

Egmont Athletics Club Incorporated
P.O. Box 774
New Plymouth



CONSTITUTION

OF

Egmont Athletics Incorporated

(formally New Plymouth Athletics Inc).



Egmont Athletics Incorporated

Constitution

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Egmont Athletics Constitution

1. Definitions and interpretation

1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

Athletics New Zealand means Athletics New Zealand Incorporated (216839).

Balance Date means 30th June in each calendar year, or the date as the Committee decides.

Club Regulations means any bylaws, policies, regulations and codes of the Club made under clause 18.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

Centre means Athletics Taranaki.

Club means Egmont Athletics Incorporated [(incorporation number [insert])].

Committee means the Club's governing body.

Committee Member means a member of the Committee defined as any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

General Meeting means an AGM or SGM of the Club.

Interested has the meaning given in section 62 of the Act, but excludes where a Committee Member is the parent or guardian of a Member, and that Member may obtain a financial benefit from the Matter in question].

Life Member means a person who has been granted the status of Member for the entirety of their life.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the Club and includes all classes of members described in clauses 5.4 and 5.6.

Notice means informing Members via email, post, print media, courier or posting on the Club's website or social media account.

Ordinary Resolution means a resolution passed by a majority of votes of those persons entitled to vote and voting on the question.

President means the person elected as president of the Club from time to time in accordance with clause 9.7.

Registrar means the Registrar of Incorporated Societies under the Act.

Safeguarding means a preventative approach to child protection by minimising or eliminating harm to a child.

Secretary means the person elected as secretary of the Club from time to time in accordance with clause 9.7.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes of those persons entitled to vote and voting on the question.

Treasurer means the person elected as treasurer of the Club from time to time in accordance with clause 9.7.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Taranaki.

2. Club details

- 2.1 **Name:** The name of the society is Egmont Athletics [Incorporated / Inc / Manatōpū] (formally New Plymouth Athletics Club Inc).
- 2.2 **Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. Until that first meeting, the Secretary will be the Contact Person. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Club are to:
- (a)
 - (b) promote, develop, foster and administer the sport of athletics in all its various disciplines for the benefit of Members, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa;

- (c) promote, develop and co-ordinate athletics competitions;
- (d)
- (e) support the development of Members, including the relevant training, Safeguarding requirements, education and development of the Members, including officials, coaches, team managers and volunteers.

3.2 **Powers:** The Club shall have the capacity and the rights, powers and privileges conferred by the Act, including all powers necessary for, or ancillary or incidental to, fulfilling its Purposes.

4. **Registered office**

4.1 **Registered office:** The registered office of the Club is such place as determined by the Committee from time to time.

4.2 **Change of registered office:** The Committee may determine to move the registered office of the Club from time to time. The Secretary must inform the Registrar of this change within the time frame required by the Act.

5. **Members**

5.1 **Application:** An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required **by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.**

5.2 **Acceptance:** Within 20 Working Days of an applicant applying to become a member, the Committee will determine the outcome of the membership application, at its sole discretion. If no refusal is communicated within this timeframe, the application is deemed to have been accepted. Where the application is refused, the fees will be refunded. The Committee must advise the applicant of its decision.

5.3 **Member consent:** A person or entity consents to become a Member by submitting a written application to the Club.

5.4 **Members:** The Members of the Club are:

- (a) **Member:** A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
- (b) **Life Member:** A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

- (c) Honorary Member: An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution at a Management Meeting passed by a simple majority of the Committee present and voting. An Honorary Member has no membership rights, privileges or duties.
- (d) any other categories of Member as the Committee determines.

5.5 **Membership entitlements not transferable:** A right, privilege or obligation, which a person has by reason of being a Member is not capable of being transferred or assigned to another person and terminates on cessation of that Member's membership.

5.6 **Life Members**

- (a) A person may become a Life Member in recognition and appreciation of outstanding service by an individual to the Club. Any Member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by a Special Resolution of Members at a General Meeting. A person consents to becoming a Life Member on acceptance of their life membership. Life Members have such rights and benefits as determined by the Committee from time to time.
- (b) Any Life Member shall have full voting rights and shall be exempt from paying the Club membership fees.

5.7 **Member rights and obligations:** Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and the rules, regulations, procedures and policies of Egmont Athletics;
- (b) they shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute;
- (c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
- (d) to receive, or continue to receive or exercise Member rights, they must meet all the Member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period; and
- (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property.

