



**CYCLING NEW ZEALAND ROAD AND TRACK
INCORPORATED**

**CONSTITUTION
May 2022**

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**CONSTITUTION
OF
CYCLING NEW ZEALAND ROAD AND TRACK INCORPORATED**

1. NAME

Cycling New Zealand Road and Track Incorporated (CNZRT)

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Affiliate	means an association of other cycling disciplines
CNZ	means Cycling New Zealand Incorporated.
Club	mean a group of individual members affiliated to and Registered with Cycling New Zealand Road and Track
Centre	Means a regional association of clubs, where those clubs are directly affiliated to Cycling New Zealand Road and Track Incorporated
Commencement Date	Means the date any amendments to this Constitution adopted at the 2022 Annual General Meeting are registered with the Registrar of Incorporated Societies.
Council	means the administrative controlling body of the Sport elected at a General Meeting
Councillor	means a member of the Council
District	District means any of the areas specified in Rule 5.1 or such other area as may be defined by the Council from time to time for the control and administration of the Sport within that area on behalf of the CNZRT
Executive	means a group appointed by the Council to act on its behalf
General Meeting	includes an Annual General Meeting and a Special General Meeting
International Body	means the world governing body for cycling currently known as the Union Cycliste Internationale or UCI
Members	means any member either existing or new, being a registered member of CNZRT.
Sport	means both recreational and competitive cycling

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Commented [AM1]: Do we define Clubs as Registered Clubs here or just Clubs in the Quorum section we refer to Registered Clubs? Para 10.5(b)

2.2 In this Constitution:

- (a) the plural includes the singular and vice versa; and
- (b) words of one gender include the other genders.

3. OBJECTS AND PURPOSES

3.1 The objects of Cycling New Zealand Road and Track Incorporated; shall where ever practicable, reflect the objectives of Cycling New Zealand Incorporated:

- (a) to preserve, promote, develop and administer the Sport in New Zealand;
- (b) to conduct and/or co-ordinate programmes for bicycle racing competition within New Zealand.
- (c) Establish and alter rules governing the conduct of bicycle racing competition

and to adopt changes to such rules as notified by the International Body.

- (d) to conduct and participate in programmes to assist riders in the development of their knowledge, competitive skills and to promote safe competition.
- (e) to; in consultation with CNZ, conduct, co-ordinate and control National Championships and other important National events.
- (f) to develop, own and maintain equipment and facilities as necessary to support the cycling activities in New Zealand
- (g) to select athletes to represent New Zealand in Olympic and Commonwealth Games and other international competitions;
- (h) to; in conjunction with CNZ, hold all official records pertaining to the Sport;
- (i) to uphold the rights and interests of cyclists and to communicate those interests to governmental and other authorities and to the public;
- (j) to provide fair representation directly or by affiliation, for all individuals and organisations who participate in the Sport;
- (k) to affiliate to and co-operate with kindred and other organisations, including the International Body.
- (l) to undertake other such lawful actions as are necessary for the attainment of the purposes and objects of Cycling New Zealand Road and Track Incorporated

3.2 Cycling New Zealand Road and Track shall:

- (a) recognise the equality and welfare of its members
- (b) promote uniformity in the governance and delivery of the Sport
- (c) promote safety education of cyclists
- (d) seek and negotiate sponsorships for CNZRT
- (e) make awards to its members
- (f) assist its members and promote them in international competition, when possible.

