

**Guide to Using the Template Athletics Club Constitution (August 2011)**

**About this Guide**

This Guide is designed to assist Clubs that are Members of Athletics NZ. It sets out a basic Constitution that can be used and adapted by Clubs, together with some drafting tips.

Any Club that is a Member of Athletics NZ can request a Microsoft Word version of this document. That version sets out the text of the template Constitution, excluding the drafting tips.

**About the Template**

The template is a basic Constitution that can be adapted by each Club to suit their own needs. The template is designed to align to the Athletics NZ Constitution and the requirements of Member Clubs that are specified in that document.

The template assumes every Club that uses the template:

* represents the Athletics community in a particular area and does not deliver other sports or activities – if this is not the case legal advice should be sought before using this template; and
* is an incorporated society. This is because Athletics NZ requires all of its Member Clubs to be incorporated societies, except in limited circumstances (see Rule 6 of the Athletics NZ Constitution).

Athletics NZ requires Clubs to be incorporated because:

* An incorporated society has limited liability – this means members of the Club are not personally liable for the debts and obligations of the Club (unless such debts or obligations are entered into to obtain profit, or as a result of negligence).
* An incorporated society can enter into contracts and deal with property in its own name.
* An incorporated society can sue and be sued in its own name.
* An incorporated society can continue to exist even as its membership changes.
* An incorporated society cannot operate for the personal benefit of individuals – it must be a not-for-profit body.

If your Club is not an incorporated society do not use this template. If a Club is not incorporated:

* The office bearers and members of the Club can be held personally liable for the debts or obligations of the Club.
* The Club cannot own property or enter into contracts – instead the Club’s members or office bearers must do this in their own personal names.
* There can be problems with obtaining grants or other funding.

You can check whether your Club is an incorporated society by searching on-line through the Incorporated Societies Office – [www.societies.govt.nz](http://www.societies.govt.nz/). This website also contains useful information about establishing and running an incorporated society.

**Get Legal Advice**

A Constitution is an important legal document. Athletics NZ recommends that all Clubs obtain legal advice about how to use and adapt this template.

This template has been prepared based on the law as at August 2011. If any legislation relevant to this document changes the template may need to be updated.

**Tax Status of Your Club**

The template is designed to allow a Club to seek (or maintain) an exemption from the payment of income tax as an amateur sports body. An alternative tax exemption can be obtained if your Club is registered as a charity with the Charities Commission. There are a number of requirements that must be met to be a charity and changes will need to be made to this template before a Club can register as a charity. Professional advice should be sought. For basic information on being a registered charity refer to [www.charities.govt.nz](http://www.charities.govt.nz/).

**If Your Club Already has a Constitution**

Most Clubs will already have a Constitution in place. If your Club decides to use this template you should:

1. Obtain advice and adapt the template to suit any specific needs of your Club.
2. Consult with Members of the Club about the proposed new Constitution.
3. Adopt the new Constitution as the Constitution of the Club. This must be done in accordance with the rules in the current Constitution of the Club – which usually requires Members to approve the adoption of the new Constitution at a General Meeting by a certain majority.
4. Once the new Constitution has been adopted it must be registered with the Registrar of Incorporated Societies.

Any questions regarding this Guide or the template club constitution should be directed to Athletics NZ.

Scott Newman

Athletics NZ Chief Executive

# [name of Club – eg Dover Athletics Club ] Incorporated

**Constitution**

## TABLE OF CONTENTS

***Drafting Note:*** *This table of contents has been electronically generated so the headings and page numbers can be automatically updated. To do this, click on the text (which will shade grey), right click and choose “update field” and “update entire table”. Then format the font as desired. If new Rules are added to this document without using the “Styles” used in this document (which have been electronically generated), the automatic updating of the contents page may not work. Please refer to the Microsoft Word help pages for more information about styles and fields.*

[PART I – OBJECTS & POWERS 2](#_TOC_250032)

* 1. [Name 2](#_TOC_250031)
  2. [Registered Office 2](#_TOC_250030)
  3. [Status 2](#_TOC_250029)
  4. [Objects 2](#_TOC_250028)
  5. [Powers 3](#_TOC_250027)

[PART II – MEMBERSHIP 4](#_TOC_250026)

* 1. [Members 4](#_TOC_250025)
  2. [Becoming a Member 4](#_TOC_250024)
  3. [Life Members 5](#_TOC_250023)
  4. [Rights & Privileges of Membership 5](#_TOC_250022)
  5. [Membership Fees & Other Fees 6](#_TOC_250021)
  6. [Member Obligations 6](#_TOC_250020)
  7. [Cessation of Membership 6](#_TOC_250019)
  8. [Discipline 7](#_TOC_250018)
  9. [Register of Members 8](#_TOC_250017)

[PART III – GOVERNANCE 8](#_TOC_250016)

* 1. [Patron 9](#_TOC_250015)
  2. [Club Committee 9](#_TOC_250014)

[PART IV – GENERAL MEETINGS 12](#_TOC_250013)

* 1. [Meetings of Members 12](#_TOC_250012)

[PART V – MISCELLANEOUS 14](#_TOC_250011)

* 1. [Finances 14](#_TOC_250010)
  2. [Use of Money & Other Assets 15](#_TOC_250009)
  3. [Rules of Athletics 16](#_TOC_250008)
  4. [Common Seal 16](#_TOC_250007)
  5. [Club Colours 16](#_TOC_250006)
  6. [Alterations to Constitution 16](#_TOC_250005)
  7. [Bylaws 16](#_TOC_250004)
  8. [Previous Rules 17](#_TOC_250003)
  9. [Winding Up 17](#_TOC_250002)
  10. [Indemnity 17](#_TOC_250001)
  11. [Interpretation 17](#_TOC_250000)

**[name of Club] Incorporated Constitution**

## Part I – Objects & Powers

***Drafting Note:*** *Part I sets out basic information about the Club. The drafting notes indicate whether a Rule is required by law or under the Athletics NZ Constitution.*

## Name

* 1. The name of the incorporated society is [insert name eg Dover Athletics Club] Incorporated (known as the “Club”).

