

PNP RULES AND REGULATIONS: VOTED AT SGM

| FINAL AND COMPLETE VERSION OF RULES (CLEAN) INCLUDING UPDATED NUMBERING | |
|---|--|
| 1. NAME & COLOURS | |
| 1.1 | The name of the Club shall be the Port Nicholson Poneke Cycling Club (Incorporated). |
| 1.2 | The colours of the Club shall be Red, Gold, Black, and White. |
| 2. OBJECTIVES | |
| 2.1 | The objectives of the Club are to: a) Encourage and promote cycling, whether track, road, mountain biking, or other form of cycling, b) Provide leadership and advocacy in the community for cyclists, and c) Promote a spirit of unity and support amongst members of the Club. |
| 2.2 | To achieve its objectives, the Club shall do all such acts and engage in any activities designed to promote the objectives including raising funds. |
| 2.3 | In furtherance of its objectives, the Club may, from time to time, adopt policies. A list of currently adopted policies will be maintained and available on the Club's website www.pnp.org.nz . |
| 3. INTERPRETATION | |
| 3.1 | In these Rules: a) "Club" means the Port Nicholson Poneke Cycling Club (Inc.). b) "Committee" means the Committee set out in Rule 14. c) "Cycling New Zealand" means the national umbrella body of amateur cycling in New Zealand. d) "General Meetings" means the Annual General and Special General meetings described in these Rules and Regulations. e) "Individual Member" (and the plural form) has the meaning given to it by Cycling New Zealand's Rules. f) "Annual General Meeting" means the Annual General Meeting of members of the Club. |
| 4. REGISTERED OFFICE | |
| 4.1 | The registered office of the Club shall be the residence of the Secretary or at such other place as the Committee shall from time to time determine. |
| 4.2 | The current postal address of the Club shall be notified on the Club website: www.pnp.org.nz . |
| 4.3 | Any correspondence to the Club can be received either by post at the current postal address of the Club or electronically at: secretary@pnp.org.nz . |
| 5. MEMBERSHIP | |
| 5.1 | Membership of the Club shall be restricted to "individual members" as defined in Cycling New Zealand's Rules. |
| 5.2 | The Club can also elect as members: a) Officers: As provided for under Rule 11 of these Rules. b) Life Members: Life members shall be elected at an Annual General Meeting and must be individuals who have given outstanding service to the Club or the sport of cycling. A candidate for Life Membership may only be nominated by the Club or by members in writing, setting out in full the grounds of the nomination. c) Honorary or other such Members: such persons as the Club decides subject to such conditions prescribed in the Club's Regulations. |
| 5.3 | Life members and Honorary or other such members are not required to be individual members. |
| 5.4 | The Club will maintain a current membership register of all individual members. |
| 5.5 | The membership register shall be prima facie evidence of membership of the Club. |
| 6. SUBSCRIPTION | |
| 6.1 | Members' annual subscriptions to the Club shall be set at the Annual General Meeting. |
| 6.2 | To obtain membership of the Club, an individual member must pay the annual subscription. |
| 6.3 | Membership can be procured before or during the Club year. |
| 7. RESIGNATION | |
| 7.1 | Any individual member of the Club wishing to leave it shall forward their resignation to the |

