

Rules of Tasman Wheelers Incorporated

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Rules of Tasman Wheelers Incorporated

1 TITLE

- (a) The Club shall be called “Tasman Wheelers Incorporated” and shall be registered under the Incorporated Societies Act, 2022.
- (b) In these rules, “Club” shall mean “Tasman Wheelers Incorporated”.

2 REGISTERED OFFICE

- (a) The Registered Office of the Club shall be the residence of the Secretary, or such other place as may, from time to time, be specified by the Club's Committee.
- (b) All correspondence shall be addressed electronically to race@tasmanwheelers.co.nz

3 OBJECTIVES

- (a) To promote and organise road cycling within the Nelson and Tasman Districts, as defined by Cycling New Zealand Incorporated.
- (b) To do such other things, not being unlawful or inconsistent with these presents, or with the Incorporated Societies Act, 2022, as, in the opinion of the Club, would further, or tend to further, the interests of members, or encourage and further the sport of cycling generally.

4 DEFINITIONS

- (a) “Act” means the Incorporated Societies Act, 2022, and any amendment, or re-enactment of the Act.
- (b) “Cycling NZ” means “Cycling New Zealand”.
- (c) “Rider” means a competitor in any Tasman Wheelers race or organised event.
- (d) Words of the plural shall include the singular, and vice versa.

5 AFFILIATION

- (a) The Club shall be affiliated to Cycling NZ.

6 RULES

- (a) The Club shall uphold such laws and rules of the sport of cycling as may, from time to time, be adopted by Tasman Wheelers Incorporated and Cycling NZ.
- (b) The Club may make and adopt by-laws for competition, and advise riders before such by-laws are applied.
- (c) All members must abide by current road rules and traffic management (including but not limited to instruction by marshals and race officials).
- (d) Riders must respect each other.

7 MEMBERSHIP

- (a) Membership shall be open to any person who wishes to further the interests of the Club.
- (b) Any person seeking membership shall make application to the Management Committee by paying a subscription, and the Management Committee shall determine whether the application is successful or not.
- (c) The duration of all memberships, except for Life Members, will be annual from 1 October to 30 September.
- (d) Each person admitted to membership shall be:
 - (i) Bound by the Constitution and By-laws of the Club.
 - (ii) Become liable for such fees and subscriptions as may be fixed by the Club.
 - (iii) Entitled to all advantages and privileges of membership.
 - (iv) Responsible for assisting in the Club's operation of events and other activities.
- (e) Membership categories:
 - (i) **FULL MEMBER**

Any person who is a full member of the Club is entitled to vote, hold any office and enjoy the privileges of the Club, including participating in races and other events.

(ii) CASUAL MEMBER

Persons who are interested in promoting the Club or may wish to race occasionally, may become a casual member.

(iii) JUNIOR MEMBER

Any person under the age of 19 years may become a Junior Member. Junior Members shall have speaking and voting rights and may be elected to the committee.

(iv) HONORARY MEMBER

An honorary member may be elected by the management committee for exemplary service to the club or outstanding representation and will enjoy all the privileges of Full Membership.

(v) LIFE MEMBERSHIP

The Club may elect any member who has given outstanding service to the Club as a Life Member in accordance with Clause 9.

(vi) PATRON

The Club Management Committee may, at its discretion, appoint a Patron(s) or Vice-patron(s) of the Club for such period as may be deemed necessary. A patron can vote.

- (f) The Management Committee shall appoint a member of the Management Committee to maintain an up-to-date register of members of the Club.
- (g) A member may at any reasonable time inspect the records and documents of the Club.
- (h) Any member who has not renewed their membership by 31 December immediately following the AGM will automatically cease to be a member of the Club.
- (i) A Tasman Wheelers member, competing in a National or International competition must be a financial full member .

8 DISPUTES RESOLUTION PROCEDURE

“Disputes” and “complaints,” “member” and “officer of the club” in this procedure are as defined in Clause 38 of the Incorporated Societies Act 2022.

The principles of natural justice will be applied throughout this process including that the decision-makers are impartial and able to consider the matter without predetermined view.