5.8 **Member register:** the Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details, the date they became a Member and the date they cease to be a Member. A Member must provide notice to the Club of any change to their Contact Details. The Committee will keep a record of those who

have ceased to be a Member within the previous 7 years and the date on which they ceased to be a Member.

6. Suspension and termination of membership

- 6.1 **Suspension of Member:** If a Member is, or may be, in breach under clause 5.7, and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the Member until final determination of the matter under clause 20. Before imposing any suspension, the Member must be given notice of the suspension.
- 6.2 **Suspension of Member rights:** Unless otherwise determined by the Committee, while a Member is suspended, the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements of a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined. However, whilst suspended, the Member continues to be bound by this Constitution.
- 6.3 **Termination by Committee:** The Committee may, by Ordinary Resolution and written notice stating the reasons for arriving at their decision, terminate a Member's membership:
- (a) for breach of their obligations under clause 5.7; or
 - (b) following the dispute resolution process set out in clause 20 or such other process set out or referred to in this Constitution.

Unless otherwise specified in such notice, termination is effective as of the date of the notice.

- 6.4 **Ceasing to be Member:** A Member ceases to be a Member:
- (a) except for a Life Member, at the expiry of the term of their membership period;
 - (b) by giving notice to the Committee of their resignation, with such resignation to be effective at the date such notice is received by the Committee (unless a later date is specified in such notice);
 - (c) by applying for a transfer to another athletics club through the national membership system provided for the Club by Athletics New Zealand and upon the transfer being approved by that other club;
 - (d) upon a Member's passing.
- 6.5 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership fees and other fees to the Club;
 - (b) must return all the Club's property;

- (c) continues to be bound by, and remains subject to, this Constitution, the Bylaws and the rules, regulations, procedures and policies of the Club with respect to such Member's activities that occurred during the term of their membership of the Club; and
- (d) ceases to be entitled to any rights of a Member.

7. **Membership Fees**

- 7.1 **Membership Fees:** The fees to the Club shall be such amount as set by the Committee at the AGM and shall be payable in advance. Fees set by national or regional bodies (eg Athletics New Zealand and Athletics Taranaki) shall be added to the Club membership fees.
- 7.2 **Other Fees:** The Committee may determine that other fees are payable by Members from time to time.
- 7.3 **Period:** Each Member shall be granted membership for up to one year depending on the category and type the Member chooses. The fee shall be due and payable (on a pro rata basis where applicable) on the date of application. Renewals will fall on the date immediately following the date the Member's membership period expires.

8. **General Meetings**

- 8.1 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after each Balance Date of the Club and not more than 15 months after the previous AGM.
- 8.2 **Notice of AGM:** The Members must be given at least 10 Working Days notice informing them of the date, time and place of the AGM.
- 8.3 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Club at least 5 Working Days before the date of the AGM.
- 8.4 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 2 Working Days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree unanimously to discuss any other items.
- 8.5 **Business of AGM:** The following business will be discussed at the AGM:
 - (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;

- (ii) the annual financial statements;
 - (iii) where required by the Act or where the Club elects to do so, the auditor's/reviewer's report, whereby a qualified auditor/reviewer has audited the annual financial statements;
 - (iv) notice of any disclosures of conflicts of interest made by Committee Members (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- (c) if relevant, the auditor's/reviewer's appointment;
 - (d) the election of any Committee Members, including the President, Secretary and the Treasurer as provided for in clause 9.7; and
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
 - (f) set membership classes and fees.
- 8.6 **SGM:** The Committee must call a SGM if determined by a majority of Committee members or if it receives a written request stating the purpose of the SGM from 75% of Members.
- 8.7 **Notice of SGM:** Members must be given at least 10 Working Day's notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 8.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed by the Committee or by means of audio link, audio-visual link or any other form of communication approved by the Committee.
- 8.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 10 of the Members who are entitled to vote, including Members present by casting votes by electronic means. A quorum must always be present during the General Meeting.
- 8.10 **No quorum at AGM:** If a quorum is not met within 20 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the Chair of the AGM (which date may not be less than 6 nor more than 30 days after the date of the AGM). Notice of the day, time and place for the adjourned AGM must be given to all Members as soon as reasonably possible after the original scheduled AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time, are deemed to constitute a valid quorum.