3.3 Cycling New Zealand Road and Track shall have the following additional powers:

- (a) to withdraw, suspend or terminate membership
- (b) to implement disciplinary procedures and impose sanctions and penalties
- (c) to establish tribunals, conduct hearings and hear appeals
- (d) to develop drug testing and other policies and associated disciplinary procedures and/or enter into agreements with other organisations such as the NZ Drug agencies or successor
- (f) to lend, invest, borrow, raise or secure the payment of money in such manner as the Council thinks fit
- (g) to raise in such manner as the Council thinks fit, funds, by subscriptions, levies,

donations and other means

- (h) to effect insurance, including insurance over property, employees and athletes
- (i) to enter into and/or terminate contracts with athletes, staff, members, sponsors, media and other persons, agencies and organisations
- (j) to delegate duties, co-opt or appoint sub-committees or individuals
- (k) to acquire by purchase, lease or grant any property or property rights and to manage, let, sell, exchange or otherwise deal with property matters
- (l) to disseminate private or other information about members with their consent, via written declaration, and subject to the purpose being in accordance with the objects of CNZRT
- (m) to make, alter or rescind by-laws, regulations and policies consistent with the objects and principles of CNZRT
- (n) to do all such other things as are incidental or conducive to the attainment of the objects and the powers of CNZRT

3.4 (a) Nothing in this Constitution shall permit the activities of CNZRT to be carried on for the personal pecuniary profit of any member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any member or individual.

- (b) No member or person associated with a member of CNZRT shall derive any income, benefit or advantage from CNZRT where he or she can materially influence the payment of the income, benefit or advantage, except where that income benefit or advantage is derived from:
- professional services rendered to CNZRT in the course of business, charged at no greater than current market rates or
 - interest on money lent to CNZRT at no greater than the current market rate.

(c) Any member who may be interested or concerned directly or indirectly in any matter before the Council shall disclose the nature and extent of his or her interest to the Council, and shall take no part in the matter before the Council other than as a member of the Council.

4. MEMBERSHIP

4.1 The members of CNZRT shall comprise:

- (a) individual members who participate in the Sport, including athletes, coaches, trainers, technical officials, managers, administrators, executives, officials and life members;
- (b) Clubs; and
- (c) Affiliates.

4.2 All Applications for membership shall be in writing or via authorised electronic format, in such form as may be required from time to time, by CNZR. An Application for membership [to](#) CNZ by a Road or Track organisation or individual

shall automatically be deemed to also be an application for membership of CNZRT

4.3 A Club must provide CNZRT with a copy of the Club's Rules/Constitution and uniform colours for CNZRT approval, together with the specified affiliation fee

4.4 An individual member, Club or Centre may resign from CNZRT by written notice to CNZRT.

4.5 A membership may be withdrawn, suspended or terminated following a resolution passed by a two-thirds majority of votes at a meeting of the Council, if the member:

- (a) is convicted of an indictable offence;
- (b) fails to comply with any provision of this Constitution; or
- (c) acts in a manner considered to be injurious or prejudicial to the character of interests of CNZRTX.

5. CLUBS AND CENTRES

5.1 Clubs shall affiliate directly to Cycling New Zealand Road and Track.

5.2 Clubs affiliated to CNZRT may form Centres or any other regional organisations should they choose to do so.

5.3 Each Club shall ensure that its rules do not conflict with this Constitution

5.4 Each Club shall provide any information that may be required by Council from time to time

5.5 Regional co-ordination of cycling in New Zealand has historically been divided into the following Districts. Refer Rule 5.2

<i>Northland</i>	North Cape to the Bryndewyn Hills
Auckland	Bryndewyn Hills to Mercer (included) in the south. Mercer (included), westward to north bank of Waikato River, all north of a line eastwards from Mercer to Miranda
Waikato-Bay of Plenty	Mercer (excluded) to Taumaranui in the south Coast to coast including Thames and to Opotiki in the west, Kaitieke County
<i>West Coast N.I</i>	Taranaki, Wellington Province down to and including Levin, up to including Ohakune and Woodville
East Coast N.I	Hawkes Bay and Poverty Bay
Wellington	Wellington Province south of Levin
Tasman	Nelson and Marlborough Provinces plus Westport and Buller Districts
Canterbury	Canterbury Province (excluding that portion south of the Rakaia River and east of the Southern Alps) and Westland Province
<i>Mid-South Canterbury</i>	Canterbury Province south of the Rakaia River and east of the

	Southern Alps, and Otago Province north of the Kakanui River
<i>Otago</i>	Otago Province south of the Kakanui River, excluding the Wakatipu area
<i>Southland</i>	Southland Province, including the Wakatipu area

6. COUNCIL

6.1 For the purpose of electing members of the Council, New Zealand is divided into the following two (2) regions:

- North Island.
- South Island.

