



Rimutaka Gymsports Incorporated

Constitution

Adopted at Annual General Meeting

24 March 2010

Commencement Date

24 March 2010

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RIMUTAKA GYMSPORTS

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TABLE OF CONTENTS

Part I – Objects and Powers	2
1. Name and Registered Office.....	2
2. Objects.....	2
3. Powers and Responsibilities	3
Part II – Membership	4
4. Members.....	4
5. Becoming a Member	4
6. Life Members and Honorary Members	5
7. Rights and Privileges of Membership.....	5
8. Membership Fees and Other Fees	6
9. Member Obligations	6
10. Resignation, Suspension & Termination of Membership	7
11. Register of Members & Other Participants	8
Part III – Officers and Committee	9
12. Patron	9
13. Committee	9
Part IV – General Meetings	12
14. Meetings of Members.....	12
Part V – Miscellaneous	14
15. Finances	14
16. Annual Report	14
17. Rules of Gymsports.....	14
18. Common Seal	14
19. Alterations to Constitution.....	14
20. Prohibition on Personal Benefits	15
21. Previous Rules	15
22. Winding Up	15
23. Indemnity.....	15
24. Interpretation.....	15

Rimutaka Gymsports Incorporated

Constitution

Part I – Objects and Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Rimutaka Gymsports Incorporated (the “Club”).
- 1.2 The registered office of the Club shall be at such place as determined by the Club Committee from time to time.

2. Objects

- 2.1 The objects of the Club are to:
- a. encourage participation in Gymsports in Upper Hutt as a sport for all, including people with disabilities, and regardless of age, gender, or race;
 - b. promote and develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in Gymsports and in the Club’s and GymSports NZ’s activities;
 - c. encourage and promote Gymsports as an activity that promotes the health and safety of all participants, respects the principles of fair play and is free from doping;
 - d. seek and promote the membership of the Club;
 - e. have gymnasts and teams consistently achieving success in Gymsports locally and nationally;
 - f. promote, develop, enhance and protect Gymsports mainly as amateur sports for the recreation and entertainment of the general public in Upper Hutt;
 - g. establish, promote and stage Gymsports competitions and events at the Club or other venues and determine the rules of such competitions and events in accordance with any applicable Regulations;
 - h. deliver GymSports NZ’s programmes in Upper Hutt;
 - i. give and seek recognition for individuals to obtain awards or public recognition for their services to the Club and/or Gymsports;
 - j. be a member of GymSports NZ and make available and enforce the rules of Gymsports and GymSports NZ;
 - k. act in good faith and loyalty with its Members to ensure the maintenance and enhancement of the Club and Gymsports including its standards, quality and its reputation for the benefit its Members;
 - l. represent the interests of the Members of the Club at general meetings of GymSports NZ; and
 - m. promote mutual trust and confidence between Members, the Club, and GymSports NZ and at all times to act on behalf of, and in the interests of, the Members and the promotion and development of Gymsports.

3. Powers and Responsibilities

3.1 **Powers:** the Club has the power, subject to this Constitution and the GymSports NZ Constitution, to do the following:

- a. make, alter, rescind and enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of the Club;
- b. resolve disputes in accordance with this Constitution, the GymSports NZ Constitution, and the Regulations;
- c. determine its membership including withdrawing, suspending or terminating Members;
- d. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. 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;
- f. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- g. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- i. organise and control Gymsports competitions, events and programmes administered by the Club;
- j. enforce the rules of any Gymsports competition it holds in accordance with any applicable Regulations;
- k. select Club representative squads, teams, individuals, coaches and judges to participate in Gymsports events;
- l. delegate powers of the Club to the Committee or any sub-committee or any person;
- m. 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 the Club, or with which the Club is authorised to amalgamate or generally for any purpose designed to benefit the Club; and
- n. do any other acts or things that are incidental or conducive to the attainment of the objects of the Club.

