



Cycling New Zealand Incorporated

Incorporated Society No.1333635

Constitution

Adopted at the Annual General Meeting on 24 May 2015

Amended 30 September 2019

Table of Contents

Part I – Objects and Powers	4
1. Name and Registered Office.....	4
2. Objects.....	4
3. Powers	6
Part II – Membership.....	7
4. Members.....	7
5. Member Organisations	8
6. Member Centres/Regions	10
7. Member Clubs	13
8. Associate Members	15
9. Individual Members.....	15
10. Life Members	17
11. Member Entitlements and Obligations	17
12. Duration of Membership.....	19
13. Resignation & Breach.....	19
14. Suspension & Termination of Membership.....	21
15. Register of Members	22
16. Membership & Other Fees	22
Part III – Officers and Board	22
17. Patron	22
18. Board	23
19. Board Appointments Panel	30
20. Appointed Board Members.....	32
21. Elected Board Members.....	33
22. Chief Executive	34
23. Consultative Groups and Forums.....	34
Part IV – General Meetings	34
24. Meetings of Members.....	34
25. Voting at General Meetings	38
Part V – Miscellaneous	40
26. Discipline, Disputes & Appeals	40

27.	Rules of Cycling Disciplines.....	41
28.	Finances	41
29.	Common Seal	42
30.	Alterations to Constitution.....	43
31.	Prohibition on Personal Benefits	43
32.	Regulations	43
33.	Liquidation or Dissolution	43
34.	Indemnity.....	44
35.	Interpretation.....	44

Cycling New Zealand Incorporated Constitution

Part I – Objects and Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Cycling New Zealand Incorporated (“Cycling NZ”). It may also be known by such other trading name as determined by the Board.
- 1.2 The registered office of Cycling NZ shall be at such place as determined by the Board from time to time.

2. Objects

- 2.1 The objects of Cycling NZ are to:
- a. be the lead body for Cycling in New Zealand to promote, develop, enhance and protect High Performance, Competitive and Recreational Cycling mainly as an amateur sport for the recreation and entertainment of the general public in New Zealand;
 - b. be an organisation which any person with an interest in Cycling can be a part of and promote membership of Cycling NZ and its Members;
 - c. promote and encourage participation in Cycling by individuals of all ages and abilities including promoting and developing opportunities and programmes to enable, encourage and enhance the participation, enjoyment and performance in Cycling in New Zealand and in Cycling NZ’s and its Members’ activities;
 - d. develop, co-ordinate and manage the High Performance programmes in conjunction with the Members;
 - e. promote, support, assist and build the capability of, its Members to deliver Competitive and Recreational Cycling in New Zealand;
 - f. act in good faith and loyalty with its Members to ensure the promotion and enhancement of Cycling in New Zealand including its standards, quality, and reputation for the collective and mutual benefit of Cycling NZ and its Members;
 - g. encourage and promote Cycling as a sport and activity to be undertaken in a manner which upholds the principles of fair play and is free from doping;
 - h. in conjunction with the Members, promote Cycling in New Zealand as an integral and sustainable part of transport planning, resource management, environmental,

social and economic planning, health promotion, and development of education, recreation, sport, fitness, tourism and culture;

- i. promote increased safety for Cyclists by promoting road safety education for all road users, the improvement of Cycling skills, and the improvement of the skills of other transport users in their interaction with Cyclists;
- j. establish, promote, develop and co-ordinate international, national, regional and other Cycling competitions and events with the support of the Members;
- k. encourage the development of the Cycling industry, in its broadest sense;
- l. make available and enforce the Rules of Cycling;
- m. maintain and enhance the reputation of Cycling and Cycling NZ through the development of rules, standards and practices that fulfil these Objects;
- n. give and seek recognition for individuals to obtain awards or public recognition for their services to Cycling and/or Cycling NZ;
- o. encourage and advocate for the development of facilities, tracks, and land and road access for all Cyclists;
- p. in conjunction with the Members, advocate for all Cyclists and organisations who participate in Cycling to promote the interests of all Cyclists and to communicate and advocate those interests to government and other central and local authorities and to the public;
- q. be the member federation representing New Zealand on the UCI and be a member of and/or cooperate with other Cycling bodies internationally; and
- r. represent the Members and in particular be the sole contact for international Cycling organisations (such as the UCI and its members), central government organisations (such as Sport NZ, High Performance Sport New Zealand, the Sports Tribunal and Drug Free Sport New Zealand), and other authorities.
- s. promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and any amendments to or replacements of those Rules.
- t. be bound by the SADR and any amendments to or replacements of those Rules. All members of Cycling New Zealand agree to be bound to the SADR through their membership of Cycling New Zealand.

3. Powers

3.1 **Powers:** Cycling NZ has the power, subject to this Constitution, to do the following:

- a. make, alter, rescind or enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of Cycling NZ;
- b. determine its membership including withdrawing, suspending, or terminating Members;
- c. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell, or otherwise deal with property, equipment and other rights, privileges and licences;
- d. control and raise money including borrow, invest, loan, or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- e. sell, gift, mortgage, charge or otherwise dispose of any property of Cycling NZ and grant such rights and privileges over such property as it considers appropriate;
- f. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- g. produce, develop, create, license and otherwise exploit, use, and protect the property including Intellectual Property of Cycling NZ;
- h. enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- i. make, alter, rescind or enforce rules for Cycling competitions subject to UCI rules;
- j. determine, implement and enforce disciplinary, disputes and appeal rules, regulations, policies and procedures (including those which impose sanctions and penalties) and establish or appoint any tribunals, committees, or other persons to hear and determine such matters;
- k. organise and manage international and national Cycling events and programmes in conjunction with Members subject to UCI rules;
- l. select national and other representative Cycling NZ squads, teams and athletes;
- m. assign or delegate functions to and/or enter into agreements with government organisations including Sport NZ, High Performance Sport New Zealand, the Sports Tribunal, and Drug Free Sport New Zealand;

- n. adopt the Sports Anti-Doping Rules (“SADR”) made by Drug Free Sport New Zealand, pursuant to the Sports Anti-Doping Act 2006, and any amendments to or replacements of those Rules, as its Anti-Doping Policy.
- o. delegate powers of Cycling NZ to the Board, any sub-committee, Member Organisation, or other person;
- p. establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Cycling NZ and for that purpose to utilise any of the assets of or held on behalf of Cycling NZ;
- q. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of Cycling NZ or with which Cycling NZ is authorised to amalgamate or generally for any purpose designed to benefit Cycling in New Zealand; and
- r. do any other acts or things that are incidental to or conducive to the attainment of the Objects.

Part II – Membership

4. Members

4.1 **Members:** The Members of Cycling NZ shall be:

- a. Member Organisations as described in Rule 5;
- b. Member Centres/Regions as described in Rule 6;
- c. Member Clubs as described in Rule 7;
- d. Associate Members as described in Rule 8;
- e. Individual Members as described in Rule 9; and
- f. Life Members as described in Rule 10.

4.2 **Interconnected Membership:** Every individual person or organisation that is a member of a Member Organisation, Member Centre/Regions, and/or Member Club shall, as a condition of such membership, become a member of:

- a. Cycling NZ, provided, however, that this will not apply to Member Schools.
- b. the Member Organisation for their Cycling Discipline(s); and

- c. the Member Centre/Region (if any) of which their Member Club is a member;

in accordance with this Constitution and the Regulations.

4.3 **Applications for Membership:** Except for applications for membership made under Rule 6.2 (Member Centres/Regions), 7.2 (Member Clubs), 9 (Individual Members) and Rule 10 (Life Members), the Board shall consider each application for membership and accept or decline it in its absolute discretion. In doing so, the Board shall be satisfied that the applicant:

- a. meets the criteria for the category of membership in which the application is made, as set out in this Constitution, unless otherwise determined by the Board;
- b. promotes and supports the Objects of Cycling NZ; and
- c. has not acted in a manner which the Board considers could (if the applicant had been a Member) have been regarded as unbecoming of a Member, or which may be prejudicial to the Objects and interests of Cycling NZ, and/or any of the Cycling Disciplines, or which could have brought Cycling NZ or one or more of the Cycling Disciplines into disrepute.

5. Member Organisations

5.1 **Existing Member Organisations:** The following existing members of Cycling NZ shall continue to be Members of Cycling NZ as Member Organisations, subject to their ongoing compliance with this Constitution:

- a. Cycling New Zealand Road and Track;
- b. MTB NZ;
- c. BMX NZ; and
- d. Cycling New Zealand Schools.

5.2 **New Member Organisations:** Where an organisation is involved with a significant number of Cyclists nationally and supports the professionalism, growth, and development of Cycling in New Zealand in a manner that is consistent with the Objects that organisation may apply to the Board to be a Member Organisation in the manner prescribed by the Board and in accordance with rule 4.3. Such application shall be determined by the Board.

