

Constitution of Hamilton Triathlon Club Incorporated

The Society

1.0 Name

1.1 The name of the society is Hamilton Triathlon Club Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 26th June 1990.

2.0 Registered Office

2.1 The Registered Office of the Society will be the Club President's residential address, and will change with newly elected presidents or as decided by the committee.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

(a) Foster and develop triathlon within Hamilton community and the greater Waikato area

(b) To devise, advocate, promote and encourage participation in the sport of triathlon across all age groups as a means of physical and mental health including but not limited to

The convening of regular meeting and group training sessions of members

The development and adoption of supervised training programs

The adoption of education programmes to engender and stimulate an awareness of triathlon

The organisation and sponsorship, either solely or in conjunctions with an association or business organisation or non-competitive and competitive sporting event in any combination or triathlon, duathlon or multisport

(c) To engage in such other activities as the Committee consider being consistent with 3.1

(d) To support and encourage the activities of any other Association or Club whose objects shall be similar to the objects of the Hamilton Triathlon Club

(e) To acquire by lease, purchase or otherwise any property real or personal and to enter into and carry out contracts and agreements for that purpose.

(f) To sell or otherwise dispose of any property real or personal belonging to the Club and to surrender any lease held by it.

(g) To affiliate with any other body or Society where such affiliation would promote the object and interests of the Club.

(h) To comply with the by-laws, regulations and resolutions of the World Triathlon as they apply to New Zealand.

(i) To adhere to and enforce any current Triathlon New Zealand Code of Conduct.

(j) To invest and use the funds of the Club consistent with 3.1

3.2 Pecuniary gain (financial gain) is not a purpose of the Society. Any profits or assets must be used solely for the Society's purposes and must not be distributed to members, except for reasonable reimbursements or honoraria.

3.3 Not limiting the above, the purpose of the Society in accordance with the requirements of the Incorporated Societies Act 2022.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The President;
- (b) The Secretary;
- (c) The Treasurer;
- (d) Such other members as the Society shall decide.

4.2 Only Members of the Society may be Committee Members.

4.3 The committee shall comprise a minimum of three Committee Members in addition to the Offices of President, Secretary and Treasurer.

4.4 In addition the society may appoint the following Officers from the Committee Members:

- (a) The Club Captain; and
- (b) The Vice President.

4.5 The Committee Members 4.1 (a), (b), (c), & 4.4 (a), & (b) shall hold

the term of office for 2 years before requiring re-election at the next occurring Society Meeting.

4.6 The Committee Members 4.1 (d) shall hold the term of office for 1 year before requiring re-election at the next occurring Society Meeting.

4.7 The society must have at least one contact person and no more than three. The process for appointing or electing the contact person is a person or persons is determined at each AGM and holds that role for the next year.

5.0 Appointment of Committee Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the President, Secretary, and Treasurer;
- (c) Where applicable who shall be the Vice President and Club Captain;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) The Committee may fill any casual vacancies that arise from time to time by the co-opting of any financial member of the Club.

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for by nomination before the Annual General Meeting. Each candidate shall be proposed and seconded in writing or by email to the Committee Secretary no later than 7 days before such meeting PROVIDED HOWEVER the Chairman of the relevant meeting is empowered to waive the seven day requirement for nomination and accept nominations from the floor if the Chairman in his/her absolute discretion considers such action appropriate in the circumstances. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules
- (g) Decide how a person becomes a Member, and how a person stops being a Member
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints
- (j) Set Membership fees, including subscriptions and levies
- (k) Make regulations

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

8.5 Except where otherwise provided, the Committee shall have full power generally to manage and direct the affairs of the Club and to carry out

and exercise the objects and powers of the Club subject to any specific instructions or directions given by resolution at a General or Special Meeting of the Club. In particular:-

- a) Regulate and control the conduct and behaviour of any member and officials.
- b) Enquire into the conduct of any official or member and to impose such reasonable penalty in respect of any wrongful act or default as they think fit.
- c) Determine all questions or disputes as to the construction or meaning of these rules or any expressions thereof or as to anything done or omitted by any member or official in relation to the activities of the Club and such determination by the Committee shall be final.
- d) Delegate such of the above powers as it things fit to an Emergency Committee or other sub-committee. In particular and without derogating from its general powers the Committee shall have power to engage, control and dismiss any paid servants or officials and shall have all such administrative powers as may be necessary to effect the purposes of the Club.
- e) To co-opt as a member of the Committee or any sub-committee such member or members as the Committee shall see fit, with such co-opted member to have full voting rights.

