

THE CONSTITUTION OF THE HAWKE'S BAY
MULTISPORTS CLUB (INCORPORATED)
Updated December 2018



1. Name

The name of the Club shall be the "Hawke's Bay Multisports Club Incorporated", trading as Triathlon Hawke's Bay (Tri HB).

2. Interpretation

In these Rules:

"Annual General Meeting" (AGM) means the meeting held each year at which the Committee reports to the members of the activities and financial matters and at which the election of officers and other authorised matters are dealt with in terms of these Rules.

The "Club" shall mean the Hawke's Bay Multisports Club

The "Committee" shall mean the Executive Committee of the Club.

"Development Manager" refers to the person who is contracted to the club in accordance with their current contract

"Financial Member" means a person who has been admitted within the Rules of this Constitution and has fulfilled the conditions of membership.

"Life Member" means a person who is elected annually for life in terms of Rule 6.2.

"Multisport" means any combination of the sports of running, cycling, swimming or kayaking within an event which may involve any two, three, four or more parts that do not fit the definitions of triathlon, aquathlon or duathlon in these Rules.

"Officer" means a person elected, appointed or co-opted to the Committee in terms of the Constitution.

"Patron" means a person appointed to that position at the AGM. Such person need not be a member of the Club, shall have no voting rights, but shall be entitled to receive all membership communications from the Club. The appointment shall be for as long as the AGM shall decide.

"Rules" means the rules of the Club in force from time to time.

"Special General Meeting" means a general meeting of members called for any purpose other than the Annual General Meeting.

3. Affiliation

The HB Multisports Club shall be affiliated to the New Zealand governing body of triathlons. At this point in time this is Triathlon New Zealand Incorporated.

4. Aim

The aim of the Club is to encourage the sport of swim triathlons, multisport and duathlons for both recreational and competitive purposes.

5. Objectives

- (a) To motivate and encourage people to participate in the sport of swim triathlon, multisport and duathlon.
- (b) To provide events throughout the year to cater for a variety of needs within the categories mentioned in 5(a) above.
- (c) To provide opportunities for the development and learning of club members in the sports mentioned in 5(a) above.
- (d) To promote the principles of safety in the operation of all events run by the club, and where possible encourage safety in training for the sport.
- (e) To cooperate and liaise with other clubs which promote the sports of running, swimming, cycling and canoeing on an individual basis, with the object of promoting and developing the sport of triathlon as a whole.
- (f) To raise, or promote the raising of funds, or borrow money for the objectives of the Club set out above.

6. Membership

Members shall be either financial members or life members.

6.1 Financial Members

- (a) Membership is open to any person who makes an application in writing to the Club's Development Manager and who pays the annual subscription of the Club as fixed by the Club's AGM.
- (b) Members are deemed to be bound by the Rules of the Club.
- (c) A member shall cease to be a member of the Club at any time upon the tender of his or her written resignation to the Development Manager or upon his/her expulsion from the Club pursuant to the provisions of rule 6.4 hereof.
- (d) Membership shall be deemed to have lapsed if subscriptions are more than three months in arrears.
- (e) A person may be reinstated as a member upon payment of any subscription arrears.

6.2 Life Members

- (a) The Club may on the recommendation of the Executive Committee elect as a life member of the Club any member or ex member who has given outstanding service to the Club. Such election shall be by the consent of a two-thirds majority of the members present and voting at the AGM.

6.3 Subscription

- (a) The Club's annual subscription shall be such sum as fixed each year at the AGM.
- (b) Subscriptions are due from the time of their being voted upon by the AGM and in the case of new members within one month of their first attendance.
- (c) The annual membership period is from 1 November to 31 September.
- (d) The subscription fee will include Triathlon New Zealand membership. All Tri NZ membership fees collected by HBMSC are payable to Triathlon NZ.
- (e) Members of HBMSC are required to be full financial members of Triathlon New Zealand (Tri NZ). Membership to Tri NZ will be offered as part of the HBMSC subscription.
- (f) A Tri NZ membership is required to race in a HBMSC event. Non-members are required to hold a Tri NZ membership or purchase a one-day race licence to participate in an HBMSC event.

