

# Constitution of Capital BMX Club Incorporated

**HEIMSATH ALEXANDER<sup>®</sup>**

Level 1, Shed 22,  
Princes Wharf, 147 Quay Street  
P O Box 105884, Auckland City  
Auckland 1143

**Signatures of Members:**

\_\_\_\_\_  
Member Name:

\_\_\_\_\_  
Member Name:

## CONTENTS

### Clause

|     |                                              |         |
|-----|----------------------------------------------|---------|
| 1.  | Interpretation                               | page 3  |
| 2.  | Name of the Club and Registered Office       | page 6  |
| 3.  | Compliance with Constitution of BMX NZ       | page 6  |
| 4.  | Objects of the Club                          | page 6  |
| 5.  | Powers of the Committee                      | page 7  |
| 6.  | Membership                                   | page 7  |
| 7.  | Membership Fee                               | page 7  |
| 8.  | Meetings of Members                          | page 8  |
| 9.  | Management of the Club by the Committee      | page 8  |
| 10. | Composition of the Committee                 | page 8  |
| 11. | Appointment and Removal of Committee Members | page 9  |
| 12. | Committee Meetings                           | page 9  |
| 13. | Indemnity for Committee Members              | page 9  |
| 14. | Club Secretary                               | page 9  |
| 15. | Interested Officers                          | page 10 |
| 16. | Amendment to Constitution                    | page 10 |
| 17. | Execution of Documents                       | page 11 |
| 18. | Expulsion of Members                         | page 11 |
| 19. | Complaints and Grievance Procedures          | page 12 |
| 20. | Miscellaneous                                | page 12 |
| 21. | Winding up                                   | page 14 |

### Appendices

|                   |                                                |         |
|-------------------|------------------------------------------------|---------|
| <b>Appendix A</b> | – Membership – Classes of and Admission Rules  | page 15 |
| <b>Appendix B</b> | – Committee Members – Appointment and Removal  | page 8  |
| <b>Appendix C</b> | – Committee Meetings – Convening and Procedure | page 19 |
| <b>Appendix D</b> | – Meetings of Members                          | page 21 |
| <b>Appendix F</b> | – Complaints and Grievance Procedures          | page 25 |

## **1. Interpretation**

### **1.1 Definitions:**

**Act** means the Incorporated Societies Act 2022 and any Act enacted in substitution for or replacement for such Act;

**Annual General Meeting** means a meeting of Members convened and held pursuant to Appendix D of this Constitution;

**Annual Report(s)** means a report by the President and Committee Members giving a full and clear description of the activities undertaken in the previous Financial Year, a summary of the current membership policy, the names of the Members who have retired or had their appointment terminated and those who have been elected or appointed in the previous Financial Year, together with a Statement of Accounts;

**Balance Date** means the last date of the Financial Year of the Club, being 31 March;

**BMX NZ** refers to BMX New Zealand Incorporated;

**BMX NZ Constitution** means the constitution of BMX NZ as amended from time to time;

**Chairperson** means the President or such other natural person and Committee Member appointed as chairperson in accordance with the provisions of Appendix D of this Constitution;

**Contact person** refers to the Secretary who holds the position of contact person of the Club in accordance with Rule 14.3 of this Constitution;

**Committee** means the group of Committee Members appointed to manage the business and affairs of the Club comprised in accordance with Rule 9 of this Constitution, and includes each Committee Member;

**Committee Meeting** means a meeting of Committee Members convened and held pursuant to Appendix C of this Constitution;

**Committee Member** means a Member who has been appointed to the Committee in accordance with the provisions of Appendix B of this Constitution;

**Constitution** means the provisions of this Constitution;

**Club** means Capital BMX Club Incorporated;

**Financial Year** means the period of twelve (12) months beginning on the first day of April each year and ending on the last day of March of the following year;

**Law** means any Act of Parliament or subsidiary legislation, which may apply to the Club from time to time;

**Meeting** means any general meeting of the Members of the Club, which may be an Annual General Meeting or a Special General Meeting;

**Member** means a person who has been admitted to Membership of the Club in accordance with the Constitution and continues to maintain that Membership. Where the person has not attained the age of 18 their parent or guardian may represent them and be considered the Member for the purposes of this Constitution;

**Member in Good Standing** shall be a Member who has accepted an offer of Membership, paid all Fees and monies owed, and is not currently subject to any sanction imposed by the Club;

**Membership** means the particular class of membership in the Club held by the Member which has the voting rights associated with that membership class;

**Membership Fee** means the annual Fee for the applicable class of Membership as set by the Committee;

**Membership Policy** means the Membership policy determined by the Committee from time to time;

**Money or Other Assets** means any real or personal property or any interest therein, owned or controlled to any extent by the Club;

**Nonfinancial** means any Member failing to pay the Membership Fee (including any periodic payment) or any levy required by such Membership within two (2) months of the relevant due date;

**Officer** refers to a Committee Member and each person who occupies a position of responsibility that allows that person to exercise significant influence over the management or administration of the Club, and includes each Committee Member;

**Officer Role** refers to the roles of President, Secretary or Treasurer, or any such role designated by the Committee from time to time.