***Drafting Note:*** *This Rule is* ***required by law****. The Club name* ***must*** *end with the word “Incorporated” – section 6(1)(a) Incorporated Societies Act 1908.*

*It is possible to have a legal name which differs from the Club’s trading name. For example, the legal name may be “The One Tree Hill Athletics Club Incorporated” but the Club may use a trading name like “OTH Athletics”.*

## Registered Office

* 1. The registered office of the Club shall be at such place as determined by the Club Committee from time to time.

***Drafting Note:*** *All incorporated societies* ***must*** *have a registered office to which all communications may be addressed, but the physical address does not have to be included in the Constitution. This is* ***required*** *by section 18(1) of the Incorporated Societies Act 1908. The Club* ***must*** *notify the Incorporated Societies Office of its address – section 18(2) of the Incorporated Societies Act 1908.*

## Status

* 1. The Club is an incorporated society established under the Incorporated Societies Act 1908 (“Act”).

***Drafting Note:*** *If a Club is not an incorporated society this template should not be used.*

## Objects

* 1. The primary object of the Club is to administer, promote, develop, and deliver Athletics to the community in [insert area or other description of the community served by the Club].
  2. To facilitate the primary object, the Club’s further objects are to:

1. seek and promote membership of the Club;
2. encourage participation and achievement in Athletics;
3. promote the health and safety of all participants in Athletics;
4. have athletes achieving success in Athletics;
5. establish, promote, and stage Athletics competitions and events;
6. liaise and co-operate with Athletics NZ and its members;
7. enforce the rules of Athletics and Athletics NZ, including imposing sanctions on Members in accordance with this Constitution;
8. maintain and enhance the reputation of the Club, Athletics NZ, and Athletics through the implementation of standards and practices which fulfil these objects and the objects of Athletics NZ;
9. act in good faith and loyalty to ensure the maintenance and enhancement of the Club and Athletics for the collective and mutual benefit of the Members and Athletics;
10. at all times operate with, and promote, mutual trust and confidence with its Members, Athletics NZ, and other members of Athletics NZ in pursuit of these objects;
11. at all times act on behalf of, and in the interests of, its Members and Athletics; and
12. do anything else necessary or helpful to achieve the above.

***Drafting Note:*** *Section 6(1)(b) of the Incorporated Societies Act 1908* ***requires*** *the Club to specify the objects for which the Club has been established.*

*The objects in this template are expressed generally and broadly and are aligned to the objects of Athletics NZ.*

*In Rule 4.1 the Club needs to insert the main area or community which the Club serves. Specifying a certain area does not prevent the Club from providing its services elsewhere but indicates the main geographic focus of the Club.*

*Clubs may have different objects which can be added to this Rule. Any changes may impact on the tax status of the Club so legal advice should be sought.*

## Powers

* 1. The Club has the power to:

1. determine its membership including admitting, disciplining, suspending or terminating any Member in accordance with this Constitution;
2. organise and control Athletics competitions and social events;
3. make and enforce rules, bylaws and policies for the governance and operation of the Club;
4. establish and maintain the Club Committee, sub-committees, and other groups and to delegate powers to such groups;
5. raise, use and control Club funds, including borrowing, investing, loaning, or advancing monies or issuing securities over any Club property;
6. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and/or grant such rights and privileges over such property as it considers appropriate;
7. enter into, manage, and terminate any contracts, agreements or arrangements with any person or organisation;
8. produce, own, license, and otherwise exploit any property of the Club;
9. resolve disputes in accordance with this Constitution, the Athletics NZ Constitution, and the Regulations;
10. award, grant, or otherwise honour achievements in, and service to, the Club; and
11. do any other lawful acts or things that are incidental or conducive to the attainment of the objects of the Club, provided that the above powers shall not limit the rights and powers of Athletics NZ as an incorporated society under the Act.

***Drafting Note:*** *It is useful to specify the powers of the Club because the Club cannot engage in activities which are outside its powers. The Constitution* ***must*** *specify the powers (if any) of the Club to borrow money – section 6(1)(j) Incorporated Societies Act 1908.*

*The powers set out in Rule* [*5.1*](#_bookmark0) *are broadly drafted to enable the Club to do what is necessary to fulfil its objects. Additional powers may be added.*

## Part II – Membership

***Drafting Note:*** *Part II describes membership of the Club including how membership is granted and ended, and the rights and obligations of Members.*

*All Members of the Club are deemed to also be members of Athletics NZ. This creates a legal relationship between the individual and Athletics NZ. See Rule 7.2 of the Athletics NZ Constitution.*

*To encourage consistency of membership Athletics NZ recommends using the membership structure in Rule* [*6.*](#_bookmark1) *Use of this structure does not prevent the Club from setting different membership fees for different types of membership. For example, Clubs can offer discounts or packages for membership for family or other groups without specifying those groups as categories of membership in this Constitution (see Rule* [*10.2*](#_bookmark8)*). This keeps the membership rules simple and enables the Club to be more flexible.*

## Members

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

1. **Ordinary Members:** an Ordinary Member is a person who participates or is involved in Athletics through the Club and who has been accepted as an Ordinary Member by the Club in accordance with Rule [7.](#_bookmark5) Ordinary Members may be classified into sub- categories of membership by the Club for the purposes of calculating membership subscriptions; and

