

# Christchurch Singletrack Club Inc

## Constitution and Rules

### 1. Name

- 1.1 The name of this Organization shall be: The Christchurch Singletrack Club Incorporated.
- 1.2 The Organization shall be affiliated to MTBNZ.

### 2. Objects and aims

To be beneficial to the community by:

- 2.1 Promoting amateur and recreational mountain biking in Canterbury.
- 2.2 Promoting and facilitating recreational mountain bike events and amateur races.
- 2.3 Designing and constructing tracks for recreational mountainbiking and amateur races.
- 2.4 Advocating for mountain biking locally, regionally and nationally.
- 2.5 affiliate with MTBNZ and with bodies or associations which have similar objects to the organization.
- 2.6 Working with the Christchurch City Council, DOC, Summit Road Society, local Iwi and other agencies to promote the development of mountain biking.
- 2.7 The Christchurch Singletrack Club Incorporated acknowledges that mountain biking as promoted by the objectives of the Christchurch Singletrack Club Incorporated is conducted for the recreation or entertainment of the general public as required by section CW 46(b) of the Income Tax Act 2007.

### 3. Admission to Membership

- 3.1 Any person is entitled to apply to be a member of this organization.
- 3.2 Each individual is required to fill in a membership form and pay the appropriate fee.
- 3.3 The membership form shall request next of kin details and details of relevant health issues, and a statement releasing the club from liability for damage or loss of personal equipment.
- 3.4 The Christchurch Singletrack Club Inc shall have the power at any Annual General Meeting to elect Honorary Life Members.
- 3.5 Membership shall be from 1 July to 30 June each year.

### 4. Termination of Membership

Membership of the organization may be terminated if:

- 4.1 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.
- 4.2 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.
- 4.3 Membership is not renewed within two months of membership expiry.

### 5. Subscription

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

### 6. Private Profit

- 6.1 Any income, benefit or advantage must be used to advance the purposes of the organization outlined in clause 2 of this constitution and must not be used for the personal benefit, gain or advantage of any member or associate of any member.
- 6.2 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any amount, benefit, or advantage whatsoever. Any such amount paid shall be reasonable and relative to that which would be paid in an arms length transaction (being an open market value). 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.



- 6.3 If upon winding up or dissolution of the organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (the "surplus assets"), the same shall not be paid to or distributed among the members of the organisation, but shall be given or transferred to some other organisation or body having objects similar to the objects of those contained in clause 2 of this constitution or to some other charitable organisation or purpose, within New Zealand.

### **7. Executive Committee**

- 7.1 The affairs, business and operating of the organization shall be conducted, managed and controlled by a committee of 5 to 12 members including a Chairperson, Secretary and Treasurer.
- 7.2 The Committee shall be elected at each Annual General Meeting, and shall hold office until the next AGM.
- 7.3 The quorum shall be at least half of the committee members.
- 7.4 If any member of the Committee should die, resign, or absent themselves from three consecutive meetings without leave, the Committee may appoint a successor.
- 7.5 The Committee shall have the power to generally carry out the aims, objectives and rules of the club and to manage all club affairs.
- 7.6 Any person elected to committee must disclose any conflict of interest or any beneficial interest that the committee member has in any matter that the club may be considering which may arise at any time during their term of appointment.
- 7.7 A candidate for office/committee must be proposed by one member and seconded by another. Self nomination is allowed. The candidate must be willing to accept the nomination. Any contested election shall be by ballot. In all elections where there is a tie, it shall be decided by a further election of the candidates. Members shall have one vote and the chairperson shall have a deliberate and casting vote.
- 7.8 The duties of the Chairperson shall be to contact all committee members to advise of the scheduled meeting. At all general meetings the chairperson shall preside. If he/she is absent, the meeting shall elect a chairperson to run the meeting.
- 7.9 The Secretary is to record minutes at all committee meetings, submit correspondence and reply thereto according to the directions of the meeting, to keep a register of the members of the club and the addresses of the members, to keep all records and generally to perform all the clerical work of the club. Minutes of a meeting shall be emailed out to the Executive Committee for verification within two weeks of a meeting. If he/she is absent, the meeting shall elect a substitute to record the minutes.
- 7.10 The Treasurer shall receive all monies due to the club and to place the same to the credit of the clubs banking account, to sign all cheques for disbursements in conjunction with an other signatory, to keep proper books of account, to prepare and submit to members of the club at the annual general meeting an independently checked statement of the financial affairs of the club.
- 7.11 At the majority vote of the members the financial statements can be audited.

### **8. Off Committee Positions**

- 8.1 Club members may hold Off Committee positions based on those outlined in the document "2008 MTB Club Development Manual" or its successor, such as website manager, newsletter writer, fundraising manager, land advocacy manager, trail development team, social activities team, membership secretary. These roles will be identified by the Executive Committee but suggestions from club members to the Chairperson or Secretary is welcome.
- 8.2 These positions may be filled by appointment at an Executive Committee, Annual General or Special General meeting and they will be held until the next AGM.
- 8.3 If the person filling the role should die or resign, the Executive Committee may appoint a successor.
- 8.4 Club members in Off Committee positions shall carry out the aims and objectives of the club and adhere to the rules of the club.
- 8.5 Any person appointed to an Off Committee position must disclose any conflict of interest or any beneficial interest that the Off Committee member has in any matter that the club may be considering which may arise at any time during their term of appointment.

- 8.6 The person must be willing to accept the appointment.
- 8.7 Club members in Off Committee positions shall liaise with the Executive Committee as necessary.
- 8.8 Club members in Off Committee positions shall prepare a report on their activities in the past year for the AGM.
- 8.9 Club members can hold more than one Off Committee position.