- a) If any member, officer of the club or the Club has a dispute or issue they consider needs addressing, they should in the first instance raise it with:
 - (i) The Race Manager of the day if it relates to an event.
 - (ii) Any member of the Management Committee if it relates to misconduct or a breach of the Club's Constitution, its bylaws or the Incorporated Societies Act 2022.
- b) If the member, officer of the club or the club feels the response is unsatisfactory, then they may refer the issue to the Management Committee in writing or by electronic means.
- c) The Club Secretary will immediately respond to the complainant informing him/her that it will be brought to the attention of the Management Committee and state a timeframe for the Management Committee to address the issue and suggest a resolution to it, or decide it does not warrant resolution.
- d) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- e) The member or officer who is the subject of the complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- f) The respondent must be fairly advised of all allegations concerning the complaint, with sufficient details and time given to enable the respondent to prepare a response.
- g) The Management Committee may confer by electronic means in assessing the complaint without having to hold a special meeting if they think fit.
- h) The Management Committee may impose penalties, including suspensions, as it deems appropriate.
- i) As soon as an investigation is completed, a written report containing the Management Committee's findings and penalties imposed, together with a summary of all evidence submitted, shall be signed by the President and submitted to the Club Secretary who will convey

the Management Committee's decision/s to the complainant/s and the member/s or officer/s subject to the complaint.

- j) The decision by the Management Committee will be considered final although the Management Committee may, at their discretion, consider:
 - (i) Offering independent mediation
 - (ii) Calling a Special General Meeting if it decides the matter should be dealt with by the full membership of the Club.

9 LIFE MEMBERS

The Club may, by the affirmative vote of three-quarters (3/4) of those present and eligible to vote at an Annual Meeting, elect as Life Members, such persons as have rendered outstanding service to the Club, and who are approved by the affirmative vote of the Club. The election of a life member must be approved at a committee meeting prior to the AGM and included in the agenda for the AGM (and named)

10 MANAGEMENT

- (a) The affairs of the Club shall be governed by a Management Committee consisting of the elected Officers of the Club, and elected Committee Members.
- (b) The Officers of the Club shall be the President, Vice-President, the Secretary, and the Treasurer (or Secretary/Treasurer) who will all be elected at the AGM.
- (c) A minimum of Five (5) Committee Members will be elected and will be allocated responsibilities at the first Committee Meeting following election.
- (d) No person on the Management Committee shall have responsibility for more than two roles (as named in b above) at any one time. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he/she will be eligible for re-election.
- (e) A quorum of the Management Committee shall be five (5) members who are eligible to vote.
- (f) If the President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

- (g) A member of the Management Committee may lose his or her seat on the committee for either of the following:
 - (i) Absence from three or more meetings without leave of absence.
 - (ii) Ceases to be an officer in accordance with Section 50 of the Incorporated Societies Act 2022.
- (h) The Management Committee may co-opt members to fill vacancies that may occur between elections. Such co-opted members shall enjoy voting and other rights as if they had been elected at an Annual General Meeting, but must, if they so wish, apply for election in the normal process at the next Annual General Meeting.
- (i) The Club may also co-opt onto the Management Committee any other person(s) it sees fit to fill a particular role, from time to time, and for any period. Such members need not be Full Members of the Club and will not enjoy voting rights.
- (j) No Management Committee member shall take part in any discussion or vote where they, or a relative, have the potential to gain an advantage. This restriction while primarily aimed at financial matters, applies to all the activities of the Club.

11 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held not later than 6 months after the balance date of the society, and not later than 15 months after the previous annual general meeting, on a date and at a place to be fixed by the Club.
- (b) The Secretary shall give at least fourteen (14) days' notice of the date of the Annual General Meeting, to members by email including an agenda and financial report
- (c) All membership categories shall be eligible to attend the Annual General Meeting or Special Meetings and shall have speaking and voting rights.
- (d) Notices of Motions for inclusion on the agenda of the Annual General Meeting must be forwarded to the Club Secretary 5 days prior to the date of the Annual General Meeting.

- (e) The business to be transacted at the Annual General Meeting shall be:
 - (i) Opening of meeting.
 - (ii) Apologies
 - (iii) Confirmation of minutes of previous Annual General Meeting.
 - (iv) Confirmation of minutes of any previous Special Meeting.
 - (v) Presentation and Adoption of the President's Report.
 - (vi) Presentation and Adoption of Annual Accounts and Balance Sheet.
 - (vii) Presentation of the Budget for following financial year.
 - (viii) Election of Officers, Committee Members and Club Delegates to the Centre.
 - (ix) Appointment of Account Reviewer.
 - (x) Notices of Motion.
 - (xi) General Business.