***Drafting Note:*** *In this template, all Ordinary Members are entitled to one vote, either directly, or through a parent/guardian if they are under 18 years of age. Clubs may wish to limit voting rights to members over the age of 18 (or some other age) and if so, take that amendment into account throughout the constitution.*

1. **Associate Members:** an Associate Member is a person who has an interest in Athletics and in being part of the Club and who has been accepted as an Associate Member by the Club in accordance with Rule [7;](#_bookmark5)

***Drafting Note:*** *Associate Members are people who are not Ordinary Members but who have an interest in the Club (such as parents, social members, and honorary members). In this template Associate Members have most of the same rights and benefits as Ordinary Members but cannot vote at General Meetings.*

1. **Life Members:** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of service to the Club in accordance with Rule [8.](#_bookmark7)
   1. **Change in Membership Status:** The relevant category of membership for a Member may change during the year. If this occurs, the Member agrees to pay any additional fee, if required, to cover such change.

***Drafting Note:*** *This Rule covers situations where a person’s membership status changes during the year. For example, where an Associate Member decides to become an Ordinary Member.*

## Becoming a Member

* 1. **Membership Applications:** Any person wishing to apply to be a Member of the Club must:

1. complete the membership application form provided by the Club;
2. pay any applicable membership fees; and
3. supply any other information requested by the Club Committee.

***Drafting Note:*** *Section 6(1)(c) of the Incorporated Societies Act 1908* ***requires*** *clubs to specify the modes in which people become members of the Club.*

* 1. **Process:** On receipt of an application for membership, the Club Committee (or any other person to whom the Club Committee has delegated this power) shall determine if the application is to be accepted, and if accepted shall determine the category of membership for that Member. The Club Committee has complete discretion to admit or refuse membership. The Club Committee shall advise the applicant of its decision, and that decision shall be final.
  2. **Duration of Membership:** Subject to Rule [12,](#_bookmark9) the duration of membership of:

1. Ordinary Members and Associate Members is annual commencing on the date of joining in each year and concluding on 31 March (so that membership is always 12 months or less); and
2. Life membership is granted for the lifetime of the Life Member.

***Drafting Note:*** *The duration of membership is important. It is used to determine whether or not a person is a Member of the Club at any given time and thus whether the Club has jurisdiction over the person.*

*Athletics NZ generally uses a membership period which runs from 1 April to 31 March and Clubs are encouraged to use the same membership period.*

* 1. **Renewal of Membership:** Membership of the Club may be renewed annually upon payment of the applicable membership fee to the Club without the need to complete the membership application form described in Rule [7.1a](#_bookmark6) (unless requested to do so by the Club Committee).

## Life Members

* 1. **Nomination:** Nominations for life membership may be made by any Member or the Club Committee.
  2. **Election:** Life Members shall be elected by the Members at a General Meeting by Special Resolution.
  3. **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register of Members.

## Rights & Privileges of Membership

* 1. **Obligation:** Every Member must meet all requirements of membership set out in this Constitution and as otherwise set by the Club Committee in order to receive, or continue to receive, entitlements as a Member.
  2. **All Members:** Subject to Rule [12](#_bookmark9) and for the period of their membership, all Members who do not owe money to the Club shall be entitled to:

1. use the Club’s facilities and equipment as permitted by the Club;
2. participate in programmes and activities offered by the Club;
3. if over 18 years of age, be elected as a member of the Club Committee in accordance with Rule [16;](#_bookmark18) and
4. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of Athletics NZ.
   1. **Ordinary Members:** Subject to Rule [12](#_bookmark9) and for the period of their membership, all Ordinary Members who do not owe money to the Club shall also be entitled to:
5. compete for the Club in Athletics competitions and events if chosen as a Club representative; and
6. (at their own cost) attend, speak, and vote at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian).
   1. **Associate Members:** Subject to Rule [12](#_bookmark9) and for the period of their membership, all Associate Members who do not owe money to the Club shall also be entitled to (at their own cost) attend and speak at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian) but shall have **no** right to vote.
   2. **Life Members:** Subject to Rule [12,](#_bookmark9) all Life Members shall also be entitled to (at their own cost) attend, speak, and vote at all General Meetings of the Club.

***Drafting Note:*** *This Rule can be amended to suit the Club but any changes need to be made consistently throughout this Constitution.*

## Membership Fees & Other Fees

* 1. **Membership Fee:** The Club Committee shall determine:

1. the annual membership fee and any other fees payable by each Member;
2. the due date for payment; and
3. the manner of payment.
   1. **Differing Fees:** The Club Committee may:
4. set different fees for different categories of Members, or within the same category of Members;
5. set specific fees for participation in certain events or activities;
6. offer discounts for prompt payment; and
7. impose penalties for late payment.
   1. **Obligation to Pay Fees:** Every Member must pay the annual membership fee and any other applicable fee by the due date specified by the Club Committee.

## Member Obligations

* 1. Every Member acknowledges and agrees:

1. to assist the Club to achieve its objects;
2. not to do anything to bring the Club into disrepute;
3. to comply with and observe this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club, and Athletics NZ, and any determination, resolution or decision of the Club Committee;
4. that this Constitution constitutes a contract between each of them, the Club, and Athletics NZ, and that they are bound by this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club and Athletics NZ;
5. that they are subject to the jurisdiction of the Club and Athletics NZ; and
6. that this Constitution, the Athletics NZ Constitution, the Regulations, and any policies and procedures of the Club and Athletics NZ are necessary and reasonable and made in the pursuit of a common object, namely the mutual and collective benefit of the Club, Athletics NZ and Athletics.

