



**MOUNTAIN BIKE NEW ZEALAND
INCORPORATED
CONSTITUTION**

Incorporating all Amendments made by Resolution, passed on **21st MAY 2017**.

INDEX

Rule Number	Rule	Page
	Name	3
1.	Definitions	3
2.	Objects and Principles	3
3.	Membership	5
4.	Executive Committee	6
5.	Election of Committee Members	7
6.	Annual General Meeting	7
7.	Special General Meeting	8
8.	Procedures of Special General Meeting	8
9.	Voting at General Meetings	8
10.	Fees	9
11.	Licences	9
12.	Patron and Life Members	9
13.	Registered Office	10
14.	Common Seal	10
15.	Winding Up	10
16.	Amendments to Constitution and By-laws	10

CONSTITUTION OF MOUNTAIN BIKE NEW ZEALAND INCORPORATED

1. NAME

The Organisation shall be called “Mountain Bike New Zealand Incorporated” (Organisation) and is referred to in this document by the abbreviation MTBNZ. MTBNZ is the National Organisation for the Sport of Mountain Biking in New Zealand.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

“**Club**” means an incorporated body representing a group of individual members affiliated to the organisation;

“**CyclingNZCycling NZ**” means the recognised National Sporting Organisation (NSO) for cycling, responsible for the administration tasks for the organisation;

“**Executive Committee**” or “**Committee**” means the administrative controlling body of the Sport elected at a General Meeting;

“**Committee Member**” means a member of the Executive Committee;

“**Executive**” means a group appointed by the Executive Committee 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;

“**Licence**” means a licence or other form registration identifying the holder as a member of the MTBNZ / Cycling NZ Federation;

“**Sport**” means the sport of mountain biking including but not limited to the disciplines of XC Olympic, XC Marathon, DH, 4X and Enduro.

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. STRATEGIC AIMS, ACTIVITIES AND PRINCIPLES

3.1 The strategic aims of MTBNZ focus on:

- (a) Encouraging participation in mountain biking and membership to local mountain bike clubs;
- (b) Building stronger club networks and alliance relationships;
- (c) Support talent development in all areas of the Sport;

- (d) Seek opportunities to raise funds to support the Sport;
- (e) Encourage and support clubs to run or assist in running National level events;
- (f) To build the capability within the MTBNZ Executive to ensure leadership of the Sport at all levels.
- (g) Fostering regional collaboration and partnerships to ensure the viability of ongoing advocacy to Cycling NZ and other sporting organisations for the Sport.

3.2 The core activities of MTBNZ are:

- (a) To promote and represent the interests of competitive mountain bikers in New Zealand;
- (b) To oversee, administer, and sanction events for competitive mountain bikers in New Zealand.
- (c) To provide fair representation directly or by affiliation, for all individuals and organisations who participate in the Sport;

3.3 The Organisation shall accomplish these activities by:

- (a) Providing uniformity, transparency and fairness in the governance of the Sport;
- (b) Support mountain biking clubs and organisations in a manner that seeks to develop the Sport;
- (c) Seek and negotiate sponsorships for the Organisation;
- (d) To approve and co-ordinate Awards and Grants being made its members;
- (e) Assist its members and promote them in international competition, when appropriate and in conjunction with Cycling NZ;
- (f) Comply with and satisfy the requirements of the Incorporated Societies Act 1908, including filing annual financial statements, changes to the rules of the Organisation and changes to the Organisation's contact details.

3.4 The Organisation shall have the following additional powers:

- (a) To withdraw, suspend or terminate membership or affiliation;
- (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 in conjunction with Cycling NZ;
- (e) To assign functions to and/or enter into agreements with other organisations such as Drug Free Sport New Zealand;

- (f) To review and amend, in such manner as the Executive Committee thinks fit, funds by subscriptions, levies, donations and other means;
- (g) To effect insurance, including insurance over property and athletes;
- (h) To enter into and/or terminate contracts with athletes, sponsors, media and other persons, agencies and organisations;
- (i) To delegate duties, co-opt or appoint sub-committees or individuals;
- (j) To disseminate private or other information about members with their consent, via written declaration, and subject to the purpose being in accordance with the objectives of the Organisation;
- (k) To make, alter or rescind by-laws, regulations and policies consistent with the objectives and principles of the Organisation;
- (l) To do all such other things as are incidental or conducive to the attainment of the objectives and the powers of the Organisation.

- 3.5
- (a) Nothing in this Constitution shall permit the activities of the Organisation 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 the Organisation shall derive any income, benefit or advantage from the Organisation 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:
 - (i) Professional services rendered to the Organisation in the course of business, charged at no greater than current market rates; or
 - (c) Any member who may be interested or concerned directly or indirectly in any matter before the Executive Committee shall disclose the nature and extent of his or her conflict of interest to the Executive Committee, and shall take no part in the matter before the Executive Committee other than as a member of the Executive Committee. Said member may refrain from any deliberation or voting if the conflict of interest warrants it.

