



CYCLING NEW ZEALAND FEDERATION INCORPORATED

CONSTITUTION

July 2011

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**CONSTITUTION
OF
CYCLING NEW ZEALAND FEDERATION INCORPORATED**

1. NAME

The Federation shall be called “Cycling New Zealand Federation Incorporated” (the “Federation”).

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Affiliate	means an association of other cycling disciplines
Centre	means an association which is member of the Federation and which is responsible for the control and administration of the Sport within a District on behalf of the Federation
Club	means a group of individual members affiliated to a Centre
Council	means the administrative controlling body of the Sport elected at a General Meeting
Councillor	means a member of the Council
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 Federation
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
Licence	means a licence or other form registration identifying the holder as a member of the Federation
Membership Card	means a form of registration, identifying the holder as a member of the Federation, with limited “Sport” rights
Sport	means both recreational and competitive cycling

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 PRINCIPLES

3.1 The objects of the Federation shall be:

- (a) to preserve, develop and administer the Sport in New Zealand;
- (b) to conduct and/or co-ordinate programmes for bicycle racing competition;
- (c) to 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 competitive skills and to ensure safe competition;
- (e) to own, conduct, co-ordinate and control National Championships and the National Tour;
- (f) to select athletes to represent New Zealand in Olympic and Commonwealth Games and other international competitions;
- (g) to hold all official records pertaining to the Sport;
- (h) to uphold the rights and interests of cyclists and to communicate those interests to governmental and other authorities and to the public;
- (i) to provide fair representation directly or by affiliation, for all individuals and organisations who participate in the Sport;
- (j) to affiliate to and co-operate with kindred and other organisations, including the International Body.

3.2 The Federation shall:

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

3.3 The Federation 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;
- (e) to assign functions to and/or enter into agreements with other organisations such as the NZ Sports Drug Agency;
- (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 of the Federation

- (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 the Federation;
 - (m) to make, alter or rescind by-laws, regulations and policies consistent with the objects and principles of the Federation;
 - (n) to do all such other things as are incidental or conducive to the attainment of the objects and the powers of the Federation.
- 3.4 (a) Nothing in this Constitution shall permit the activities of the Federation 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 Federation shall derive any income, benefit or advantage from the Federation 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 the Federation in the course of business, charged at no greater than current market rates; or
 - interest on money lent to the Federation 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 the Federation shall comprise:
- (a) individual members who participate in the Sport, including athletes, coaches, trainers, technical officials, managers, administrators, executives, officials and life members;
 - (b) Centres;
 - (c) Clubs; and
 - (d) Affiliates.
- 4.2 All Applications for membership shall be in writing, in such form as may be required by the Council from time to time.
- 4.3 Centres granting affiliation to a Club must provide the Federation with a copy of the Club's Rules and colours for the Centre's approval, together with the specified affiliation fee.
- 4.4 An individual member, Club or Centre may resign from the Federation by written notice to the Federation.
- 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 the Federation.

5. DISTRICTS AND CENTRES

5.1 For the purposes of administering the Sport New Zealand is divided into the following Districts:

Northland	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
West Coast N.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
Mid-South Canterbury	Canterbury Province south of the Rakaia River and east of the Southern Alps, and Otago Province north of the Kakanui River
Otago	Otago Province south of the Kakanui River, excluding the Wakatipu area
Southland	Southland Province, including the Wakatipu area

5.2 Each District shall be controlled by a Centre affiliated to the Federation and all Clubs in a District shall affiliate to the Centre having responsibility for that District.

5.3 Each Centre shall ensure that its Rules do not conflict with this Constitution and shall use its best endeavours to ensure that the Rules of the Clubs in its District do not conflict with this Constitution.

5.4 Each Centre shall forward to the Federation all minutes of meetings, financial statements and all other information that may be requested by the Council from time to time.

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 the Federation,

- (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 the Federation,
 - (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 the Federation,
 - (iii) include, if agreed by the persons referred to in clauses 6.2(a) and 6.2(b), the Immediate Past President of the Federation
- 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, except for the Chief Executive and Development Officer of BikeNZ Inc., 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 the Federation, 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 Centre 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, Centres 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 subscriptions and fees, consideration of notices of motion and remits, the election of Councillors and the appointment of other positions not determined by the Council.

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 Centres at least seven (7) days prior to the meeting.