PNP RULES AND REGULATIONS: VOTED AT SGM

| |
|--|
| Secretary in writing. |
| 7.2 Any refund of the individual member's subscription shall be at the Committee's discretion. |
| 8. SUSPENSION |
| 8.1 Any individual member of the Club shall be liable to suspension from the Club in the event they violate the Rules, Regulations, or policies of the Club or fail to comply with any lawful direction of the Committee or an Officer of the Club. |
| 8.2 The Committee or relevant sub-committee may impose a suspension. |
| 8.3 Suspension must be by notice to the individual member in writing explaining why suspension has been imposed and providing the individual member with an opportunity to respond. |
| 8.4 Suspension shall not be imposed for a period longer than one month from the date of the suspension being issued. |
| 8.5 The Committee has the discretion to impose a longer suspension period (a sub-committee does not). |
| 9. CANCELLATION |
| 9.1 The President, with the majority support of the Committee may, in extreme circumstances, cancel the membership of any individual member in writing. |
| 10. APPEALS |
| 10.1 Any member of the Club may appeal to the Committee against any decision of any Officer or sub-committee. |
| 10.2 An appeal must: a) Be in writing b) Be addressed (and delivered) to the Secretary, and c) Set out in detail the decision appealed against and the grounds of the appeal. |
| 10.3 The Secretary shall arrange for the hearing and determination of the appeal by the Committee at the earliest convenient date. |
| 10.4 Both the person/s appealing and the person/s appealed against have the right to appear before the Committee prior to the determination of the appeal. |
| 10.5 There shall be no appeal on a question of fact. |
| 11. OFFICERS |
| 11.1 The Officers of the Club, who shall be elected at the Annual General Meeting, shall be a: Patron President Vice President Men's Club Captain Women's Club Captain Youth Club Captain Secretary and Memberships Treasurer Track Convenor Mountain Bike Convenor Road Convenor Youth Convenor |
| 11.2 Together with such other officers as may be deemed necessary and who shall hold offices until their successors are appointed. |
| 12. ELECTION OF OFFICERS |
| 12.1 No individual member whose subscription is in arrears or who is otherwise unfinancial may be elected to any office in the Club. |
| 12.2 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 meeting, then the President has the discretion to: |

PNP RULES AND REGULATIONS: VOTED AT SGM

| |
|---|
| <p>a) Accept the candidate b) Defer acceptance until the candidate confirms their availability, or c) Take other such action as the President thinks fit.</p> <p>12.3 Where the number of candidates nominated is greater than the number of offices to be filled, the President will determine the form of the ballot (eg, voice, show of hands, voting papers).</p> |
| <p>13. CHAIRMAN</p> <p>13.1 At all meetings of members of the Club the President or Chairman shall preside. If neither of these officers is present the meeting shall elect a chairman.</p> <p>13.2 At all general meetings of members and at all meetings of the Committee the Chairman shall have a deliberative vote and in the event of equality of voting a casting vote in addition.</p> <p>13.3 The Chairman's ruling shall be final on any point of order.</p> |
| <p>14. COMMITTEE</p> <p>14.1 The management of the affairs of the Club shall be vested in a Committee of individual members in accordance with the Regulations of the Club.</p> <p>14.2 Officers are automatically members of the Committee.</p> <p>14.3 The duties of the Committee are to:</p> <p>a) Fulfil the objects of the Club b) Provide sound stewardship and governance of the Club, its sub-committees, its members, and its resources and finances (including adopting policies and setting guidelines for sub-committees), and c) Approve an overall budget for the Club and individual budgets for sub-committees for each financial year.</p> <p>14.4 In order to fulfill its duties, and where the Club's Rules and Regulations are silent, the Committee may, by majority of its members, take such action and in such manner as it sees fit. Any action of a substantial nature must be approved by members at either a Special General Meeting or Annual General Meeting.</p> <p>14.5 If a member of the Committee fails to attend three consecutive meetings of the Committee, they will cease to be a member of the Committee (unless the other members of the Committee agree there is good reason for the absences).</p> <p>14.6 The Committee may appoint a financial member to fill a vacancy among its members, or to fill an office of the Club that may become vacant, and such appointment shall hold good until the next Annual General Meeting.</p> |
| <p>15. MEETINGS OF THE COMMITTEE</p> <p>15.1 Meetings of the Committee may be called by the Secretary at any time or on such dates as the Committee shall determine.</p> <p>15.2 At all meetings of the Committee the order of business shall be:</p> <p>a) Confirmation of previous Minutes b) Apologies for absence c) Business arising out of previous Minutes d) Outward and inward correspondence e) Financial matters f) Motions g) Reports of sub-committees h) General business, and Requisitions, questions, and complaints.</p> |
| <p>16. EXECUTIVE</p> <p>16.1 The Committee may appoint from among its members an Executive Committee to transact the business of the Club and generally fulfill all the functions of the Committee between Committee meetings.</p> <p>16.2 Any decisions of the Executive Committee must be ratified at the next meeting of the Committee or they will lapse.</p> <p>16.3 The Executive Committee shall present to each meeting of the Committee a report of its</p> |

PNP RULES AND REGULATIONS: VOTED AT SGM

transactions in such form as the Committee shall determine.