12 SPECIAL MEETINGS

- (a) A Special Meeting of the Club shall be convened on a resolution of the Management Committee, or on the requisition of a minimum of ten percent (10%) of current Members of the Club.
- (b) The request shall state the purpose for which the Special Meeting is called, and no other business shall be considered at the meeting.
- (c) The procedure to be adopted for the conduct of the meeting shall be in accordance with that stipulated for the Annual General Meeting, in so far as is applicable.
- (d) The Secretary shall give at least fourteen (14) days' notice of the date of the Special Meeting to members, and shall state the time of commencement, the venue of the meeting, and the business to be transacted thereat.

13 NOMINATIONS

- (a) By preference written Nominations should be received by the Club Secretary three (3) days prior to the Annual General Meeting.
- (b) All nominations must have the consent of the Nominee.
- (c) All nominees for Officers of the Club shall meet the eligibility criteria of the Incorporated Societies Act 2022 Sec. 47 and provide signed documentation to that effect.

14 ELECTIONS

- (a) All elections shall be by ballot or show of hands.
- (b) All valid nominations for elected positions shall be submitted to the vote.

15 VOTING

- (a) All members have one vote each with the exception of the President who has two
- (b) The President shall have a deliberative vote, and in the case of equilibrium of votes, shall also have a casting vote.
- (c) Unless otherwise specified voting shall be by voices or show of hands, as the President shall direct.
- (d) A ballot shall be taken if any member with the power to vote so requests. Such ballot shall be taken immediately in such manner as the President directs. Ballot papers shall be destroyed in the presence of the meeting immediately after the vote is concluded satisfactorily and the results recorded in the minutes.
- (e) The declaration by the President that a vote has been carried or lost shall be final, provided that when a ballot has been taken the declaration of such ballot only shall be final. Votes cast for each candidate or option shall be declared.

16 PROXIES

- (a) No Member shall appoint any other person as his/her Proxy to attend and/or vote at any General or Special Meeting of the Club.

17 QUORUMS

- (a) At any Annual General Meeting or Special Meeting of the Club at least twelve (12) members eligible to attend and vote shall constitute a quorum.
- (b) At any other meeting of the Club at least five (5) of those eligible to attend and vote shall constitute a quorum.
- (c) A quorum shall be present throughout the meeting. At any meeting at which a quorum shall not be present, the meeting shall be adjourned to such a day within one month as they may decide.

18 THE CLUB

- (a) The Management Committee shall have full power and authority to:
 - (i) Arrange, regulate and control all local and other race meetings under its jurisdiction.
 - (ii) Regulate and control the conduct of officials and members of the Club.
 - (iii) Inflict any penalty on any official, or member found guilty of breaking any of the Rules of the Club, or refusing to give effect to any resolution passed by the Management Committee, or by any General or Special Meeting of the Club.
 - (iv) Suspend , or otherwise penalise any official or member who may be found guilty improper, unfair, or unsportsmanlike conduct in any matter connected with the affairs of the Club.
 - (v) Determine all questions and disputes as to the construction and meaning of these Rules, or any expression therein, or as to anything done or omitted by any member in relation to the sport of cycling.
 - (vi) Appoint sub-committees when considered advisable.
 - (vii) No member under investigation shall take part in any discussion and/or voting, when the Management Committee exercises its powers under Rules 18 (ii), (iii), (iv), (v) and (vi).

19 MANAGEMENT COMMITTEE MEETINGS

- (a) Meetings of the Management Committee shall be held regularly throughout the year, preferably monthly, or may be summoned by the President at any time, or upon receipt by the Club Secretary of a requisition signed by four (4) members of the Management Committee setting forth the object of the meeting. Such meeting shall be summoned forthwith and shall be held within seven (7) days of the receipt of the requisition.
- (b) Matters of an urgent nature may be dealt with outside of regular Management Committee Meetings by mechanisms including, but not limited to, impromptu meetings, telephone conferences or electronic mail. All members of the Management Committee should be given the opportunity to partake in such meetings but as a minimum the President, Secretary, Treasurer (or Secretary/Treasurer) plus three other Committee Members. Full records of the meeting and actions must be prepared and tabled at the next regular Management Committee Meeting.

