

Rules of Bike Waikato Incorporated

Agreed at the first AGM 1 September 2020

Amendment to clause 11.4 amending General Meeting quorum to 10 eligible members agreed at the AGM on Tuesday 7 September 2021.

Amendments are underlined

The Society

1. Name and Registered Office

1.1. The name of the society is Bike Waikato Incorporated (in these **Rules** referred to as the '**Society**').

1.2. The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

2. Purposes

2.1. The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely

- a) To encourage the use of cycles
- b) To work to improve conditions for cyclists and cycling
- c) To improve the image of cyclists and cycling
- d) To present the case for cycling in public debate and to relevant authorities
- e) To promote cycling as a healthy, sustainable and convenient form of transport
- f) To do all such other things as are conducive to or incidental to the attachment of any of the above purposes

2.2. Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**

2.3. **No Member, or Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

2.4. Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3. Act and Regulations

3.1. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

4. Power to borrow money

4.1. The **Society** does not have the power to borrow money.

5. Other powers

5.1. In addition to its statutory powers, the **Society**:

- a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- b) may invest in any investment in which a trustee may lawfully invest.

Membership

6. **Members**

- 6.1. The **Society** shall maintain the minimum number of **Members** required by the **Act**.
- 6.2. Every applicant for membership must consent in writing to becoming a **Member**.
- 6.3. An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Committee**. The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 6.4. The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**,
- 6.5. The information contained in the **Register of Members** shall include each **Member's**:
 - a) name
 - b) postal address
 - c) phone number (landline and/or mobile)
 - d) email address
 - e) the date the **Member** became a **Member**
 - f) and any other information required by these **Rules** or prescribed by Regulations under **the Act**.
- 6.6. Every **Member** shall promptly advise the **Secretary** of any change of their contact details.
- 6.7. Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.
- 6.8. Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.
- 6.9. All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 6.10. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Society** by due date, but no **Member** or Life **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

7. **Subscriptions and fees**

- 7.1. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting**.
- 7.2. Any **Member** failing to pay the annual subscription within 2 calendar month(s) of the date the same was due for payment shall have their membership terminated (without any further notice being given to the **Member**).

8. **Ceasing to be a member**

- 8.1. A **Member** ceases to be a **Member**:

- a) on death, or
 - b) by resignation from that **Member's** class of membership by notice to the **Secretary**, or
 - c) on termination of a **Member's** membership following a dispute resolution process under these **Rules**.
- 8.2. with effect from the death of the **Member** or the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these **Rules**.
 - 8.3. A **Member** who resigns or whose membership is terminated under these **Rules**:
 - a) remains liable to pay all subscriptions and other fees to the **Society's** next balance date,

- b) shall cease to hold himself or herself out as a **Member** of the **Society**, and
- c) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- d) shall cease to be entitled to any of the rights of a **Society Member**.

8.4. A **Member's** membership is terminated when the **Committee** resolves by a two thirds majority that the **Member** has brought the **Society** into disrepute by their actions and that the continued membership of the **Member** is not in the best interest of the **Society**.

General meetings

9. Annual General Meetings

9.1. An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

9.2. The business of an **Annual General Meeting** shall be to:

- a) confirm the minutes of previous Society Meeting(s),
- b) adopt the annual report on Society business,
- c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- d) set any subscriptions for the current financial year,
- e) consider any motions,
- f) consider any general business.

10. Special General Meetings

10.1. **Special General Meetings** may be called at any time by the **Committee** by resolution. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10 per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

10.2. The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the Meeting.

11. Procedure

11.1. The **Committee** shall give all **Members** at least 14 **Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

11.2. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

11.3. All financial **Members** may attend, speak and vote at **General Meetings**

11.4. No **General Meeting** may be held unless at least **15 10** eligible financial **Members** attend. This will constitute a quorum.

11.5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

11.6. **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

11.7. All **General Meetings** shall be chaired by the **Chair or Co-chair**.

11.8. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, *a casting vote*

11.9. Any person chairing a **General Meeting** may:

- a) With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

11.10. The **Committee** may put forward motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the **General Meeting**.