17. SUB-COMMITTEES

Standing sub-committees: track, mountain bike, and road.

- 17.1 The Club shall have the following standing sub-committees, a:
- Track sub-committee
 - Mountain Bike sub-committee, and
 - Road sub-committee.
- 17.2 The standing sub-committees contribute to fulfilling the Club's objectives by taking responsibility, in relation to their respective cycling disciplines, for:
- Planning, budgeting, and implementing an annual events calendar that caters to a range of abilities
 - Complying with all relevant laws, including regulations and by-laws, as well as the Rules and Regulations and policies of the Club
 - Promoting membership of the Club
 - Promoting a spirit of unity and support across the Club, and
 - Contributing to the stewardship of the Club.
- 17.3 A standing sub-committee is convened regularly (in person or electronically) by its Convenor who is elected at the Annual General Meeting.
- 17.4 The Convenor is an Officer and member of the Committee. The Convenor represents the standing sub-committee at meetings of the Committee and is responsible for ensuring the Committee is kept well informed of the standing sub-committee's activities and any issues arising.
- 17.5 The Convenor is responsible for appointing individual members as members of the standing sub-committee. Each Convenor has the discretion to appoint as many individual members to its sub-committee as it sees fit and to whatever role is considered necessary (eg media).
- 17.6 A standing sub-committee has the right to transact business in the name of the Club following the Committee's approval of the standing committee's annual budget and events calendar.

Any other sub-committee

- 17.7 The Committee may at any time appoint any other sub-committee as it considers necessary.
- 17.8 In relation to such, the Committee can:
- Prescribe the duties and powers of the sub-committee
 - Dissolve the sub-committee and appoint another in their stead, and
 - Alter the personnel of the sub-committee.
- 17.9 In appointing any other sub-committee, the Committee is not restricted to choosing from its own individual members.
- 17.10 The decision of any other sub-committee is not binding until it has been ratified by the Committee.
- 17.11 Any other sub-committee, unless expressly authorised, does not have the right to transact any business in the name of the Club.

18. FINANCIAL YEAR

- 18.1 The financial year of the Club shall commence on the first day of May in each year and conclude on the last day of April.

19. ANNUAL GENERAL MEETING

- 19.1 The Annual General Meeting shall be held not later than June in each year.
- 19.2 The Secretary shall give members seven days notice of the Annual General Meeting. The notice may be given by display on the club's website www.pnp.org.nz.
- 19.3 The business of the Annual General Meeting shall be:
- To confirm the Minutes of the previous Annual General Meeting
 - To receive the Annual Report and Financial Statement
 - To elect officers

PNP RULES AND REGULATIONS: VOTED AT SGM

- d) To consider motions of which notice has been given
- e) To transact general business
- f) Subscriptions, and
- g) Honoraria.

19.4 The President determines the order in which business is transacted.

20. SPECIAL GENERAL MEETING

20.1 A Special General Meeting of members may be called at any time by the Committee or by written request signed by not less than ten (10) individual members.

20.2 A written request shall be addressed to the Secretary and set out specifically the business for which the Special General Meeting is required. Upon receipt, the Secretary shall take the necessary steps to convene the meeting.

20.3 The notice to members of a Special General Meeting shall be the same as that prescribed for the Annual General Meeting.

20.4 At a Special General Meeting only the business set out in the notice convening the meeting shall be considered, providing that the meeting may, by unanimous vote, permit the consideration of additional business.

21. QUORUM

21.1 At all general meetings of individual members of the Club, the quorum will be as prescribed by the Club's Regulations.