***Drafting Note:*** *This Rule should be included in the Constitution to ensure Members are bound by the constitutions and other rules of the Club and Athletics NZ and to ensure compliance with the Athletics NZ Constitution.*

## Cessation of Membership

* 1. A Member may have their membership ended by:

1. resignation under Rule [12.2;](#_bookmark10)
2. termination for default in fees under Rule[12.3;](#_bookmark11) or
3. termination by the Club under Rule [12.4.](#_bookmark12)

***Drafting Note:*** *Section 6(1)(d) of the Incorporated Societies Act 1908* ***requires*** *clubs to specify the modes in which persons cease to become members of the Club in the Constitution.*

* 1. **Resignation of Membership:** A Member may resign from the Club by giving notice in writing to the Club Committee (or any other person as designated by the Club Committee).
  2. **Termination for Default in Fees:** If any Member does not pay any fee due to the Club by the date specified by the Club, the Club will give written notice that, unless the arrears are paid by a nominated date, the person’s membership will be terminated. After that date, the Member shall (without being released form the obligation of payment of all outstanding fees) have no membership rights and shall not be entitled to participate in any Club activity.
  3. **Termination:** At a General Meeting of the Club the Members may terminate membership of any Member if the Club 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 unless the Member concerned has been given an opportunity to be heard at the General Meeting.
  4. **Consequences of Termination:** A Member who ceases to be a Member of the Club shall forfeit all rights of membership to, and claims upon, the Club and Athletics NZ.
  5. **Relationship with Athletics 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 Athletics NZ, unless determined otherwise by Athletics NZ.
  6. **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated, his or her membership may only be reinstated at the discretion of the Club Committee.
  7. **Appeals:** A Member may only appeal a decision made under this Rule [12](#_bookmark9) if such an appeal is expressly permitted by Athletics NZ.

***Drafting Note:*** *A Club may amend this Rule but must ensure any changes comply with the Athletics NZ Constitution and Regulations and the principles of natural justice.*

## Discipline

* 1. **Discipline:** If the Club Committee considers that any Member has or may have:

1. breached, failed, refused, or neglected to comply with a provision of this Constitution, the Athletics NZ Constitution, the Regulations, or any other resolution or determination of the Club Committee, or any rules of an Athletics event; or
2. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, Athletics NZ and/or Athletics; or
3. brought the Club, Athletics NZ, or any other Member or Athletics into disrepute; the Club Committee may:
   1. refer the matter to a Club Judicial Committee (consisting of up to three persons with experience in disciplinary matters) for investigation or determination in accordance with the principles of natural justice. The Club Judicial Committee may impose any sanction on the Member, except termination of membership which must be done in accordance with Rule [12.4;](#_bookmark12) or
   2. make its own enquiries and impose any sanction that it considers appropriate, except termination of membership which must be done in accordance with Rule [12.4,](#_bookmark12) provided it has complied with the principles of natural justice.
   3. **Procedure:** Before any sanction under Rule [13.1](#_bookmark14) is imposed the Member concerned:
4. shall be given 14 Days’ written notice by the Club Committee of the proposed sanction; and
5. have the right to be present, make submissions, and be heard at the Club Committee meeting in which the proposed sanction is to be determined.
   1. **Suspension:** If the Club Committee considers a Member has, or may have, engaged in one or more of the circumstances in Rules [13.1a](#_bookmark15) to [13.1c,](#_bookmark16) 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 this Rule [13.](#_bookmark13) Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

***Drafting Note:*** *The reason for the separate right of suspension is to enable the Club Committee to impose a suspension* ***pending*** *the determination of a disciplinary matter. This is useful in situations where an urgent response is required but where it will take some time to hear and decide the overall questions.*

* 1. **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:

1. not be entitled to attend, speak, or vote at a General Meeting;
2. not be entitled to continue to hold office in any position within the Club or Athletics NZ;
3. 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 Athletics NZ; and
4. have their membership of Athletics NZ suspended.

***Drafting Note:*** *Clubs can amend this Rule but must ensure any changes they make comply with the Athletics NZ Constitution and Regulations and the principles of natural justice.*

## Register of Members

* 1. **Register:** The Club shall maintain a Register of Members in accordance with the Act and any Regulations.

***Drafting Note:*** *Section 22 of the Incorporated Societies Act* ***requires*** *all incorporated societies to maintain a Register of Members. The minimum information which* ***must*** *be held by the Club is the name, address, and date of joining of each Member.*

* 1. **Privacy:** The collection and use of any personal information in the Register of Members shall comply with the Privacy Act 1993. Members shall have reasonable access to the Register of Members.

***Drafting Note:*** *The Privacy Act sets out the law which applies where an organisation collects, stores and uses personal information. Personal information includes names, addresses, phone numbers, and any other information which is about an individual person. The Privacy Act specifies ten Privacy Principles. These can be found through the Privacy Commission website at* [*www.privacy.org.nz.*](http://www.privacy.org.nz/) *When people sign up as Members of the Club it is important to explain why their personal information is being collected and how it will be stored and used. The Athletics NZ template membership form contains some suitable wording about privacy (amongst other things). Each Club should ensure this wording covers all of the ways the Club will use the personal information they collect, store, and use about their Members.*

* 1. **Supply of Information:** On joining every Member must give the Club his or her name, postal address, email address and telephone number, and any other information requested by the Club. Every Member must notify the Club in writing if there is any change to any of this contact information, within 14 Days of such change.