5.3 **Obligations of Member Organisations:** In addition to its obligations as a Member (Rule 11.1 - Obligations), each Member Organisation must:

- a. administer, promote and develop Cycling and/or one or more Cycling Disciplines in accordance with the objects of the Member Organisation, the Objects of Cycling NZ, this Constitution and the Regulations;
- b. have a trading name which is approved by the Board and only use that name as its trading name, unless otherwise approved by the Board;
- c. be, and remain registered as, an incorporated society and comply with the Act;
- d. have as its members, Member Centres/Regions (if any), Member Clubs or in the case of Cycling New Zealand Schools, Member Schools, and Individual Members, in its Cycling Discipline(s);
- e. have in its constitution, rules stating that;
- f. it is a condition of membership of the Member Organisation, that a member of the Member Organisation, is also a Member of Cycling NZ provided, however, that this will not apply to Member Schools;
- g. every Member Centre/Region (if any) must have a rule in their constitution stating that it is a condition of membership of the Member Centre that the member, is also a member of the Member Organisation and a Member of Cycling NZ; and
- h. every Member Club (if any) must have a rule in their constitution stating that it is a condition of membership of the Member Club, that the member, is also a member of the Member Centre/Region (if applicable), a member of the Member Organisation and a Member of Cycling NZ;
- i. require all applications for membership of the Member Organisation to be made in the form and manner prescribed by the Board, as set out in the Regulations;
- j. have a rule in its constitution requiring its Member Centres/Regions (if any) and Member Clubs (if any) to require all applications for membership of the Member Centre/Region (if any) and Member Clubs to be made to the Member Organisation or Member Centre/Region respectively, in the form and manner prescribed by the Board, as set out in the Regulations;
- k. in partnership with Cycling NZ, maintain an up to date Member Organisation Register of its members (who are also Members of Cycling NZ), in the form and manner prescribed by the Board, as set out in the Regulations including permitting Cycling NZ full access to the Member Organisation's Register;
- l. have a rule in its constitution requiring its Member Centres/Regions (if any) and Member Clubs (if any) to maintain up to date registers of their members (who are also Members of Cycling NZ and members of the Member Organisations) in the form

and manner prescribed by Cycling NZ, including permitting Cycling NZ and the Member Organisations, full access to those registers;

- m. have a constitution that is compatible with and is not unreasonably inconsistent with this Constitution or any Regulations, as determined by the Board;
- n. on request, provide Cycling NZ with a copy of its constitution and send all proposed amendments to it to Cycling NZ;
- o. have rules in its constitution that require its Member Centres/Regions (if any) and Member Clubs (if any) to have rules that are compatible with and are not unreasonably inconsistent with this Constitution and the Member Organisation's constitution;
- p. elect or appoint a Delegate to represent it at General Meetings in accordance with Rule 24.15 (Delegates);
- q. subject to agreement between it and Cycling NZ, deliver any Cycling NZ programmes and other requirements as determined by the Board;
- r. subject to the availability of local resource and/or funding, offer Cycling NZ programmes to its members and comply with any Cycling NZ requirements in this regard;
- s. use and protect the Intellectual Property of Cycling NZ in accordance with the Regulations;
- t. upon request provide Cycling NZ with information including financial information relating to its operation that is necessary for the Member Organisation to fulfil its obligations to Cycling NZ as permitted by law and as specified in the Regulations;
- u. operate with mutual trust and confidence among Cycling NZ and the other Members of Cycling NZ;
- v. act in good faith to Cycling NZ and the Members to ensure the maintenance and enhancement of Cycling in New Zealand for the collective and mutual benefit of Cycling NZ and the Members; and
- w. not knowingly do anything that might adversely affect the strategies, standards, quality and reputation of Cycling NZ and/or Cycling in New Zealand.

6. Member Centres/Regions

- 6.1 **Existing Member Centres/Regions:** The organisations listed in Annexure A to this Constitution are existing Members of Cycling NZ, and shall continue to be Members of

Cycling NZ as Member Centres/Regions, subject to their ongoing compliance with this Constitution:

6.2 **New Member Centres/Regions:** A group of Member Clubs that is involved with a significant number of Cyclists regionally, or in a geographical area, where there is no existing Member Centre/Region, that

- a. is an incorporated society under the Act;
- b. supports the professionalism, growth, and development of Cycling in its region or geographical area, in a manner that is consistent with the Objects and that;
- c. wishes to be a Member of Cycling NZ and a Member Organisation; and
- d. is supported in its application by the Member Organisation(s) in its Cycling Discipline(s);

shall apply to their Member Organisation and the Board in the manner prescribed by the Board and in accordance with rule 4.3. Such application shall be determined by the Board in its discretion and in accordance with the criteria in this Rule 6.2.

6.3 **Obligations of Member Centres/Regions:** In addition to its obligations as a Member (Rule 11.1 - Obligations), each Member Centre/Region must:

- a. administer, promote and develop Cycling and/or one or more Cycling Disciplines in accordance with the Objects of Cycling NZ, this Constitution, the Regulations and with the objects of the Member Organisation, its constitution and any regulations;
- b. have a trading name which is approved by the Member Organisation and only use that name as its trading name, unless otherwise approved by the Board;
- c. be, and remain, registered as an incorporated society and comply with the Act;
- d. be, and remain, a member of a Member Organisation(s) in its Cycling Discipline(s);
- e. have as its members, Member Clubs and Individual Members, in its Cycling Discipline(s);
- f. have in its constitution, rules stating that:
- g. it is a condition of membership of the Member Centre/Region, that a member of the Member Centre/Region, is also a Member of Cycling NZ and its Member Organisation;
- h. every Member Club must have a rule in their constitution stating that it is a condition of membership of the Member Club, that the member, is also a member of

the Member Centre/Region, a member of its Member Organisation and a Member of Cycling NZ;

- i. require all applications for membership of the Member Centre/Region to be made to the Member Organisation in the form and manner prescribed by the Board, as set out in the Regulations;
- j. have a rule in its constitution requiring its Member Clubs to require all applications for membership of the Member Clubs to be made to the Member Clubs in the form and manner prescribed by the Board, as set out in the Regulations;
- k. maintain an up to date Member Centre/Region Register of its members (who are also Members of Cycling NZ and its Member Organisation), in the form and manner prescribed by the Board, as set out in the Regulations including permitting Cycling NZ and its Member Organisation full access to the Member Centre's/Region's Register;
- l. have a rule in its constitution requiring its Member Clubs to maintain up to date Member Club Registers of their members (who are also Members of Cycling NZ, its Member Organisation and its Member Centre/Region) in the form and manner prescribed by Cycling NZ, including permitting Cycling NZ, its Member Organisation and the Member Centre/Region, full access to those Member Club Registers;
- m. have a constitution that is compatible with and is not unreasonably inconsistent with this Constitution or any Regulations, and its Member Organisation's constitution and any regulations, as determined by the Board;
- n. on request, provide Cycling NZ and its Member Organisation, with a copy of its constitution and send all proposed amendments to it to Cycling NZ and its Member Organisation;
- o. have rules in its constitution that require its Member Clubs to have rules that are compatible with and are not unreasonably inconsistent with this Constitution, and its Member Organisation's constitution and its Member Centre's/Region's constitution (if any);
- p. subject to any agreement between it and Cycling NZ, or it and its Member Organisation, complete any Cycling NZ programmes and other requirements as determined by the Board;
- q. subject to the availability of local resource and/or funding, offer Cycling NZ programmes to its members and comply with any requirements of Cycling NZ in this regard;
- r. use and protect the Intellectual Property of Cycling NZ and its Member Organisation in accordance with the Regulations;

- s. operate with mutual trust and confidence among Cycling NZ and the other Members of Cycling NZ;
- t. act in good faith to Cycling NZ and the Members to ensure the maintenance and enhancement of Cycling in New Zealand for the collective and mutual benefit of Cycling NZ and the Members; and
- u. not knowingly do anything that might adversely affect the strategies, standards, quality and reputation of Cycling NZ, its Member Organisation and/or Cycling in New Zealand.

7. Member Clubs

7.1 **Existing Member Clubs:** The clubs listed in Annexure B to this Constitution are existing Members of Cycling NZ, and shall continue to be Members of Cycling NZ as Member Clubs, subject to their ongoing compliance with this Constitution.

7.2 **New Member Clubs:** Any group of individuals who wish to form a club that:

- a. is an incorporated society under the Act;
- b. supports the professionalism, growth, and development of Cycling in its local area;
- c. supports or promotes one or more of the Cycling Disciplines in a manner consistent with the Objects of Cycling NZ;
- d. is supported in its application by the Member Organisation(s) and Member Centre(s)/Region(s) (if any), in its Cycling Discipline(s); and
- e. wishes to be a Member of Cycling NZ, the Member Organisation(s) and the Member Centre(s)/Region(s) if any, in its Cycling Discipline(s) as a Member Club;

shall apply to the Centre/Region and Board to be a Member Club in the manner prescribed by the Board. Such application shall be determined by the Board in its discretion and in accordance with the criteria in this Rule 7.2.