9.0 Roles of Committee Members

9.1 The President is responsible for:

- (a) Ensuring that the Rules are followed
- (b) Convening Meetings and establishing whether or not a quorum is present
- (c) Chairing Meetings, deciding who may speak and when
- (d) Overseeing the operation of the Society
- (e) Providing a report on the operations of the Society at each Annual General Meeting
- (f) Shall elect the Vice President or another officer to take the chair in absentia

9.2 The Vice President is responsible for:

- (a) The all items under the Presidents role in their absence

9.3 The Secretary is responsible for:

- (a) Recording and store the minutes of Meetings
- (b) Keeping the Register of Members

- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function
- (d) Receiving and replying to correspondence as required by the Committee
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- (f) Advising the Registrar of Incorporated Societies of any rule changes

9.4 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d)
- (c) Providing a financial report at each Annual General Meeting
- (d) Providing financial information to the Committee as the Committee determines

9.5 The Club Captain is responsible for:

- (a) Welcoming all new Club members
- (b) Assist the Committee in identifying key markets for recruiting new members
- (c) Contribute to the coaching and training program

9.6 The duties of the above officers and of any other officers appointed by the Annual General Meeting may be varied from time to time by the Committee, and the Club may elect a Secretary and/or Treasurer subject to payment of such honorarium as the club shall think fit.

10.0 Officers' Duties:

1. Act in good faith and in the best interests of the society.
2. Exercise powers for proper purposes only.
3. Comply with the Act and the constitution.
4. Exercise reasonable care and diligence.
5. Not create a substantial risk of serious loss to creditors.
6. Not incur an obligation the officer doesn't reasonably believe the society can perform.

11.0 Committee Meetings

11.1 Committee meetings may be held via video or telephone conference or other formats as the Committee may decide and at intervals as shall be necessary to conduct the affairs of the club

11.2 No Committee Meeting may be held unless 4 of the current Committee Members attend;

11.3 The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect a Committee Member to chair that meeting;

11.4 Discussions and votes around club business can be performed via electronic media where time frames or decisions need to be made before the next scheduled meeting;

11.5 Online/electronic voting can occur outside of the scheduled committee meeting where a clearly stated motion is posted via email under the following conditions;

- (a) The motion and voting time frame is clearly stated (3-5 business days);

- (b) Voting replies are sent direct to the President;

- (c) Comments are permitted but voting replies should be clear and are consistent with the following terms:

- YES or NO, or SUPPORT or NOT SUPPORT;

- (c) In the case of electronic voting decisions shall be by majority vote of more than 50% of the current committee;

- (e) The vote is confirmed by email stating the number of YES or NO votes with a statement whether the motion has been passed.

11.6 Decisions of the Committee at Committee meetings shall be by majority vote.

11.7 The Chair President or person acting as President has a casting vote, that is, a second vote.

11.8 Only Committee Members present at a Committee Meeting may vote when a motion is proposed at that Committee Meeting.

11.9 Subject to these Rules, the Committee may regulate its own practices;

11.10 The President or his nominee shall adjourn the meeting if necessary.

11.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum (as defined in section 11.2) is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such

adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Society membership

12.0 Types of Members

12.1 Membership may comprise different classes of membership as decided by the Society.

12.2 Members have the rights and responsibilities set out in these Rules.

13.0 Admission of Members

13.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form (either in person or online), if the Rules, Bylaws or Committee requires this; and
- (b) Supply any other information the Committee and Triathlon New Zealand requires; and
- (c) Consent to becoming a member.