## Part III – Governance

***Drafting Note:*** *Part III of the Constitution sets out details about the persons responsible for managing the Club.*

## Patron

* 1. At a General Meeting, the Members may elect a Patron for a term of office determined by the Members. The Patron shall be entitled to attend and speak at General Meetings and other Club functions but shall have no voting rights at meetings of the Club Committee or General Meetings. The duties of the Patron shall be determined by the Club Committee.

***Drafting Note:*** *This rule is optional and can be deleted or amended.*

## Club Committee

* 1. **Role of the Club Committee:** The Club Committee is responsible for managing the Club.

Subject to this Constitution, the Club Committee may exercise all powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.

* 1. **Composition:** The Club Committee shall comprise the following Committee Members:

1. President;
2. Secretary;
3. Treasurer;
4. up to four other people elected at a General Meeting; and
5. any persons co-opted under Rule [16.9.](#_bookmark20)

***Drafting Note:*** *Each Club can tailor this Rule as they see fit provided all changes are consistent with the rest of this Constitution. It is recommended that the Club Committee have an odd number of Committee Members to reduce the prospect of tied results during decision-making. If Rule 16.9 is deleted this Rule needs to be updated.*

* 1. **Restriction:** No person may hold more than one position on the Club Committee at any time.
  2. **Nominations:** Nominations for positions on the Club Committee must be made by two Members, or by the Club Committee.
  3. **Election of Committee Members:** All elected Committee Members shall be elected annually at the AGM (and may also be elected at an SGM called for this purpose). Notice of the date on which nominations for Committee Members close shall be included in, or accompany, the notice of General Meeting. If the number of nominees for the Club Committee:

1. is equal to the number of vacancies, the person chairing the General Meeting shall declare the nominees elected;
2. is less than the number of vacancies, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant and filled at a subsequent General Meeting; and
3. is greater than the number of vacancies, an election shall be conducted by secret ballot.

***Drafting Note:*** *This process can be amended but the Constitution* ***must*** *provide for the appointment of officers – section 6(1)(g) Incorporated Societies Act 1908.*

* 1. **Ineligibility:** An individual may not serve on the Club Committee if:

1. **Not a Member:** the person is not a Member of the Club;
2. **Under 16 Years:** the person is under the age of 16 years;
3. **Bankrupt:** the person is a bankrupt who has not obtained a final order of discharge or a person whose order of discharge has been suspended for a term not yet expired, or

who is the subject of a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;

1. **Offence:** the person has been convicted of an offence and has been sentenced to a term of imprisonment of three months or more, unless he or she has obtained a pardon or has served the sentence;
2. **Disqualified Director:** the person is prohibited from being a director of, or being concerned or taking part in, the management of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005;
3. **Property Order:** the person is subject to a property order made under sections 30 or 31 of the Protection of Personal and Property Rights Act 1988; or
4. **Incapacity:** the person is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.
   1. **Cessation of Office:** If any of the circumstances described in Rule [16.6](#_bookmark19) apply to an incumbent Committee Member, that person shall be deemed to have vacated his or her office as soon as the circumstance applies, unless otherwise agreed by the remaining Committee Members.
   2. **Term of Office:** Subject to Rule [16.10,](#_bookmark21) the term of office for all Committee Members elected at an AGM shall be one year, commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the next AGM. If a Committee Member is elected at a SGM their term of office shall commence at the conclusion of the SGM at which they are elected and expire at the conclusion of the next AGM. Committee Members may be re- elected to the Club Committee for a maximum of 10 subsequent and total terms of office.

***Drafting Note:*** *The maximum term of office specified in this Rule can be adjusted.*

* 1. **Co-Option:** The Club Committee may co-opt up to two additional people to serve on the Club Committee for a period of up to 12 months. These people shall be regarded as full members of the Club Committee with full voting rights.

***Drafting Note:*** *This rule is optional.*

* 1. **Removal:** At a SGM called for this purpose the Members may, by Special Resolution, remove any Committee Member before the expiry of their term of office in accordance with the following process:

1. upon the Club receiving a request for a SGM for the purpose of removing a Committee Member, the Club shall send the notice of the SGM to the Committee Member concerned and the Members of the Club;
2. following notification under Rule [17.7](#_bookmark22) and before voting on the resolution, the Committee Member 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 General Meeting; and
3. if the result of such an SGM is that the Club Committee has less than four remaining members then the Members at that SGM must resolve to call another SGM to elect further people to the Club Committee.

***Drafting Note:*** *The term Special Resolution is defined in Rule* [*28.*](#_bookmark25)

* 1. **Cessation of Office:** A Committee Member shall cease to be a member of the Club Committee as and from the date that the person:

1. is no longer eligible, as described in Rule [16.6;](#_bookmark19)
2. dies, or, in the opinion of the majority of the Club Committee, becomes so incapacitated that he or she is effectively incapable of performing the duties required of a Committee Member;
3. resigns by notice in writing to the President;
4. is absent from three consecutive Club Committee meetings (without explanation in writing duly accepted by the Club Committee as satisfactory); or
5. is removed from office, as described in Rule [16.10.](#_bookmark21)
   1. **Return of Property:** If a person ceases to be a Committee Member, that person must, within 30 Days, return to the Club all documents and property of the Club that are in his or her possession.
   2. **Vacancies:** If the position of President, Treasurer or Secretary becomes vacant between AGMs, the Club Committee may select another Committee Member to fill that vacancy until the next AGM. If the position of any other Committee Member becomes vacant between AGMs, the Club Committee may appoint another Member to fill that vacancy until the next AGM, or may leave the position unfilled.
   3. **Duties of Committee Members**: The general duties of each Committee Member are to:
6. act in good faith and in the best interests of the Club;
7. exercise the powers of the Club Committee for proper purposes;
8. act, and ensure the Club acts, in accordance with this Constitution;
9. 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;
10. 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
11. 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.