7.3 **Obligations of Member Clubs:** In addition to its obligations as a Member (Rule 11.1 - Obligations), each Member Club must:

- a. support and promote the Objects of Cycling NZ, its Member Organisations and its Member Centre/Region (if applicable) of which it is a member;
- b. have a trading name which is approved by the Member Organisation and only use that name as its trading name, unless otherwise approved by the Board;

- c. be, and remain, registered as an incorporated society and comply with the Act;
- d. be, and remain, a member of a Member Organisation and a Member Centre/Region (if any in its region) in its Cycling Discipline;
- e. have as its members Individual Members in its Cycling Discipline(s);
- f. have in its constitution, rules stating that it is a condition of membership of the Member Club, that a member of the Member Club, is also a Member of Cycling NZ, its Member Organisation and its Member Centre/Region (if any);
- g. require all applications for membership of the Member Centre/Region to be made to the Member Club in the form and manner prescribed by the Board, as set out in the Regulations;
- h. in partnership with Cycling NZ, maintain an up to date Member Club Register of its members (who are also Members of Cycling NZ, its Member Organisation and its Member Centre/Region, if any), in the form and manner prescribed by the Board, as set out in the Regulations including permitting Cycling NZ, its Member Organisation and its Member Centre/Region (if any), full access to the Member Club's Register;
- i. have a constitution that compatible with and is not unreasonably inconsistent with this Constitution or any Regulations, and its Member Organisation and Member Centre's/Region's (if applicable) constitutions and any regulations, as determined by the Board;
- j. on request, provide Cycling NZ, its Member Organisation and its Member Centre/Region (if applicable), with a copy of its constitution and send all proposed amendments to it to Cycling NZ, the Member Organisation and the Member Centre/Region (if any);
- k. use and protect the Intellectual Property of Cycling NZ in accordance with the Regulations;
- l. operate with mutual trust and confidence among Cycling NZ and the other Members of Cycling NZ;
- m. act in good faith to Cycling NZ and the Members to ensure the maintenance and enhancement of Cycling in New Zealand for the collective and mutual benefit of Cycling NZ and the Members; and
- n. not knowingly do anything that might adversely affect the strategies, standards, quality and reputation of Cycling NZ, its Member Organisation, its Member Centre/Region (if any) and/or Cycling in New Zealand.

8. Associate Members

8.1 Associate Member Criteria: Any organisation that:

- a. is not a Member Organisation, Member Centre/Region or Member Club;
- b. supports or promotes one or more of the Cycling Disciplines in a manner consistent with the Objects of Cycling NZ;
- c. wishes to be a Member of Cycling NZ as an Associate Member;

shall apply to the Board to be an Associate Member in the manner prescribed by the Board and in accordance with rule 4.3. Such application shall be determined by the Board in its discretion and in accordance with the criteria in this Rule 8.1.

8.2 **Associate Member Obligations:** In addition to its obligations as a Member (Rule 11.1 - Obligations), each Associate Member must:

- a. support and promote the Objects of Cycling NZ;
- b. satisfy and maintain the criteria in Rule 8.1 (Associate Member Criteria) unless otherwise determined by the Board;
- c. if it has members, maintain a register of members, and allow Cycling NZ to access this register, in accordance with the Regulations;
- d. ensure any events administered, held by, or under the auspices of the Associate Member, comply with the endorsement requirements and codes of Cycling NZ;
- e. use and protect the Intellectual Property of Cycling NZ in accordance with the Regulations;
- f. operate with mutual trust and confidence among Cycling NZ and the other Members of Cycling NZ;
- g. act in good faith to Cycling NZ and the Members to ensure the maintenance and enhancement of Cycling in New Zealand for the collective and mutual benefit of Cycling NZ and the Members; and
- h. not knowingly do anything that might adversely affect the strategies, standards, quality and reputation of Cycling NZ and/or Cycling in New Zealand.

9. Individual Members

- 9.1 **Existing Individual Members:** All individuals who are Individual Members of Cycling NZ immediately prior to this constitution coming into force, shall continue to be Members of Cycling NZ as Individual Members subject to compliance with this Constitution.
- 9.2 **New Individual Members:** An Individual Member is any individual who does, or wishes to, participate or has an interest in Cycling (whether as a participant, club member, coach, manager, official or in any other capacity) and is accepted as an Individual Member in accordance with Rule 9.3 (Becoming an Individual Member).
- 9.3 **Categories of Individual Membership:** There are two categories of Individual Membership of Cycling NZ as follows:
- a. **Competitive:** individuals who wish to ride in Competitive Cycling or at High Performance level who need a Licence from Cycling NZ in order to do so;
 - b. **Recreational Cycling:** individuals who do not wish to ride in Competitive Cycling or at High Performance level.
- 9.4 **Becoming an Individual Member:** An individual shall become an Individual Member by either:
- a. For the Competitive category, by applying:
 - b. to a Member Club to be a member of that Club, its Member Centre/Region (if any), its Member Organisation and Cycling NZ in a form and manner prescribed by the Board; or
 - c. in the case of individuals who are full time students of New Zealand domiciled schools, to Cycling New Zealand Schools to be a member of that Member Organisation and Cycling NZ in a form and manner prescribed by the Board.
 - d. For the Recreational Cycling category, by applying directly to Cycling NZ, in the form and manner prescribed by the Board.
- 9.5 **Individual Member Obligations:** In addition to his or her obligations as a Member (Rule 11.1 – Member Obligations), each Individual Member must:
- a. act in good faith to Cycling NZ and the other Members to ensure the maintenance and enhancement of Cycling in New Zealand for the collective and mutual benefit of Cycling NZ and its Members; and
 - b. not knowingly do anything that would adversely affect the strategies, standards, quality and reputation of Cycling NZ, the Members and/or Cycling in New Zealand.

10. Life Members

- 10.1 **Life Members:** Life membership may be granted to an Individual Member in recognition and appreciation of long term service to Cycling NZ and/or Cycling in New Zealand.
- 10.2 **Nomination:** Nominations for Life Members may be made by the Board or any Member Organisation.
- 10.3 **Consideration:** The Board shall appoint a Life Members nomination committee, which shall include a representative appointed by the Member Organisations, to consider all nominations and make recommendations to the Members to be decided by election in accordance with rule 10.4.
- 10.4 **Election:** A person who has been nominated shall become a Life Member if the Members so elect by Special Resolution at a General Meeting.
- 10.5 **List of Life Members:** The Chief Executive shall maintain a list of all Life Members and shall forward to them notices as required by this Constitution and other communications as the Board considers appropriate.

11. Member Entitlements and Obligations

- 11.1 **Obligations:** All Members acknowledge and agree that:
- a. this Constitution constitutes a contract between each of them and Cycling NZ and they are bound by this Constitution and the Regulations;
 - b. they shall comply with and observe this Constitution and the Regulations and any reasonable resolution or determination of the Board;
 - c. this Constitution and the Regulations are necessary and reasonable for promoting the Objects;
 - d. this Constitution and the Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Cycling NZ and its Members and the sport of Cycling in New Zealand;
 - e. they are bound by, and shall comply with and observe, the UCI Constitution and any UCI rules, procedures, or policies to the extent they are applicable; and
 - f. they are entitled to all the rights, benefits, advantages and privileges conferred by this Constitution.
- 11.2 **Payment of Fees:** In order to receive or continue to receive entitlements, Members must meet all of the requirements of membership set out in this Constitution or as otherwise set

by the Board including payment of any applicable membership or other fees by the due date reasonably specified by the Board.

- 11.3 **Failure to Pay Fees:** The failure by a Member to comply with Rule 11.2 (Payment of Fees) may result in the application of Rule 13.3 (Process if Breach by Member) but shall not excuse any Member from being bound by this Constitution.
- 11.4 **Member Rights and Entitlements:** In accordance with this Constitution and subject to Rule 11.2 (Payment of Fees):
- a. **Member Organisations:** all Member Organisations are entitled to:
 - b. act autonomously but shall cooperate with Cycling NZ in accordance with this Constitution;
 - c. receive notices and papers and have a Delegate that may attend, speak, and vote at General Meetings on its behalf in accordance with Rule 24.15 (Delegates);
 - d. in addition to their Delegate, have observers attend General Meetings in accordance with Rule 24.16 (Attendees);
 - e. nominate candidates for election as Elected Board Members;
 - f. submit resolutions and items for discussion and consideration at General Meetings;
 - g. require the Chief Executive to call an SGM in accordance with Rule 24.8 (SGM);
 - h. use and have access to facilities, resources, programmes, courses, deals, endorsements, and the Intellectual Property of Cycling NZ in accordance with terms agreed by the Board;
 - i. have their members participate in events and activities of Cycling NZ provided their members are eligible for, and comply with, the terms and conditions of such activities and events;
 - j. communicate directly with, and receive communications directly from, Cycling NZ;
 - i. attend meetings of any relevant consultative group(s) and/or forums as appointed or held by the Board in accordance with Rule 24 (Consultative Groups and Forums);
 - k. receive any specific membership benefits offered to Member Organisations from time to time subject to any additional rules, conditions or fees determined by Cycling NZ; and
 - l. such other rights and entitlements as determined by the Board or specified in any written agreement between it and Cycling NZ.

- m. **Member Centres/Regions, Member Clubs and Associate Members:** all Member Centres, Member Clubs and Associate Members are entitled to:
 - n. receive notices and papers, speak and attend, but not vote, at General Meetings in accordance with Rule 24.16 (Attendees);
 - o. communicate directly with, and receive communications directly from, Cycling NZ;
 - p. attend meetings of any relevant consultative group(s) and/or forums as appointed or held by the Board in accordance with Rule 23 (Consultative Groups and Forums);
 - q. receive any specific membership benefits offered from time to time subject to any additional rules, conditions or fees determined by Cycling NZ; and
 - r. such other rights and entitlements as determined by the Board.
- s. **Individual Members and Life Members:** all Individual Members and Life Members are entitled to:
 - t. receive notices and papers and be able to attend, but not speak or vote, at General Meetings in accordance with Rule 24.16 (Attendees);
 - u. participate in events and activities of Cycling NZ provided that they are eligible for, and comply with, the terms and conditions of such activities and events;
 - v. communicate directly with, and receive communications directly from, Cycling NZ;
 - i. attend meetings of any relevant consultative group(s) and/or forums as appointed or held by the Board in accordance with Rule 24 (Consultative Groups and Forums);
 - w. receive any specific membership benefits offered from time to time subject to any additional rules, conditions, or fees determined by Cycling NZ; and
 - x. such other rights and entitlements as determined by the Board.