- 8.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 8.12 **Control of General Meetings:** The President chairs General Meetings. If that person is unavailable, a Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 8.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated by:
- (a) one or more Members not receiving notice of the meeting;
 - (b) notice not being given within the required time frame; or
 - (c) an accidental irregularity, error or omission in the notices, agendas or papers of the meeting or notice.
- 8.14 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 8.15 **Voting:** A Member is entitled to exercise one vote on any motion at a General Meeting in person unless:
- (a) their membership has been suspended as set out in clause 6.2 of this Constitution;
 - (b) the Member is under the age of 16 years at the time of the meeting.
- 8.16 **Conduct of voting:** Voting is conducted by a show of hands, or an equivalent electronic process, of those Members eligible to vote (and including votes cast by post or electronic means where permitted by the Committee), unless a secret ballot is called for and approved by the chair or 5 Members or as otherwise required under this Constitution.
- 8.17 **Minutes:** Minutes must be kept of all General Meetings.
- 8.18 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

9. **Committee**

- 9.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the Committee must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club. The Committee may allocate amongst the Committee Members, specific roles or functions.
- 9.2 **Composition:** The Committee consists of the President, Vice President(s) (if decided and elected at the AGM), the Secretary, the Treasurer plus a minimum of 3 other

persons elected at the AGM. A majority of the Committee Members must be made up of Members (or representatives of bodies corporate that are Members).

9.3 Role of President: The President will:

- (a) preside over AGMs and SGMs and meetings of the Committee;
- (b) provide an annual report on the operations of the Club to present to the Members at the AGM outlining the Club's activities since the previous AGM;
- (c) ensure the affairs of the Club are properly conducted;
- (d) undertake activities to promote the Club, good relations and communications between Members and the reputation and best interests of the Club;
- (e) attend to such other duties as reasonably required by the Committee; and
- (f) comply with this Constitution and the Bylaws.

9.4 Role of Vice President(s) (if decided and elected at the AGM): The Vice President(s) will;

- (a) assist the President in leading the club;
- (b) in the absence of the President stepping in and assuming the Presidents responsibilities;
- (c) undertake activities to promote the Club, good relations and communications between Members and the reputation and best interests of the Club;
- (d) attend to such other duties as reasonably required by the Committee; and
- (e) comply with this Constitution and the Bylaws.

9.5 Role of Role of Secretary: The Secretary will:

- (a) attend to all correspondence;
- (b) prepare, circulate and maintain a record of the agenda and minutes of all Committee Meetings, AGMs and SGMs to those entitled to receive them;
- (c) ensure that any subcommittee keeps minutes;
- (d) ensure that a membership register is maintained;
- (e) keep all records;
- (f) attend to such other clerical duties reasonably required by the Committee and the Club; and
- (g) comply with this Constitution and the Bylaws.

With the written approval of the Committee, these tasks may be varied or delegated but the Secretary remains responsible for their performance.

9.6 Role of Treasurer: The Treasurer will:

- (a) receive all money paid to or received by the Club and pay all accounts approved by the Committee. The Committee may delegate levels of payment to the Treasurer by written authority;
- (b) invest all funds of the Club in the manner directed by the Committee;
- (c) keep the Club's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Committee; and
- (d) comply with this Constitution and the Bylaws.

9.7 Election of Committee Members: Committee Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 5 days before the AGM;
- (b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set, at least 2 days before the AGM;
- (c) the Committee must give notice of the nominations to all Members in the notice of the AGM agenda provided under clause 8.2.
- (d) at the AGM, if there are more nominees than number of positions available, an election is to be held by secret ballot, unless otherwise decided by the chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
- (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote;
- (h) if no written nominations have been received in accordance with 9.7(b) above, nominations may be taken from the floor; and
- (i) if a position remains unfilled following the AGM, the Committee may appoint a person of their choice to fill the position.

9.8 Qualification: Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and
- (b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.

9.9 Disqualification: The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is an employee of, or independent contractor to, the Club.

