

CONSTITUTION

OF

AUCKLAND CITY ATHLETICS CLUB

FEBRUARY 2021

CONSTITUTION

1. AMENDMENT TO PREVIOUS CONSTITUTION

This document replaces in its entirety the previous Constitution of the Auckland City Athletics Club.

2. NAME

The name of the Club shall be "Auckland City Athletics Club" ("the Club"). In informal situations, the preferred abbreviation of the Club shall be "Auckland City" or "ACA". It should be noted the formal legal name of the Club's incorporated society is "Auckland City Athletic Club, Incorporated".

3. OBJECTS

The objects of the Club shall be to:

- 3.1 **Regional Club:** provide a regional club in the central Auckland area through which smaller local clubs can have competitive opportunities for their athletes not available to them as individual clubs;
- 3.2 **Promote Members:** promote and encourage members of the Club in the sport of athletics (which includes seniors' athletics and harriers, and juniors' harriers);
- 3.3 **Promote Athletics:** promote and encourage the growth and development of athletics in the central Auckland area; and
- 3.4 **Co-ordinate Funds:** organise and assist in the co-ordinating of funds necessary for the carrying out of all or any of the objects of the Club.

4. CLASSES OF MEMBERS

- 4.1 **Ordinary Members:** The Members of the Club shall be those who have paid their Membership Subscriptions for the current financial year, subject to section 7. Ordinary members shall have voting rights at any General Meeting of the Club.

- 4.2 **Life Members:** Life Members of the Club shall comprise individuals who have rendered outstanding service to the Club. Life Members shall have all the rights, privileges and benefits of an ordinary member as if such member had paid full Subscription fees.
- 4.3 **Register of Members:** The Club shall keep a register (in digital or print format) of its members containing the names, addresses, telephone numbers and age categories of those members.

5. **ADMISSION TO MEMBERSHIP**

- 5.1 **Ordinary Members:** There shall be no admission requirement in regard to ordinary members.
- 5.2 **Life Members:** The Club's Executive, acting on its own initiative or on the recommendation of a Club Member, following discussion and agreement at a formal Executive Meeting, shall be entitled to nominate a person for life membership. Nominations shall be referred to the next following Annual General Meeting to be voted upon.

6. **RESTRICTIONS ON MEMBERS**

No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- 6.1 **Professional Services:** professional services to the Club rendered in the course of business charged at no greater than current market rates; and
- 6.2 **Interest:** interest on money lent at no greater than current market interest rates

7. TERMINATION OF MEMBERSHIP OR EXPULSION

- 7.1 **Expulsion from Club:** If in the opinion of the Executive the conduct of a Member is such that it appears to endanger the character, good order, or welfare of the Club, or be such as may bring discredit, or if for any reason it is felt desirable that the Member should cease to be a member, then the Member shall be advised of the alleged conduct in writing not less than 14 days prior to a hearing. The Executive, after hearing and considering representations from, or on behalf of, the Member, may request such Member to resign. If such Member fails to resign within one calendar month after the request, then the Executive may expel such Member upon a majority vote of two thirds of the total Executive.
- 7.2 **No Relief from Fees:** No termination, resignation or expulsion shall relieve any Member from the payment of any subscription, fees, or other monies owing by the Member to the Club as at the date of such termination, resignation or expulsion, except at the discretion of the Executive. All such monies shall be paid at the time of termination, resignation or expulsion.

8. MEETINGS OF CLUB

- 8.1 **General Meetings:** A General Meeting of the Club shall be held not later than the 31st day of December in each year at such place as the Executive may determine. Such meetings shall be called Annual General Meetings. All other General Meetings shall be called Special General Meetings.
- 8.2 **Annual General Meetings:** The President (or their delegate, being another member of the Executive) of the Club shall notify the Members of the Annual General Meeting date in writing no later than one month prior to the meeting date. The Members shall advise the President or their delegate of any agenda items or notices of motion 14 days prior to the Annual General Meeting date. A final agenda shall be prepared by the President or their delegate and be available on request to a Member 7 days prior to the Annual General Meeting date, and shall be distributed prior to the commencement of the Annual General Meeting to all Members.

- 8.3 **Special General Meetings:** Special Meetings may be called by the Executive. The President or their delegate shall notify all Members in writing no later than one month prior to the meeting date that such a meeting is to be held. The reason for the meeting must be included in this notice.
- 8.4 **Chair:** At every General Meeting, the chair shall be taken by the President or, if the President fails to attend or in the event there is no President, by a person elected from members of the Executive present at the meeting.
- 8.5 **Voting:** At all General Meetings, each Member shall be entitled to one vote. Voting by a Member who is under the age of 16 at the date of the meeting shall be by a parent of the Member.
- 8.6 **Business of Annual General Meeting:** The business of the Annual General Meeting shall be:
- 8.6.1 **Annual Report:** to receive the annual report of the Executive and other committees of the Club;
 - 8.6.2 **Annual Statements:** to receive the annual financial statements of the Club (including income and expenditure, and assets and liabilities);
 - 8.6.3 **Life Members:** to elect life members;
 - 8.6.4 **Executive Committee:** to elect a minimum of 5 and a maximum of 10 Members to comprise the Executive Committee (“Executive”). The Meeting shall specifically elect the following positions of the Executive:
 - President
 - Treasurer
 - Chairperson of Summer Track & Field Sub-Committee
 - Chairperson of Winter Cross Country & Road Sub-Committee;
 - 8.6.5 **Other Matters:** To transact any other business of which notice in writing has been given to the President or their delegate at least seven days prior to the last day upon which notice of meetings may be given.