13.2 The Committee may interview the Applicant when it considers Membership applications.

13.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

14.0 The Register of Members

14.1 The Secretary shall ensure that a register of all active Members ("the Register") is maintained. This Register may be kept by the Secretary or held in a central database, such as maintained by Triathlon New Zealand.

14.2 The Register shall contain the names and email addresses of all Members, any other information required by law, and the dates at which their current membership expires. This information shall be kept on all former members, including the date they ceased membership, for all members who ceased membership within the last seven years.

14.3 If a Member's contact details change, that Member shall update the Secretary as to their new contact details.

14.4 Each Member shall provide such other details, as the Committee requires.

14.5 Members shall have reasonable access to the Register of Members.

15.0 Cessation of Membership

15.1 Any Member may resign by giving written notice to the Secretary.

15.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

16.0 Obligations of Members

16.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

17.0 Use of Money and Other Assets

17.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member, proprietor, shareholder, beneficiary, or associate of any of them; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

17.2 Bank accounts shall be opened in the name of the group. Any deeds, cheques etc. relating to the Club's bank accounts shall be signed (written or via electronic transaction) by at least two (2) of the following appointed committee members: President, Secretary, Treasurer, and where applicable Vice President, Club Captain

18.0 Joining Fees, Subscriptions and Levies

18.1 The membership year begins on 1st November of every year and ends on 30th April of the following year.

18.2 It is the responsibility of Members to renew their annual membership prior to expiry.

18.3 If a Member has not renewed their annual membership prior to expiry, their membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

18.4 The annual subscription shall be finalised by the Club at the Annual General Meeting and shall become payable for the commencing membership year. The subscription for new members shall become payable immediately their application for membership is accepted by the Committee.

18.5 The Club may at the Annual General Meeting:

- (a) Fix different subscriptions for each category of member
- (b) Provide for such concessional subscriptions as it may deem to be expedient.

19.0 Additional Powers

19.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

20.0 Financial Year

20.1 The financial year of the Society begins on 1st May of every year and ends on 30th April of the following year.

21.0 Assurance on the Financial Statements

21.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society'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 member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

- (a) The Committee is responsible to provide the Reviewer with:
- (b) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (c) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (d) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

21.2 The society must file an annual return within six months of the society's balance date. Financial records must be prepared in accordance with generally accepted accounting practices and that an annual financial report will be presented to members.

Conduct of meetings

22.0 Society Meetings

22.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 5% of the Members.

22.4 The Secretary shall:

- (a) Give all Members at least 14 days Notice of the business to be conducted at any Society Meeting via to the Members last registered email address and post public notice on the club website and on any social media sites associated with the club.

- (b) Additionally, the Secretary will provide, appropriate:

- (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,

- (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

- (iii) Notice of any motions and the Committee's recommendations about those motions.

- (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend and vote at Society Meetings, with the following conditions:

- (a) Each current financial member has one vote

- (b) Proxy vote subject to the rules relating to the appointment of a proxy (21.13)

- (c) Electronic voting can occur pre or post the Society Meetings as deemed appropriate by the Committee

22.6 No Society Meeting may be held unless at least 5% of eligible Members attend. (This will constitute a quorum.)

22.7 All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

22.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands;
- (c) Secret ballot; or
- (d) Electronic voting.

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. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

22.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements of the year to date;
- (d) Club Captains report;
- (e) Election of Committee Members;
- (f) Motions to be considered;
- (g) General business;
- (f) Prize giving.

22.10 The President or his nominee shall adjourn the meeting if necessary.

22.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.12 In circumstances where 22.6 cannot be met electronic voting may take place outside of the Annual General Meeting, where the Committee deem important for the operation of club business. (As per 10.5). For electronic voting to be valid at least 5% of eligible Members must respond by email. (This will constitute a quorum.)

21.13 A Financial member is entitled to appoint a proxy to represent and vote for him or her at Annual and Special General Meetings. The appointment must be:

- (a) In writing giving the appointed persons full name and address;
- (b) Be signed by the appointing full member with his or her membership number stated;
- (c) Be in the form provided for the purpose of the Club or in any usual form;
- (d) The proxy must be a financial member of the Club.
- (e) All proxies must be tabled prior to the commencement of the meeting.

