded on to the Secretary of the National Body, upon which the National Bodies Committee shall act.

16 Appeals

Any member of the club may appeal to the committee against any decision of any officer or sub-committee of the club.

Such an appeal shall be in writing, addressed to the Secretary of the Club, and shall set forth specifically the decision appealed against and the grounds of such appeal.

The Secretary shall arrange for the hearing and determination of the appeal by the committee at the earliest convenient date. Both the person appealing and the official or officials appealed against shall have the right to appear before the committee prior to the determination of the Appeal.

There shall be no appeal on the question of fact.

Should the determination of the appeal remain in the favour of the first determination, then the decision from the first determination shall stand. There shall be no second right of appeal.

Should the determination of the appeal decide in the favour of the appeal, then that member shall be then recognised as a full member of the Club, and the issue will be deemed consummated.



17 Annual General Meeting

The Annual General Meeting of the members of the Club shall be held each calendar year, within eighteen (18) months of the previous AGM.

Fourteen (14) clear days notice shall be given by the Secretary of the Club to the members, via electronic message, or post to each member or by advertisement in a daily newspaper. The secretary will determine the most appropriate method of conveying such notice to members and it may be a combination of methods.

Business shall be:

- a) To Receive the Annual Report and Financial Statement
- b) To elect officers
- c) To elect and/or confirm the nominations of the chairs for the sub-committees currently in force and to elect any member to fill any remaining vacancies.
- d) To appoint an auditor for the ensuring year
- e) To consider motions of which notice has been given
- f) To transact general business

The order in which the business is transacted shall be determined by the Chairperson.

18 Special General Meeting

A Special General Meeting of members may be called at any time by the committee or in terms of clause 15 relating to the expulsion of a member; the three members; or by requisition signed by not less than 15% of financial members of the Club. The requisition shall be addressed to the Secretary and shall set out specifically the business for which the SGM is required.

Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice of which to the members shall be the same form as that prescribed in Clause 17 providing for fourteen (14) clear days notice

At a SGM, only the business set out in the notice convening the meeting shall be considered.

19 Meeting of Committee

A meeting of the Committee may be called by the Secretary at any time or on such dates as the committee decide and seven (7) days notice shall be given.

20 Voting

All voting shall be by a show of voices except where the vote is challenged, upon which a show of hands shall be taken. Proxy voting is provided for in clause 21. As provided in clause 11 the chairman has a casting vote at meetings of members and their proxies.

In all contested voting for officers and committee at the AGM, the voting shall be by a secret ballot.

Voting by secure electronic method is approved on matters other than election of Officers and Committee which is exclusive to Annual General Meeting



21 Proxies

A member may appoint a proxy to represent them at a Special or Annual General Meeting. The proxy form must be presented in writing to the secretary prior to the start of the meeting naming the person appointed and be duly signed by the member together with their current membership number. The person so appointed has one vote as would the member.

A parent of a junior member under 18 Years on 1 January in the year of the meeting, may represent and vote for that junior member who then does not have a vote. Only one parent may represent the junior member.

22 Quorum

At all AGM and SGM of members of the Club, the quorum shall be 10% of current members or 15 members only, whichever is the smaller, entitled to attend such meetings.

If after the expiration of such time deemed appropriate by the Chairperson, should the required quorum not be reached, the meeting shall be adjourned and reconvened in ten days. Notice of a new date and meeting shall be given by the Secretary to the members.

If at the resumed meeting there is still no quorum present, then those at the meeting shall constitute the quorum.

A quorum for a committee meeting shall be 60% of the elected persons.

23 Regulations

The members of the Club at a General Meeting, or the committee of the Club at any time, may make regulations for the conduct of the Club as they shall determine, but they shall not conflict with these rules.

Any regulation made by committee shall hold good until the ensuring AGM of members, when it must be confirmed or lapsed.

24 Alteration of Rules

Neither these rules nor the regulations made there under shall be altered or repealed, nor any new rule or introduced except at the Annual General Meeting or at a Special General Meeting called for that purpose.

Notice of any alteration or deletion of these rules, shall be given to each member fourteen (14) clear days prior the date of the meeting.

No alteration of Rule 27, Winding Up, shall be allowed if said alteration would give pecuniary gain to any member of the Club, or shall any new rule or amendment be allowed if the new or amended rule is in conflict to Rule 26, Pecuniary Gain.

25 Judgement of the National Body



If any rule or regulation made hereunder, is not included or catered for by the Clubs constitution, then the National Bodies constitution and regulations shall take precedence. If any dispute of point is still not covered under the National Body then a Special General Meeting shall be called to resolve the point, notice of which shall be given as per described in Clause 18.

26 Pecuniary Gain

Should any member of the Club stand to derive and pecuniary gain from any matter under discussion, either by committee or by the Club, he/she shall declare his /her pecuniary interest in the matter and abstain from voting on the matter, and can be asked to leave the meeting for the period of the discussion.

27 Winding Up

In the event of the Dissolution of the Club, or the Club through any cause ceasing to exist, the funds and property of any and all liabilities shall be handed to Mountain Bike New Zealand Inc or the governing national body at the time, to be disposed of as they shall determine.

In no event shall the surplus assets of the Club be divided among the members thereof.

The club may be wound up voluntarily if the Club, at a special meeting of its members passes a resolution requiring the club to do so, and the resolution is confirmed at a subsequent special meeting called for that purpose and held after the date on which the resolution so to be confirmed was passed.

END

Version III