20 PATRON

The role of Patron is an honorary one without power in terms of the governance or management of the Club and also has no legal responsibilities in relation to the Club.

- (a) The Patron should provide knowledge, experience, networks, advice, leadership and guidance to the Club.
- (b) The Patron acts primarily as a public figurehead for the Club.

21 PRESIDENT

The President or Chairperson is the principal leader of the Tasman Wheelers Club and has overall responsibility for the Tasman Wheelers Club's administration.

- (a) The President sets the overall annual committee agenda (consistent with the views of the members), helps the Committee prioritise its goals and then keeps the Committee on track by working within that overall framework. At the operational level, the major function of the President is to facilitate effective Committee Meetings.
- (b) The President is elected by the Tasman Wheelers members and is responsible for representing the views of the Tasman Wheelers members.

- (c) Manage Committee or Executive meetings.
- (d) Manage the Annual General Meeting.
- (e) Represent the Club at local, regional and national levels, or appoint a representative.
- (f) Act as a facilitator for Club activities.
- (g) Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.
- (h) In accordance with the Act, prepare an annual report on the operations and affairs of the society during the most recently completed accounting period.

22 VICE-PRESIDENT

Serving as an assistant to the President, the Vice-president will chair meetings and make decisions in cases of the President's absence. The Vice-president may have specific roles within the club, as determined by the Management Committee.

23 TREASURER

The Treasurer is the chief financial management officer for the Tasman Wheelers Club.

- (a) Prepare a budget and monitor it carefully ensuring any potential overspends are approved by the Management Committee.
- (b) Keep a proper record of all payments and moneys received.
- (c) Make sure financial reports are available and understood at all Committee Meetings.
- (d) Show evidence that money received is banked and documentation provided for all money paid out.
- (e) Ensure that information for a review is prepared each year.
- (f) Arrange the annual accounts review by external party.
- (g) Produce an annual financial report for the AGM
- (h) Send out accounts.
- (i) Pay accounts.

- (j) Meet all regulatory obligations such as GST returns and filing annual financial reports with the Incorporated Societies Office.
- (k) Maintain an assets register on behalf of the Club.

24 SECRETARY

The Secretary is the chief administration officer of the Tasman Wheelers Club. This person provides the coordination between members, the Committee and outside agencies.

- (a) Prepare the agenda for club meetings in consultation with the Chairperson.
- (b) Make arrangements including venue, date and times for club meetings.
- (c) Call for and receive nominations for Committee and other positions for the Club AGM.
- (d) Take the minutes of meetings.
- (e) Read, reply and file correspondence promptly.
- (f) Collate and arrange for the printing of the annual report.
- (g) Maintain registers of members' names, addresses and joining date in accordance with the Incorporated Societies Act 2022.
- (h) Facilitate communication to members as required.
- (i) Maintain file of legal documents such as constitution, assets, vehicle registrations, insurance and Internet Domain Names registrations.
- (j) Act as the public officer of the Club liaising with members of the public, affiliated bodies and government agencies.
- (k) Enter teams in competitions; represent Club at Association meetings; communicate information between Cycling NZ and members, such as event deadlines.
- (l) Keep a register of Cups and Trophies with holders' locations. Arrange for engraving as required.
- (m) Other tasks: handle bookings and entries; supervise uniforms; respond to general duties as required by the Club Committee.

25 FINANCE

- (a) The financial year of the Club shall end on 31 March in each year.
- (b) All payments by the Club need to be authorised by the Club Treasurer and one of the following: President, Secretary, a Committee Member appointed as a signatory. Payments shall be electronic payment authorised by two of the signatories.
- (c) Funds investment:
The Club may, by resolution, transfer such funds from the General Account as are not required for immediate purposes to a General or Special Purposes Reserve, such resolution to be carried by a majority of the Management Committee Members.
- (d) The Management Committee shall not spend more than \$10,000, in a single transaction, net of grant income, without the approval of either an Annual General Meeting or a Special Meeting.
- (e) The Club shall have the power to borrow, but only with the approval of the Annual General Meeting or a Special Meeting.
- (f) The Annual Subscription for the different classes of members may only be altered at an Annual General Meeting, and shall apply from the 1st day of October immediately following the AGM.