6.4 Suspension and Expulsion

- (a) Any member who in the opinion of the Committee wilfully infringes the Club Rules or brings the Club into disrepute may be suspended or expelled by the Committee.
- (b) A suspended or expelled member shall have no claim for the return of any subscription paid to the Club.
- (c) The person concerned shall have the opportunity to meet with the Committee before any decision is made by the Committee as to that person's suspension or expulsion.
- (d) Any suspended or expelled member shall not be eligible to compete in Club events.
- (e) Any expelled member shall have the right to appeal to a general meeting of the Club.

6.5 Visitors

- (a) Any non-member of the Club may participate in Club events but there may be a different fee charged as deemed by the Committee or the Race Director of the event. This could also include a Tri NZ one-day licence if the visitor is not already a Tri NZ financial member.
- (b) The Committee or Race Director of a Club event shall have the right to refuse the entry of a visitor for any Club event.

- (c) Regular visiting attenders at Club events will be encouraged to become a member of the Club.

7 Administration

6.1 Officers and Their Election

- (a) The officers of the Club shall be the President, Treasurer, Secretary and at least four other Club members who together will form the Executive Committee responsible for managing the affairs of the Club.
- (b) There shall be no more than 10 Executive Committee Members (including Officers of the Club) at any one time.
- (c) The positions of Secretary and Treasurer may be held by one person.
- (d) The officers shall be elected at the Club's AGM and the officers will hold those positions until the appointment of their successors at the next AGM.
- (e) All candidates for election as officers of the Club shall be nominated by one voting member and seconded by another at the AGM. Ballots shall be held if required when more nominations have been received and seconded than there are positions available.
- (f) In the event of a vacancy becoming available on the Executive Committee the remainder of the Committee shall have the power to co-opt any financial member of the Club to fill such a vacancy until the next AGM.

7.2 Meetings

(a) Executive Committee Meetings

- (i) The Executive Committee shall meet on a regular basis as required to conduct the affairs of the Club with notice of such meetings to be given by the Secretary to the Committee members at least seven days prior to the meeting. All Committee members shall be provided with an agenda by the Secretary at least 24 hours prior to each meeting.
- (ii) There must be four Committee members present for there to be a quorum. Should there not be a quorum then the meeting is to be adjourned to such time and place as the Committee members present think fit. If at such an adjourned meeting there shall not be a quorum then the members present shall be deemed to be a quorum and are fully empowered to transact the business of the meeting.
- (iii) The elected President of the Club will act as Chairperson for the Executive Committee meetings or any special or general meetings of the Club itself. If the President is absent from a meeting this position will be filled by another Executive Committee member. The Chairperson will have both a deliberative and casting vote.
- (iv) Every elected member of the Committee shall have one deliberative vote.

- (v) The Committee shall keep records and minutes of all Committee and general meetings, financial transactions and a record of members. The Committee will provide annual reports and financial statements to the AGM.
- (vi) Non-attendance
A Committee member who is absent for three consecutive Committee meetings may at the resolution of the remaining members of the Committee cease to be an officer of the Club. In this event the Committee can exercise its power to co-opt to fill any such vacancy.
- (vii) Meetings may be held in person, by telephone conference calls or by email.

(b) Annual General Meetings

- (i) The Annual General Meeting shall be held as soon as possible after the end of the financial year with the date to be determined by the Executive Committee.
- (ii) The business of the AGM shall be:
 - Confirmation of minutes of the last AGM.
 - Consideration of the annual report of the Executive Committee
 - Considering of financial statements to the year end.
 - Appointing an auditor and honorary solicitor.
 - Election of officers.
 - Fixing of subscriptions for the ensuing membership year.
 - Election of any life members.
 - Appointment of patron.
 - Any special business.
 - Any general business.
- (iii) Notice of the date, time, place and business to be transacted at the AGM shall be given to all Club members no later than 14 days prior to the date of the meeting.
- (iv) Every notice required to be delivered to a member shall be deemed to have been forwarded if posted to the last address the Club has for that member or emailed to the member's last known email address.