21.14 Minutes of the meeting are to approved and signed by all officers and be kept securely by the Secretary in a physical or electronic form.

21.15 Any current financial member may request a copy of prior approved Society meeting minutes.

22.0 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 5 % of eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

23.0 Internal Dispute Resolution:

23.1 A Dispute involving the Club under this Constitution means a disagreement or conflict between:

- a) Two or more Members.
- b) One or more Members and the Club.
- c) One or more Members and one or more Officers.
- d) Two or more Officers.
- e) Two or more Officers and the Club.
- f) One or more Members or Officers and the Club.

23.2 An Allegation, in this Constitution, means when it is alleged that:

- a) A Member or an Officer has engaged in misconduct.
- b) A Member, an Officer or the Club has breached, or is likely to breach, a duty under the Club's Constitution, the Act or its Regulations or bylaws.
- c) Members' rights or interests have been damaged.

23.3 Immediately, or as soon as reasonably practicable after receiving a complaint the Committee will undertake an investigation that complies with the Investigation Process as outlined in this Constitution below and that complies with sections 38 to 44 of the Act.

23.4 The Committee may decide not to proceed with an investigation into a complaint, where:

- a) The complaint is considered by the Committee to be trivial; or
- b) The complaint is not a Dispute or Allegation as defined in clause 23.1 and 23.2 above; or
- c) The complaint has no foundation; or
- d) There is no apparent evidence to support the complaint; or
- e) The complainant has an insignificant interest in the matter; or
- f) The complaint has already been investigated and dealt with under this Constitution; or
- g) It comes to the attention of the Committee after undue delay

23.5 The Committee must advise the complainant where it considers that their complaint would more appropriately be resolved through another forum e.g. an informal discussion, mediation, arbitration, another jurisdiction, a tikanga-based practice.

23.6 The Committee may refer the complaint to a sub-committee or an external person to investigate. The subcommittee or external investigator must be directed by the Committee to undertake an investigation into the complaint and provide the Committee with a report that either:

- a) Summarizes their findings and recommendations which the Committee then uses to reach a decision and action next steps before closing the matter out.
- b) Alternatively, the report will summarize the findings, the decision reached and the steps taken to close the matter out, on behalf of the Committee.

23.7 No one may act as decision maker as described in (a) and (b) in the preceding clause if two or more members of the Committee consider that there are reasonable grounds to believe that the decision maker may not be impartial or able to consider the matter without a predetermined view.

23.8 Where an investigation is undertaken, the Committee will ensure that the investigation and decision making process complies with the

principles of natural justice, including:

- a) Ensuring that the complainant's Allegation is clear and properly understood and that there is sufficient information to enable the issues to be clarified. The investigator may also convene a meeting either in person or by audio/audio visual with the complainant to gain further clarity of the issues if this is required; then
- b) Advise the respondent that an Allegation has been made against them but that no decision will be reached until an investigation into the matter is completed. The investigator will ensure the respondent has enough information to be able to provide a thorough response and allow the respondent a reasonable timeframe to make their response. The investigator may also convene a meeting either in person or by audio/audio visual with the respondent if this is required; then
- c) Properly consider all of the evidence provided by the complainant and the respondent, either on the papers (or at a hearing – if a hearing is required – which may be in person or by audio/audio visual with both the complainant and respondent). The investigator will ensure that they remain impartial at all times, avoiding bias or predetermination when considering the complaint, the response and the evidence, applying the balance of probabilities principle to reach a decision and ensuring there are reasons given for the decision; then
- d) Consider what clause in the Constitution, Act, Regulations or bylaws have been breached (if any) to ensure that any recommendations and action taken is appropriate and proportionate in the circumstances.

23.9 Anyone may make a complaint provided that:

- a) The complaint is received by the Committee, either verbally or in writing; and
- b) The Dispute is between one of the parties described in clause 30.1; and
- c) The Allegation is described in clause 30.2; and
- d) The complaint is not trivial, lacking foundation or evidence; and
- e) The Committee are advised what the complainant's interest in the matter is; and
- f) The matter has not already been investigated and dealt with; and
- g) The matter is brought to the attention of the Committee without delay; and
- h) The information provided by the complainant is sufficient to enable the Committee to be able to understand and clarify the issues.