***Drafting Note:*** *Some existing Athletics club Constitutions specify the main duties of key Officers, particularly the President, Administrator and Treasurer. It is recommended that these duties are* ***not*** *specified in the Constitution so the Club Committee has more flexibility to amend these duties as required.*

* 1. **Chair:** The President shall Chair all Committee Meetings. If the President is unavailable, the Club Committee shall select another Committee Member to chair that meeting.
  2. **Powers of the Club Committee:** The Club Committee has all of the powers of the Club, unless the Club Committee’s power is limited by this Constitution, or by a majority decision of the Members at a General Meeting.
  3. **Club Committee Meetings:** Club Committee meetings may be called at any time by the President or two other Committee Members. Subject to this Constitution, the Club Committee may regulate its own practices.
  4. **Quorum:** No Club Committee meeting may be held unless more than half of the Committee Members are present.

***Drafting Note:*** *This is the number of people who need to be present in order for a meeting to proceed. The quorum should be altered depending on the size of the Club Committee. Clubs are encouraged to use odd numbers for quorum so that tied votes are less likely (although still possible if a person abstains from voting).*

* 1. **Voting:** Each Committee Member present shall have one vote at Club Committee meetings.

The person who is chairing the meeting 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. Proxy and postal voting is not permitted.

***Drafting Note:*** *Proxy and postal voting is not recommended for Club Committee meetings. If the Club wishes to allow this then further rules need to be added to specify the process for allowing such votes and legal advice should be sought.*

* 1. **Meetings using Technology:** Club Committee meetings may be held by video or telephone conference, or other formats as the Club Committee may decide provided that:

1. prior notice of the meeting is given to all Committee Members; and
2. all persons participating in the meeting are able to hear each other effectively and simultaneously.
   1. **Resolutions:** The Club Committee may make a decision by signed resolution in lieu of a meeting, provided that:
3. a copy of the proposed resolution is sent to every Committee Member; and
4. a majority of the Committee Members sign or consent to the resolution and return their copies of the resolution to the President (or such other person as agreed by the Club Committee) by mail, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Club Committee.
   1. **Expenses:** The Board may, by majority vote, reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Club Committee must establish a policy to be applied to the reimbursement of any such expenses.

***Drafting Note:*** *This Rule does not entitle the club to pay fees to Committee Members but would enable payment of an honorarium. Some existing clubs refer to the provision of an honorarium in the form of free membership for the year following their services and such a benefit can be expressly included in the Constitution if Club wishes to do so.*

*Where a Club is a registered charity, the payment of an honorarium to Committee Members should not affect the Club’s status as a charitable entity* ***as long as*** *the payment is made for services that advance the charitable purposes of the Club (including administration), and the payment is reasonable and relative to payments that would be made between unrelated parties (for example a payment which is not more than market rates for the same service). If Clubs are unsure whether an honorarium would meet this criteria they should seek legal advice and/or contact the Charities Commission.*

* 1. **Matters Not Provided For:** If any situation arises that, in the opinion of the Club Committee, is not provided for in this Constitution, the Athletics NZ Constitution, or the Regulations, the matter shall be determined by the Club Committee.

***Drafting Note:*** *Part IV contains the rules for General Meetings of the Club.*

*The template sets out particular time periods for administration of General Meetings which can be amended. If edits are made in one Rule this may affect other Rules. For example, if the notice period for calling an AGM is changed then the date by which motions are due and the date the AGM Agenda has to be sent may need to be altered as well. The definition of “Days” in Rule* [*28*](#_bookmark25) *(Interpretation) should also be taken into account. If notices are sent to Members by post, then the time required for delivery should be taken into account.*

## Part IV – General Meetings

***Drafting Note:*** *The Constitution* ***must*** *specify how general meetings of the Club are summoned and held, and rules about voting at such meetings – section 6(1)(f) Incorporated Societies Act 1908.*

## Meetings of Members

* 1. **General Meetings:** A meeting of the Members of the Club is either an Annual General Meeting (“AGM”) or a Special General Meeting (“SGM”).
  2. **AGM:** The Club must hold an AGM once every year, no later than five months after the end of the Club’s financial year. The Club Committee shall determine the time, date and place of the AGM.
  3. **Notice of AGM:** The Club must give all Members at least 30 Days’ written notice of the AGM. The notice shall set out:

1. the date, time and venue for the AGM; and
2. the closing date for submission of any nominations, proposed motions and other items of business, which shall usually be not less than 14 Days before the AGM date.

***Drafting Note:*** *When calculating notice periods, it is good practice to use clear days – ie if the rule requires 30 Days between meetings and the notice is sent on 1 January, the meeting date should be 30 Days later (not including the notice day or the meeting day) so should be held on 1 February. “Days” is defined in Rule* [*28*](#_bookmark25) *to include all days including public holidays.*

* 1. **Motions:** The Club Committee or any other Member may request that a motion be voted on at a General Meeting. For an AGM this is done by giving written notice to the Club in accordance with any deadlines specified in the Notice of AGM. For an SGM this is done in the request to call an SGM.
  2. **Business of AGM:** The following business shall be discussed at each AGM:

1. receiving any minutes of previous General Meetings of the Club;
2. receiving the President’s report on the business of the Club;
3. receiving the Club Committee’s report on the finances of the Club;
4. the election of Committee Members;
5. every motion proposing to alter this Constitution (which may include the Club Committee’s recommendations about the motion); and
6. any other motion or matter, including general business, that has been properly submitted for consideration at the AGM (which may include the Club Committee’s recommendations about those motions).
   1. **AGM Agenda:** An agenda containing the business to be discussed at an AGM shall be sent to all Members no later than seven Days before the AGM date. Any additional items of general business may be raised from the floor with the consent of the person chairing the meeting.
   2. **SGM:** The Club must call a SGM upon a written request from the Club Committee or 10% or more of the Members, provided that the written request for an SGM must state the purpose for the SGM including any motions to be considered.