### **9. Powers of Committee**

- 9.1 The Executive Committee will at all times be bound by the decisions of the members at General Meetings.
- 9.2 Subject to the Constitution and Rules of the Christchurch Singletrack Club Inc and specifically clause 9.3, the Committee shall have the following powers:
  - 9.2.1 To purchase, lease, hire or by any other means, acquire any personal property necessary or convenient for the purpose of the Club.
  - 9.2.2 To sell, hire, exchange, improve, manage, develop or otherwise deal with all, or any part of the personal property of the club.
  - 9.2.3 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.
  - 9.2.4 To engage club members, committee members or members of the general public whose services may be deemed necessary for the purposes of the club and to pay such people an arm's length market amount for the services provided. Where a club member, committee member or an associate of such member is engaged by the club in accordance with this clause, payment may only be made in accordance with clause 6.2.
  - 9.2.5 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 Christchurch Singletrack Club Inc of the location and number of this account.
  - 9.2.6 To use its funds as the committee thinks necessary or proper in payment of its costs and expenses, including costs incurred in contracting the of services solicitors, agents, officers or any other professional, consultant or tradesman whosoever.
- 9.3 The committee shall not have the power to employ people or engage in employment contracts but must instead obtain the required services through independent contractors.

### **10. Executive Meetings**

- 10.1 Meetings of the Executive Committee will be held as required.
- 10.2 The Executive Committee shall be the governing body of the organization.
- 10.3 Proper minutes of proceedings shall be kept. The order of business shall be:
  - confirmation of minutes
  - apologies for absence
  - recording of decisions made by email
  - business arising from minutes
  - correspondence
  - financial accounts
  - general business
  - date of next meeting
- 10.4 Items of discussion are accepted by majority agreement. Voting on all questions shall be first on the voices but a show of hands may be demanded by any member.
- 10.5 The only people entitled to vote shall be members of the Christchurch Singletrack Club Inc.
- 10.6 Decisions on matters that can't wait for a meeting can be resolved by email but require over half of the current committee members to give their support.
- 10.7 The Chairperson 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. Annual and Special General Meetings**

- 11.1 The quorum for an annual or special general meeting shall be 7 club members.

- 11.2 At least 14 days notice of date, time, venue and agenda of the Annual or Special General Meeting shall be given on a public forum mountainbike website and through the club newsletter. If a Special General Meeting is called regarding changes to the Constitution, proposed changes need to be specified to Club members when notice is given.
- 11.3 The Annual General Meeting shall be held prior to 31 August.
- 11.4 A Special General Meeting may be called by the Executive Committee or at the request of at least 5 club members. The meeting will be held within 5 weeks of the request and is to only discuss matters related to the reason for which it was called.
- 11.5 General Meetings will be chaired by the Chairperson of the Executive Committee. If that person is unavailable those present at the meeting will elect a stand-in to chair the meeting.
- 11.6 All questions will be decided by consensus if possible. If agreement can not be reached, those present may decide to accept the majority vote or to delay a decision until further research can be undertaken.
- 11.7 Non-club members can contribute to discussion but only club members may vote.
- 11.8 Voting will usually be by a show of hands. If a club member requests a secret ballot on any vote or election, a secret ballot will be held.
- 11.9 The Annual General Meeting will carry out the following business:
- Receive the minutes of the previous Annual General Meeting
  - Receive the financial report for the past year
  - Receive reports on the Club's activities over the past year
  - Elect Officers and ordinary members of the Executive Committee for the coming year
  - Elect Off Committee roles
  - Conduct any other relevant business

## **12. Indemnity**

- 12.1 No member of the Executive Committee shall be liable for the acts or defaults of any other Executive Committee member or any loss occasioned by their acts or defaults.
- 12.2 The Executive Committee members shall be indemnified by the club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

## **13. Alteration to the Constitution**

- 13.1 Subject to clause 13.2 and 13.3, 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 is 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 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.
- 13.2 No addition to or alteration of the non-profit aims being clause 2, personal benefit clause being clause 6.1 and 6.2 or winding up clause being clause 6.3 and clause 15 shall be approved without approval and confirmation from the Inland Revenue that the amendments will not impact on the club's tax exempt status under the Income Tax Act 2007 (or subsequent successor).
- 13.3 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.

## **14. Finance**

- 14.1 The club's financial year shall be set by the Committee, provided the Annual Accounts are prepared for approval at the AGM.
- 14.2 The trustees of the club's bank account shall be the Chairperson, Treasurer and any other officer to be selected by the Committee. Any two of these three persons may approve transactions on the club's account.
- 14.3 All the funds of the club shall be paid into a bank determined by the Committee, to the credit of the Club.

- 14.4 All accounts shall be approved for payment by the Committee, prior to payment taking place.
- 14.5 Any membership fees shall be set by the Committee, subject to any motion at an Annual General Meeting of the Club.
- 14.6 With prior approval from at least half of the Executive Committee, club members can make purchases for purposes in keeping with the objects of the club. These expenses will be reimbursed when a receipt is provided.
- 14.7 Reasonable personal costs incurred in the running of activities for the benefit of the club will be reimbursed. Rates will be set by the committee.
- 14.8 The committee shall keep, or shall cause to be kept, a proper account of the income and expenditure of the club.
- 14.9 The committee can place funds into NZ trading banks as it sees fit to further the objectives of the club. The committee may invest in such NZ 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.

#### **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 distribute the clubs Surplus Assets in accordance with clause 6.3 of this constitution.

#### **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 Executive Committee and will be signed by the Treasurer and one other person appointed by the Executive Committee.