- (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- (c) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

- 9.10 **Term of office:** The term of office for all Committee Members is 1 year, expiring at the end of the relevant AGM. A Committee Member may be re-elected to the Committee. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 9.11 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may:
- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 9.12 **Suspension of Committee Member:** If any Committee Member is or may be the subject of an allegation, notice or charge described under clause 9.9 or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.
- 9.13 **Removal of Committee Member:**
- (a) The Committee may, by Special Resolution, remove any Committee Member before the expiry of their term of office if the Committee considers the Committee Member concerned:
 - (i) has seriously breached their duties under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be a Committee Member.

- (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (c) Before considering a motion for removal, the Committee Member who is the subject of the motion must be given:
 - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response;
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.

9.14 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Committee;
- (c) the person is removed from office under clause 9.13;
- (d) the person becomes disqualified from being a Committee Member under section 47(3) of the Act; or
- (e) the person passes away.

10. **Committee meetings**

- 10.1 **Calling meetings:** Committee meetings may be called at any time by the Chair or by 5 Committee Members, but generally the Committee meets monthly.
- 10.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 10.3 **Quorum:** The quorum for a Committee meeting is 5 Committee Members. Committee Members may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 10.4 **President:** The President will chair Committee meetings and General Meetings. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the President's role during the period of unavailability.
- 10.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes

are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.

- 10.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

11. **Committee Member's Duties**

A Committee Member:

- (a) when exercising powers or performing duties as an Committee Member, must act in good faith and in what the Committee Member believes to be the best interests of the Club;
- (b) must exercise a power as a Committee Member for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities 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 them;
- (e) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors or 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) must not agree to the Club incurring an obligation unless the Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so;
- (g) when exercising powers or performing duties as a Committee Member, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Committee Member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Committee Member believes on reasonable grounds to be within the person's professional or expert competence; or

- (iii) any other Committee Member or subcommittee of Committee Members on which the Committee Member did not serve in relation to matters within the Committee Member's or subcommittee's designated authority, if the Committee Member, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted; and
- (h) must comply with this Constitution and the Bylaws.

12. Conflicts of Interests

- 12.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Committee Members. The Committee must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested party nor the details of the interest disclosed).
- 12.2 **Duty to disclose interest:** Any Committee Member who is Interested in a Matter being considered or affecting the Club must disclose the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and include it in the interests register as soon as practicable after the Committee Member becomes aware that they are Interested in the Matter.
- 12.3 **Consequences of being Interested:** A Committee Member who is Interested in a Matter:
 - (a) must not vote in any decision on that matter or sign any document relating to the entry into a transaction or the initiation of the matter. However, the Interested Party can be present at the time of the decision, contribute to the discussion leading to the decision and be counted as part of the quorum; but
 - (b) the Committee may, by unanimous agreement of all Committee Members (other than the Interested Party), exclude the Interested Party from any further discussion or involvement with that matter.
- 12.4 **Calling of SGM:** Despite clause 12.3, if a majority of Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 12.5 **Notice of failure to comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

13. Subcommittees

- 13.1 **Appointment:** The Committee may appoint subcommittees for such purposes as it thinks fit. Subcommittees will consist of such persons (whether or not Members) as determined by the Committee or, where authorised by the Committee, the chair of the subcommittee.

13.2 **Procedure:** Unless otherwise resolved by the Committee:

- (a) meetings of a subcommittee may be held in person or by teleconference or by audio or electronic communications or other means by which those participating may hear each other simultaneously;
- (b) the quorum of every subcommittee is a majority of the members of the subcommittee;
- (c) the subcommittee shall have power to co-opt additional members to the extent the subcommittee resolves that it is necessary to fulfil the applicable purpose of the subcommittee's formation;
- (d) no subcommittee shall have the authority to commit the Club to any obligation or financial expenditure without express written authority from the Committee; and
- (e) no subcommittee may delegate any of its powers or responsibilities.

13.3 **Resolution in writing:** A resolution in writing, signed or consented to by email or other electronic means by all members of the subcommittee [for the time being entitled to receive notice of a meeting of the subcommittee], shall be valid and effectual as if it had been passed at a meeting of the subcommittee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more members of the subcommittee; or
- (b) several emails in similar form each sent or transmitted by a separate member of the subcommittee.

14. **Patrons**

A person may be invited by the Committee to be a Patron to show their support for the Club and to help establish or maintain public credibility of the Club. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

15. **Finances**

- 15.1 **Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 3.
- 15.2 **Balance date:** The Club's balance date is 30th of June or on the date as the Committee decides.
- 15.3 **Financial reporting:** The Committee shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements.