12. Duration of Membership

- 12.1 Subject to Rule 13 (Resignation & Breach) and Rule 14 (Suspension & Termination of Membership), the duration of membership for all Members, except Member Organisations, is annual from 1 January to 31 December (excluding Life Members).

13. Resignation & Breach

13.1 Resignation:

- a. A Member may resign its membership of Cycling NZ by giving thirty (30) days' notice in writing to the Board. Upon the expiration of the notice period or such other period as agreed by the Board and provided the Member has paid all arrears of membership fees due and payable by the Member, the Member shall cease to be a Member.
- b. Any Member that resigns its membership of a Member Club, Member Centre/Region or Member Organisation shall, upon the resignation taking effect, automatically cease to be a member of the Member Club, Member Centre/Region (if any), and Member Organisation of which it was a member, and Cycling NZ.

13.2 **Breach:** The following matters may constitute a breach of this Constitution by a Member:

- a. failing or refusing to pay any membership or other fees or other payments to Cycling NZ that are due and outstanding; or
- b. failing to comply with a provision of this Constitution, the Regulations, or any reasonable resolution or determination of the Board; or
- c. a default under any written agreement entered into with Cycling NZ; or
- d. acting in a manner unbecoming of a Member or prejudicial to the Objects or the interests of Cycling NZ and/or Cycling; or
- e. bringing Cycling NZ, another Member, or the sport of Cycling into disrepute.

13.3 **Process if Breach by Member:** If a Member is or may be in breach as specified in Rule 13.2 (Breach) then:

- a. if the alleged breach is a default in fees, the Board shall notify the Member of the payment(s) due and demand payment by a due date, being not less than seven (7) days from the date of notification. If payment is not made by the due date, then Rule 13.3b shall apply;
- b. if the alleged breach arises under Rule 13.2b to 13.2e inclusive (Breach), or the payment in Rule 13.3a is not made by the due date, the Board may after consideration, and in addition to Rule 14 (Suspension & Termination of Membership):
- c. deal with the alleged breach in accordance with any applicable Regulation (which shall comply with the principles of natural justice); or
- d. if there is no applicable Regulation, the Board may either itself or by referral to a committee, undertake an investigation and/or hold a hearing to determine the

alleged breach (which process shall comply with the principles of natural justice) and impose any sanction or penalty as it considers appropriate in its discretion.

The procedure set out in this Rule 13.3 does not limit or prevent the Board from suspending a Member pending resolution of the alleged breach in accordance with Rule 14.1 (Suspension).

14. Suspension & Termination of Membership

14.1 **Suspension:** If a Member is, or may be, in breach under Rule 13.2 (Breach), and the Board believes it is in the best interests of Cycling NZ to do so, the Board may suspend the Member pending determination of the matter in accordance with this Constitution. Before invoking any such suspension, the Member shall be given notice of the alleged breach and the proposed suspension and the right to be heard.

14.2 **Consequences of Suspension:** If a Member is suspended from membership of Cycling NZ, the Member shall automatically be suspended from membership of its Member Centre/Region, Member Club, (if any), and Member Organisation, and shall:

- a. not be entitled to attend, speak or vote at a General Meeting;
- b. not be entitled to any other privileges or benefits to which it would otherwise be entitled;
- c. in the case of an Individual Member, not be entitled to continue to hold office in any position within Cycling NZ; and
- d. not be entitled to any of the privileges, rights or benefits to which it would otherwise be entitled from its Member Club, Member Centre/Region and Member Organisation;

until such time as the alleged breach is resolved or determined.

14.3 **Termination:** Subject to Rules 13.3 (Process if Breach by Member) the Member Organisations at a Special General Meeting may terminate the membership of a Member by Special Resolution after the Member concerned has been given the right to be heard prior to and/or at the General Meeting at which the proposed resolution is put, and prior notice of the proposed resolution is given under Rule 24.7 (AGM Agenda) or Rule 24.9 (Notice of SGM).

14.4 **Consequences of Resignation or Termination:** A Member who ceases to be a Member of Cycling NZ (either by resignation or termination) shall forfeit all rights in and claims upon the member's Member Club, Member Centre/Region (if any), Member Organisation and Cycling NZ, and their respective property and shall not use any of their property of

including Intellectual Property. No Member Club, member Centre/Region, member Organisation or Cycling NZ is liable to reimburse or refund any membership or other fees paid by a Member to any one of them upon termination of membership.

14.5 **Reinstatement:** If a Member has had its membership:

- a. suspended and the suspension period has not expired; or
- b. terminated;

it may seek to have its membership reinstated by Special Resolution at a General Meeting.

14.6 **No Waiver:** Nothing in this Rule waives or affects the rights of a Member Club, Member Centre/Region or Member Organisation from suspending or terminating membership of a member in accordance with their rules.

15. Register of Members

15.1 **Cycling NZ Register:** Cycling NZ shall keep and maintain a Register of Members in accordance with the law and the Regulations, and share with Members as applicable.

16. Membership & Other Fees

16.1 **Membership Fees:** In consultation with Member Organisations the Board may set membership fees payable by Members and if it does so, it shall determine the nature and amount of any membership fee or fees payable, including a reasonable due date for payment and the manner for payment of such fees. The Board may also, in its discretion, waive any membership fees or fees payable by Members.

16.2 **Differing Fees:** For the purposes of determining membership fees, the Board may determine different fees for different categories of Members.

16.3 **Other Fees:** The Board may also set any other fees in addition to those specified in Rule 16.1 (Membership Fees) that are payable by Members and other participants at events and activities held by or under the auspices of Cycling NZ.

Part III – Officers and Board

17. Patron

- 17.1 There may be a Patron of Cycling NZ as determined by the Board. The Patron shall be invited by the Board to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

18. Board

- 18.1 **Role of the Board:** The Board shall be responsible for governing Cycling NZ and, subject to this Constitution, may exercise all the powers of Cycling NZ and do all things that are not expressly required to be undertaken by Cycling NZ at a General Meeting.
- 18.2 **Delegation to Chief Executive:** The Board shall delegate to the Chief Executive the day-to-day management of the business and affairs of Cycling NZ. The Chief Executive shall not be a Board Member.
- 18.3 **Composition of the Board:** The Board shall comprise:
- a. four (4) persons appointed under Rule 20 (Appointed Board Members); and
 - b. four (4) persons elected under Rule 21 (Elected Board Members).
- 18.4 **Chairperson:** At its first meeting following each AGM, the Board must appoint a Chairperson from amongst the Board Members. The role of the Chairperson is to chair meetings of the Board and General Meetings and to represent the Board. The Chairperson or his or her nominee shall have the right to attend any meeting of any Board subcommittee. In the event of the unavailability of the Chairperson for any reason, then a person appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 18.5 **Ineligibility:** The following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- a. **Non-Resident:** a person who is not a New Zealand resident for at least 6 months in each calendar year;
 - b. **Bankrupt:** a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation;
 - c. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them;

- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005 including any equivalent provisions under any previous or replacement legislation;
- e. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or any equivalent provisions under any previous or replacement legislation; and/or
- f. **Disrepute:** a person who is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring Cycling NZ or Cycling into disrepute or which may be prejudicial to the Objects or the interests of Cycling NZ and/or Cycling if he or she were appointed, elected or to remain in office;

and if any of the above circumstances occur to an existing Board Member, that Board member shall be deemed to have vacated his or her office upon such circumstance, except under Rule 18.5f (Ineligibility-Disrepute) where the procedure in Rule 18.10 (Disrepute by Board Member) shall apply. This rule does not limit the right to suspend a Board member under Rule 18.11 (Suspension of Board Member).

18.6 **Term of Office:** Subject to Rule 18.8 (Casual Vacancy) and Rule 18.9 (Removal of Board Member), the term of office for all Board Members shall be four (4) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the fourth AGM after their appointment. A Board Member may be re-elected or re-appointed to the Board for up to a maximum of two (2) consecutive terms of office which may not be longer than eight (8) years. If the remaining term of a casual vacancy filled in accordance with Rule 18.7 (“the casual vacancy term”) is for a period of 18 months or less, the casual vacancy term shall not be taken into account when determining the eligibility of a Board Member to serve a maximum of two (2) terms in office.

18.7 **Vacancies:** If there is a casual vacancy on the Board (as described in Rule 18.8 – Casual Vacancy) it shall be filled in accordance with this Rule for the balance of the term of office of the vacating Board Member:

- a. if the AGM for that year is scheduled for a date being less than three (3) months from the date the vacancy arose, the remaining Board Members may either appoint a person of their choice to fill the vacancy, or leave the vacancy unfilled until the AGM for that year; or
- b. if the AGM for that year is scheduled for a date being three (3) months or longer from the date the vacancy arose, the following process shall apply:

- c. for a vacancy of an Appointed Board Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 20.1 (Appointed Board Members – Appointment Process) and the appointment shall take effect immediately upon notification to the Board Member concerned; or
- d. for a vacancy of an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 21.1 (Elected Board Members – Process), with any modifications necessary as to timing as the Board considers appropriate provided that the Board shall notify the Members of any such modification.

18.8 Casual Vacancy: A casual vacancy arises if:

- a. a Board Member resigns from office prior to the expiry of their term of office;
- b. a Board Member dies;
- c. a Board Member is removed under Rule 18.9 (Removal of Board Member);
- d. a Board Member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson;
- e. any of the circumstances in Rule 18.5 (Ineligibility) apply, or in the case of Rule 18.5f (Disrepute) is determined to have occurred, to a Board Member; or
- f. a position on the Board is vacant due to expiry of term of office, and is not filled, whether due to insufficient applications or otherwise, by election or appointment in accordance with this Constitution.