4. MEMBERSHIP

4.1 The members of the Organisation shall comprise:

- (a) Members who participate in the Sport, including athletes, coaches, trainers, technical officials, managers, administrators, executives, officials and life members, all of which must be a current member of an affiliated Club;
- (b) Clubs; and
- (c) Affiliates.

4.2 All Applications for membership shall be in writing, in such form as may be required by Cycling NZ from time to time.

- 4.3 A Club or Affiliate may resign from MTBNZ by written notice to the Organisation.
- 4.4 A membership may be withdrawn, suspended or terminated following a resolution passed by a two-thirds majority of votes at a meeting of the Executive Committee, 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 the Organisation.
- 4.5 Each Club shall ensure that its Rules do not conflict with this Constitution.

5. EXECUTIVE COMMITTEE

- 5.1 The Committee shall consist of up to six (6) members comprising the following:
- (a) The President, Secretary and Treasurer, all of whom shall:
 - (i) Be elected at each Annual General Meeting of the Organisation;
 - (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;
 - (iv) Undertake the roles and responsibilities laid out in Appendix 1.
 - (b) Up to three (3) General Committee Members who shall:
 - (i) Represent all aspects of the Sport's operations and add to the strategic aims of the Organisation;
 - (ii) Include, if agreed by the persons referred to in clauses 5.1(a) and 5.2(b), an appointed Officer of Cycling NZ.
- 5.2 If any member of the Committee resigns or retires before completion of his or her term, the remaining members of the Committee may appoint a replacement person to fill the vacancy and that person shall hold office until the conclusion of the next Annual General Meeting.
- 5.3 All members of the Committee shall be entitled to attend all meetings of the Committee and, except for an appointed Officer of Cycling NZ, shall be entitled to vote at such meetings, except in the case of a declared conflict of interest requiring abstention.
- 5.4 Two thirds of the Committee (including the President, Secretary and Treasurer and not including an appointed Officer of Cycling NZ) present in person or via phone conference shall form a quorum for meetings of the Committee. If a quorum is not present at any stage, the meeting shall be adjourned.
- 5.5 All members of the Committee shall be entitled to be reimbursed for all reasonable travel and accommodation expenses incurred in travelling to Committee meetings. Unless otherwise

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

- 5.6 Should a vacancy occur in respect of any member of the Committee, the remaining members of the Committee may fill such vacancy until the next Annual General Meeting.
- 5.7 The Committee 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 the Organisation, including authority to do the things specified in Rule 3.3.
- 5.8 The Committee may co-opt up to three (3) additional persons onto the committee for special projects, and for pre-determined periods of time. Co-opted persons shall have the same voting rights as elected members of the Committee.
- 5.9 The Committee may appoint sub-committees from amongst its members (or from other members who are not members of the Committee) to undertake special projects or deal with specific activities of the Organisation – these sub-committees shall act on behalf of the Committee to which they shall report. The President shall be an ex-officio member of each subcommittee.

6. ELECTIONS OF COMMITTEE MEMBERS

- 6.1 Nominations of candidates for all Committee 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 Committee.
- 6.2 All nominees must be bone fide financial members of an affiliated Club and that Club be an Incorporated Society.
- 6.3 If insufficient nominations are received or if the nominations received are rejected, additional nominations may be called for by the Chairman of the meeting.
- 6.4 All nominations for Committee positions shall be submitted to a vote by secret ballot unless otherwise agreed by those present and voting at the meeting.

7. ANNUAL GENERAL MEETINGS

- 7.1 An Annual General Meeting shall be held in such place and at such time as may be decided by the Committee, but no later than the end of August in any year.
- 7.2 Written notice of each Annual General Meeting shall be forwarded to all Life Members, Committee Members and Clubs at least fourteen (14) days prior to the meeting, such notice to include the agenda and all business to be conducted at the meeting.
- 7.3 Notices of Motion for amendments to this Constitution or By-Laws must be received by Committee at least fifteen (15) days prior to the Annual General Meeting in which they are to be considered.
- 7.4 The order of business for the Annual General Meeting shall be determined by the Committee but shall include presentation of the President's Report, determination of annual subscriptions and fees, consideration of notices of motion and remits, the election of Committee Members and the appointment of other positions not determined by the Committee.

8. SPECIAL GENERAL MEETINGS

- 8.1 A Special General Meeting may be convened following a resolution of the Committee or on the requisition of the President or any three (3) other Committee Members.
- 8.2 The request shall state the purpose for which the Special General Meeting is called and no other business shall be considered at the meeting.
- 8.3 The procedure for a Special General Meeting shall, as far as applicable, follow that of the Annual General Meeting.
- 8.4 Written notice of every Special General Meeting including time, venue and business to be transacted, shall be forwarded to Life Members, Committee Members and Clubs at least seven (7) days prior to the meeting.