**Ordinary Resolution** means a resolution passed by a simple majority of Members voting in person or by proxy (when allowed);

**President** means the chairperson or head of the Committee;

**Register** means the register of current Members of the Club, together with the associated categories of Membership;

**Registrar** means the Registrar of Incorporated Societies from time to time;

**Secretary** means the person appointed to administer the Club's records and documents, including the Register, and includes a person elected or appointed as Secretary-Treasurer;

**Secretary-Treasurer** means the person appointed to perform the combined duties of Secretary and Treasurer of the Club;

**Special General Meeting** is any Meeting which is not an Annual General Meeting;

**Special Resolution** means a resolution passed by two-thirds majority of the Members in Good Standing voting;

**Sport or BMX** means the sport known as bicycle motorcross;

**Statement of Accounts** means a summary of the Club's financial statements;

**Treasurer** means the Committee Member with adequate financial knowledge, skills and experience, to oversee financial matters relating to the operation of the Club, and includes a person elected or appointed as Secretary-Treasurer;

**Use Money or Other Assets** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with Monies or Other Assets (both tangible and intangible) of the Club;

**Vice President** means the person elected to assist the President, and to perform the President's duties in their absence or as delegated by the President or the Committee;

**Working Day** means any day of the week other than Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's Birthday, Matariki and Labour Day, the Monday following Waitangi Day or ANZAC Day if either of those days fall on a Saturday or Sunday, any day in the period commencing 24<sup>th</sup> December in any year and ending on the 5<sup>th</sup> of January in the following year, both days included and the day observed as the anniversary of the province of Wellington; and

**Written Notice** means communication by post, any acceptable electronic means (including but not limited to email, online forum, website posting), or advertisement in periodicals, or a combination of these methods.

## 1.2 **Construction**

In this document, unless the context otherwise requires:

- (a) The headings appear as a matter of convenience and are not to affect the construction of this Constitution.
- (b) In the absence of an express indication to the contrary, references to paragraphs are to Paragraphs of this Constitution.
- (c) A reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted.

- (d) In this Constitution, it is assumed that:
  - (i) Where a masculine is used, the feminine is included and vice versa; and
  - (ii) Where the singular is used, plural forms of the noun are also inferred.

#### **Disputes on Interpretation**

- 1.3 Any dispute or difference which arises at a Meeting as to the construction or interpretation of this Constitution shall be decided by the Committee whose decision shall be final and binding on the Club and its Members.

#### **Application of Constitution**

- 1.4 All Members are bound by and are subject to this Constitution.

### **2. Name of Club and Registered Office**

- 2.1 The registered name of the Club is Capital BMX Club Incorporated;
- 2.2 The registered office of the Club shall be such place as the Committee from time to time determines.

### **3. Compliance with BMX NZ Constitution**

- 3.1 Each Member and the Club itself must comply with the provisions of BMX NZ Constitution, as amended from time to time, to the extent that those provisions apply to the Club in its capacity as an "Incorporated Member" (as that term is defined in the BMX NZ Constitution).
- 3.2 If the Club ceases to be a member of BMX NZ, it must immediately commence winding up in accordance with Rule 21 of this Constitution.

### **4. Objects of the Club**

- 4.1 The primary objects of the Club are:
  - (a) to promote, organise and conduct the sport of BMX racing under the guidelines of BMX NZ;
  - (b) to raise the profile of BMX in New Zealand, specifically in Wellington and its surrounding areas;
  - (c) to assist in increasing the number of BMX participants in New Zealand, and to support their development, skills and enjoyment of the Sport;
  - (d) represent and advocate for the interests of the Club and its Members at local, regional, and national levels;
  - (e) to keep the Members of the Club informed of upcoming events and relevant news;
  - (f) to encourage the safe and environmentally responsible practice of the Sport;

- (g) to adopt such means as may be necessary to advertise and promote the objects and aims of the Club; and
- (h) do any act or thing incidental, conducive or in support of the attainment of any of the above objects.

## **5. Powers of Committee**

- 5.1 In addition to its statutory powers, the Committee shall have, in the administration and management of the Club, all the rights, powers and privileges of a natural person, and, without limiting the foregoing, the Committee may:
- (a) fill any vacancy in their number, or on any sub-committee during the year. Any Committee Member so appointed shall hold office as a Committee Member until the next Annual General Meeting;
  - (b) generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to hold, manage, demise, let, sell, exchange, mortgage, improve and deal therewith considered reasonably necessary or convenient for the primary objects; and
  - (c) to enter into all such negotiations, contracts and agreements and rescind, vary, execute and do all such acts, deeds, matters and things in the name and on behalf of the Club as they consider reasonably necessary or expedient for the objects of the Club, which are not by this Constitution, or the Law expressly directed or required to be exercised or done by the Club at a Meeting.
- 5.2 Notwithstanding any other provision, the Committee shall not expend any money other than to further purposes recognised by Law and shall not allow financial gain for any Member.