Annual General Meeting – if no quorum

21.2 If the President decides at any time during an Annual General Meeting that there is no quorum the President must adjourn the meeting.

21.3 If the President adjourns an Annual General Meeting because there is no quorum, the Secretary must subsequently give members notice of the new date and time of the meeting (using the normal notice requirements for Annual or Special General Meetings). If there is no quorum at that subsequent meeting, the business can still be validly transacted (with the members present constituting the quorum).

Special General Meeting – if no quorum

21.4 If there is no quorum at a Special General Meeting requested by members (ie not called by the Committee), then the President shall have discretion to adjourn the meeting in the manner prescribed immediately above in this Rule or to declare the meeting lapsed.

22. VOTING

22.1 Officers, Life Members, and individual members, including youth members aged 13-18 at the date of the meeting, shall have one vote at each meeting (which can only be exercised in the capacity in which they attend the meeting).

22.2 Youth members under 13 years of age shall not be eligible to vote at meetings.

22.3 At all meetings of the Committee and at all Annual or Special General Meetings, voting shall be on the voices save where a vote is challenged when a show of hands shall be taken.

22.4 Members may vote by proxy.

23. ALTERATION OF RULES

23.1 Any changes to these Rules and Regulations, including the introduction of new Rules, can only be proposed at an Annual General Meeting or at a Special General Meeting called for that purpose.

23.2 Notice of any proposed change/s shall be given to individual members at least seven days before the date of the meeting.

23.3 Where any change has been approved at either an Annual General Meeting or a Special General Meeting, the change does not come into effect until it has been approved by the Registrar of Incorporated Societies.

24. REGULATIONS

24.1 Regulations shall have full force as Rules of the Club.

PNP RULES AND REGULATIONS: VOTED AT SGM

25. COMMON SEAL

- 25.1 The Common Seal of the Club shall be appointed by the Club.
- 25.2 The Secretary is responsible for the safe custody and control of the Common Seal.

26. FUNDS

- 26.1 All moneys received by the Club shall be placed to the credit of the Club's account in the bank approved by the Committee.
- 26.2 The Club's preferred means of disbursement is electronic banking as it provides an immediate and accurate record of the use of Club funds and is a commonly accepted method of payment.
- 26.3 Disbursements must be co-authorised by **one of** either the President, the Secretary, or the Treasury **and one of** either the Track Convenor, the Mountain Bike Convenor, the Road Convenor, or the Youth Convenor. The Club may also make disbursements by cheque signed by the Treasurer and one other member appointed by the Committee for that purpose.
- 26.4 The Secretary will ensure that the elected Officers who are eligible to co-authorise disbursements have the necessary access and authorisation to the Club's bank account.
- 26.5 No money from the Club's bank account shall be paid except pursuant to a decision of the Committee or of a general meeting of members.
- 26.6 Both the Secretary and the Treasurer will have equal access to the Club's fund information and either officer must be able to provide accurate information to the Committee and its members as requested.
- 26.7 The Committee has overall responsibility for the use and management of the Club's funds and any decisions on how those funds are used or managed must be made:
 - a) Taking into account the advice of the Treasurer
 - b) Consistently with the Committee's duty of stewardship and good governance
 - c) Where substantial (in excess of \$5,000), by unanimous vote of the Committee, and
 - d) Transparently to the members (eg, through record keeping, notice to the members where substantial, or pre-approval at an Annual General Meeting or Special General Meeting).
- 26.8 The Committee shall approve an overall budget for the Club for the financial year and the budget of each standing sub-committee for the financial year.
- 26.9 In preparing a budget, a standing sub-committee may seek additional funding from the Club (other than sourced from, for example, membership or race fees or grants). The Committee may set guidelines for standing sub-committees on budgeting. Budgets that do not comply with such guidelines will not be approved.
- 26.10 Following approval of the budget for a standing sub-committee, that standing sub-committee may commit the Club to expenditure that is included in the budget up to \$5,000. Notwithstanding the approval of a sub-committee budget, a sub-committee may not commit the Club to expenditure in excess of \$5,000 without the express approval of the Committee.
- 26.11 Any expenditure not covered by an approved budget must be approved by the Committee.
- 26.12 From time to time the Club will receive grant income. Expenditure of grant income shall be in accordance with the purpose of the grant. The sub-committee will complete the grant return after the event in accordance with the grant provider's regulations.