3.2 **Responsibilities:** The Club is responsible for promoting, developing, enhancing and protecting Gymsports in Upper Hutt and in particular for:

- a. developing strategies, policies, programmes and initiatives for the Club;
- b. delivering GymSports NZ programmes, activities, initiatives and events at the Club and other venues to encourage participation in Gymsports;
- c. seeking and securing revenue, funding, grants, and sponsorship for the delivery of the Club's strategies, programmes and initiatives;
- d. choosing to implement GymSports NZ's systems and standards for the consistent and efficient management and administration of Gymsports as appropriate;
- e. identifying and developing talent and selecting Club teams and representatives; and
- f. implementing initiatives to encourage the continual increase in the number of individuals participating in Gymsports including casual participation.

Part II – Membership

4. Members

4.1 **Club Members:** The Club shall have as its Members such individuals as the Committee considers appropriate provided that the membership is consistent with the GymSports NZ Constitution and the GymSports NZ Regulations. For the purposes of this Constitution, the types of Member are as set out below:

- a. **Individual Members:** an Individual Member of the Club is a person who does, or wishes to, participate in or have an interest in Gymsports (whether as a participant, coach, manager or official) through the Club and who has been accepted as an Individual Member by the Club in accordance with Rule 5;
- b. **Administrative Members:** an Administrative Member is a person who has been elected to the current Committee. As a condition of seeking election, such persons accept that if they are elected they will become an Administrative Member of the Club for the period that they are on the Committee;
- c. **Life Members** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of long term service to the Club in accordance with Rule 6; and
- d. **Honorary Members** an Honorary Member is a person who has been granted honorary membership of the Club in recognition and appreciation of outstanding contributions to the Club and/or the development of GymSports at the Club in accordance with Rule 6.

4.2 **Membership Categories for Individual Members:** For various purposes (such as determining membership fees and entry into competitions) the Individual Members of the Club are grouped into categories of membership in accordance with the GymSports NZ Constitution and Regulations. The relevant category of membership for an Individual Member may change during the year. If this occurs, the Individual Member agrees to pay any additional fee(s) (if required) to cover such change. Where the Club determines there is a decrease in the relevant fee(s) to be paid the Club agrees to reimburse the Member to cover any such decrease.

5. Becoming a Member

5.1 **Membership Applications:** Any person wishing to apply to be an Individual Member of the Club must:

- a. complete the GymSports NZ Club Membership Form for the year or period of membership for which the application is being made; and
- b. pay the Membership Fee for the year or period of membership for which the application is being made; and
- c. return the above to the Administration Office of the Club by the date specified by the Committee.

5.2 **Process:** On receipt of a completed GymSports NZ Club Membership Form the Administration Office (or such other person as designated by the Club) shall determine if the application is to be accepted, and if accepted shall determine the category of membership for that Member in accordance with any applicable Regulations. If the application for membership is approved, the Administration Office of the Club shall enter the details of the membership in the Register of Members in accordance with the GymSports NZ Regulations.

5.3 **Duration of Membership:** Subject to Rule 8 (Membership Fees & Other Fees) and Rule 10 (Termination of Membership) the duration of membership of each type of Member is as follows:

- a. an Individual Member's membership is annual from 1 January to 31 December, except where the Individual Member is only involved in a Gymsport activity for a total period of 12 weeks or less in a

year, in which case the duration of membership shall be the period for which the applicable Membership Fees were paid;

- b. an Administrative Member's membership is for the period that the person is on the Committee;
- c. Life and Honorary Members have membership for life.

5.4 **Transfers:** If a person making an application for membership of the Club as an Individual Member wishes to be involved in competitive Gymsports for the Club, and that person has previously competed in any Gymsports Discipline on behalf of any other club in New Zealand, that person shall not be accepted as a Member unless and until they can confirm to the Administration Office of this Club that they have paid all fees owing to their previous club.