***Drafting Note:*** *Every Club can and should consider the figure specified in this Rule and amend it to suit the Club. It is useful to use a percentage rather than a specific number of members.*

* 1. **Notice of SGM:** No business may be transacted at any SGM other than the business specified in the notice convening the meeting. Not less than 14 Days’ written notice must be given by the Club to all Members, which notice shall include the:

1. date, time and venue and/or the manner in which the meeting is to be held; and
2. every motion that has been properly submitted for consideration.

***Drafting Note:*** *SGMs can only be used to address issues which have been notified in accordance with the Constitution (ie cannot address general business). Clubs holding SGMs should seek advice to ensure the decisions made at SGMs are valid.*

* 1. **Notices:** A notice may be given to any Member by, or on behalf of the Club, by:

1. letter sent to the Member’s home address; or
2. email to the Member’s email address; or
3. any other method approved in writing by the Member; and
4. any notice sent to a Member may also be posted on the club notice board if the Club Committee considers it appropriate to do so.
   1. **Errors:** If the Club has sent a notice to all Members in good faith, the General Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
   2. **Quorum:** A General Meeting may only be held if at least 20% of all Members entitled to vote attend, which shall constitute a quorum. The quorum must be present at all times during the meeting. If a quorum is not obtained within 30 minutes of the intended commencement time of the General Meeting, the General Meeting shall be adjourned to such other time, date and place as determined by the Club Committee. If no quorum is obtained at such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

***Drafting Note:*** *The quorum is the minimum number of people who must attend a General Meeting of the Club. When deciding on the percentage to use in this Rule, the Club should take into account the number of Members who are likely to attend General Meetings, and the need for the support of the Members for decisions being made at such meetings. The Club can either insert a specific number of Members who must be present or use a percentage. A percentage is helpful because it is less vulnerable to significant changes in the membership size at the Club.*

* 1. **President:** The President shall chair all General Meetings, but 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.
  2. **Voting:** Unless otherwise required by this Constitution:

1. an Ordinary Resolution shall be sufficient to pass a resolution;
2. every Ordinary Member and every Life Member is entitled to one vote. If an Ordinary Member is under 18 years of age their parent or other legal guardian may exercise their vote on their behalf;
3. Associate Members are not entitled to vote;
4. on any given motion the chairperson of the meeting shall in good faith determine whether to vote by voices, show of hands, or secret ballot. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot;
5. in the event of equality of votes at a General Meeting, the chairperson of that meeting shall have an additional casting vote; and
6. proxy voting is not permitted.

***Drafting Note:*** *If changes are made to the voting rights of Members, the Club needs to consider what impact those changes have on all other rules in the Constitution.*

* 1. **Minutes:** Minutes shall be kept of all General Meetings and made available upon request to any Member.

***Drafting Note:*** *Part V sets out rules regarding finances and other administrative matters.*

## Part V – Miscellaneous

## Finances

* 1. **Financial Year:** The financial year of the Club shall begin on 1 April every year and end on 31 March of the next year.
  2. **Club Funds:** The Club Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be put into a bank account in the name of the Club and the bank account must be operated in accordance with the policy determined by the Club Committee.

***Drafting Note:*** *The Constitution must provide for the control and investment of Club funds – section 6(1)(i) Incorporated Societies Act 1908.*

* 1. **Accounting Records:** The Club Committee must ensure correct accounting records are kept. The accounting records of the Club must be:

1. kept at the office of the Club or at such other place as the Club Committee may determine; and
2. open to inspection by Members at reasonable times as determined by the Club Committee.
   1. **Assurance on Financial Statements:** The Club Committee shall annually appoint a person to review the annual financial statements of the Club (“Reviewer”). The Reviewer shall conduct an examination with the objective of providing an annual report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the Club’s financial information is not being presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a Committee Member or an employee of the Club. If the appointed Reviewer is unable to act for some reason, another person shall be appointed as a replacement. The Club Committee must provider the Reviewer with:
3. access to all information of which it is aware that is relevant to the preparation of the financial statements;
4. any additional information that the Reviewer may request from the Club Committee; and
5. reasonable access to persons within the Club from whom the Reviewer determines it necessary to obtain evidence.

***Drafting Note:*** *This wording is an example of a recommended approach to financial management from the NZ Incorporated Societies Office. Athletics NZ strongly recommends that this Rule or something similar is included to protect the Club and to demonstrate to funders that the Club has prudent accounting procedures.*

## Use of Money & Other Assets

* 1. The Club may only use money and other assets of the Club if the circumstances below are satisfied. In this context the term “use money and other assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with money or other assets.

1. The use is applied towards the promotion of the objects of the Club;
2. the use is not for the sole personal or individual benefit of any Member; and
3. that use has been approved by the Club Committee or by Ordinary Resolution at a General Meeting.
   1. Except as provided in this Constitution:
4. no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, to any Member or Committee Member; and
5. no remuneration or other benefit shall be paid, or given, by the Club to any Member or Committee Member.
   1. Nothing in Rule [19.2](#_bookmark23) shall prevent payment in good faith of, or to, any Member or Committee Member for any of the following, provided that any such payment shall not exceed the amount ordinarily payable between commercial parties dealing at arm’s length in a similar transaction:
6. any services actually rendered to the Club, whether as an employee or otherwise;
7. goods supplied to the Club in the ordinary and usual course of operation;
8. interest on money borrowed from any Member or Committee Member;
9. rent for premises demised or let by any Member or Committee Member to the Club; or
10. any out-of-pocket expenses incurred by a Member or Committee Member on behalf of the Club for any other reason.