11.11. Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** at least **7 Clear Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**).

12. Minutes

12.1. Minutes must be kept by the **Secretary** of all **General Meetings**.

13. Committee

13.1. The **Committee** will consist of between 6 and 8 **Committee Members** who are:

- a) **Members**; and
- b) natural persons; and
- c) not disqualified by these **Rules** or the **Act**.

13.2. The **Committee** will include:

- a) a **Chair** or two **Co-chairs**,
- b) a **Secretary** and a **Treasurer**, who may be the same person, and
- c) not fewer than 2 or more than 4 other **Committee Members**.

13.3. The election of **Committee Members** shall be conducted as follows

- a) **Committee Members** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee**.
- b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least **7 Clear Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- d) The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.

13.4. The term of office for all **Committee Members** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

13.5. A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**.

13.6. Each **Committee Member** shall within 7 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

13.7. From the end of each **Annual General Meeting** until the end of the next, the Society shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

14. **Officers' duties Mandatory**

14.1. At all times each **Committee Member**:

- a) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution,
- d) when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- f) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

14.2. Subject to these **Rules** and any resolution of any **General Meeting** the Committee may:

- a) exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- b) enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

15. **Committee meetings**

15.1. The **Committee** shall meet regularly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair** or **Secretary**.

15.2. The quorum for Committee meetings is four Committee Members.

Finances

16. **Control and management**

16.1. The funds and property of the **Society** shall be:

- a) controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- b) devoted solely to the promotion of the purposes of the **Society**.

17. Balance date

- 17.1. The **Society's** financial year shall commence on **1 July** of each year and end on **30 June** (the latter date being the **Society's** balance date).

Winding up

18. Process

- 18.1. The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- 18.2. The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion.
- 18.3. Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

- 18.4. If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

19. Alterations to the Rules

- 19.1. The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.
- 19.2. At least **14 Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.
- 19.3. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration, and shall take effect from the date of registration.
- 19.4. When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three months of the date of the amendment.

Other

20. Common seal

- 20.1. The common seal of the **Society** must be kept in the custody of the **Secretary** and may be affixed to any document:
- by resolution of the **Committee**, and must be countersigned by two **Committee Members**.
 - by such other means as the **Committee** may resolve from time to time.

21. Contact Person

- 21.1. The **Society's** Contact Officer must be:
- At least 18 years of age, and
 - A Committee Member, and
 - At all times be resident in New Zealand, and
 - Not disqualified under the Statute from holding that office

- 21.2. and shall be appointed by the Committee
- 21.3. Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.

22. Definitions

- 22.1. In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:
- 22.2. **'Act'** means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 22.3. **'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
- 22.4. **'Associated Person'** means a person who:
- a) may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
 - b) may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
 - c) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
 - d) may be interested in the matter because the Society's constitution so provides.
 - e) but no such **Member** shall be deemed to have any such interest:
 - f) merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
 - g) if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or
 - h) if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under this Act or the **Society's** constitution; or
 - i) if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 22.5. **'Chair'** and **'Co-chair'** means the **Committee Member(s)** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.
- 22.6. **'Clear Days'** means **complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting)**.
- 22.7. **'Committee'** means the **Society's** governing body.
- 22.8. **'Committee Member'** means a member of the **Committee**, including the **Chair/Co-chairs, Secretary and Treasurer**.
- 22.9. **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

- 22.10. **'Matter'** means (a) the **Society's** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- 22.11. **'Member'** means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.
- 22.12. **'Notice'** to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- 22.13. **'Register of Interests'** means the register of interests of **Committee Members** kept under these **Rules**.
- 22.14. **'Register of Members'** means the register of **Members** kept under these **Rules**.
- 22.15. **'Rules'** means the rules in this document.
- 22.16. **'Secretary'** means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.
- 22.17. **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 22.18. **'Treasurer'** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.