23.10 If the internal resolution process fails, disputes can be referred to an external body for resolution. The external body must be agreed upon by both parties and must be a recognized and reputable organization capable of handling such disputes.

Altering the rules

24.0 Altering the Rules

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5 % of eligible Members and given in writing to the Secretary at least 14 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

24.5 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

25.0 Bylaws to govern the Society

25.1 The Committee may from time-to-time 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 members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

Dissolution

26.0 Dissolution

26.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:

- (i) By resolution; or
- (ii) According to the provisions in the Incorporated Societies Act 2022; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to:
[see S.27 of the Act]
- (e) In the event of the dissolution of the Club any residual net assets shall be disposed of my way of transfer to some other association, institution or Club whose objects shall be similar to the objects of the Club and thereby in accordance with the directions of any general meeting of the Club. However, in no circumstances shall any assets be distributed directly to any individual member or members of the Club or associated person or persons of any member.

Definitions

27.0 Definitions and Miscellaneous matters

27.1 In these Rules:

- (a) "Duathlon" means a sport consisting of three parts comprising a run, a cycle and a run.
- (b) "Committee" means the Officers of the Club in terms of the Constitution.
- (c) "WT" means World Triathlon.
- (d) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (e) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (f) "Multisport" means any combination of the sports of running, cycling, swimming or kayaking within an event which may involve and two three, four or more parts that do not fit the definitions of triathlon or duathlon in these rules.
- (g) "Officer" means a person holding the position of President, Secretary, Treasurer and where applicable, Club Captain and Vice President.
- (h) "Triathlon" means a sport consisting of three parts, namely a swim, a cycle and a run.
- (i) "Tri NZ" means Triathlon New Zealand Incorporated.
- (j) "Society Meeting" means any Annual General Meeting, or any

Special General Meeting, but not a Committee Meeting.

(k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(l) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

(m) It is assumed that

(i) Where a masculine is used, the feminine is included

(ii) Where the singular is used, plural forms of the noun are also inferred

(iii) Headings are a matter of reference and not a part of the rules

(n) Matters not covered in these rules shall be decided upon by the Committee.

Conflicts of Interest

28.0 Conflicts of Interest

28.1 Requirement to Declare Conflicts of Interest

All members of the Society must declare any conflicts of interest. A conflict of interest arises when a member's personal or financial interests could potentially influence their decisions or actions within the Society. Members must disclose any such conflicts to the Committee as soon as they become aware of them. The disclosure must be recorded in the minutes of the meeting.

28.2 Requirement to Abstain from Decision Making

Members who have declared a conflict of interest must abstain from participating in any discussions or decision-making processes related to the matter in question. They must not influence other members' decisions or actions regarding the matter. The Committee may, at its discretion, request the member to leave the meeting during discussions and voting on the matter.

28.3 Interest Register

The committee must keep and maintain a register of any such disclosures in an interests register.

Legal Proceedings

29.0 Legal Proceedings

29.1 No action or legal proceedings whatsoever, whether at law or in equity, shall be taken or instituted by any member against the club, or any committee official or other member of the club in any respect of any committee official to other member of the Club in any respect of any

decision, proceeding, resolution, matter or thing whatsoever done, omitted, passed, carried or sanctioned by the EMB, and notwithstanding any irregularity in to relating to such decision proceeding, resolution, matter or thing, In the event of any such actions or proceeding being instituted the production of these rules shall be a complete answer thereto.

30.0 Matters not Elsewhere Provided for

30.1 In the event of any matter arising which is not provided for in these rules or any matter relating to the proper interpretation of these rules, the same shall be determined by the EMB, whose decision shall be conclusive and binding on all members. Notice of such decision shall be given to the next general meeting, and unless revoked there at, shall be deemed to stand.


This constitution was adopted at the SGM held 11th August 2025

Signed: President



15/08/2025

Signed: Secretary


18/08/25

Signed: Treasurer

17/08/2025