27. PECUNIARY GAIN

- 27.1 No member of the Club shall derive any pecuniary gain from any property or operations of the Club except:
 - a) A salaried Officer.
 - b) A Member or Members, voted by a 75% majority of the total number of voting members on the Committee, in respect of services rendered for the organisation of a major Club race or series of Club races, or for management of a Club team competing at Nationals.
 - c) By way of honoraria for services rendered, voted by a general meeting of members.

28. WINDING UP

- 28.1 In the event of the Club being dissolved, or the Club through any other cause ceasing to exist, the

PNP RULES AND REGULATIONS: VOTED AT SGM

Club's funds and property (after all liabilities have been discharged) shall be disposed of either as:

- a) A 75% majority of members shall determine, or
- b) Determined by the Registrar of Incorporated Societies in accordance with and as authorised by the Incorporated Societies Act 1908.

28.2 In no event shall the surplus assets of the Club be divided among the members nor shall the members of the club have any beneficial interest in those surplus assets.

28.3 Where a code disbands from the Club, it shall have no claim on any assets of the Club.

1. STANDING ORDERS

1.1 On all questions concerning the interpretation of Rules, Standing Orders, or Points of Order, the President's decision shall be final.

Motions: proposal and discussion

1.2 Notices of motion shall be given to the Secretary in writing and shall be discussed at a subsequent meeting provided that fourteen days notice is given.

1.3 Motions must be proposed and seconded before they can be discussed at a meeting.

1.4 Amendments shall be disposed of before the motion (see Regulations on amending a motion below).

1.5 All questions on the motion shall be asked through the Chair or the President.

1.6 A member shall have the right to speak once except the mover of the motion who shall have a right of reply.

1.7 A member desiring to speak a second time may do so with the permission of the President.

1.8 A subject which has been passed or negatived shall not be brought up for discussion again except by notice of motion.

Amending a motion

1.9 A delegate, excepting the mover and seconder of the motion under discussion, may move an amendment to the motion. On being seconded, the amendment shall be open for discussion.

1.10 A delegate shall not move more than one amendment.

1.11 Further amendments shall not be received by the President until the one before the meeting is disposed of.

1.12 When discussion of an amendment has ceased the President shall read the motion and amendment and say "The question is, shall the motion be amended". If affirmed or negatived, the motion in its amended or original form shall become the substantive motion.

Voting on a motion

1.13 In an equality of votes, the President shall decide by their casting vote.

1.14 The following motions shall require a two-thirds majority vote to pass, motions to:

- a) Suspend Standing Orders.
- b) Transfer the Registered Office of the Club.
- c) Add, amend, or repeal the Club Rules.
- d) Have leave to discuss at Special General Meetings, business not on the Order Paper .

1.15 Motions to elect Life Members require a three-fourths majority to pass.

Rescinding a motion

1.16 A motion or an amendment shall not be carried and rescinded at the same meeting unless by a unanimous vote of the meeting.