18.9 Removal of Board Member:

- a. The Member Organisations at an SGM called for this purpose may by Special Resolution, remove any Board Member or the Board as a whole, before the expiration of their term of office.
- b. Upon the Chief Executive receiving a request for a SGM to remove a Board Member or the Board as a whole, the Chief Executive shall send the notice of the SGM to the Board Member concerned or the Board (as the case may be), and the persons specified in Rule 24.9 (Notice of SGM). Following notification under Rule 24.9 and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution shall be given the opportunity prior to the SGM to make submissions in writing to the persons entitled to be present at the General Meeting about the proposed resolution.
- c. The quorum for an SGM called for this purpose shall be not less than 75% of Member Organisations present via their Delegate.

18.10 **Disrepute by Board Member:** Without limiting Rule 18.9 (Removal of Board Member), if the Board considers, upon reasonable enquiry, that an applicant or nominee for a position as a Board Member, or an existing Board Member may bring or have brought Cycling NZ and/or Cycling into disrepute as described in Rule 18.5f (Ineligibility – Disrepute), the Board shall give the person the right to be heard before making a determination of their eligibility to hold office as a Board Member. The person shall have a right of appeal of this decision as follows:

- a. in the case of a nominee for, or an existing, Elected Board Member, the right to appeal to the Member Organisations at a SGM called for this purpose. Prior to, and at, the SGM the Board and the person appealing shall each be entitled to make written and/or oral submissions regarding the eligibility of the appellant to be or remain a Board Member. The Member Organisations shall determine by Special Resolution if the decision of the Board is to be upheld or the person is eligible to apply for or hold office. The decision of the Member Organisations at a SGM shall be final; or
- b. in the case of an applicant for, or an existing, Appointed Board Member, the right to appeal to the Board Appointments Panel. The Board Appointments Panel shall give the appellant and the Board the right to be heard regarding the eligibility of the appellant to be, or remain, a Board Member. The Board Appointments Panel shall determine by a majority, if the decision of the Board is to be upheld or the person is eligible to apply for or hold office. The decision of the Board Appointments Panel shall be final.

18.11 **Suspension of Board Member:** If any Board Member is alleged to have, or is charged with, or is given notice by the relevant authority (including the Board under Rule 18.10) of a proposal to make an order or finding against that Board Member of any of the circumstances described in Rule 18.5 (Ineligibility), the remaining Board Members may, after reasonable enquiry and giving the Board Member concerned the right to be heard, suspend the Board Member from the Board pending the determination of such allegation notice or charge.

18.12 **Duties of Board Members:** The duties of each Board Member are to:

- a. act in good faith and in the best interests of Cycling NZ at all times;
- b. exercise the powers of the Board for proper purposes;
- c. act, and ensure Cycling NZ acts, in accordance with this Constitution and its Regulations;
- d. not agree to, nor cause or allow, the activities of Cycling NZ to be carried on in a manner likely to create a substantial risk of serious loss to Cycling NZ's creditors;

- e. not agree to Cycling NZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that Cycling NZ will be able to perform the obligations when it is required to do so;
- f. exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- g. if the Board Member is interested (as defined in section 139(1) of the Companies Act 1993, or any equivalent provision under any replacement legislation), in a transaction or proposed transaction of Cycling NZ, disclose to the Board the nature and extent of such interest as soon as the Board Member becomes aware of the fact that he or she has such interest. Such interest shall also be recorded on the Board's interests register;
- h. take such other steps as determined by the Board in respect of any interest specified in Rule 18.12g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
- j. as agreed by the Board for the purposes of Cycling NZ;
- k. as required by law; or
- l. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation;
- m. make reasonable efforts to attend all Board Meetings and General Meetings of Cycling NZ;
- n. use their best efforts to consult widely with Members and others in the Cycling community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 18.12i (Non-Disclosure); and
- o. to participate in an annual review of the Board's performance.

18.13 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the Objects as it considers necessary, the Board shall have the specific powers to carry out the following:

- a. appoint a Chief Executive and enter into a contract on such terms and conditions as the Board thinks fit;

- b. delegate authority from the Board to the Chief Executive;
- c. adopt and regularly review a strategic plan for Cycling NZ, which shall include goals and objectives for Cycling in New Zealand and measures for short and long term success;
- d. adopt and regularly review an annual plan and budget and to monitor results against the annual plan and budget;
- e. make, repeal and amend any Regulations in accordance with Rule 32 (Regulations), and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- f. make, repeal and amend rules for the regulations and control of any competitions or events under its jurisdiction including conditions of entry for events outside the UCI's jurisdiction;
- g. request that a Member Organisation, Member Centre/Region, Member Club amend its constitution if it, or any rule or proposed rule within it, does not comply with Rule 5.3 (Member Organisation Obligations), 6.3 (Member Centre/Region Obligations), 7.3 (Member Club Obligations);
- h. establish such sub-committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate;
- i. control expenditure and raise any money to fulfil the Objects;
- j. approve the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers and other officials of High Performance and related Cycling squads and teams;
- k. ensure that Cycling NZ has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- l. open and operate in the name of Cycling NZ such bank accounts as deemed necessary;
- m. regularly agree performance indicators and standards with the Chief Executive;
- n. establish such corporate and other entities to carry on and conduct all or any part of the affairs of Cycling NZ or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting Cycling NZ;
- o. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;

- p. approve the yearly calendar for international, national and regional High Performance and Competitive competitions and events in New Zealand;
 - q. discipline Members in accordance with this Constitution and the Regulations;
 - r. fill any casual vacancy on the Board in accordance with Rule 18.7a or 18.7d;
 - s. call General Meetings;
 - t. review its own processes and effectiveness; and
 - u. resolve and determine any disputes or matters not provided for in this Constitution or the Regulations in such manner as it reasonably considers appropriate.
- 18.14 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 18.15 **Meetings using Technology:** Any one or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 18.16 **Quorum:** The quorum for a Board meeting shall be five (5) Board Members.
- 18.17 **Voting:** Each Board Member shall have one (1) vote at Board meetings. In the event of an equality of votes the Chairperson shall have a casting vote. Except for resolutions passed outside of a Board meeting under Rule 18.18 (Resolutions), voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 18.18 **Resolutions:** A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by five (5) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board Members.
- 18.19 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses and/or provide honoraria incurred in the conduct of Cycling NZ's business. Prior to doing so the Board must establish a policy to be applied to the

reimbursement of any such expenses which must comply with Rule 31 (Prohibition on Personal Benefits).

- 18.20 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of Cycling NZ, the matter will be determined by the Board.

19. Board Appointments Panel

- 19.1 **Establishment:** If the Board Appointments Panel needs to be convened for the purposes set out in this Constitution, the Chairperson shall notify the Board, a professional organisation determined by the Board (as described in Rule 19.2b), and Sport NZ of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 19.2 (Composition). Upon receipt of these names the Chairperson (or the person described in Rule 18.4 Chairman) shall convene the Board Appointments Panel. If the Board as a whole has been removed or there are no Board Members then the Chief Executive shall undertake the duties set out in this Rule.
- 19.2 **Composition:** The Board Appointments Panel shall comprise the following three (3) people:
- a. one (1) person being a Board Member appointed by the Board, not being a Board Member seeking reappointment or re-election to the Board as determined by the Board. If the Board as a whole has been removed this person shall be appointed by the Chief Executive in accordance with Rule 19.1.
 - b. one (1) nominee of a professional organisation experienced and recognised for his or her experience and independence in governance and the appointment process and functions of directors in New Zealand, as determined by the Board. If the Board as a whole has been removed this person may be appointed by Sport NZ (as an additional appointment) in accordance with Rule 19.2c; and
 - c. one (1) person appointed by Sport NZ, who may be an independent person, Sport NZ executive, or member of the Sport NZ board.
- 19.3 **Term of Office:** The persons appointed to the Board Appointments Panel shall hold office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 19.4 **Responsibilities:** The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- a. identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;

- b. advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
- c. assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
- d. determining which candidates are to be appointed as Appointed Board Members;
- e. receiving and assessing the nominees for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
- f. recommending to a General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the nominee(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration by those present and entitled to vote at a General Meeting;
- g. hearing and determining an appeal as to eligibility of applicants to become Appointed Board Members or existing Appointed Board Members to hold office under Rule 18.10b (Disrepute by Board Member); and
- h. such other related matters as set out in any applicable Regulations.

19.5 **Relevant Factors:** In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:

- a. their prior experience as a director, trustee or experience in any other governance role;
- b. their knowledge of, and experience in, the sport of Cycling at international, national, High Performance, Competitive and Recreational Cycling levels;
- c. their occupational skills, abilities and experience;
- d. their knowledge of community based programmes and work with central and local government agencies and commercial sponsors;
- e. their knowledge of, and experience in, sport generally;
- f. the need for conflicts of interest to be minimised;
- g. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and

- h. the need for the Board as a whole to have knowledge of or experience in the sport of Cycling.
- 19.6 **Restrictions on Activity:** No member of the Board Appointments Panel may seek appointment or nomination as a Board Member whilst a member of the Board Appointments Panel.
- 19.7 **Meetings:** The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit.
- 19.8 **Quorum:** The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- 19.9 **Unanimous Decisions:** Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended to the Members to be Elected Board Members must be unanimous.
- 19.10 **Vacancies on Panel:** Any vacancy that arises in the membership of the Board Appointments Panel shall be filled by the person or organisation that appointed the Panel member for which the vacancy arises (as specified in Rule 19.2 - Composition).