6.2 The Council shall consist of up to ten members comprising the following:

(a) The President and the Vice-President, both of whom shall:

- (i) be elected at each Annual General Meeting of CNZRT,
- (ii) hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the next Annual General Meeting, unless they retire earlier,
- (iii) be eligible for re-election at any subsequent Annual General Meeting;

(b) Four Regional Councillors (each island being represented by two councillors) all of whom shall:

- (i) be elected at an Annual General Meeting of CNZRT,
- (ii) hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting two years from the date they were elected, unless they retire earlier,
- (iii) be eligible for re-election after the two year period;

(c) Four Councillors who shall:

- (i) represent all aspects of the Sport's operations,
- (ii) be appointed by the persons referred to in clauses 6.2(a) and 6.2(b) as soon as possible following each Annual General Meeting of CNZRT,
- (iii) include, if agreed by the persons referred to in clauses 6.2(a) and 6.2(b), the Immediate Past President of CNZRT

6.3 If any member of the Council resigns or retires before completion of his or her term, the remaining members of the Council may appoint a replacement person to fill the vacancy and that person shall hold office until the conclusion of the next Annual General Meeting.

6.4 All members of the Council shall be entitled to attend all meetings of the Council and, shall be entitled to vote at such meetings.

6.5 Three persons (not including those appointed under 6.2(c) (iii) present in person shall

form a quorum for meetings of the Council. If a quorum is not present at any stage, the meeting shall be adjourned.

6.6 All members of the Council shall be entitled to be reimbursed for all reasonable travel and accommodation expenses incurred in travelling to Council meetings.

6.7 Unless otherwise determined by the Council, a member of Council shall forfeit his seat if he has been absent from two (2) or more consecutive meetings without leave.

6.8 Should a vacancy occur in respect of any member of the Council, the remaining members of the Council may fill such vacancy until the next Annual General Meeting.

6.9 The Council shall have full authority to take such actions as it deems necessary to administer the Sport within the context of this Constitution and any By-laws of CNZRT, including authority to do the things specified in Rule 3.3.

7. ELECTIONS OF COUNCILLORS

7.1 Nominations of candidates for all Council positions must be made on the prescribed form, signed by the nominating Club and by the nominee as acceptance of the nomination. Nominations must be returned by the date specified by the Council.

7.2 All nominees must be bone fide financial members of a Club.

7.3 If insufficient nominations are received or if the nominations received are rejected, additional nominations may be called for by the Chairman of the meeting.

7.4 All nominations for Council positions shall be submitted to a vote by secret ballot unless otherwise agreed by those present and voting at the meeting.

8. ANNUAL GENERAL MEETINGS

8.1 An Annual General Meeting shall be held in such place and at such time as may be decided by the Council, but no later than the end of July in any year.

8.2 Written notice of each Annual General Meeting shall be forwarded to all Life Members, Councillors, and Clubs at least 14 days prior to the meeting, such notice to include the agenda and all business to be conducted at the meeting.

8.3 Notices of motion containing changes to this Constitution or By-laws must be received by the Council by 31 December preceding the meeting. All other notices of business, remits, and nominations must be received by the Council 35 days prior to the meeting.

8.4 The order of business for the Annual General Meeting shall be determined by the Council but shall include presentation of the President's Report the Financial Statements and Auditor's Report, determination of annual fees, consideration of notices of motion, remits and items for discussion, the election of Councillors and the appointment of other positions as may be necessary from time to time.