6. Life Members and Honorary Members

6.1 **Nomination:** Nominations for Life Members and Honorary Members may be made by any Member or by the Committee, but cannot be made by the person being nominated. The committee will consider all nominations and make recommendations to Members at a Club general Meeting

6.2 **Election:** Life Members and Honorary Members shall be elected by the Members at a General Meeting by Special Resolution.

6.3 **List of Life & Honorary Members:** The Administration Office shall maintain a list of all Life and Honorary Members of the Club.

6.4 **Rights & Privileges of Life & Honorary Members:** Subject to Rule 10 (Termination of Membership) and for the period of their membership, all Life Members and Honorary Members shall be entitled to:

- a. use the Club's facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. receive notices and papers for General Meetings of the Club;
- d. at their own cost attend, speak and vote at all General Meetings of the Club although they have no voting rights;
- e. be elected as a member of the Committee in accordance with Rule 13; and
- f. be elected or appointed as a delegate to represent the Club at general meetings and forums of GymSports NZ.

7. Rights and Privileges of Membership

7.1 **Individual Members:** Subject to Rule 10 (Termination of Membership) and for the period of their membership, all Individual Members who have paid their Membership Fees shall be entitled to:

- a. use the Club's facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. if chosen as a Club representative, compete for the Club in Gymsports competitions and events; and
- d. receive notices and papers for General Meetings of the Club either directly, or if the Individual Member is under 18 years of age, through their parent or other legal guardian;

- e. at their own cost attend, speak, and vote at all General Meetings of the Club either directly, or if the Individual Member is under 18 years of age, through their parent or other legal guardian;
- f. if over 18 years of age, be elected as a member of the Committee in accordance with Rule 13 gymnasts' representatives on the committee do not need to be over 18 years of age;
- g. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of GymSports NZ.

7.2 **Administrative Members:** Subject to Rule 10 (Termination of Membership) and for the period of their membership, all Administrative Members who have paid their Membership Fees (where applicable) shall be entitled to:

- a. use the Club's facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. if chosen as a Club representative, compete for the Club in Gymsports competitions and events; and
- d. receive notices and papers for General Meetings of the Club;
- e. attend, speak and vote at General Meetings of the Club; and
- f. represent the Club at Gymsports Meetings and Forums if required

8. Membership Fees and Other Fees

8.1 **Membership Fee:** The Committee shall determine:

- a. the membership fee(s) and any other fees payable by each Member;
- b. the due date for the fee(s); and
- c. the manner of payment for the fee(s).

8.2 **Failure to pay Membership Fee:** Each Member shall pay the membership fee(s) by the due date specified by the Committee. Failure to pay the membership fee(s) by the due date (or by any subsequent date agreed to in writing by the administration office staff) shall mean the individual concerned is no longer a Member of the Club, and all rights and privileges s/he had as a Member shall cease to apply, but that shall not excuse the individual from being bound by this Constitution.

8.3 **Other Fees:** The Committee may also determine any other fees in addition to those specified in Rule 8.1a that are payable by Members and other participants at competitions, events and activities held by or under the auspices of the Club, including at any facilities owned or under the control of the Club or GymSports NZ.

9. Member Obligations

9.1 Members acknowledge and agree that:

- a. This Constitution constitutes a contract between each of them, the Club, and GymSports NZ, and that they are bound by this Constitution, the GymSports NZ Constitution, the Regulations, and any policies and procedures of the Club and GymSports NZ.
- b. They shall comply with and observe this Constitution, the GymSports NZ Constitution, the Regulations, and any policies and procedures of the Club, and GymSports NZ, and any determination, resolution or decision which may be made or passed by the Committee.
- c. They are subject to the jurisdiction of the Club and GymSports NZ.