2. QUORUM

2.1 At all general meetings of the Club the quorum shall be ten voting members.

2.2 At Committee meetings the quorum shall be five voting members.

2.3 At Executive meetings the quorum shall be three members.

PNP RULES AND REGULATIONS: VOTED AT SGM

| | |
|-----|---|
| 3. | COMMITTEES |
| 3.1 | The Committee shall be the ex officio members elected under Rules 11 and 12. |
| 3.2 | The Committee has discretion over the running of all sub-committees. |
| 4. | SUBSCRIPTIONS AND HONORARIA |
| 4.1 | Subscriptions are to be set at the Annual General Meeting. |
| 4.2 | Honoraria are voted for the prior year at the Annual General Meeting. |
| 5. | PROXIES |
| 5.1 | Proxies may be given to members of the Club and shall be in writing. |
| 6. | TROPHIES |
| 6.1 | The Club's perpetual trophies shall be under the control of the Secretary. |
| 6.2 | The Club's perpetual trophies will be awarded annually and are the property of the Club. |
| 7. | CLUB RECORDS |
| 7.1 | A register of Club records must be kept. |
| 8. | RIDERS CONDUCT |
| 8.1 | Club riders are under the jurisdiction of the Cycling New Zealand Rules and at all times those Rules apply. |
| 9. | DUTIES OF OFFICERS |
| 9.1 | The duties of the President shall be to: a) Provide overarching leadership and stewardship of the Committee and Club b) Represent the Club at formal events and in formal matters c) Represent the Club at national cycling forums or organisations (eg Cycling NZ), and d) Act as the primary or dual signatory for all funding applications by the Committee or any sub-committees. |
| 9.2 | The duties of the Vice-President shall be to: a) assist the President in their duties, and b) in the President's absence, carry out the President's duties. |
| 9.3 | The duties of the Secretary and Memberships shall be to: a) Call and attend all general and Committee meetings b) Take minutes, submit and reply to correspondence as agreed at meetings c) Keep a current register of the members of the Club (including contact details) d) Keep all records, including a record of the Club's assets e) Provide safe custody and control of the Common Seal of the Club f) Control the Club's perpetual trophies, and g) Generally perform all the clerical work of the Club. The Secretary shall also be required to have access to the financial information of the Club and be able to present this to Committee members on request. |
| 9.4 | The duties of the Treasurer shall be to: a) Attend all general and committee meetings b) Ensure that all monies received are duly deposited into the Club's bank account c) Co-authorise electronic disbursements as required, and sign cheques in conjunction with one other member appointed by the Committee for that purpose d) Maintain and hold the financial records of the Club including paper records e) Prepare and submit to members of the Club at the Annual General Meeting the annual financial statements of the Club, and f) Provide advice to the Committee and members on the appropriate stewardship of the Club's finances. |
| 9.5 | The duties of the Men's, Women's and Youth Club Captains shall be to work with the Committee and the sub-committees to promote the objects of the Club. The specific duties of the Captains will be agreed with the Committee depending on the needs of the Club. |

PNP RULES AND REGULATIONS: VOTED AT SGM

- 9.6 The duties of the **Road, Track, Youth, and Mountain Bike Conveners** shall be (as described in Rule 17) to:
- a) Convene a sub-committee to support delivery of:
 - a. A budget and events calendar for the upcoming season (approved by the Committee)
 - b. A safe and varied range of cycling events that cater for riders of different abilities
 - c. Funding (such as grants) and appropriate sponsorship
 - b) Represent the standing sub-committee at Committee meetings and to keep the Committee informed of all relevant matters
 - c) Contribute to the delivery of the Club's objectives including:
 - a. Promoting membership of the Club
 - b. Promoting a spirit of unity and support across the Club, and
 - c. Contributing to the stewardship of the Club.

THESE ARE THE FINAL AND COMPLETE VERSION OF THE UPDATED RULES OF THE PORT NICHOLSON PONEKE CYCLING CLUB'S RULES AND REGULATIONS AS VOTED BY MEMBERS AT A SPECIAL GENERAL MEETING FOR THAT PURPOSE AND IN ACCORDANCE WITH THE RULES AND REGULATIONS OF THE CLUB. SIGNED AS MEMBERS OF THE CLUB:

SIGNATURE AND DATE:

Kristen O'Connell 30/06/2017

NAME (PRINTED) Kristen O'Connell

SIGNATURE AND DATE:

Michael Moloney 03/07/17

NAME (PRINTED) MICHAEL MOLONEY

SIGNATURE AND DATE:

Andrew Ivory 03/07/17

NAME (PRINTED) ANDREW IVORY