9. PROCEDURES FOR GENERAL MEETINGS

- 9.1 Each Club may appoint up to three delegates to attend and vote at a General Meeting.
- 9.2 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, emailed and or handed to the President prior to the commencement of the meeting.
- 9.3 A Committee Member may not appoint a proxy.
- 9.4 Club delegates and proxies may not exercise more than one (1) vote.
- 9.5 Representatives from forty (40) percent of the organisation's affiliated Clubs (present in person or by proxy) shall form a quorum at any General Meeting. If a quorum is not present at any stage, the meeting shall be adjourned.
- 9.6 The President or nominee in his absence, shall chair all General Meetings. If neither of them is present at a General Meeting, the meeting shall appoint a General Member to chair the meeting.

10. VOTING AT GENERAL MEETINGS

- 10.1 Life Members, Committee Members and Delegates shall each have one (1) vote.
- 10.2 The President shall have a casting vote in the case of equality of voting, in addition to their deliberative vote. The casting vote shall be used in favour of the status quo.
- 10.3 Except for a vote pursuant to Rule 7.4, voting shall be by show of hands or voices as the President shall direct. The declaration by the President that a vote or ballot has been carried or lost shall be final.
- 10.4 Matters which would normally be determined at a General Meeting may, if so decided by the Committee, be determined by way of a postal vote (by electronic survey or email) 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 by letter or email.
 - (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) Where postal (electronic or other) 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 Club's 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 greatest total.
 - (iii) The nominees/options together with preference totals shall be recorded in the Minutes of the next Committee meeting.
 - (iv) In the event of a tie, the matter shall be decided by a majority decision of the Executive.

11. FEES

- 11.1 Membership fees including (without limitation) annual subscriptions, affiliation fees and licence fees payable by Clubs and individuals may only be fixed at the Annual General Meeting in the year preceding that in which they are to apply.
- 11.1 Membership/Affiliation fees will be due on the first day of October the preceding calendar year and are payable within thirty (30) days of the invoice date.
- 11.2 The membership of any Club or individual not complying with Rule 11.2 shall automatically be suspended until such fees are paid.
- 11.3 Other fees that may be set by the Executive Committee in conjunction with the National Sporting Organisation are fees for appeals, protests and reinstatement's, transfer fees, entry fees for national series and national championships and other national events, and penalties and fines.

12. LICENCES

- 12.1 All competitive riders in the MTBNZ sanctioned National events and National Championships or other nominated events shall hold a current licence issued annually and valid for the period from 1 January to 31 December, except when:
 - (a) The Organisation (in conjunction with Cycling NZ) has approved that a day licence option has been deemed suitable for the event to encourage wider participation. In which case, all competitive riders must be current members of an affiliated Club and those who hold a day licence only must compete in non-UCI categories only. The fee associated with such day licence should be in spirit of promoting participation.
- 12.2 Financial members of Clubs shall forward all National and International Licence applications to Cycling NZ for processing.
- 12.3 Clubs shall forward requested membership data to MTBNZ and/or CNZ with relevant the affiliation form.

13. PATRON AND LIFE MEMBERS

- 13.1 The Organisation may appoint a Patron at a General Meeting.

- 13.2 The Organisation may at a General Meeting elect as a Life Member, any person who has rendered distinguished service to the Organisation at a national level, provided that such person has completed ten (10) years minimum service at a national level.

14. REGISTERED OFFICE

- 14.1 The Registered Office of the Organisation shall be such place as may be decided from time to time by the Committee.

15. COMMON SEAL

- 15.1 The Organisation's Common Seal shall be in the custody of Cycling NZ and shall be affixed to any deed, document, instrument or other writing, only by authority of the Executive Committee.

16. WINDING UP

- 16.1 If at any time the Organisation 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 the Organisation.
- (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.

- 16.2 No member of the Organisation may participate in or benefit from any distribution of the assets of the Organisation.

- 16.3 Each Club shall ensure that its Rules provide that, if the Club ceases to be a member of the Organisation:

- (a) All of the Club's assets shall, after the discharge of all liabilities, be distributed to the Organisation, together with a statement of funds and property, for disposal as the Organisation shall determine;
- (b) no assets shall be distributed among the Club's members.

17. ADDITIONS AND AMENDMENTS TO CONSTITUTION AND BY-LAWS

- 17.1 This Constitution may be amended by a two-thirds affirmative majority vote at a General Meeting of the Organisation. Provided that no addition or rescission of this Constitution shall be made if it affects any of Rules 3.4, 16.1 or 16.2.

- 17.2 Notices of Motion for amendments to this Constitution shall be in writing and received by the Committee at least thirty-five (35) days prior to the General Meeting in which they are to be considered.

- 17.3 The Committee shall consider the submitted Notices of Motion and may refer them back to the submitting Centre 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.
- 17.4 Any by-laws of the Organisation may be amended by a two-thirds majority vote at a Committee meeting.