20. Appointed Board Members

- 20.1 Appointment Process:
 - a. The Board Appointments Panel shall call for applications for any Appointed Board Member positions that are to be vacated at an AGM (due to the expiry of their term of office), or that have arisen as a result of a casual vacancy arising under Rule 18.7c;
 - b. the Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.4 (Responsibilities) and notify the Chief Executive of the Appointed Board Member(s) who are to assume office:
 - c. by no later than 42 days prior to an AGM (in the case of a vacancy arising due to the expiry of term of office at the AGM); or
 - d. as soon as practicable (in the case of a casual vacancy arising under Rule 18.7c);
 - e. as soon as practicable after receiving the notification referred to in Rule 20.1b the Chief Executive shall notify all applicants of the Board Appointments Panel's decision;
 - f. the Chief Executive shall notify the Members of the decision of the Board Appointments Panel:

- g. no later than thirty (30) days prior to an AGM (in the case of a vacancy arising due to the expiry of term of office at the AGM); or
- h. within seven (7) days of the decision (in the case of a casual vacancy arising under Rule 18.7c).

20.2 **No Conflicts:** Applicants for positions as Appointed Board Members may not hold or continue to hold, a position on the board of a Member Organisation, or as an employee of Cycling NZ, or as an employee of a Member Organisation if they are appointed as an Appointed Board Member.

21. Elected Board Members

- 21.1 **Process:** Subject to Rule 18.8 (Casual Vacancy), the Elected Board Members shall be elected in accordance with the following process:
- a. the Chief Executive shall notify the Members in writing of the number of Elected Board Member positions which, due to the expiry of their term of office or a casual vacancy, are to be vacated, at least ninety (90) days prior to the AGM or, in the case of a vacancy arising under Rule 18.7d (Vacancies), at least forty-two (42) days prior to the SGM;
 - b. nominations for Elected Board Members may only be made by a Member Organisation entitled to vote and shall be in the approved form set out in the Regulations and received at the registered office of Cycling NZ not less than thirty (30) days before the date set for the AGM or not less than twenty-one (21) days before the date set for the SGM;
 - c. upon receipt of any nominations for vacancies for the positions of Elected Board Member(s), the Chief Executive shall refer the nominations to the Board Appointments Panel;
 - d. the Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.4 (Responsibilities) and by no later than ten (10) days prior to the AGM or SGM notify the Chief Executive of the recommended nominee or nominees whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;
 - e. upon receipt of the recommendations of the Board Appointments Panel, and no later than seven (7) days prior to the AGM or SGM, the Chief Executive shall notify the Members of the Board Appointments Panel's recommended nominee or nominees, along with any other valid nominations received, to fill the Elected Board Member positions at the General Meeting;

- f. having considered the Board Appointments Panel’s recommendation, the Elected Board Members shall be determined from amongst all the valid nominations received by the Chief Executive (including those recommended by the Board Appointments Panel), in accordance with the process outlined in Rule 25.10 (Election of Board Members).

21.2 **No Conflicts:** Nominees for positions as Elected Board Members may not hold, or continue to hold, a position on the board of a Member Organisation, or as an employee of Cycling NZ, or as an employee of a Member Organisation if they are elected as an Elected Board Member.

22. Chief Executive

- 22.1 There shall be a Chief Executive of Cycling NZ who shall be employed for such term and on such conditions as the Board may determine.
- 22.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of Cycling NZ in accordance with the Regulations, policies and procedures of Cycling NZ and within such limitations as may be imposed by the Board.
- 22.3 The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

23. Consultative Groups and Forums

- 23.1 The Board may appoint consultative groups and/or hold forums for Members and/or different categories of Members as it sees fit.

Part IV – General Meetings

24. Meetings of Members

- 24.1 **AGM:** Cycling NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than five (5) months after the end of the Cycling NZ financial year.
- 24.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 24.3 **Methods of General Meetings:** A General Meeting may be held either:

- a. by a number of Delegates who constitute a quorum (Rule 24.13 - Quorum) being present in person at the place, date and time appointed for the meeting; or
- b. subject to this Constitution, by a means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously hear each other throughout the meeting. Participation by a Delegate at a General Meeting held in this manner shall constitute the presence of that person at that meeting.

24.4 **Notice of AGM:** The Chief Executive must give at least sixty (60) days written notice of an AGM to all Board Members and Members. The notice shall set out:

- a. the date, time and venue for the AGM;
- b. the date and time by which notification of the Delegate(s), any Members attending, proxy forms, and Postal and Electronic Votes for the AGM must be received by the Chief Executive;
- c. the number of vacancies, if any, of any Elected Board Members for which nominations are sought;
- d. the closing date(s) for nominations for any elections, proposed resolutions and other items of business to be submitted to the Chief Executive; and
- e. the name of the Returning Officer for that meeting.

24.5 **Items of AGM Business:** Not less than thirty (30) days before the date set for the AGM, any nominations for any elections, proposed resolutions and other items of business must be received in writing by the Chief Executive from Member Organisations and/or the Board.

24.6 **Business of AGM:** The following business shall be discussed at each AGM:

- a. the receipt from the Board of an audited annual financial report in accordance with Rule 28 (Finances) for the preceding financial year;
- b. the election of any vacancies arising in the positions of Elected Board Members;
- c. the appointment of an independent auditor in accordance with rule 28.3;
- d. the appointment of scrutineers for the meeting;
- e. any resolution(s) proposing to alter this Constitution; and
- f. any other resolutions or matters, including general business, that have been properly submitted for consideration at the AGM.

24.7 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 24.6 – Business of AGM) together with the Postal and Electronic Voting form and proxy form shall be sent by the Chief Executive to the Board and Members by no later than twenty-one (21) days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of Member Organisations at the meeting.

24.8 **SGM:** The Chief Executive must call a SGM upon a written request from:

- a. the Board; or
- b. 75% or more of Member Organisations.

The written request for a SGM must state the purpose for which the SGM is requested including any proposed resolution or resolutions. The SGM must only deal with the business for which the SGM is requested.

24.9 **Notice of SGM:** Not less than forty-two (42) days written notice must be given by the Chief Executive to the Board and the Members for a SGM, which notice shall include:

- a. the date, time and venue and/or the manner in which the meeting is to be held;
- b. the date and time by which notification of the Delegate(s) any Members attending, proxy forms, and Postal and Electronic Voting forms for the SGM must be received by the Chief Executive;
- c. the proposed resolution or resolutions that have been properly submitted for consideration;
- d. the name of the Returning Officer for that meeting; and
- e. the proposed resolution of the Board to appoint scrutineers.

24.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

24.11 **Notices:** Any notices or other communication given pursuant to this Constitution must be in writing and may be served personally or sent by post, facsimile or e-mail or other technological means of communication in writing. (They may also be notified via the website of Cycling NZ).

24.12 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 24.4 (Notice of AGM), 24.6 (Business of AGM), 24.7 (AGM Agenda) and 24.9 (Notice of SGM) and any other error in the organisation of the

meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b. a resolution to proceed is put to the meeting and carried by Special Resolution.

24.13 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be no less than 75% of Member Organisations present via their Delegates. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.

24.14 **Chairperson:** The Chairperson shall preside at all General Meetings. If the Chairperson is unavailable or unwilling to chair a meeting, then another Board Member chosen by the Board shall preside.

24.15 Delegates:

- a. Each Member Organisation shall elect or appoint a Delegate to represent it at General Meetings at its cost.
- b. No Board Member or employee of Cycling NZ may act as a Delegate.
- c. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Member may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting. A Member may cast its vote by means other than through its Delegate as specified in Rule 25.4 (Voting at General Meetings).

24.16 **Attendees:** In addition to Board Members and Delegates, any other Member Centre/Region, Member Club or Associate Member is entitled to, and may at his or her cost, attend and speak, but not vote at, any General Meeting. Any other Member is entitled to, and may at his or her cost, attend, but not speak or vote at a General Meeting. In addition, other persons including employees, contractors and advisors to Cycling NZ may, upon invitation by the Board and at his or her cost, attend and with the permission of the Chairperson speak at General Meetings.

25. Voting at General Meetings

- 25.1 **Eligibility to Vote:** The following Members and persons are eligible to vote at a General Meeting in accordance with this Constitution:
- a. Member Organisations;
 - b. the Chairperson, but solely for the purposes of a casting vote (Rule 25.3).
- 25.2 **Voting Entitlement –Member Organisations:** Each Member Organisation shall be entitled to one (1) vote provided that the Member Organisation has complied with the requirements specified in the Constitution.
- 25.3 **Casting Vote:** In the event of equality of votes at a General Meeting the Chairperson, or his or her nominee, shall have a casting vote (unless the resolution directly involves the Chairperson in which case the Board shall unanimously agree on a Board Member to have a casting vote).
- 25.4 **Voting at General Meetings:** At General Meetings voting may be conducted by voices, show of hands, ballot or secret ballot. Each Member entitled to vote may exercise its vote in any one of the following ways:
- a. by its Delegate (Rule 24.15 - Delegates); or
 - b. by its Proxy (Rule 25.5 - Proxy Voting); or
 - c. by Postal or Electronic Voting (Rule 25.6 – Postal or Electronic Voting).
- 25.5 **Proxy Voting:** Where a Member Organisation chooses to exercise its vote by appointing a Proxy to attend a General Meeting, the following general principles shall apply together with any specific requirements as determined by the Board:
- a. the Proxy must be appointed by notice in writing in the prescribed proxy form, as prescribed by the Board, and signed by the Member Organisation;
 - b. the proxy form must specify how the Member Organisation directs the Proxy to vote;
 - c. the completed proxy form must reach the Chairperson not less than one (1) hour before the time scheduled for the commencement of the General Meeting;
 - d. only a Delegate of a Member may hold a Proxy;
 - e. a Delegate of a Member Organisation may only hold one proxy at a General Meeting;

- f. the Proxy must vote in accordance with the Member Organisation's direction in Rule 25.5b.