- 8.7 **Quorum:** No business shall be transacted at any meeting unless a quorum is present at the commencement of such business. Such quorum shall, unless otherwise determined by a General Meeting, be 10 Members personally present.
- 8.8 **Lack of Quorum.** If within half an hour from the time appointed for the meeting a quorum of voting members is not present the meeting shall stand adjourned to some convenient time and place to be determined by a majority of the voting members then present. If at such adjourned meeting a quorum of voting members as provided for in clause 8.7 hereof is not present, the voting members then present shall constitute a quorum. The time and place for the adjourned meeting shall be notified to Members in the manner described in 8.2 and 8.3 above.
- 8.9 **Requisite Majority:** Except as otherwise provided by this Constitution, all resolutions and motions shall be decided on the vote of the majority of those present (and entitled to vote) and voting.
- 8.10 **Special Business:** Special business requiring the support of two-thirds of the total votes recorded shall be:
- 8.10.1 **Alterations:** The making of alterations to the Constitution;
 - 8.10.2 **Capital Funds:** any matter dealing with the capital funds of the Club;
 - 8.10.3 **Life Membership:** Election of any person to life membership.
- 8.11 **Manner of Voting:** Votes may only be recorded personally by attendance at the meeting.
- 8.12 **Written Resolution:** Any business required to be transacted at a General Meeting may be carried out by a resolution in writing signed by at least 75% of the voting members of the Club.
- 8.13 **Records Kept:** An appropriate record (digital or print) shall be kept of all resolutions of the Club.
- 8.14 **Online Meetings:** The Executive may choose to hold general meetings of the Club online, via an appropriate video or teleconferencing service. The rules relating to the calling and conduct of such meetings will apply the same as for in person meetings.

9. EXECUTIVE AND OFFICERS OF THE CLUB

- 9.1 **Management and Powers:** Subject to this Constitution, the business and affairs of the Club will be managed by or under the Direction and supervision of the Executive. The Executive may exercise all powers and discretions and do all things which the Club is by this Constitution or is otherwise authorised to do and are not by this Constitution required to be exercised or done by the Club in General Meeting.
- 9.2 **Members of Executive:** The Executive of the Club shall comprise a minimum of 5 members and a maximum of 10 members.
- 9.3 **Election of Officers:** The Executive shall have the ability to elect a deputy President, should it wish to do so.
- 9.4 **Duties:** Duties of the Executive positions shall be as agreed by the Executive from time to time.
- 9.5 **Right to Co-opt:** The Executive shall have the right to co-opt onto the Executive up to 3 persons who have specialised skills, or to create specialist committees. Those persons co-opted shall have voting rights. Any person co-opted shall be deemed to have resigned or any committee created shall lapse at the next Annual General Meeting. However, the Executive shall have the right to renew any such appointment.
- 9.6 **Vacancies:** In the event of a vacancy arising on the Executive, the vacancy shall remain until the next Annual General Meeting is held.
- 9.7 **Indemnity for Officers:** No Officer of the Club shall be liable for the acts, receipts or defaults of any other officer of the Club or for any loss occasioned by any error of judgment or oversight on the Officer's part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of that person's office or in relation thereto unless the same happens through willful default or dishonesty.

10. MEETINGS OF EXECUTIVE

- 10.1 **Regulation of Meetings:** The Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Notice of any meeting shall be given by the Secretary at least seven days before the meeting. Any two members of the Executive may at any time summon a meeting of the Executive. Meetings can be either online or in person.
- 10.2 **Voting:** Each Executive member shall have one vote at a meeting of the Executive. Matters arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second and casting vote.
- 10.3 **Quorum:** The quorum necessary for the transaction of the business of the Executive shall be two thirds of the total number of Executive Committee members.
- 10.4 **Vacancies:** The continuing members of the Executive may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as the necessary quorum the continuing members of the Executive may act for the purpose of summoning a General Meeting of the Club but for no other purpose.
- 10.5 **Chairperson:** The President, subject as hereinafter appears, shall preside as Chairperson at every meeting of the Executive. If there is no President or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, then the Executive Committee members present shall elect one of them to conduct the meeting.
- 10.6 **Sub-committees:** The Executive may delegate any of its powers to sub-committees consisting of such member or members of its body as it thinks fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive.
- 10.7 **Chairperson of Sub-committees:** Unless a chairperson has been previously appointed by the Annual General Meeting or by the Executive, a committee may elect a chairperson of its meetings; if

no such chairperson is elected, or if any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

10.8 Proceedings of Sub-committees: A sub-committee may meet and adjourn as it thinks proper, either online or in person. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes the chairman shall not have a second or casting vote.