- 15.4 **Review of financial statements:** The Club's financial statements must be reviewed each year and the reviewed financial statements must be submitted to the AGM. The initial reviewer will be appointed by the Committee. Thereafter, the reviewer shall be appointed by the Members at each AGM.
- 15.5 **Annual Return:** The Committee shall ensure that an annual return is given to the Registrar for registration within 6 months of the Balance Date and contain the prescribed information in accordance with the Regulations.
- 15.6 **No personal benefit:** The Committee Members and Members may not receive any distributions of profit or income from the Club. This does not prevent Committee members or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the Club for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Committee Member or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

16. **Information**

- 16.1 **Request for information:** A Member may at any time make a written request to the Club for information held by the Club, including the annual financial statement or the minutes presented at the most recent AGM. Such request must specify the information sought in sufficient detail to enable it to be identified. The Club must, within a reasonable time after receiving the request, provide, agree to provide, or refuse to provide, the information requested in accordance with the Act.

17. **Amendments**

- 17.1 **Amendments:** This Constitution may only be amended or replaced by an Ordinary Resolution of Members at a General Meeting.
- 17.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

18. **Bylaws and Integrity**

- 18.1 **Bylaws:** The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Club's purposes set out in clause 3, the Act and any other laws. All Bylaws are binding on the Club, Members and Committee Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution. A copy of the Bylaws for the time being, shall be

available for inspection at the registered office of the Club by any Member during ordinary business hours.

19. Notices

- 19.1 **Notices:** A notice may be given by the Club to any Member either personally, by posting on the Club's website or social media account, or by sending it to the Member at the address supplied by the Member (including by email or other electronic communication).

20. Dispute resolution

- 20.1 **Dispute Resolution:** The dispute resolution process for the Club is set out in the Dispute and Conflict Resolution Process.

21. Indemnity

- 21.1 **Indemnity for liability:** The Club shall indemnify each Committee Member and may indemnify its employees in respect of:
- (a) liability to any person other than the Club for any act or omission in their capacity as a Committee Member or employee, not being criminal liability or a liability that arises out of a failure to act in good faith and in what the Committee Member believes is the best interests of the Club when acting in the capacity as a Committee Member or employee; and
 - (b) costs incurred by that Committee Member or employee in defending or settling any claim or proceeding relating to any such liability.

21.2 Indemnity for costs

The Club shall indemnify each Committee Member and may indemnify its employees for any costs incurred by any of them in defending or settling any proceeding:

- (a) that relates to the liability for any act or omission in their capacity as a Committee Member or employee of the Club, not being criminal liability or a liability that arises out of a failure to act in good faith and in what the Committee Member believes is the best interests of the Club when acting in the capacity as a Committee Member or employee; and
- (b) where judgment is given in their favour, or where they are acquitted, or is discontinued.

22. No financial gain

- 22.1 **No financial gain:** Without limiting section 24 of the Act, no financial gain shall be made from the Club by any of its Members, except that:

- (a) any Member may receive full reimbursement for reasonable expenses legitimately incurred by that Member in connection with the affairs of the Club;
- (b) the Club may pay reasonable and proper remuneration to any Committee Member or employee of the Club in return for services actually rendered to the Club;
- (c) any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member or by any firm or entity that the Member is a member, employee or associate in connection with the affairs of the Club; and
- (d) any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Club may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that that Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Club.

23. **Liquidation and removal**

23.1 **Decision to liquidate or remove from register:** At a General Meeting, the Members may, by a Special Resolution, resolve to:

- (a) appoint a liquidator;
- (b) request that the Registrar remove the Club from the Register of Incorporated Societies pursuant to section 175 of the Act,

and that decision shall be effective from the date of that resolution (or such later date specified in that resolution).

23.2 **Notice:** The Committee must give notice in accordance with section 228 of the Act to all Members at least 20 Working Days prior to the General Meeting at which a resolution under clause 23.1 is to be considered.

23.3 **Surplus assets:** In the event of the liquidation of the Club or its proposed removal from the Incorporated Societies Register, any surplus assets of the Club, after the settlement of all liabilities, must be distributed to Athletics Taranaki or any other not for profit entity that shares similar purposes to the Club.

24. **Matters not provided for**

24.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.