- d. This Constitution, the GymSports NZ Constitution, the Regulations, and any policies and procedures of the Club and GymSports NZ, are necessary and reasonable for promoting the objects of the Club and GymSports NZ.
 - e. This Constitution, the GymSports NZ Constitution, the Regulations, and any policies and procedures of the Club and GymSports NZ, are made in the pursuit of a common object, namely the mutual and collective benefit of the Club, GymSports NZ, and the sports and activities of Gymsports.
- 9.2 In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee.

10. Resignation, Suspension & Termination of Membership

- 10.1 **Resignation of Membership:** A Member may resign from their membership of the Club by giving notice in writing to the Administration Office. Upon the expiration of the notice period and provided that the Member has paid all arrears of Membership Fees and any other fees due and payable by the Member, the Member shall cease to be a Member. In the absence of any written notice of resignation, the Member's membership shall be deemed to have been resigned upon the Individual Member not enrolling/registering with the Club for a programme or activity in the next quarter of their membership.
- 10.2 **Termination for Default in Fees:** A Member shall have his or her membership of the Club terminated if any fees are due and outstanding to the Club. Before such termination can occur the Administration Office must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than three (3) months, the Member shall have their membership automatically terminated on the expiry of such period.
- 10.3 **Discipline:** In addition to Rule 10.2, if the Committee considers that any Member has or may have:
- a. breached, failed, refused or neglected to comply with a provision of this Constitution, the GymSports NZ Constitution, the Regulations, or any other resolution or determination of the Committee, or under any rules of (or in connection with) an Event; or
 - b. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, GymSports NZ and/or Gymsports; or
 - c. brought the Club, GymSports NZ, or any other Member or the sport of Gymsports into disrepute;
- the Committee may:
- i. refer the matter to a Club Judicial Committee (consisting of three (3) persons with experience in disciplinary matters, at least one (1) of whom shall be a member of the Committee of the Club) for investigation or determination in accordance with the principles of natural justice and any by-laws relating to the Club Judicial Committee's procedure (unless a Regulation specifies otherwise). The Club Judicial Committee may impose any sanction on the Member as it sees fit other than suspension or termination of membership which must be done in accordance with Rule 10.7; or
 - ii. make its own enquiries (including appointing a person independent of the Committee to undertake such enquiries and provide a recommendation to the Committee), and impose any sanction that it has authority to impose on the Member under this Constitution (other than suspension or termination of membership which must be done in accordance with Rule 10.7) provided it has complied with the principles of natural justice.
- 10.4 **Procedure:** Before any decision under Rule 10.3ii is made the Member concerned:

- a. shall be given fourteen (14) days written notice by the Committee of the proposed resolution to terminate their membership, and
 - b. have the right to be present, make submissions, and be heard at the Committee meeting in which the proposed resolution is to be determined.
- 10.5 **Suspension:** If the Committee considers a Member has or may have engaged in one or more of the circumstances in Rules 10.3a to c inclusive, and it believes it is in the best interests of the Club to do so, it may suspend the Member pending determination of the disciplinary matter in accordance with Rule 10.4. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.
- 10.6 **Consequences of Suspension:** If a Member is suspended from membership of the Club, then until such time as the suspension is revoked, the Member concerned shall:
- a. not be entitled to attend, speak at or vote at a General Meeting;
 - b. not be entitled to continue to hold office in any position within the Club or GymSports NZ; and
 - c. not be entitled to any other privileges or benefits to which he or she would otherwise be entitled including participation in any competition, activity, event, function or meeting of the Club or GymSports NZ.
- 10.7 **Termination:** At a General Meeting of the Club the Members may terminate membership of any Member if the Committee or the Club Judicial Committee makes a recommendation to do so **provided that** a motion to that effect is notified in accordance with this Constitution. The motion for termination of membership must be adopted by a Special Resolution and shall not be voted on until the Member concerned has been given an opportunity to be heard.
- 10.8 **Consequences of Termination:** A Member who ceases to be a Member of the Club (whether by resignation or termination of membership) shall forfeit all rights in and claims upon the Club and GymSports NZ and the property of the Club and GymSports NZ, and shall not use any property of the Club or GymSports NZ including Intellectual Property.
- 10.9 **Relationship with GymSports NZ:** A Member who resigns from the Club or has their membership terminated by the Club shall be deemed to have also withdrawn or terminated their membership of GymSports NZ.
- 10.10 **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated by the Committee his or her membership may only be reinstated at the discretion of the Committee.
- 10.11 **Appeals:** A Member may only appeal a decision made under this Rule to GymSports NZ in accordance with the GymSports NZ Constitution and Regulations.

