

Constitution and Rules of
QUEENSTOWN MOUNTAIN BIKE CLUB INC.

1 Name

The name of the club shall be hereafter referred to as QUEENSTOWN MOUNTAIN BIKE CLUB INCORPORATED/(QMTBC)

2 Objectives

The objectives of QMTBC shall be:

- a) To promote and represent the interests of all mountain bikers in Queenstown.
- b) To encourage mountain biking as a recreational and competitive sport.
- c) To promote the Off Road Code:
 - Yield the right of way to other non-motorised recreationalists.
 - Use caution when overtaking and make your presence known well in advance.
 - Maintain control of your speed at all times.
 - Stay on designated trails only.
 - Do not disturb stock or wildlife.
 - Leave no trace, respect public and private property.
 - Always wear a standards approved helmet when riding.
 - Support land access organisations.
- d) To promote the understanding, appreciation and maintenance of the natural environment of New Zealand.
- e) To organise and administer events for recreational and competitive mountain bikers, especially in the Queenstown District.
- f) To liaise with the National Body, *The New Zealand Mountain Bike Association Inc.*
- g) To raise funds to promote all or any of the objectives of the club.

3 Interpretation

In these rules and in any regulation made hereunder, unless repugnant to the context, the singular shall import the plural, and the plural shall import the singular, and the male shall import the female.

“QMTBC” shall mean the *Queenstown Mountain Bike Club Inc.*

“Committee” shall mean the Committee set up under Rule 8 hereof.

4 Membership

All applications for membership shall be made in writing to the QMTBC Secretary, and must be accompanied by the current subscription fee as advertised on the applicant form. Such application is deemed an acknowledgement of the Rules and Objectives of the QMTBC, and is an agreement to be bound by them.

The Secretary shall keep a register of members which shall record the full names and addresses of all members, as accurately as practicably, and with the date of which that person became a member. The membership register of the QMTBC shall be prima facie evidence of membership to the QMTBC.

The Secretary may give any member who fails to pay his/her subscription within two months of the due date, a motion in writing requiring him/her to pay the subscription within fourteen (14) days. If the member fails to pay the subscription upon this notice, the Secretary shall strike his/her name from the membership register, and that member shall forthwith cease to be a member of the QMTBC (without however being released from any existing liabilities to the QMTBC whether in respect of subscription fees or levies or otherwise).

5 Life Membership

At any general meeting a life member or life members maybe elected in recognition of outstanding service to the QMTBC and to the sport of mountain biking in general. Each nominee shall be nominated by the management committee of the QMTBC and at least seven days notice of each nomination must be given to all members of the QMTBC by the Secretary. The election shall be by ballot at which the nominee or nominees must receive at least a three/-forth majority of the votes cast.

6 *Headquarters*

The headquarters of the QMTBC shall be at such a place as the committee shall from time to time decree.

7 *Registered Office*

The registered office of the QMTBC shall be at the Secretary's residence or at such other places as the management committee may from time to time appoint, and notice of any change in the situation of the registered office shall be given to the Registrar of Incorporated Societies.

8 *Management*

The management of the affairs of the QMTBC shall be invested in the President and an executive of up to 8 members (including the President) referred to hereon as the Committee. These shall be elected at the Annual General Meeting of the QMTBC.

Any member of the Committee whom fails to attend three consecutive meetings of the Committee without having just cause being shown to the satisfaction of the Committee shall cease to be a member of the Committee upon a majority vote from the Committee. The removed member shall be informed of the Committee's decision in writing signed by the QMTBC.

The Committee may appoint any financial member of the QMTBC to fill any vacancy among it's members or to fill any office (President, Secretary, or Treasurer) of the QMTBC that may become vacant. Such appointment shall hold good until the next AGM.

Any member of the Committee may be expelled from his/her position upon a majority vote of the Committee for any actions unbecoming their position(s) on the Committee. The vacancy may be fulfilled by any financial member of the QMTBC, appointed by the Committee. The expelled Committee member has the right to appeal as per clause 19.

In the case of a resignation the Committee shall be given notice of such in writing by the member. The Committee shall accept the resignation effective immediately. A verbal notice of resignation will be accepted if three or more Committee members witness it. A verbal resignation will also be effective immediately. The Committee may appoint any financial member of the QMTBC to fill the vacancy.

9 *Offices*

The offices of the QMTBC shall be the President, the Secretary and the Treasurer. In addition, the AGM of the QMTBC may appoint any such other offices as they determine and shall prescribe the duties of such offices. The President, Secretary and the Treasurer shall be ex-officio members of the Committee. All offices shall be members of the QMTBC.

At no time shall one person hold more than one of the offices positions.