***Drafting Note:*** *The Club cannot engage in operations involving pecuniary gain – section 20 Incorporated Societies Act 1908. Any amendment to this Rule may affect the legal status of the Club as an incorporated society and any tax exemptions held by the Club.*

## Rules of Athletics

* 1. The rules of Athletics shall be as set down and interpreted from time to time by the International Association of Athletics Federations and Athletics NZ, and must be observed by the Club and all Members. All competitions held by the Club shall be carried out in accordance with such rules and the Regulations.

## Common Seal

* 1. The common seal (a stamp featuring the Club’s name) of the Club shall be kept in the control of the Club Committee. The seal may only be used with the authority of the Club Committee. Every document to which the common seal is affixed shall be signed by at least two Committee Members.

***Drafting Note:*** *The Constitution* ***must*** *include a Rule about the Club’s common seal – section 6(1)(h) Incorporated Societies Act 1908. The specific controls on use of the common seal can be amended as the Club considers appropriate.*

## Club Colours

* 1. **Colours:** The Club’s colours shall be [insert].

*This rule is optional.*

## Alterations to Constitution

* 1. Subject to Rule [23.2,](#_bookmark24) this Constitution may only be altered, added to, or repealed by Special Resolution at a General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Club Committee or any Member no later than 14 Days prior to a General Meeting.
  2. No alteration, addition to or revision of this Constitution shall be approved if the alteration would mean the Club could not maintain its status as a not-for-profit incorporated society. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.
  3. When a Rule change is approved by a General Meeting, the change shall not take effect until the change has been registered with the Registrar of Incorporated Societies.

***Drafting Note:*** *This is the law anyway, but this Rule is included as a reminder that all Rule changes* ***must*** *be registered. This should be done as soon as practicable after the General Meeting at which the Constitution has been amended.*

## Bylaws

* 1. The Club Committee may make, alter, or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on all Members (unless otherwise stated in the bylaws). A copy of the bylaws of the Club shall be available for inspection by any Member on request to the Club Committee.

## Previous Rules

* 1. Any bylaws, standing orders, regulations, or other rules 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.

***Drafting Note:*** *The Club can delete or amend this Rule if the Club wishes to preserve existing bylaws, policies etc following the introduction of this Constitution. If so, the Club needs to consider whether those documents are consistent and may need to update them.*

## Winding Up

* 1. The Club may be voluntarily liquidated, wound up, or dissolved if a resolution to do so is passed by Special Resolution at a General Meeting and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than 30 Days after the date on which the resolution was passed.
  2. The Club may also be put into liquidation in accordance with the Act.
  3. If the Club is wound up:

1. the Club’s debts, costs and liabilities shall be paid;
2. surplus money and other assets of the Club may be disposed of:
   1. by resolution at a General Meeting; or
   2. according to the provisions in the Act; but
3. no distribution may be made to any Member; and
4. all surplus money and other assets shall be distributed to some other organisation, or body having objects similar to the objects of the Club or Athletics NZ.

***Drafting Note:*** *The Constitution* ***must*** *specify how any property of the Club is to be disposed if the society is put into liquidation – section 6(1)(k) Incorporated Societies Act 1908. If a Club is, or wishes to be, a registered charity this Rule has to provide for disposition of assets to a charitable organisation so the Club will need to amend this Rule.*

## Indemnity

* 1. The Club shall indemnify its Committee Members and employees against all damages and costs (including legal costs) for which any such person may be, or becomes, liable as a result of his or her acts or omissions in performing functions connected with the Club, except where these occur as a result of that person’s negligence or wilful misconduct.

***Drafting Note:*** *This Rule is optional.*

## Interpretation

* 1. **Definitions:** The capitalised words and phrases used in this Constitution shall have the definitions specified within this Constitution and those definitions set out below.

***Drafting Note:*** *Changes to these definitions will impact on the meaning of the Rules so Clubs should take care when making any amendments to the definitions. If any Rule numbering has been changed in the Constitution the Club should double check to make sure that the cross-references below are correct.*

**Act** means the Incorporated Societies Act 1908.

**Associate Member** has the meaning specified in Rule [6.1b.](#_bookmark4)

**Athletics** means track and field, road running, race walking, cross-country running and mountain running as defined by the IAAF.

**Athletics NZ** means Athletics New Zealand Incorporated.

**Club Committee** means the committee of the Club as described in Rule [16.](#_bookmark18) **Club Judicial Committee** means the committee described in Rule [13.1i](#_bookmark14). **Committee Member** means a member of the Club Committee. **Constitution** means this document.

**Day** means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as 30 Days) this means clear days, so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

**General Meeting** means an AGM or a SGM.

**Life Member** has the meaning specified in Rule [6.1c.](#_bookmark2)

**Member** means a person that is a member of the Club as specified in Rule [6.](#_bookmark1)

**Ordinary Member** has the meaning specified in Rule [6.1a.](#_bookmark3)

**Ordinary Resolution** means a resolution passed by a majority of votes properly cast.

**Register of Members** means the register in which details of the Members are held by the Club and Athletics NZ as specified in Rule [14.](#_bookmark17)

**Regulations** means the regulations of Athletics NZ established in accordance with the Athletics NZ Constitution.

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

* 1. **Construction:** In this Constitution:

1. where the singular is used, plural forms of the noun are also inferred; and
2. 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.