11. Register of Members & Other Participants

- 11.1 **Register:** The Administration Office shall keep and maintain a Register of Members in accordance with the Incorporated Societies Act and the Gymsports NZ Regulations.
- 11.2 **Privacy:** The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993. Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.
- 11.3 **Changes:** All Members shall provide written notice of any change to the details to the information provided on the Membership Form to the Club within fourteen (14) days of such change. The Club will then notify GymSports NZ of such changes.

- 11.4 **Participants:** If requested by the GymSports NZ Board, the Club shall supply to GymSports NZ by a specified date or dates, the numbers of any participants of Gymsports at the Club and any other details as specified in the Regulations, who are not members of the Club, for the purposes of a national database of all Gymsports participants. Any such database must comply with Regulations relating to it and comply with the Privacy Act.

Part III – Officers and Committee

12. Patron

- 12.1 There may be a Patron if deemed appropriate by the Committee. The Patron shall be invited by the Committee to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

13. Committee

- 13.1 **Role of the Committee:** The Committee shall be responsible for determining strategies, policies and financial arrangements of and for the Club and managing the Club. Subject to this Constitution, the Committee may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.
- 13.2 **Composition of the Committee:** the Committee shall comprise the following Committee Members:
- a. President;
 - b. Treasurer or Financial Advisor;
 - c. The Club Manager (an employee) , the Head and Assistant Coaches shall be an Appointed Members of the Committee
 - d. Gymnasts' Representative/s; and
 - e. no less than four (4) other members elected at the AGM.
- 13.3 **President:** The President shall be elected annually at the AGM and shall hold office until the conclusion of the next AGM. The President may be re-elected for subsequent and consecutive terms of office. Nominations for the President shall be made in the same manner and at the same time as nominations for Committee Members under Rule 13.5. The President shall attend and oversee Committee meetings and General Meetings of the Club and shall be entitled to a casting vote. The President shall carry out the functions and duties as prescribed by the Committee.
- 13.4 **Chairperson:** The President shall ensure Committee meetings and General Meetings of the Club are chaired in an appropriate manner; committee members may fill this role as part of their development .
- 13.5 **Election of Committee:** The Committee Members shall be elected by a majority of the Members present and entitled to vote at an Annual General Meeting, following nomination.
- 13.6 **Nominations:** Nominations for the President and the other Committee Members shall be made by the Members and shall be in the approved form and received prior to or at the Annual General Meeting. Note nominations will be accepted from members for themselves, all nominations need to be seconded by another member present at the meeting.
- 13.7 **Eligibility:** Individuals may not serve on the Committee if any of the following apply:

- a. **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967, or any equivalent provision under any replacement legislation;
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence 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 section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993, or any equivalent provisions under any replacement legislation or under sections 16(2) and 31(4) of the Charities Act 2005;
- e. **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988, or any equivalent provision under any replacement legislation;

and if any of the above circumstances occur to an existing Committee Member, they shall be deemed to have vacated their office upon such circumstance.

13.8 **Term of Office:** Subject to Rule 13.9 (Removal), the term of office for all Committee Members shall be one (1) year, expiring at the conclusion of the relevant Annual General Meeting. All Committee Members may be re-elected (under Rule 13.5) to the Committee.