## **6. Membership**

- 6.1 The classes of Members of the Club are as set out in **Part 1 of Appendix A**.
- 6.2 The admission of Members, cessation of Membership and readmission of Members shall be governed by the provisions set out in **Part 2 of Appendix A**. Every Member shall advise the Club of any change of address.
- 6.3 All Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute.

## **7. Membership Fees**

- 7.1 The annual Membership Fee for Members shall be set by the Committee.
- 7.2 Any Member failing to pay the annual Membership Fee for Membership of the Club within two (2) months of the relevant due date shall be considered Nonfinancial and shall without being released from the obligation of payment have no Membership rights and

shall not be entitled to participate in any Member activities or to be on the Committee until all the arrears are paid.

- 7.3 Membership of Nonfinancial Members may be terminated by the Committee (in its discretion) in accordance with the provisions set out in **Part 2 of Appendix A**.

## **8. Meetings of Members**

- 8.1 Meetings of Members of the Club shall be convened and conducted in accordance with the regulations set out in **Appendix D**.

- 8.2 Meetings may be attended by all Members in Good Standing.

## **9. Management of the Club by the Committee**

- 9.1 The Committee shall be accountable to the Members for the implementation of the Constitution, policies, and objects of the Club.

- 9.2 Subject to this Constitution and the resolution of any Meeting, the Committee has all the powers necessary for managing, or for directing or supervising the management of the activities, business operations and affairs of the Club.

- 9.3 The Committee may reimburse Committee Members for actual and reasonable expenses incurred by them upon presentation of receipts.

- 9.4 The Committee may employ or contract with any person(s) or company to administer or manage the affairs or certain activities or functions of the Club as the Committee deems appropriate, e.g., Club coach and manager.

## **10. Composition of the Committee**

- 10.1 Committee of the Club must include the following officer appointments made by the Members at each Annual General Meeting:

(a) Officer Roles

- (i) President;
- (ii) Secretary;
- (iii) Treasurer; and

(b) Two (2) to six (6) additional Committee Members.

- 10.2 If there are insufficient nominations for Officer Roles, two of the three Officer Roles may be filled by the same natural person.

- 10.3 The total number of Committee Members shall not be less than four (4) nor more than nine (9) at any one time, and each Committee Member must be a natural person. The majority of the Committee Members must be Members of the Club.

- 10.4 A Member must not be appointed a Committee Member unless he or she has consented in writing to be a Committee Member and confirmed that he or she is not by reason of a provision, if any, contained in the Act or by Law, disqualified from being appointed or holding office as a Committee Member of the Committee.

**11. Appointment and Removal of Committee Members**

- 11.1 The nomination, appointment, retirement and removal of Committee Members shall be in accordance with the requirements set out in **Appendix B**.

**12. Committee Meetings**

- 12.1 The convening and methods of holding Committee Meetings shall be in accordance with the requirements set out in **Appendix C**.

**13. Indemnity for Committee Members**

- 13.1 No Committee Member shall be liable for the acts or defaults of any other Committee Member, or any loss occasioned thereby, unless occasioned by their wilful default or neglect or by their wilful acquiescence.
- 13.2 To the extent permitted by Law, the Committee Members shall be indemnified by the Committee for all liabilities and costs incurred by them in the proper performance of the functions and duties of the Committee, other than because of wilful default, malfeasance, or fraud.

**14. Club Secretary**

- 14.1 A Secretary shall be appointed by the Committee and may be paid such reasonable fee or honorarium as the Committee may from time to time determine.
- 14.2 The Secretary shall record the minutes of Meetings and Committee Meetings, and all such minutes when confirmed by the next such Meeting shall be prima facie evidence that the meeting was duly called and shall prima facie be a true and correct record of what occurred at that Meeting.
- 14.3 The Secretary shall hold the Committee's records and documents including the Register of all Members and shall be the designated "**Contact Person**" for the Club for the purposes of the Act.
- 14.4 The Secretary shall deal with and answer correspondence and perform such other duties as may be required by the Committee.

**15. Interested Officers**

- 15.1 For the purposes of this Rule 15 the terms "interested" and "matter" bear the meanings set out in section 62 of the Act and the term "interest" shall be construed accordingly.

**Duty to disclose interest**

- 15.2 The Club must keep and maintain a register recording disclosures of interest made by an Officer.
- 15.3 An Officer who is interested in a matter relating to the Club must as soon as practicable after becoming aware of that interest, disclose details of the nature and extent of the interest (include any monetary value of the interest if it can be quantified):
- (a) to the Committee; and
  - (b) in an interests register kept by the Committee.

**Consequences of being interested in matter**

- 15.4 An Officer who is interested in a matter relating to the Club:
- (a) must not vote or take part in a decision of the Committee relating to the matter; and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - (c) in the case of an Officer who is prevented from voting on a matter he/she may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
  - (d) despite paragraph (a), if 50% or more of the Officers are prevented from voting on the matter under paragraph (a), a Special General Meeting of the Club must be called to consider and determine the matter.