25.6 **Postal or Electronic Voting:** Where a Member Organisation chooses to exercise its vote by casting a Postal or Electronic Vote the following shall apply:

- a. the Member Organisation may cast a Postal or Electronic Vote on all or any of the resolutions to be voted on at the General Meeting by returning the prescribed voting form to the Returning Officer for that meeting. The voting form must reach the Returning Officer not less than forty-eight (48) hours before the scheduled start of the General Meeting; and
- b. the Postal or Electronic Votes shall be counted in accordance with Rule 25.7 (Returning Officer) prior to or at the General Meeting.

25.7 **Returning Officer:** For each General Meeting:

- a. the Chief Executive shall appoint a Returning Officer. No Board Member, Member, Delegate, or officer of a Member Organisation may be the Returning Officer;
- b. the Returning Officer shall undertake the following duties and may be assisted by any scrutineers appointed at the meeting:
- c. collect together any Postal and Electronic Votes and proxy forms received by him or her or by Cycling NZ;
- d. in relation to each resolution to be voted on at the meeting, count the total number of Postal and Electronic Votes cast (which may be done prior to or at the General Meeting);
- e. in relation to each resolution voted on at the meeting, count the valid votes cast; and
- f. determine whether the resolution is carried, lost or there is an equality of votes (in accordance with the requisite majority under this Constitution) and inform the Chairperson accordingly.

25.8 **Chairperson Declaration:** Where a vote for a resolution is cast by a show of hands (whether or not additional votes are cast by other means), a declaration by the Chairperson of the number of votes cast by show of hands is conclusive evidence of that number.

25.9 **Tally of Votes:** Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the resolution.

- 25.10 **Election of Board Members:** Elections for Elected Board Members at an AGM or a SGM (where a vacancy is being filled under Rule 18.7d) must be undertaken by secret ballot by those Member Organisations' present by their delegate and entitled to vote at the General Meeting and by Postal and Electronic Voting. Those nominees for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected. If the number of votes for one or more of the nominees is equal to another nominee, the Chairperson shall have a casting vote. If there is the same number of nominations as positions available then the Chairperson shall declare those nominees elected. If there are insufficient nominations for the positions available then the vacancy shall be filled by the Board in accordance with Rule 18.7a as if the vacancy were one arising under that Rule.
- 25.11 **Scrutineers:** Two scrutineers may be appointed by the Members present at each General Meeting to assist the Returning Officer.

Part V – Miscellaneous

26. Discipline, Disputes & Appeals

- 26.1 **Judicial Committee:** The Board shall appoint an independent Judicial Committee as required to carry out judicial and disciplinary functions of Cycling NZ. The composition, jurisdiction, powers and procedures of the Judicial Committee shall be set out in the Regulations.
- 26.2 **Disputes:** In the event of any complaint, dispute, doubt or difference arising out of the interpretation or application of this Constitution that is not otherwise provided for in this Constitution or the Regulations, shall be referred to the Board. The Board shall determine the dispute as it thinks fit. The Board's decision shall be final and binding. Alternatively, if all parties to the dispute agree to do so, then it may be referred to the Sports Tribunal if it has jurisdiction to deal with it.
- 26.3 **Disputes between Board and Member Organisation:** Unless otherwise specified in this Constitution or the Regulations, in the event of any dispute, doubt or difference arising between the Board and any Member Organisation the parties will:
- a. endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) and if there is no resolution within an agreed timeframe, then;
 - b. failing agreement being reached within thirty (30) days (or such other period as agreed), the Board and the Member Organisation concerned shall appoint an independent mediator by agreement and attempt to seek an agreed resolution to the matter; and

- c. failing either agreement on the mediator, or agreed on the matter being reached within thirty (30) days from the appointment of the mediator (or such other period as agreed), then either party may refer the dispute to the Sports Tribunal (if it falls within its jurisdiction) for determination by it in accordance with its rules. This Rule shall constitute agreement between the parties to submit the dispute to the Sports Tribunal.

Each party shall bear its own costs, including any legal costs, arising out of any procedure under this Rule.

- 26.4 **Sports Tribunal:** Cycling NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Regulations, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Regulations on anti-doping, appeals against selection or non-selection to a national team selected by Cycling NZ, and any other sports-related matters.

27. Rules of Cycling Disciplines

- 27.1 All events held by Cycling NZ or any Member Organisation shall be carried out in accordance with the UCI rules, unless the Board determines otherwise. This rule does not prevent nor limit Cycling NZ or any Member Organisations from establishing their own rules applicable to non-UCI sanctioned Cycling events.

28. Finances

- 28.1 Unless otherwise determined by the Board, the financial year of Cycling NZ shall end on 31 December.
- 28.2 An annual financial report that complies with the Applicable Accounting Standards and the Act shall be prepared by the Board, and audited by a chartered accountant. The annual financial report for the preceding financial year shall be presented to each AGM.
- 28.3 An independent auditor who shall be a chartered accountant shall be appointed annually at each AGM. The auditor may request the production of any books, papers, accounts and documents relating to the affairs of Cycling NZ and will present a report to the Board prior to the AGM in each year.
- 28.4 The Board is responsible for the receipt and banking of all monies received by Cycling NZ. All funds of Cycling NZ shall be paid to a bank account(s) in the name of Cycling NZ and the bank account(s) must be operated in accordance with the policy determined by the Board.

29. Common Seal

- 29.1 The common seal of Cycling NZ shall be kept in the control of the Board and shall be affixed to any deed entered into by Cycling NZ. In addition it may be affixed to any other document only by resolution of the Board. The common seal must be affixed in the presence of, and with the accompanying signatures of, the Chairperson and the Chief Executive, and in the absence of either of those, then by another Board Member.

30. Alterations to Constitution

- 30.1 Subject to Rule 30.2, this Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.
- 30.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of Cycling NZ. The provisions and effect of this rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

31. Prohibition on Personal Benefits

- 31.1 No Member or person associated with Cycling NZ or a Member may participate in or materially influence any decisions of Cycling NZ in respect of the payment to or on behalf of that person or Member of any income, benefit or advantage. Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

32. Regulations

- 32.1 The Board may make, repeal and amend such Regulations as it thinks appropriate to further the Objects, provided that such Regulations are not inconsistent with this Constitution.

33. Liquidation or Dissolution

- 33.1 Cycling NZ may be voluntarily liquidated if a Special Resolution is passed at a General Meeting to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the initial resolution was passed.
- 33.2 In addition to Rule 33.1, Cycling NZ may be dissolved or liquidated in accordance with the Act.
- 33.3 If upon the dissolution or liquidation of Cycling NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Individual Members of Cycling NZ, but shall be given or transferred to some other organisation(s), or body(ies) having objects similar to the objects of Cycling

NZ, or to some other sports organisation with an interest in Cycling within New Zealand as determined by the Member Organisations.

- 33.4 Upon the dissolution or liquidation of Cycling NZ, Cycling New Zealand Road and Track Incorporated will have the first right of refusal to the legal Cycling NZ Incorporated name.

34. Indemnity

- 34.1 Cycling NZ shall indemnify its Board Members, Chief Executive and other officers and employees of Cycling NZ against all damages, costs (including legal costs) for which any such Board Member, Chief Executive and other officer or employee may be or becomes liable as a result of their acts and omissions in performing their functions connected with Cycling NZ, except occurring as a result of their negligence or wilful misconduct.

35. Interpretation

- 35.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908, including any amendments to it.

AGM means the Annual General Meeting of Cycling NZ.

Applicable Accounting Standards means those accounting standards that are in accordance with the applicable New Zealand statutory requirements.

Appointed Board Member means a Board Member appointed under Rule 20.

Associate Member has the meaning specified in Rule 8 (Associate Members).

Bicycle means any form of cycle and includes, without limitation, a two-wheeled cycle, penny farthing, a unicycle, a tricycle, and a quadricycle.

Cycling NZ means Cycling New Zealand Incorporated.

BMX NZ means BMX New Zealand Incorporated (Incorporated Society Number 224806).

Board means the Board of Directors of Cycling NZ appointed and elected under Rule 18 (Board).

Board Member means a member of the Board (and includes Elected Board Members and Appointed Board Members).

Chairperson means the chairperson of the Board determined under Rule 18.4 (Chairperson).

Chief Executive means the Chief Executive of Cycling NZ appointed under Rule 22 (Chief Executive).

Competitive means Cycling training, events and activities conducted at national, regional and local level by Cycling NZ or the Members.

Cycling means all forms of riding a Bicycle including commuting, Recreational Cycling, Competitive and High Performance cycling, and including, but not limited to, the disciplines of mountain (offroad) biking, road and track cycling, and BMX.

Cycling Discipline means the disciplines of mountain (offroad) biking, road and track cycling, and BMX and any other disciplines recognised by the Board.