10 *Election of Officers and Committee*

No member whose subscription is in arrears or who is otherwise un-financial may be elected to any office in the QMTBC.

A candidate for office in the QMTBC must be proposed by one member and seconded by another. If that candidate is not present at the AGM then the person proposing him/her must provide evidence satisfactory to the Chair of that meeting, that such candidate is willing to accept office.

Nominations can be submitted to the QMTBC Secretary prior to the meeting, or taken from the floor. Where the number of candidates is greater than the number of offices to be filled a ballot shall be held. Where the number of candidates are less than or equal to the number of offices to be filled, then those candidates that are nominated will be automatically elected unless an objection is raised.

11 Duties of Officers

The duties of the Secretary shall be to call and attend all general meetings and all Committee meetings, to keep a register of the members of the QMTBC, to keep all records and generally to perform all clerical work of the QMTBC.

The duties of the Treasurer shall be to attend all general meetings and all Committee meetings, to receive all monies due the QMTBC, and issue a receipt for all monies received, and to place the same to the credit of the QMTBC banking account, to sign all cheques for disbursements in conjunction with the QMTBC President, to make payments in behalf of the QMTBC, to keep proper books of the accounts, to prepare and submit to the members of the QMTBC at the AGM a duly audited statement of the financial affairs of the QMTBC.

12 Committee Empowerment

The elected Committee shall control, manage or expend the funds of the QMTBC, and shall invest or otherwise deal with such funds not currently required, or borrow or raise such sums of money and to incur such liability on behalf of the QMTBC as it may think necessary or expedient in the furtherance of the objectives or purposes of the QMTBC. The approval to incur any liability on behalf of the QMTBC must be ratified by the members at a general meeting.

13 Special or Sub-Committees

Special Committees or Sub-Committees whose functions and duties shall be specified at the time of the constitution may be elected or appointed at the Annual General Meeting or at a special general meeting or by the management committee.

14 Chairperson

At all General Meetings of members of the QMBD and Committee meetings, the President shall preside. In his absence, the Vice President shall preside. If both should be absent the meeting will elect a Chairperson.

At all General Meetings of the members and all meetings of the Committee, the Chairperson shall have a deliberate vote and in the event of an equal ballot, a deciding vote.

The Chairperson's ruling shall be final on any point of order.

15 Common Seal

The Common Seal of the QMTBC shall bear the registered name of the QMTBC and shall be kept in the custody of the Secretary. It shall, after a resolution of the Committee in that behalf, be affixed to any document, deed or instrument in the presence of two members of the Committee, one of whom should be the President, whom shall prescribe their names and offices thereto as witnessed.

16 Financial Year

The financial year of the QMTBC shall commence on the first day of April each year and shall conclude on the 31st March.

17 Resignation

Any member of the QMTBC wishing to leave it shall forward his/her resignation to the Secretary in writing.

18 Expulsion

When any member of the QMTBC, through flagrant breaches of the rules and regulations of the QMTBC, or by any action likely to bring the QMTBC or the sport of mountain biking into disrepute, making it undesirable that he/she should continue to be a member of the QMTBC, then the QMTBC may, by a two thirds majority resolve to cancel the membership.

A special General Meeting to suspend or expel a member can be called by the Committee, or by requisition signed by three or more financial members of the QMTBC. The requisition shall be addressed to the Secretary of the QMTBC.

On receipt of such a requisition, the QMTBC Secretary shall forthwith take the necessary steps to convene a meeting.

At least fourteen (14) days notice in writing of the meeting shall be given to the member concerned, outlining the reasons for considering his/her expulsion. A registered letter shall be deemed to be receipt of notice.

The notice to members of such a meeting shall be the same as that prescribed for the Annual General Meeting of the QMTBC in clause 20.

Pending the hearing and determination of the charge, the Committee shall suspend the member from participation in events sanctioned by the QMTBC. Written notice shall be given to the member concerned, confirming the final decision of the Committee, and their status with the QMTBC.

The duration of any suspension of membership shall be decided by the AMG, subject to appeal to the Committee as laid down in Clause 19.

Should the accused member also be a member of the national body, then all records of the offence and the minutes of the special General Meeting shall be forwarded onto the Secretary of the National Body, upon which the National Bodies Committee shall act.

19 Appeals

Any member of the QMTBC may appeal to the Committee against any decision of any officer or sub-committee of the QMTBC.

Such an appeal shall be in writing, addressed to the Secretary of the QMTBC, and shall set forth specifically the decision appealed against and the grounds of such appeal.

The Secretary shall arrange for the hearing and determination of the appeal by the Committee at the earliest convenient date. Both the person appealing and the official or officials appealed against shall have the right to appear before the Committee prior to the determination of the appeal.