**16. Amendment to Constitution**

- 16.1 These Rules may be amended or replaced by a Special Resolution of the Members passed at any Meeting.
- 16.2 Any amendment must not change, and any replacement must preserve:
- (a) Rule 5.2 (precluding the conduct of the Club for the financial gain of Members); and
  - (b) Rule 21.1 (requiring the surplus assets of the Club to be disposed of to a not-for-profit entity on a winding up or dissolution).
- 16.3 Any proposed motion to amend or replace this Constitution must be set out in the Written Notice of the Meeting and accompanied by an explanation of the reasons for the proposal.
- 16.4 Notwithstanding Rule 16.1 above, this Constitution may be amended or replaced by the Committee without a Special Resolution if the amendment has a minor effect or corrects technical errors and otherwise complies with the Act.

16.5 The Club must provide a copy of any amendment and the amended Rules to the Registrar in accordance with section 33 of the Act.

16.6 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Committee in respect of the payment to or on behalf of that Member or any associated person of that Member of any sum of money, benefit or advantage whatsoever. Any sum paid to a Member for goods or services provided for the Club shall be reasonable and relative to that which would be paid in an ordinary arm's length transaction (being the open market value). The provision and effect of this Rule 16.6 shall not be removed from this Constitution and shall be included in any Constitution replacing or altering this Constitution.

## **17. Execution of Documents**

17.1 A contract, document, or other enforceable obligation that, if entered into by a natural person:

(a) would, by Law, be required to be by Deed, may be entered into on behalf of the Club in writing signed under the name of the Club:

(i) by two or more Committee Members; or a Committee Member, or other person appointed by the Committee for that purpose whose signature must be witnessed; or

(ii) by 1 or more attorneys appointed by the Committee in accordance with section 124(1) of the Act.

(b) is, by Law, required to be in writing, but not required to be made by Deed, may be entered into on behalf of the Club in writing by a person acting under the express or implied authority of the Club; or

(c) is, not by Law, required to be in writing, may be entered into on behalf of the Club in writing or orally by a person acting under the express or implied authority of the Club.

## **18. Expulsion**

18.1 Clause Deleted – Refer to Appendix A clause 2.8.

## **19. Complaints and Grievance Procedures**

19.1 Any complaint or grievance about any Member or Officer, whether from another Member or any other person shall be lodged in writing with the Committee, and the procedures set out in **Appendix E** shall be observed.

## **20. Miscellaneous**

### **Copies of the Constitution**

- 20.1 Copies of the Constitution shall be provided to any Member on request by email or such other method as considered appropriate by the Committee.

### **Notices**

- 20.2 A Written Notice given by a Member to the Committee or by the Committee to a Member may be effected by email, personal delivery to the registered office of the Club, and if the latter shall be deemed received on the day of delivery. If the Written Notice is given by email, it shall be deemed to have been properly given and received on the day and time of despatch if sent to the email address provided from time to time, as the case may be, by the Member or by the Committee for the purposes of Written Notices.

### **Financial Accounts**

- 20.3 The Treasurer, on behalf of the Committee, must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Club;
- (b) will allow the Club to produce Statement of Accounts that comply with the requirements of the Act and any Law; and
- (c) would, whilst required by the Members or by Law, enable the Statement of Accounts to be readily and properly audited.

- 20.4 The Treasurer, on behalf of the Committee must ensure that in each year Statement of Accounts in relation to the Financial Year of the Club are:

- (a) prepared and completed in compliance with the standards required by the Act and Law; and
- (b) delivered to the Registrar at the time and in the manner required by the Act and Law.

- 20.5 Moneys belonging to the Club shall be deposited in such bank or banks and under such conditions as the Committee upon guidance from the Treasurer may decide. The Committee shall give such directions as it may consider desirable for payments of claims against the Club. Payments by the Club to be made by way of electronic funds transfer shall be checked and authorised by two (2) designated Representatives. The Committee shall ensure that there are a reasonable number of trusted Representatives which shall not be less than three (3) who may be past or present Officers have the necessary authority to operate the Club's bank accounts.

- 20.6 The Treasurer shall submit at the Annual General Meeting a Statement of Accounts of the Club as at the end of the Club's Financial Year last preceding, such accounts shall outline the Club's assets and liabilities and a statement of income and expenditure of the Club for the preceding Financial Year.

**Auditor**

- 20.7 The Club may appoint such party to audit the Statement of Accounts of the Club at such times as the Club deems appropriate. The auditor shall be a suitably qualified person who shall not be a Member of the Club.

**Borrowing Powers**

- 20.8 The Committee shall upon passing an Ordinary Resolution have power to borrow money from any bank or body corporate or person whether by ordinary or secured loan or by overdraft or by the issue of debentures, or otherwise on such terms and conditions as the Committee shall (acting reasonably) think fit and may give security over any Money or Other Assets now or hereafter belonging to the Club.