9. SPECIAL GENERAL MEETINGS

9.1 A Special General Meeting may be convened following a resolution of the Council or on the requisition of the President or any three other Councillors.

9.2 The request shall state the purpose for which the Special General Meeting is called

and no other business shall be considered at the meeting.

9.3 The procedure for a Special General Meeting shall, as far as applicable, follow that of the Annual General Meeting.

9.4 Written notice of every Special General Meeting including time, venue and business to be transacted, shall be forwarded to Life Members, Councillors and Clubs at least seven (7) days prior to the meeting.

10. PROCEDURES FOR GENERAL MEETINGS

10.1 Each Club may appoint delegates to attend and vote at a General Meeting, as follows:

Number of registered Members	Eligible votes
Up to 9 members	1 vote
10 to 29 members	2 votes
30 to 59 members	3 votes
60 to 99 members	4 votes
100 to 149 members	5 votes
150 to 209 members	6 votes
210 + members	7 votes

10.2 Only a Club delegate may appoint a proxy to act and vote in his stead at a General Meeting. The appointment shall be in writing and handed to the Chairman prior to the commencement of the meeting.

10.3 A Councillor may not appoint a proxy.

10.4 Club delegates and proxies may not exercise more than one (1) vote.

10.5 Quorum - Both of the following must be achieved for a quorum to exist at a General Meeting:

- (a) at least 30% of the Voting Members (ref 11.1); and
- (b) one Voting-MemberDelegate from at least 30% of Registered Clubs, must be present in person or by proxy and be eligible to vote

If a quorum is not present at any stage, the meeting shall be adjourned.

10.6 The President or, in his absence, the Vice President, shall chair all General Meetings. If neither of them is present at a General Meeting, the meeting shall appoint a Life Member to chair the meeting.

11. VOTING AT GENERAL MEETINGS

11.1 Voting Members shall consist of Life Members, Councillors and Club Delegates, who shall each have one vote.

11.2 The Chairman shall have a casting vote in the case of equality of voting, in addition to his deliberative vote. The casting vote shall be used in favour of the status quo.

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- 11.3 Except for a vote pursuant to Rule 7.4, voting shall be by show of hands or voices as the Chairman shall direct. The declaration by the Chairman that a vote or ballot has been carried or lost shall be final.
- 11.4 Matters which would normally be determined at a General Meeting may, if so decided by the Council, be determined by way of a postal vote, in which case the following procedure shall apply:
- (a) A notice specifying the matter to be voted on and the date by which the vote is to be returned shall be forwarded to all Clubs electronically.
 - (b) Only a Club may cast a postal vote and each Club shall be entitled to one vote, unless otherwise determined by a General Meeting.
 - (c) All votes shall be returned by Clubs in an electronic format, or other format as deemed appropriate by CNZ Road & Track, marked "Postal Vote".
 - (d) Where postal voting is used to appoint an individual from a number of nominees or to choose one of several options, the following system shall apply:
 - (i) Nominees or options shall be listed in the Clubs order of preference.
 - (ii) The preference rating for each nominee or option from the Clubs shall be totalled and appointment or decision will apply to the nominee or option with the lowest total.
 - (iii) The nominees/options together with preference totals shall be recorded in the Minutes of the next Council meeting.
 - (iv) In the event of a tie, the matter shall be decided by a majority decision of the Executive.

12. FEES

- 12.1 Council, in consultation with CNZ shall set the fees for the ensuing year,
- 12.2 Fees will be due on the first day of the financial year of CNZRT and are payable within thirty (30) days of the invoice date.
- 12.3 The membership of any, Club or individual not complying with Rule 12.2 shall automatically be suspended until such fees are paid.
- 12.4 Fees that may be set include (without limitation) annual subscriptions and licence fees payable by, Clubs and individuals, fees for appeals, protests and reinstatement's, transfer fees, and penalties and fines.
- 12.5 Entry fees for National Championships and other national events shall be a required component of the tender/application document submitted to Council, and be reflected in the budget for the event.