(c) Special General Meetings

- (i) A Special General Meeting may be called at any time by the Committee at the requisition of three or more Committee members.
- (ii) A Special General Meeting shall also be convened by the Committee on the requisition of any 10 or more financial Club members.
- (iii) These requisitions must be in writing to the Secretary and state the business to be conducted at the Special General Meeting.
- (iv) At least seven days notice to be given to Club members of any Special General Meeting and notice is to be given in the same manner as prescribed for AGM's.

- (v) No business shall be transacted at a Special General Meeting except that for which it was called.

(d) Voting for All Meetings

- (i) Any Financial Member of the Club shall be entitled to vote at Annual General Meetings and Special General Meetings.
- (ii) Voting at all meetings shall be by a show of hands or by voices. Any voting member present however may call for voting to be by a ballot.
- (iii) All resolutions passed at a meeting shall be binding on all Club members whether present at the meeting or not.
- (iv) Quorum
The quorum for any AGM or SGM shall be 12 Financial Members of the Club.

7 Powers of The Executive Committee

- (a) To manage and conduct the general affairs of the Club, employ staff, receive, control and expend the Club's funds, to fix policies of the club, to appoint such other officers as it considers necessary for the efficient running of the Club and allot to officers of the Club their respective duties and powers.
- (b) To fill any vacancy that may occur in the officers of the Club by resignation, death or otherwise any such person appointed to hold office until the next AGM.
- (c) To co-opt onto the Committee one or more persons who must be a financial member of the Club and who shall hold office for such period as the Committee shall determine but not past the next AGM.

8 Removal From Office

Any officer of the Club or member of the Committee may be removed from their office by a resolution passed and carried with a two-thirds majority of voting members attending a Special General Meeting convened for that purpose.

9 Club Funds

- (a) All Club funds shall be deposited in a bank account as determined by the Committee and expended to further the aims and objectives of the Club.
- (b) Cheques must be signed by two Executive Committee members or one Executive Committee member and the Development Manager.

10 Common Seal

The Officers of the Club shall provide for the safe custody of the common seal, which shall only be used with the authority of the Officers. Two Officers or one Officer and some other person appointed by the Executive Committee for the purpose shall sign every document to which the common seal is affixed.

11 Financial Year

The financial year of the Club shall be from 1 October until 30 September the following year.

12 No Private Profit

- (a) Any income, benefit or advantage shall be applied to the purposes of the Club. No part of the funds of the Club will be used or available to be used for the private pecuniary profit of any proprietor, member or office holder.
- (b) No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (c) Any such income or benefit paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- (d) The provisions and effect of this clause are not to be removed from these rules and shall be included and implied into any Constitution or amended Constitution replacing this Constitution.

13 Registered Office

The registered office shall be at Sport Hawkes Bay, 480 Gloucester Street, Taradale, Napier.

14 Borrowing Powers

The Club shall, in addition to the other powers vested in it, have the power to borrow or raise money from time to time by the issue of debenture or the securing of a mortgage. These powers must not be exercised without a resolution of the club passed at an annual general meeting or a special general meeting called for that purpose.

15 Alterations to The Rules

- (a) These rules may be altered, added to or rescinded or otherwise amended by a resolution passed by two thirds majority of those present at and eligible to vote at any AGM or special meeting of the club. At least 14 days notice must be given to all members of the proposed changes.
- (b) No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue.
- (c) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16 Rule Change Limitations

Notwithstanding any other rule or rules no change in any existing rule or rules will be allowed if the change has the effect of extending the objects of the Club to beyond the promotion of any amateur game or sport which is conducted for the recreation or entertainment of the general public.

17 Dissolution of The Club

In the event of a special resolution at an AGM or SGM convened for that purpose, that the Club be wound up, all surplus moneys after realisation of the assets and payment of all liabilities of the Club, shall not be paid to or distributed amongst the members but shall be given or transferred to such other charitable organisation or charitable sporting or educational body within New Zealand having objectives similar to the objectives of the Club with the said general meeting to determine which such organisation any surplus moneys are to be paid to.