**General Property**

- 20.9 The property of the Club shall be controlled and maintained by the Committee, but no Member shall have a transferable interest or assignable interest therein.

**Special Committees**

- 20.10 The Committee shall have power to establish subcommittees to which it may delegate all or any of its powers or functions, provided that at all times the subcommittees so set-up shall be under the ultimate jurisdiction and control of the Committee.

**21. Winding Up**

- 21.1 The Club may be wound up under the provisions of the Act or any Law. If the Club is wound up, the surplus assets after payment of all debts, costs, and liabilities shall be distributed to a non-for-profit entity with similar objects of the Club as may be determined by Special Resolution to wind up, provided that no distribution shall be made to any Member.

## **Appendix A**

### **Rule 6**

#### **Part 1 – Classes of Membership**

1.1 The classes of Membership of the Club are:

(a) **Ordinary Members**

Any person who meets the Membership criteria set by the Committee from time to time may be admitted as a Member on application in the prescribed form and payment of the applicable Membership Fee to be determined from time to time by the Committee.

An Ordinary Member shall have full Membership rights, voting rights, and enjoy the privileges of the Club.

(b) **Honorary Members**

Any Member may be appointed an Honorary Member of the Club at any Meeting, provided that the proposal shall be carried by an Ordinary Resolution of the Members in Good Standing present at such Meeting.

An Honorary Member shall have full Membership rights, voting rights, or privileges. An Honorary Member is not required to pay any Membership Fees.

#### **Part 2 – Admission, cessation, readmission and suspension of Members**

##### **Admission**

2.1 A person must consent to becoming a Member. Applicants for Membership shall complete an application form provided by the Committee and supply such information as may be required by the Committee.

2.2 The Committee must admit any applicant for Membership who meets the eligibility requirements set out in this Constitution and submits a completed application form in accordance with paragraph 2.1 above. The Committee may only refuse an application in exceptional circumstances, such as where admitting the applicant would breach this Constitution or bring the Club into disrepute, and must advise the applicant of its decision and the reasons for it.

2.3 The Committee shall ensure that a Register of Members is kept according to the class of Membership to which they belong recording their names and addresses (physical and electronic) and the applicable dates for which the Members became a Member.

2.4 The Committee shall ensure that the Register of Members contains the name of each person who has ceased to hold Membership of the Club within the previous seven (7) years and the date on which each person ceased to be a Member.

## **Cessation of Membership**

- 2.5 Any Member may resign from their association with the Club by giving twenty (20) Working Days' Written Notice to the Secretary, and each such resignation shall take effect twenty (20) Working Days from the date of Written Notice being received by the Committee (**Date of Resignation**), but the Member resigning shall remain liable to pay all unpaid Fees, levies and any other fees to the end of that Financial Year.
- 2.6 From the Date of Resignation, the Member shall cease to hold himself or herself out as a Member of the Club and shall return to the Club all Club property.
- 2.7 The Committee may declare that a Member is no longer a Member (from the date of that declaration or such other date as may be specified by the Committee) in the event that Member:
- (a) is Nonfinancial, provided that the Committee has given ten [10] Working Days' Written Notice of its intention to do so, and the Member has not paid any of the fees (or any instalment thereof) due and owing by the Member to the Club within that notice period; or
  - (b) commits a material breach of the Constitution or acts in any way to bring the Club into disrepute (in the reasonable opinion of the Committee);
  - (c) is convicted of any indictable offence or offence for which a convicted person may be imprisoned; or
  - (d) is adjudged bankrupt, makes any arrangement or composition with creditors.
- 2.8 A Member may be expelled as an incident of the complaints and grievance procedure conducted pursuant to **Appendix E**, provided that the Member has undergone the equivalent process under the BMX NZ Constitution and any sanction imposed on the Member by BMX NZ (if applicable) has been complied with.
- 2.9 After due inquiry and having given the Member the right to be heard, the Committee may by letter invite any Member to resign within a specified time for failure to comply with this Constitution or any of the other duties of a Member. If the Member does not so resign, the Committee may recommend to a Meeting convened in accordance with Rule 18 that the Member be expelled, and after the Member has been given the opportunity of being heard at that Meeting expel the Member by Ordinary Resolution. Any such former Member shall remain liable to pay all Fees and levies to the end of that Financial Year.

## **Readmission of former Members**

- 2.10 Any former Member may apply for re-admission in the manner prescribed in Rule 6 of the Constitution for new applicants. However, where a former Member's Membership was terminated under paragraph 2.8 of this Appendix B, the applicant may only be re-admitted after the sanction imposed by BMX NZ (if applicable) has been completed or

complied with. The Committee cannot refuse re-admission once the sanction has been satisfied.

- 2.11 All business of the Committee conducted in respect of this Appendix A shall be considered strictly confidential by all Officers and shall not be disclosed to any person who is not a Committee Member of the Committee.