26 REVIEW OF ACCOUNTS

- (a) The accounts of the Club shall be reviewed by a suitably qualified person, not being, or related to, a member of the Management Committee, and duly appointed under these Rules, who shall have the power to call for the production of all books, electronic records stored on computer, papers, accounts and documents relating to the affairs of the Club, at any time.
- (b) For every requested review, he/she shall submit a report to the Club, and following the Annual Review shall also submit a report to the Annual General Meeting.
- (c) If, for any reason, the Reviewer shall be prevented from fulfilling his/her duties, the Club shall appoint a substitute to hold office for the remainder of the term.

27 REMUNERATION, EXPENSES, HONORARIUMS

- (a) The Club may make payment of such remuneration, expenses or

honorariums as deemed necessary.

- (b) All such payments shall be submitted to, and carried at an Annual General Meeting.

28 NOTICES

- (a) Every notice required to be given to any member shall be deemed to have been duly delivered if addressed to the recipient at the last known place of business or residence. If circumstances permit, this policy shall also apply to mail delivered by electronic means. Such notice shall be deemed to have been served at the time when the notice would normally have been delivered in the ordinary course of post. The accidental omission to give notice to any member, through fault of the sender, incorrect address, or failure in delivery shall not invalidate any meeting.

29 MATTERS NOT PROVIDED FOR

- (a) The decision of the Management Committee on the interpretation, application or effect on any of these Rules, or on any matter or things not provided for by these Rules, and which pertains to the Club, its property or interests, shall be conclusive and binding on all members of the Club unless and until a contrary ruling is carried at an Annual or Special Meeting.

30 INDEMNITY

- (a) The Club and Officers of the Club shall be indemnified by the Club against all losses or expenses in, or about, the discharge of their duties except as shall happen to be by their own wilful act, neglect or default. No Members of the Management Committee or other Club Official shall be responsible for any other member of the Management Committee or other Club Official by the insufficiency or deficiency, or value of, or title to, any property or security acquired to be taken on behalf of the Club, or by the bankruptcy, or any tortuous act of any customer or debtor of the Club, or anything done in the execution of the duties of his/her office, or in relation thereto or otherwise than his own wilful act, neglect, or default.

31 IGNORANCE OF THE RULES

- (a) Ignorance of any of the Rules of the Club shall not be accepted as an excuse for any breach or breaches thereof.

32 ALTERATIONS TO THE CONSTITUTION

- (a) The Constitution may be altered by a decision of a two thirds majority of members present and eligible to vote at any Annual or Special Meeting of the Club.
- (b) Notice of alterations to the Constitution, together with the names of the proposer and seconder of every alteration, shall be given in writing to the Club Secretary at least five (5) days before the Meeting at which the alterations are intended to be proposed.
- (c) All Notices of Motion regarding alteration to the Constitution shall be accompanied by a clause stating what position the alteration will take in the Constitution.
- (d) Any alteration to the Constitution shall be submitted once per year to the Registrar of Incorporated Societies in accordance with the regulations, and accompanied by the prescribed form and/or fee in force at the time.

33 WINDING UP

- (a) If, at any time, the Club in Special Meeting, shall decide by a simple majority, following the regulations prescribed in the Incorporated Societies Act, 2022, in force at the time, to wind up its operations, then the Accumulated Funds shall be distributed as follows:
 - (i) In payment of the costs of winding up.
 - (ii) Pro-rata between the creditors of the Club.
 - (iii) In the event of the voluntary dissolution of the Club, or the Club ceasing to exist through any other cause, the net assets after the discharge of all liabilities ((i) and (ii) above) shall be handed to Cycling NZ to be held in trust for five (5) years from the date of dissolution, with any income derived from the assets being retained in this fund. If during this period a properly constituted group in the Nelson/Tasman region is established that has objectives consistent to those of the Club, as set out in these rules, then Cycling NZ will pass over the assets held in Trust to this appropriately constituted group. In the event no appropriately constituted group is established within the requisite timeframe, then the assets will revert to the ownership of Cycling NZ.

34 BYLAWS

- (a) The Club may, from time to time, establish such bylaws as it deems necessary (not being inconsistent with these Rules, or with the Incorporated Societies Act, 2022) governing any aspect of operation of the Club. For example (and without limiting the generality of this power) bylaws may be enacted relating to the procedures at any meetings, the control and/or use of equipment, and the publication of reports of meetings and Club business by newsletter. The bylaws so enacted shall be recorded by the Club Secretary.