13. MEMBERSHIP

- 13.1 Subject to Rule 4.4 and Rule 4.5 the duration of membership for all members shall be from 1 January to 31 December. All individuals shall hold a current membership.
- 13.2 CNZRT shall maintain a register of members, including but not limited to the members

name/contact, and address details and other relevant information as may be required from time to time. This is to be undertaken in conjunction with CNZ

14. FINANCES AND ACCOUNTS

- 14.1 CNZRT shall ensure that proper books of account are kept showing correctly the financial affairs of CNZRT and other particulars usually shown in books of a similar nature.
- 14.2 All moneys received by or on behalf of CNZRT shall be receipted and banked into one of the CNZRT's accounts.
- 14.3 CNZRT's financial year shall, unless otherwise determined at a General Meeting, end on 31 December.
- 14.4 As soon as practicable following the end of each financial year the Council shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for that financial year; and
 - (b) the assets and liabilities of CNZRT as at the end of that financial year.
- 14.5 The Council may cause the statements referred to in Rule 14.4 to be examined by a suitably qualified independent accountant. The accountant may request the production of any books, papers, accounts and documents relating to the affairs of CNZRT and, if required by the Council, will present a report to the Council prior to the Annual General Meeting following the relevant financial year.

15. PATRON AND LIFE MEMBERS

- 15.1 CNZRT may appoint a Patron at a General Meeting.
- 15.2 CNZRT may at a General Meeting elect as a Life Member, any person who has rendered distinguished service to CNZRT at a national level, provided that such person has completed ten (10) years minimum service at a national level.

16. REGISTERED OFFICE

- 16.1 The Registered Office of CNZRT shall be such place as may be decided from time to time by the Council.

17. COMMON SEAL

- 17.1 CNZRT's Common Seal shall be in the custody of the Council and shall be affixed to any deed, document, instrument or other writing, only by authority of the Council.

18. WINDING UP

- 18.1 If at any time CNZRT in General Meeting shall decide to wind-up its operations, and a resolution is passed by a simple majority at a subsequent meeting called not less than thirty (30) days later for that purpose, then the accumulated funds shall be distributed as follows:
- (a) In paying the costs of winding up.
 - (b) Pro rata between the creditors of CNZRT.

(c) To Trustees, to be held in trust for subsequent re-establishment of the Sport in New Zealand. Such Trust shall be created by deed.

18.2 No member of CNZRT may participate in or benefit from any distribution of the assets of CNZRT.

18.3 Each Centre shall ensure that its Rules provide that, if the Centre ceases to be a member of CNZRT:

(a) all of the Centre's assets shall, after the discharge of all liabilities, be distributed to CNZRT, together with a statement of funds and property, for disposal as the CNZRT shall determine;

(b) no assets shall be distributed among the Centre's members.

18.4 Each Centre shall use its best endeavours to ensure that each Club's Rules provide that if a Club ceases to be affiliated to the Centre:

(a) all of the Club's assets shall, after the discharge of all liabilities, be distributed to the Centre and;

(b) no assets shall be distributed among the Club's members.

19. ADDITIONS AND AMENDMENTS TO CONSTITUTION AND BY-LAWS

19.1 This Constitution may be amended by a two-thirds affirmative majority vote at a General Meeting of CNZRT. Provided that no addition or rescission of this Constitution shall be made if it affects any of Rules 3.4, 18.1 or 18.2.

19.2 Notices of Motion for amendments to this Constitution shall be in writing and shall close with the Council on 31 December in the year preceding the General Meeting at which they are to be considered.

19.3 The Council shall consider the submitted Notices of Motion and may refer them back to the submitting Club for further consideration and/or amendment, but may not prevent a submitted Notice of Motion, either in original or amended form, from being included in the Notice of Meeting.

19.4 Any by-laws Regulations, Procedures and Policies of CNZRT may be amended by a two-thirds majority vote at a Council meeting.