13.9 **Removal:** The Members in an SGM called for this purpose may, by Special Resolution remove any Committee Member before the expiration of their term of office in accordance with the following process:

- a. upon the Administration Office receiving a request for a SGM for the purpose of removing a Committee Member, or the Committee as a whole, the Club Manager shall send the notice of the SGM to the Committee Member concerned, or the Committee (as the case may be), in addition to the Members of the Club; and
- b. following notification under Rule 13.8 (Notice of SGM) and before voting on the resolution to remove a Committee Member or the Committee as a whole, the Committee Member, or the Committee as a whole (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.

13.10 **Vacancies:** Where there is a vacancy on the Committee, the remaining Committee members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. The term of office for a person appointed as a Committee member to fill a vacancy under this Rule shall expire at the conclusion of the AGM following their appointment, or of any SGM called to fill the vacancy.

13.11 **Duties of Committee Members:** The specific duties pertaining to each role on the Committee are as determined by the Committee, and the general duties of each Committee Member are to:

- a. act in good faith and in the best interests of the Club at all times;
- b. exercise the powers of the Committee for proper purposes;
- c. attend committee, AGM and SGM meetings, non attendance of more than three consecutive meetings without notice or apologies' given will be deemed as resignation from the Committee
- d. act, and ensure the Club acts, in accordance with this Constitution;
- e. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;

- f. not agree to the Club incurring any obligations unless the Committee member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
- g. exercise the care, diligence and skill that a reasonable Committee member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Committee member and the nature of the responsibilities undertaken by the Committee member.

13.12 **Powers of the Committee:** Without limiting the generality of the Committee's powers to carry out the objects of the Club as it considers necessary, the Committee shall have the specific powers to carry out the following duties:

- a. develop and implement strategies, policies and procedures for the administration, promotion and development of Gymsports in the Club;
- b. develop and implement prudent policies to protect and enhance the Club's finances and property;
- c. designate areas of responsibility to each of the Committee Members and paid employees;
- d. establish, appoint and determine the composition of any subcommittees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those subcommittees or other groups;
- e. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Committee;
- f. appoint delegates to represent the Club at General Meetings of GymSports NZ and other Gymsports NZ events and Forums;
- g. make nominations for appointments to the Regional and National Boards and committees;
- h. make, repeal and amend rules for the regulation and control of any competitions or events at the Club and other venues including conditions of entry;
- i. control expenditure and raise any money to fulfil the objects of the Club;
- j. determine the criteria and procedures to apply in respect of the appointment of gymnasts, coaches, selectors, judges, and managers of Club squads and teams;
- k. open and operate in the name of the Club such banking accounts and other commercial agreements as deemed necessary;
- l. determine the dates on which competitions are held at the Club, having due regard to the yearly Regional and National calendars of GymSports NZ;
- m. to fill any casual vacancy on the Committee as specified in this Constitution;
- n. to call SGMs;
- o. to resolve and determine any disputes or matters not provided for in this Constitution; and
- p. to review its own processes and effectiveness.

13.13 **Committee Meetings:** Committee meetings may be called at any time by the President or two (2) Committee Members but generally the Committee shall meet at regular intervals agreed by the Committee. Except to the extent specified in this Constitution, the Committee shall regulate its own procedure.

13.14 **Quorum:** The quorum for a Committee meeting shall be five (5) not less than 2/3 of Committee Members.

13.15 **Voting:** Each Committee Member shall have one (1) vote at Committee meetings except the President who shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Committee member, by a show of hands or by a ballot.

- 13.16 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more of the Committee.
- 13.17 **Meetings using Technology:** Any one or more Committee Members may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.
- 13.18 **Expenses:** Committee Members may be reimbursed for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Committee must establish a policy to be applied to the reimbursement of any such expenses.
- 13.19 **Matters Not Provided For:** If any situation arises that, in the opinion of the Committee, is not provided for in the Regulations, policies or procedures of the Club or GymSports NZ, the matter will be determined by the Committee.