There shall be no appeal on the question of fact.

Should the determination of the appeal remain in the favour of the first determination, then the decision from the first determination shall stand. There shall be no second right of appeal.

Should the determination of the appeal decide in the favour of the appeal, then the member shall be then recognised as a full member of the QMTBC, and the issue shall be deemed consummated.

20 Annual General Meeting

The Annual General Meeting (AGM) of the members of the QMTBC shall be held each calendar year within 18 months of the previous AGM.

Forty-two days notice shall be given by the Secretary of the QMTBC to the members via post or e-mail to each member, or by advertisement in a daily newspaper.

Business shall be:

- a) To receive the Annual Report and Financial Statement.
- b) To elect officers.
- c) To consider motions of which notice has been given.
- d) To transact general business.

The order in which the business is transacted shall be determined by the Chairperson.

21 Special General Meeting

A Special General Meeting (SGM) of members may be called at any time by the Committee or by requisitions signed by not less than 15% of financial members of the QMTBC. The requisition should be addressed to the Secretary and should set out specifically the business for which the SGM is required.

Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice of which to the members shall be the same as that prescribed in clause 18.

At a SGM only the business set out in the notice convening the meeting shall be considered.

22 Meeting of Committee

Meetings of the Committee may be called by the Secretary at any time or on such dates as the Committee shall determine. Ten days notice shall be given.

23 Voting

All voting shall be by show of voices except where the vote is challenged, upon which a show of hands will be taken.

In all contested offices at the AGM, the voting shall be by secret ballot.

24 Quorum

At all AGM and SGM of members of the QMTBC, the quorum shall be 25 members or 10% of the members entitled to attend such meetings, whichever is the least.

If after the expiration of such time deemed applicable by the Chairperson, the meeting shall be adjourned should the required quorum not be reached. Notice of a new date and meeting shall be given by the Secretary.

If at that resumed meeting there is still no quorum present, then those at the meeting shall constitute the quorum.

A quorum for a Committee meeting shall be seven of the twelve elected, or 60% whichever is the least.

25 Regulations

The members of the QMTBC, or the Committee of the QMTBC at any time may make regulations for the conduct of the QMTBC, as they shall determine, but they shall not conflict with these rules.

Any regulation made by the Committee should hold good until the ensuing AGM of members where it must be confirmed or lapsed.

26 Alteration of Rules

The rules of the QMTBC shall not be altered, added to or rescinded except on the vote of a majority of three quarters of the members present at any Annual General Meeting, or at a Special General meeting duly convened. Notice of any proposed alteration, addition or rescission must be given in

writing to the Secretary of the QMTBC at least 14 days before the meeting at which it is intended to propose such alteration, addition or rescission. At least 10 days notice of such meeting shall be given either by post or by advertisement inserted once in a Public Newspaper circulating in the Queenstown District, by the Secretary of the QMTBC to all members of the QMTBC.

27 Interpretation of Rules

- a) The decision of the Management Committee on the construction or interpretation of any rule shall be conclusive and binding on all members of the QMTBC until endorsed or altered at a specially convened General Meeting of the QMTBC, to be held within 30 days of such decision.
- b) All resolutions passed at any General Meeting of the QMTBC or any meeting of the Management Committee shall be conclusive and binding on all QMTBC members whether present at such meeting or not, provided that such meeting shall have been held at conformity with the rules. The Management Committee shall be the sole judge as to whether the rules have been complied with or not.
- c) If any matter arises which in the opinion of the Management Committee is not provided for in the rules, it shall be dealt with in such manner as is deemed expedient by the Management Committee.

28 Judgement of the National Body

If any rule or regulation made hereunder, is not included or catered for by the QMTBC's constitution, then the National Bodies constitution and regulations shall take precedence. If any dispute of point is still not covered under the National Body then a Special General Meeting shall be called to resolve the point, notice of which shall be given as per described in Clause 18.

29 Pecuniary Gain

Should any member of the QMTBC stand to derive any pecuniary gain from any matter under discussion, either by Committee or by the QMTBC, he/she shall declare his/her pecuniary interest in the matter and abstain from voting on the matter, and can be asked to leave the meeting for the period of the discussion.

30 Winding Up

In the event of the Dissolution of the QMTBC, or the QMTBC through any cause ceasing to exist, the funds and property thereof, after the discharge of any and all liabilities shall be handed to the New Zealand Mountain Biking Association Inc., or the Governing National Body at the time, to be disposed of as the NZMBA shall determine.

In no event shall the surplus assets of the QMTBC be divided among the members thereof.

The QMTBC may be wound up voluntarily if the QMTBC, at a General Meeting of its members, passes a resolution requiring the QMTBC to do so, and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.