Cycling Group or Club has the meaning specified in Rule 5.4 (Cycling Groups or Clubs).

Cycling NZ means Cycling New Zealand Incorporated.

Cycling New Zealand Road and Track means Cycling New Zealand Road and Track Incorporated (Incorporated Society Number 216887).

Cyclists means people who ride Bicycles.

Delegate means a person chosen to represent a Member Organisation as specified in Rule 24.15 (Delegates).

Drug Free Sport New Zealand means the crown entity empowered under the Sports Anti-Doping Act 2006 (and its predecessor legislation) to be an independent body in New Zealand to implement the World Anti-Doping Code including undertaking testing, investigation and other activities, including educational programmes, to deter and punish for doping.

Elected Board Member means a Board Member elected under Rule 21 (Elected Board Members).

General Meeting means an AGM or a SGM.

High Performance means Cycling training, events and activities conducted at national and international level.

High Performance Sport New Zealand means High Performance Sport New Zealand Limited being a company that is a subsidiary of Sport NZ, which is responsible for high performance sport in New Zealand.

Individual Member means a person who is an individual member of Cycling NZ as described in Rule 9 (Individual Members).

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), service marks, devices, logos, designs, patents, and confidential information relating to Cycling NZ or any event, or Cycling activity or programme of or conducted, promoted or administered by Cycling NZ.

Licence means the licence which may be issued by Cycling NZ upon application, to riders to enable them to compete in competitions held by or under the auspices of a Member Club, Member Centre/Region, Member Organisation, Cycling NZ and/or the UCI.

Life Member has the meaning specified in Rule 10.1 (Life Member).

Member has the meaning specified in Rule 4 (Members).

Member Centre/Region has the meaning specified in Rule 6.1 (Member Centres).

Member Centre/Region Register means the register of the members of a Member Centre/Region and includes the Member Club Registers of those Member Clubs and Member Centres that are members of the Member Centre/Region

Member Club has the meaning specified in Rule 7.1 (Member Club).

Member Club Register means the register of members of a Member Club.

Member Organisation has the meaning specified in Rules 5.1 (Existing Member Organisations) and 5.2 (New Member Organisations).

Member Organisation Register means the register of the members of a Member Organisation and includes the Member Club Registers and Member Centre/Region Registers of those Member Clubs and Member Centres that are members of the Member Organisation.

Member School(s) means a New Zealand domiciled school that has applied to and been accepted as a member of Cycling New Zealand Schools.

MTB NZ means Mountain Bike NZ Incorporated (Incorporated Society Number 567056), and may also trade as Cycling New Zealand MTB.

NZSCA or Cycling New Zealand Schools means the New Zealand School Cycling Association Incorporated (Incorporated Society Number 1531636), and may also trade as Cycling New Zealand Schools.

Objects has the meaning specified in Rule 2.1 (Objects).

Ordinary Resolution means a resolution passed by a simple majority of votes properly cast.

Postal or Electronic Vote means a vote made in accordance with the applicable Regulations and exercised by post, e-mail, facsimile, or such other means of

communication as set out in the Regulations, and **Postal or Electronic Voting** has the same meaning.

Proxy means a person who is a Delegate who has been appointed to act as an agent for a Member Organisation at a General Meeting and to exercise that Member Organisation's vote on their behalf and "**Proxies**" means a person who holds more than one Proxy.

Recreational Cycling means any form of Cycling that is not Competitive nor High Performance.

Register of Members means the register of Members of Cycling NZ in which details of the Members are held by Cycling NZ as specified in Rule 15 and includes all the Member Clubs' Registers, the Member Centres' Registers and the Member Organisations' Registers.

Regulations means the regulations of Cycling NZ established in accordance with Rule 32 (Regulations) as amended from time to time by the Board.

Returning Officer means the person authorised by the Board to receive and count votes at a General Meeting.

Rules means these rules and **Rule** has a corresponding meaning.

Rules of Cycling means the rules of the Cycling Disciplines as determined and published by the UCI or as otherwise determined in accordance with Rule 27 (Rules of Cycling Disciplines).

SGM means a Special General Meeting.

Sport NZ means Sport New Zealand (formerly SPARC) or its successor, the crown agency established under the Sport and Recreation New Zealand Act 2002.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

Sports Tribunal means the Sports Tribunal of New Zealand established by SPARC (now Sport NZ) and continued under the Sports Anti-Doping Act 2006 (and previously known as the Sports Disputes Tribunal of New Zealand).

UCI means the Union Cycliste Internationale (International Cycling Union) which is the international organisation governing the sport of Cycling.

35.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;

- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution; and
- i. if there is any inconsistency between any Rule in this Constitution and any rule of the UCI then, to the extent of that inconsistency, the UCI rule shall apply unless otherwise required by law.

ANNEXURE A - MEMBER CLUBS

Road Clubs	Inc Society No.
Athletics & Cycling Masterton Inc	217898
Auckland Central Cycling Club	2301513
Bike Manawatu	2450248
Buller Cycling Club Inc	1573373
Canterbury Track Cycling Inc	2613949
Canterbury Time Trial Association Inc	2582123
Central Otago -Wakatipu Cycling Club Inc	1197396
Counties Manukau Cycling Inc	663928
Cuddon Cycling Marlborough	2581963
Cycling CHB (Hawkes Bay)	2322261
Cycling Nelson Inc	445352
Cycling New Plymouth	611270
Cycling Otago	966833
Cycling Rotorua Inc	1472619
Cycling Southland Incorporated	225553
Cycling Timaru (still waiting on affiliation forms and payment)	1373203
Dynamo Cycling & Sports Club Incorporated	980599
Forestland Wheelers Cycling Club	2600845
Gisborne Cycling Club	1601663
Hamilton City Cycling Club	1081272
Hawera Road Cycling Club Inc	2589382
Hokitika Cycling Club	2166969
Kapiti Cycling Club	1979511
Kiwi Randonneurs Incorporated	2594927
Leeston Cycling Club	1605970
Levin Cycling Club	926447
Marsden Wheelers	223328
Morrinsville Wheelers	1628573
North Harbour Cycling Club	385716
NZ Army Cycling Club	EXCEPTION (Insured under NZ Army)
Papanui Cycling Club Inc.	1717189
Pegasus Cycling Incorporated	333784
Port Nicholson Ponoke Cycling Club	217256
Ramblers Cycling Club Inc	22748
St Andrews Cycling Club (Timaru)	1476822
Stratford Cycling Club	2597142
Tasman Wheelers Inc	451651
Taupo Cycling Club	2222477
Tauranga Road Cycling Club Inc	1112001
Te Anau Cycling Inc	2555824
Te Awamutu Sports Cycling Club	213290

Timaru Cycling Club (not registered as an incorporated society, and have not affiliated for 2015 as yet.	
Tinwald Cycling Club	2555762
Wanganui Cycling Club	814439
Wellington Masters Cycling Club	604963
Whakatane Cycle Club Inc	1392266
MTB Clubs	Incorporated Society Number
Auckland Downhill Club Inc	1935993
Belmont Area Mountain Bike Association (BAMBA)	2383072
Bennelong Mountain Bike Club	2605543
Bike Methven	2548921
Bike Wanaka Inc	1162166
Christchurch Singletrack	2289090
Department of Cycling	2203397
Descend Rotorua	2539776
The Golden Bay Mountain Bike Club	2235568
Gravity Canterbury D'Hill and Freeride	1376363
Hamilton MTB Club	1337559
Hanmer Springs Mountain Bike Club Inc	2601563
Hunua MTB Club	2547976
Hutt Valley MTB Club	Not Incorporated
Kaiteriteri Mountain Bike Park Inc	2199910
Kapiti MountainBike Club Inc	2161071
Levin Mountain Biking	1745751
Mana Cycling Group Inc (MCG)	2561980
Manawatu Mountain Bike Club	911411
Marlborough Mountain Bike Club	1976323
Mountainbikers of Alexandra (MOA) Inc	2562924
Mountain Biking North Otago Inc	2552218
Mountain Biking Otago	822771
Mountainbike Tauranga	2155305
Multi-Sport Opotiki Inc	856900
North Canterbury Cycling Inc	1737794
N.Z.D.H.(New Zealand Downhill Inc.)	2553239
New Plymouth Mountain Bike Club	2109070
Pohutukawa Coast Bike (East Auckland)	2374158
Queenstown Mountain Bike Club	1670354
Revolve Cycling (Charitable Trust)	CC46597
Revolve Rotorua	260012
Rotorua Mountain Bike Club	923972
South Canterbury Mountain Bike Club Inc	1678110
Southland Mountain Bike Club	1439583
Taupo MTB Club	1595404
Te Miro Mountain Bike Club	2577583

Thames Mountain Bike Club	2551057
Tokoroa MTB Club	2601966
Waipa MTB Club	2163692
Wanganui Mountain Bike Club	615865
Wellington Mountain Bike Club	2289091
West Coast Riders Club	1800387
Whangamata Multisport Club	2594104
Whitehorse Mountain Bike Riders	2607724

ANNEXURE B – CENTRES/REGIONS

BRT CENTRES	
Centre	Incorporated Society Number
Auckland Centre	221975
Bike Northland	1971181
Canterbury Centre	221028
CNZ Tasman Inc	424875
Cycling Otago - Centre	966833
East Coast North Island Centre	227506
Mid South Canterbury Centre	656294
Southland Centre	225553
Waikato/Bay of Plenty Centre	213219
Wellington Centre	217599
West Coast North Island Cycling	1168079