## **Appendix B**

### **Rule 11**

#### **1. Nomination, Appointment and Removal of Committee Members**

- 1.1 A Committee Member may only be appointed if first validly nominated in accordance with this Appendix B and elected by Ordinary Resolution at an Annual General Meeting. A Committee Member may be removed by Ordinary Resolution at a Meeting.
- 1.2 Only Members in Good Standing may serve as Committee Members, except for any co-opted Committee Members, who do not have to be a Member.
- 1.3 Only Members in Good Standing may nominate Members for election to the Committee.
- 1.4 Nominations for election to the Committee must be received by the Club no later than two (2) weeks prior to the Annual General Meeting. Details of all persons validly nominated must be provided to Members prior to the Annual General Meeting, together any supporting documents (not exceeding one A4 page) provided by or on behalf of each nominee.
- 1.5 If insufficient nominations for the available number of committee places are received by the nomination deadline, then Committee nominations may also be received from the floor at the Annual General Meeting provided that any self-nomination has a seconder who is a Member.
- 1.6 If only one (1) candidate has been validly nominated for a Committee position and that candidate meets the applicable skills and experience criteria, the Members shall, at the Annual General Meeting, declare that candidate elected. If more than one candidate is validly nominated, the names of all candidates validly nominated shall be placed on the ballot. The candidate receiving the highest number of votes shall be elected.
- 1.7 In electing Committee Members, the Members will use reasonable endeavours to ensure that the Committee as a whole possesses the necessary skills, experience and expertise having regard to the Club's primary objects.
- 1.8 The Secretary and one other Committee Member shall act as scrutinisers for the counting of the votes.
- 1.9 Each Committee Member shall serve in office for a one (1) year period from their respective elections at an Annual General Meeting. These Committee Members shall be eligible to stand for re-election.
- 1.10 If the position of any Committee Member becomes vacant between Meetings, that vacancy shall be filled by the Committee until the next Annual General Meeting as the Committee sees fit, when a replacement may be elected by the Members.
- 1.11 A Committee Member who resigns or ceases to hold office shall, within one (1) calendar month of submitting a resignation or ceasing to hold office, deliver to that Committee

Member's successor, or the Chairperson or Secretary, all records or property of the Club in their possession.

- 1.12 Committee Members in office at the time of adoption of this Constitution shall continue in office subject to the provisions of this Constitution.
- 1.13 The Committee shall have the power in its discretion to suspend or remove a Committee Member from an Officer Role at any time upon the provision of ten (10) Working Days' Written Notice.

## **Appendix C**

### **Rule 12**

#### **1. Committee Meetings**

- 1.1 The Committee shall meet at such times and in such manner (including by telephone, video conference or any other format) as the Committee may determine is appropriate and otherwise where and as convened by the President or Secretary.
- 1.2 All Committee Meetings shall be chaired by the President or in the President's absence by some other Committee Member elected for that meeting, and any such chairperson shall, in the case of equality of votes, have a second casting vote to retain the status quo.
- 1.3 If the President is not present within five (5) minutes after the appointed start time, the Committee Members may choose one of their number to chair that meeting.
- 1.4 The Committee may co-opt any person(s) to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 1.5 The quorum for Committee Meetings is four (4) Committee Members, including at least one Officer Role.
- 1.6 The Committee may invite a Member of the Club to attend a Committee Meeting. Such Member shall have no right to vote but may participate in discussions at the invitation of the person chairing the Committee Meeting.
- 1.7 Only Committee Members who are present in person or by telephone or video link shall be counted in the quorum for the Committee Meeting and entitled to vote.
- 1.8 The Committee may act by resolution approved by not less than fifty-one percent of the Committee Members either by voice, show of hands or otherwise through a written ballot conducted by mail, facsimile, electronic message or email or other such accepted means.
- 1.9 The business of the Committee at Committee Meetings is guided by an agenda and the provision of summary papers which may be taken as read other than material issues to be outlined and discussed at that meeting as highlighted in the summary by the relevant Committee Member for consideration and discussion.
- 1.10 Committee Meetings will, to the extent reasonably practicable, be kept to no more than ninety (90) minutes duration.
- 1.11 Other than as required by Law and by this Constitution, the Committee may regulate its proceedings and its meetings as it thinks fit.
- 1.12 The Committee shall cause accurate minutes to be kept for all Committee Meetings, recording the names of the Committee Members present at the meeting and business and resolutions conducted at that meeting.

## **Appendix D**

### **Rule 8**

#### **Convening and Conduct of Meetings**

##### **1. Annual General Meetings**

- 1.1 The Annual General Meeting shall be at such time and place as may be fixed by the Committee of the Club from time to time, provided it takes place no later than 6 months after end of the Financial Year and not later than 15 months after the previous Annual General Meeting. All other Meetings of the Club shall be Special General Meetings.
- 1.2 At least ten (10) Working Days prior to any Annual General Meeting, the Club shall post or email to all Members Written Notice of the business to be conducted at the Annual Meeting.
- 1.3 The failure for any reason of any Member to receive such notice shall not invalidate the Meeting or its proceedings.