10.9 Validity of Acts: All acts done by any meeting of the Executive or by a sub-committee, or by any person acting as a member of the Executive shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive.

10.10 Resolution in Writing: Any business normally required to be transacted at a meeting of the Executive may be carried out by a resolution in writing signed by all the members of the Executive.

10.11 Records Kept: Minutes of all meetings of the Executive Committee and of any Sub-Committees, including any resolutions passed at such meetings, shall be kept in an appropriate digital or print format.

11. ALTERATION TO CONSTITUTION AND RULES

11.1 Alteration: The Constitution shall not be altered or repealed nor shall any additions be made except with the consent of a majority of at least two thirds of voting members at a General Meeting after due notice has been given that such a meeting is to be held and provided notice is given of the proposed alteration or addition to all voting members. No alteration, repeal or addition shall be valid or effective if it permits a member or person associated with a member to derive any income, benefit or advantage from the Club, whether on a winding up or otherwise, except as set out in section 5.

11.2 Rules: The Executive shall have the power to make rules for the Club provided that such rules do not conflict with the Constitution.

12. FINANCES

- 12.1 Fees and Sponsorship:** The Executive shall have the power to annually set the Membership Fees for the Club, and it shall also have the power to obtain sponsorship to assist with funding of the Club's activities.
- 12.2 Bank Accounts.** The Club's funds shall be lodged in bank accounts to be kept in such banks as the Executive may from time to time determine. All monies received by the Treasurer shall be paid to the credit of the Club's accounts and all payments will be drawn from these accounts.
- 12.3 Signing Authority:** The President, Treasurer and up to two other members of the Executive appointed by the Executive will have the authority to authorise payments on the Club's behalf. Each payment must be authorised by at least two of the above signatories.
- 12.4 Records of Account:** The Treasurer shall keep proper records of account (in digital or print format) and record therein all financial transactions. The Treasurer shall collect all monies due to the Club and shall issue receipts for same. The Treasurer shall prepare and submit to the Annual General Meeting the financial statements of the Club.
- 12.5 Raising of Finance:** Should the need arise for the raising of finance through major sponsorship, and/or the purchase of land or buildings, and/or the raising or borrowing of money, the Executive shall investigate such need and options and make recommendation to a General Meeting for a decision. That meeting will then authorise the Executive to act on behalf of the Club for such transactions.
- 12.6 Reporting of Accounts:** The Treasurer shall provide updates on Club finances at the regular meetings of the Executive.
- 12.7 Financial Year:** The financial year of the Club shall be 1 April to 31 March.

13. INCORPORATION

The Club shall maintain its status as a duly incorporated Club under the Incorporated Societies Act 1908.

14. REGISTERED OFFICE

The Registered Office of the Club shall be either the office or residence of the Treasurer or such other place as decided by the Executive from time to time. Due notice of any change shall be forwarded to the Registrar of Companies, Athletics Auckland Incorporated and Athletics New Zealand Incorporated.

15. NOTICES

15 .1 **Manner of Giving:** Every notice to be given to any member pursuant to this Constitution shall be deemed to be sufficiently given to and served on that member if posted, delivered, emailed or digitally sent to that member's address appearing in the Club's Register of Members.

15 .2 **Loss or Delay:** The loss, delay or non-delivery of any notice sent or delivered to any member of the Club or of the Executive, whether through the post or otherwise, shall not invalidate or prejudice any resolution passed or election made by the Club or the Executive.

15.3 **Deemed Receipt:** Any notice if given or served shall be deemed to have been given 24 hours after the notice containing the same is posted, delivered, emailed or digitally sent.

16. WINDING UP

16.1 **Voluntary Winding Up:** The Club may be wound up voluntarily if the Club at a General Meeting of its members passes a resolution requiring the Club to be wound up.

16.2 **Distribution of Monies:** If upon the winding up or dissolution of the Club there remains after the satisfaction of all costs and its debts and liabilities, any property or assets whatsoever, the same shall be given or transferred to a charitable body or organisation

having similar objects to the Club or for some other charitable purpose in New Zealand.

17. INTERPRETATION

- 17.1 **Construction:** The decision of the Executive on the construction or interpretation of any clause of this Constitution or of any Club Rule, or on any matter or thing not contained in the Constitution or Rules but pertaining to or affecting the Club, its members or its property, shall be conclusive and binding on all members.
- 17.2 **Headings:** Section, clause and other headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of this Constitution.
- 17.3 **Plural and Singular:** Words importing the singular number shall include the plural and vice versa.
- 17.4 **Defined Expressions:** Unless the context indicates otherwise, expressions defined in the main body of this Constitution bear the defined meaning in the whole of this Constitution.
- 17.5 **Gender:** Words importing one gender shall include the other genders.
- 17.6 **Statutes and Regulations:** References to a statute include references to regulations, orders or notices made under or pursuant to such statute and references to a statute or regulation include references to all amendments to that statute or regulation whether by subsequent statute or otherwise and a statute or regulation passed in substitution for the statute or regulation referred to or incorporating any of its provisions.

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