Part IV – General Meetings

14. Meetings of Members

- 14.1 **AGM:** The Club must hold an Annual General Meeting (“AGM”) once every year at such time, date and place as the Committee determines but not more than 15 months after the last AGM.
- 14.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings (“SGMs”).
- 14.3 **Notice of AGM:** The AGM will be publicised (using the usual club methods of communication) at least 30 days prior to the meeting date to all Committee and Club Members. The notice shall set out:
- the date, time and venue for the AGM; and
 - the closing date/s and process for nominations for any elections, proposed motions and other items of business to be submitted to the Administration Office.
- 14.4 **Notice of AGM Business:** Not less than fifteen (15) days before the date set for the AGM, any nominations for any elections, proposed motions, and other items of business must be received in writing by the Administration Office from Members.
- 14.5 **Business of AGM:** The following business shall be discussed at each AGM:
- the receipt from the Committee **the Reviewed Annual Accounts consisting** of a report and statement of financial position and statement of financial performance for the preceding year;
 - the election of Officers of the Club;
 - any motion or motions proposing to alter this Constitution; and
 - any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 14.6 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 14.5) shall be published by the Administration Office to the Committee and all Members by no later than seven (7) days

before the date of the General Meeting. Any additional items of general business may be raised from the floor.

14.7 **SGM:** The Administration Office must call a SGM upon a written request from:

- a. the Committee; or
- b. 10% or more of the Members.

The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. The SGM must only deal with the business for which the SGM is requested.

14.8 **Notice of SGM:** Notice of the SGM will be published at least 21 days prior to the meeting by the Administration Office to all Committee members and Members, the notice shall include the:

- a. date, time and venue and/or the manner in which the meeting is to be held; and
- b. proposed motion or motions that have been properly submitted for consideration.

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

14.10 **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 these Rules 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 full minutes shall be kept of all General Meetings and made available upon request by any Member:

- 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 motion to proceed is put to the meeting and carried by Special Resolution.

14.11 **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 at least 10 people. The quorum must be present at all times during the meeting. If a quorum is not obtained within half an hour 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 Committee and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

14.12 **Chairperson:** The President shall preside at the General Meeting. If the President is unavailable or unwilling to chair the meeting, then the persons entitled to be present at the General Meeting shall elect a person present to be the Chairperson of the General Meeting.

14.13 **Voting:** Unless otherwise required by this Constitution:

- a. A Simple Majority shall be sufficient to pass a resolution.
- b. The entitlement of Members to vote is as follows, one vote for every Individual Member. If an Individual Member is under 18 years of age their parent or other legal guardian may exercise their vote on their behalf. Administrative Members, Life Members, and Honorary Members are entitled to vote at General Meetings.
- c. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson unless a secret ballot is requested by any member present at the meeting or the Chairperson.
- d. On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the

motion unless the members present agree it is appropriate to do so, abstentions will also be recorded if it is agreed to do so.

- e. In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- f. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- g. Proxy votes are permitted, following procedures detailed in the SGM notice.

Part V – Miscellaneous

15. Finances

- 15.1 **Financial Year:** The financial year of the Club shall start on 1 January and end on 31 December, this may be altered if deemed necessary by the Committee.
- 15.2 The Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to a bank account(s) in the name of the Club and the bank account(s) must be operated in accordance with the policy determined by the Committee.
- 15.3 The Committee must ensure correct accounting records are kept. The **Reviewed** Annual Accounts will be filed with the Companies Office in accordance with the Incorporated Societies Act. The accounting records of the Club must be kept at the office of the Club or at such place as the Committee may determine and must be open to inspection by Members at such reasonable times agreed by the Committee.

16. Annual Report

- 16.1 The Committee shall prepare an Annual Report for presentation to the Annual General Meeting setting out a summary of the activities and major decisions of the Committee each year.