##### **2. Business to be transacted at the Annual General Meeting**

- 2.1 The business transacted shall be confirming a quorum of Members is present, apologies and proxies, Annual Report, Treasurer's Statement of Accounts for the most recently completed accounting period (prepared in accordance with Rules 20.3 to 20.7 of this Constitution and as required by the Act), notices of any disclosures of interest during the previous Financial Year, reports from other Committee Members, election of Committee Members holding a role as an Officer on the Committee and any other orders of business.
- 2.2 The President shall decide the order in which the business shall be conducted at the Annual General Meeting.
- 2.3 The minutes of the Annual General Meeting shall be read and confirmed at the next Meeting of the Club and need not be read and confirmed at the succeeding Annual General Meeting, although a written copy of the minutes shall be included in the agenda.

##### **3. Special General Meetings**

- 3.1 The Committee may at any time call a Special General Meeting of the Members of the Club on giving no less than ten (10) Working Days' notice in the manner outlined above for Annual General Meetings. The Secretary shall also call a Special General Meeting on receiving a request for one from not less than four (4) Members in Good Standing. The request and the notices convening of the Meeting shall specify the business which shall alone be considered at the Meeting.
- 3.2 The quorum for any Meeting shall be 10% of Members in Good Standing (rounded to the nearest whole number) present in person or by proxy.

#### **4. Irregularities of Meetings**

- 4.1 In case any irregularity shall occur in the convening or holding of any Meeting or any election or other proceedings at such Meetings and the same shall not be noticed and objected to at the time, all proceedings of such Meeting shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noticed and objected to at the Meeting, the matter shall be decided upon at the Meeting by the Chairperson whose decision shall be final and conclusive.

#### **5. Unspecified Business**

- 5.1 Business not specified in the notice calling a Meeting may be transacted by leave of the President if not opposed by any Member in Good Standing present.

#### **6. Conduct at Meetings**

- 6.1 Meetings may be attended by all Members in Good Standing.
- 6.2 A Meeting may be held with a quorum of Members:
- (a) being assembled at the time and place appointed for the Meeting; or
  - (b) participating in the Meeting by means of audio link, audiovisual link, or other electronic communication; or
  - (c) by a combination of both methods described in paragraphs 6.2(a) and (b).
- 6.3 All Meetings shall be chaired by the President or in the President's absence by another Committee Member elected for that purpose by the Meeting.
- 6.4 If a quorum is not present within 30 minutes after the time appointed for a Meeting, the Meeting shall be adjourned for ten (10) Working Days to the same time and place unless otherwise agreed by all Members then present. At least five (5) Working Days' Written Notice of the adjourned Meeting must be given, and the Written Notice must include a statement that it is given pursuant to this paragraph 6.4 of Appendix D.
- 6.5 The Chairperson must ensure that accurate minutes are kept of all proceedings at Meetings.

#### **7. Voting at Club Meetings**

- 7.1 Only Members in Good Standing shall be entitled to vote.
- 7.2 Unless otherwise required by this Constitution or Law, all resolutions and business shall be determined by Ordinary Resolution of those present and voting at the Meeting.
- 7.3 At every Meeting unless a poll is demanded, voting may be by show of hands or any other method authorised by the Chairperson. The Chairperson shall have a casting vote in addition to his or her individual vote in the event of a tie.

- 7.4 A declaration by the Chairperson that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with paragraph 7.5.
- 7.5 At a Meeting a poll may be demanded by not less than four (4) Members having the right to vote at the Meeting.
- 7.6 A poll may be demanded before the vote is taken on a resolution. The demand for a poll may be withdrawn.

## **8. Resolution in Lieu of Meeting**

- 8.1 Subject to the rules set out in sections 89 to 92 of the Act, a written resolution of Members may be passed in lieu of a meeting if the Committee considers that it is expedient and the interests of the Club to do so.
- 8.2 A written resolution under paragraph 8.1 may consist of one (1) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one (1) or more Members.
- 8.3 For the purposes of this paragraph, a Member may give their approval by:
- (a) signing the resolution; or
  - (b) giving their approval to the resolution in any other manner permitted by this Constitution (for example, by electronic means).
- 8.4 The resolution to be effective must be approved by no less than a two-thirds majority of the Members who are entitled to vote.

## **9. Proxies**

- 9.1 A Member may exercise the right to vote either by being present in person or by proxy.
- 9.2 A proxy for a Member is entitled to attend and be heard at a Meeting as if the proxy were the Member.
- 9.3 A proxy must be appointed by Written Notice signed by the Member, and the notice must specify that the appointment is for a particular Meeting.
- 9.4 No proxy is effective in relation to a Meeting unless a copy of the notice of appointment is produced before the start of the Meeting.
- 9.5 An instrument appointing a proxy will be in the following form or a substantially similar form:

**CAPITAL BMX CLUB INCORPORATED**

**INSTRUMENT APPOINTING A PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member of Capital BMX Club Incorporated in good standing hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at [the [Annual] Meeting of Capital BMX Club Incorporated to be held at \_\_\_\_\_ on \_\_\_\_\_ commencing at \_\_\_\_\_] or [all Meetings of Capital BMX Club Incorporated held within 12 months of the date hereof] and at any adjournment of any such meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_

[Member]

- 9.6 Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy will be in the following or a substantially similar form:

**CAPITAL BMX CLUB INCORPORATED**

**INSTRUMENT APPOINTING A PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member of Capital BMX Club Incorporated in good standing hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the [Annual] Meeting of Capital BMX Club Incorporated to be held at \_\_\_\_\_ on \_\_\_\_\_ commencing at \_\_\_\_\_ and at any adjournment of any such meeting.

I/We direct my/our proxy to vote in the following manner:

**Vote with a Tick**

| <b>Resolutions</b> | <b>For</b> | <b>Against</b> |
|--------------------|------------|----------------|
| 1. _____           | _____      | _____          |
| 2. _____           | _____      | _____          |

Signed this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_

[Member]

## **Appendix E**

### **Rule 19**

#### **Complaints and Grievance Procedures**

1. For the purposes of this Appendix E, a complaint or grievance may relate to conduct of a Member which:
  - (a) constitutes a breach of this Constitution or any by-laws or regulations of the Club;  
or
  - (b) has brought the Club into disrepute;
  - (c) or is otherwise inconsistent with the objects and purposes of the Club; or
  - (a) involves conduct contrary to the principles of integrity, fairness, or safeguarding (including but not limited to bullying, harassment, discrimination, child protection, or doping),and which has been lodged in writing with the Committee by a Member or any other person, or which has come to the attention of the Committee which then considers that the matter should be dealt with under these procedures.
2. The following procedures shall be observed in relation to any complaint or grievance about any Member:
  - (a) The Committee shall have the following discretions:
    - (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court, tribunal, or external authority, the Committee may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
      - (1) Effectively disposes of the complaint, the Committee may decide to take no further action, or may, based on that decision, without further investigation, take such action as it deems appropriate, with or without calling on the complainant or Member to provide further information or to make submissions, or
      - (2) Does not effectively dispose of the complaint, the Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph 2(b)(i) to (vi).

- (ii) The Committee may decline to investigate or consider the complaint if:
  - (1) The matter is trivial or the matter does not appear to disclose, in the case of a complaint, any material misconduct; or in the case of grievance, any material damage to the Member's rights or interests; or the complaint or grievance appears to be otherwise without foundation or there is no apparent evidence to support it; or
  - (2) The conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Club.
- (iii) The Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Committee, it becomes apparent to the Committee that it is not appropriate further to investigate or consider the complaint.
- (iv) If the investigation or consideration of the complaint is likely to require extensive enquiries, a considerable time input, or cost to the Club, or advice to the Committee from professional advisers, the Committee may at any time:
  - (1) Decline to further investigate or consider the complaint, or
  - (2) Require the complainant to deposit with the Committee such sum as the Committee (acting reasonably) thinks fit to reimburse the Club wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Committee's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
  - (i) The Member shall be given a copy of the complaint and fairly advised of all allegations concerning the Member, with sufficient details to enable the Member to prepare a response,
  - (ii) The Member shall have the opportunity to provide a detailed written response to the complaint within not less than ten (10) Working Days after receiving a copy of the complaint or such further time as may be allowed by the Committee or any sub-committee established by it for the purpose of hearing and deciding upon the complaint,
  - (iii) Further enquiries may be made by or on behalf of the Committee or any such sub-committee, and the results of those enquiries shall be made known to the complainant and the Member,

- (iv) The Committee or any such sub-committee shall allow the complainant and the Member the opportunity to be heard by the Committee or any such sub-committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint),
- (v) The Committee or any such sub-committee may:
  - (1) Dismiss the complaint; or
  - (2) Uphold the complaint and do one or more of the following: Reprimand or admonish the Member; Suspend the Member from Membership for a specified period; Alter the Membership classification of the Member; Impose a fine on the Member; or Expel the Member
- (vi) The Committee or any such sub-committee shall respect the confidentiality of the proceedings and the decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing and may at the discretion of the Committee or any such special committee be conveyed to Members.
- (vii) The complainant and the Member shall not be victimised, disadvantaged, or retaliated against for making or responding to a complaint in good faith.
- (c) The decisions of the Committee or any sub-committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the Member complained against, and shall not be subject to any review or challenge.
- (d) The Committee must ensure that as soon as is reasonably practicable after receiving a complaint or grievance or determining that the matter should be dealt with under these procedures, investigate and determine the complaint or grievance.
- (e) The Club may adopt a complaints and dispute resolution policy to provide operational detail for dealing with complaints and disputes (such as forms, timeframes, and guidance for investigators), provided that any policy adopted must be consistent with this Constitution and the principles of natural justice. If the Club adopts the sport integrity code or any successor framework, the complaints and dispute resolution policy will align with that code.