10. PROCEDURES FOR GENERAL MEETINGS

- 10.1 Each Centre may appoint three delegates to attend and vote at a General Meeting.
- 10.2 Only a Centre 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 Centre delegates and proxies may not exercise more than one (1) vote.
- 10.5 Fifteen (15) persons 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.
- 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 Life Members, Councillors and Delegates 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.
- 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 Centres by letter or fax.
 - (b) Only a Centre may cast a postal vote and each Centre shall be entitled to one vote, unless otherwise determined by a General Meeting.
 - (c) All votes shall be returned by Centres in an envelope marked "Postal Vote". Any vote communicated by telephone or fax shall be confirmed in writing by post within forty-eight (48) hours of the specified date.
 - (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 Centre's order of preference.
 - (ii) The preference rating for each nominee or option from the Centres 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 Fees may only be fixed at the Annual General Meeting in the year preceding that in which they are to apply.
- 12.2 Fees will be due on the first day of the financial year of the Federation and are payable within thirty (30) days of the invoice date.
- 12.3 The membership of any Centre, 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 Centres, 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. LICENCES

- 13.1 All individuals shall hold a current licence or membership card, issued annually and valid for the period from 1 January to 31 December.

14. FINANCES AND ACCOUNTS

- 14.1 The Federation shall ensure that proper books of account are kept showing correctly the financial affairs of the Federation and other particulars usually shown in books of a similar nature.
- 14.2 All moneys received by or on behalf of the Federation shall be receipted and banked into one of the Federation's accounts.
- 14.3 The Federation'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 the Federation 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 the Federation 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 The Federation may appoint a Patron at a General Meeting.

15.2 The Federation may at a General Meeting elect as a Life Member, any person who has rendered distinguished service to the Federation 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 the Federation shall be such place as may be decided from time to time by the Council.

17. COMMON SEAL

17.1 The Federation'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 the Federation 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 Federation.
- (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 the Federation may participate in or benefit from any distribution of the assets of the Federation.

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

- (a) all of the Centre's assets shall, after the discharge of all liabilities, be distributed to the Federation, together with a statement of funds and property, for disposal as the Federation 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 the Federation. 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 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.
- 19.4 Any by-laws of the Federation may be amended by a two-thirds majority vote at a Council meeting.

CYCLING NEW ZEALAND FEDERATION INCORPORATED

LIFE MEMBERS

* J Fitzsimmons	Wellington	24/11/38
* A W Gooder	Auckland	09/06/51
* P N Robinson	Wellington	09/06/51
* C Stagpoole	Palmerston North	09/06/51
* I M Plimmer	Wellington	13/06/53
* C E Chainey	Wanganui	14/06/58
* D T Woodfield	Wellington	14/06/58
* C J Cronk	Auckland	09/06/62
* G H T Keighly	Wellington	09/06/62
* W Pidwell	Wanganui	06/06/64
* A Pennington MBE	Wellington	21/06/69
* H R Dutton OBE	Wellington	27/06/70
* L Wilson	Auckland	19/06/71
* J H Cattermole	Canterbury	15/06/72
* R W Morris	Wellington	15/06/74
* R J Carruthers	Canterbury	15/06/74
* Geo Anderson	Hawera	09/07/77
A H Walker	Waikato	08/07/78
* J W Partridge	Auckland	30/05/80
* A G Haslett	Wellington	04/07/81
* Mrs N Oakley MBE	Masterton	05/07/85
* Theo D Cuff	Palmerston North	05/07/85
* N W Watts	Palmerston North	21/06/86
W J Main OBE	Wanganui	11/07/87
G W Sharrock OBE	Wanganui	02/07/88
Mrs B J Howe (Levido) OBE	Wellington	14/07/90
B E Dawe QSM	Canterbury	23/05/98
G J Sycamore	Southland	21/05/99
B H Goldsworthy	Auckland	17/05/02
R D Cheatley MBE	Wanganui	21/05/04
A A Rice	Wellington	17/05/08
A E McConnell	Auckland	15/05/10
J McDonnell	Cambridge	11/06/11

NZPCA LIFE MEMBERS

* D F Bond MBE	New Plymouth
* H C Stewart	Timaru
L H Peters	New Plymouth
B McCarthy	Papakura
* B Smith	Manurewa
J Tate QSM	Tinwald

* Denotes deceased