17. Rules of Gymsports

- 17.1 The rules of each Gymnastic Discipline of Gymsports shall be as set down and interpreted from time to time by the FIG and must be observed by the Club and all Members. All competitions held by the Club shall be carried out in accordance with the relevant GymSports NZ Regulations.

18. Common Seal

- 18.1 The common seal of the Club shall be kept in the control of the Administration Office and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signature of the President or any other member of the Committee.

19. Alterations to Constitution

- 19.1 Subject to Rule 19.2, this Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.

- 19.2 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 the Club. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

20. Prohibition on Personal Benefits

- 20.1 No Member or person associated with the Club or a Member may participate in or materially influence any decisions of the Club in respect of the payment to or on behalf of that person or Member of any income, benefit or advantage.
- 20.2 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 of this Constitution.

21. Previous Rules

- 21.1 Any by-laws, standing orders, regulations or other rules (excluding Guidelines and Policies) of the Club that were in force prior to the commencement of this Constitution shall, upon the commencement of this Constitution, be deemed to be revoked and superseded by this Constitution.

22. Winding Up

- 22.1 The Club may be voluntarily liquidated, wound up, or dissolved if a Special Resolution is passed at a General Meeting of the Club 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 sixty (60) days after the date on which the resolution was passed. A Liquidation Committee will be convened, consisting of at least five members of the Club.
- 22.2 If upon the liquidation, winding up or dissolution of the Club 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 Members of the Club but shall be given or transferred to some other charitable organisation, or body within New Zealand having objects similar to the objects of the Club or GymSports NZ as determined by the Liquidation Committee.

23. Indemnity

- 23.1 The Club shall indemnify its Committee members and employees against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Club, except occurring as a result of their negligence or wilful misconduct.

24. Interpretation

- 24.1 **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.

Acrobatic Gymnastics means dynamic, balance and combined exercises performed without apparatus by pairs, women's groups (3) or men's groups (4).

Aerobic Gymnastics means aerobic dance routines including gymnastic and acrobatic movements.

AGM means the Annual General Meeting of the Club.

Artistic Gymnastics means competitive gymnastics performed on prescribed pieces of apparatus by men and women.

Club Judicial Committee means the committee described in Rule 10.3i

Committee means the Committee of the Club as elected under Rule 13.

Committee Member means a member of the Committee.

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.

Event means any regional, inter-Club, or Club competition or other Gymsports competition held by (or under the auspices of) the Club, and any other event, meeting, function or activity held by (or under the auspices of) the Club.

FIG means the Federation Internationale de Gymnastique which is the international federation governing gymsports.

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Gymnastic Discipline means one of the Gymsports.

Gymsports means the sports and/or activities of Artistic Gymnastics, Rhythmic Gymnastics, Trampoline Gymnastics, Acrobatic Gymnastics, Aerobic Gymnastics and Gymnastics for All as defined by the FIG.

GymSports NZ means GymSports New Zealand Incorporated and, where relevant, also means the New Zealand Gymnastics Association Incorporated, as it was previously named.

Member means a person that is a Member of the Club as specified in Rule 4.

Register of Members means the register in which details of the Members and other participants are held by the Club and GymSports NZ as specified in Rule 11.

Regulations means the regulations of GymSports NZ established in accordance with the GymSports NZ Constitution, and as amended from time to time by the GymSports NZ Board.

Rhythmic Gymnastics means competitive gymnastics performed using prescribed hand apparatus.

Rules mean these rules and "Rule" has a corresponding meaning.

SGM means a Special General Meeting.

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

Trampoline Gymnastics means exercises performed on the trampoline and double mini trampoline and a tumbling track.

Upper Hutt Area includes and is not limited to the area from Stokes Valley and Manor Park north of the city to the Kaitoke region and all areas in between, including the Whitemans, Mangaroa and Akatarawa Valleys. Members or groups who wish to become members or participate in Club programmes will not be excluded.

24.2 **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; and
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution.