



# CONSTITUTION OF THE OWAIRAKA AMATEUR ATHLETIC AND HARRIER CLUB INCORPORATED

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## 1. Name

The name of the society is "Owairaka Amateur Athletic and Harrier Club Incorporated" (**Club**).

## 2. Purpose

The purpose of the Club is to:

- promote, encourage, and practice athletics in accordance with current rules and regulations of Athletics New Zealand and World Athletics;
- provide a supportive environment for people of all ages and abilities to participate in athletics; and
- deliver a full range of quality athletics programmes that improve the growth and performance of athletics, including in the Puketāpapa local board area.

### *Prohibition on financial gain*

In accordance with [section 22](#) of the Incorporated Societies Act 2022 (Act), the Club must not operate for the financial gain of any of its members.

## **3. Membership**

### **3.1. New members**

- (a) Subject to 3.1(b), a person becomes a member of the Club by completing the application form specified by, and fulfilling the requirements determined by, Athletics New Zealand and the Club, which include the person's consent to be a member and payment of applicable fees.
- (b) The Club Committee may resolve:
  - (i) to reject and nullify an application for membership of the Club; or
  - (ii) to limit the number of new members provided that the number of members of the Club shall not be less than ten.
- (c) The Club Committee may resolve, for any reason it thinks fit, to waive the requirement for an individual to pay any or all applicable fees to become a member of the Club. The individual shall be admitted as a member of the Club from the passing of such resolution.

### **3.2. Life members**

A person may be granted Life Membership for outstanding services to the Club over a period of at least ten years. Nominations for Life Membership must be in writing and submitted to the Club Committee at least one month before the Annual General Meeting. Nominees for Life Membership will only be granted where there is a four fifths vote in favour at the Annual General Meeting.

### **3.3. Termination**

Except for Life Members, an individual's membership of the Club lasts until the end of the membership period, as determined by the Club Committee.

The Club Committee may resolve to expel or suspend the membership of any member, and refund any applicable fee, provided that the expulsion or suspension is made in accordance with this Constitution and any applicable policy of the Club.

### **3.4. Resignation**

Any member may resign by following the process determined by the Club Committee, which may include completing a specified form on a website.

### **3.5. Return of property**

A person must return, to a Club Committee member, any Club property within seven days of their membership ending.

## 4. Register

The Club's register of members will be kept up to date by utilising a membership database, which may be mandated by Athletics New Zealand or otherwise determined by the Club Committee.

## 5. Committee

### 5.1. Composition

The Club Committee must have at least one person filling each of the following positions (collectively referred to as either **Officers** or **Club Committee**):

- President;
- Treasurer; and
- Officer.

There may be any number of additional Officer position-holders elected (or appointed) to be Officers, and they may have specific titles determined by the Club Committee (e.g., Secretary). Where the context requires it in this Constitution, "Officer" includes the positions of President and Treasurer.

The majority of Officers must be Club members.

### 5.2. Election

At each Annual General Meeting (**AGM**), the members present will elect a new Club Committee. Nominations for all positions may be either received prior to the meeting in writing or received from the floor at the AGM. Each Officer will be elected provided a simple majority of members present vote for their election and the nominee meets the requirements of [section 47](#) of the Act. All members of the Club Committee must consent, in writing, to be officers and certified in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or section 47(3) of the Act.

### 5.3. Term

Officers will hold their positions from the time of their election or appointment through to the conclusion of the next AGM, unless they cease to be an Officer under clause 5.7.

### 5.4. Duties of Officers

At all times each Officer must be aware of, and meet the requirements of, [sections 54 to 61](#) of the Act.

### 5.5. Appointment

Additional or replacement Officers may be appointed by the Club Committee provided the other requirements of this Constitution and the Act are met.

### 5.6. Club Committee Powers

The Club Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club subject to such modifications, exceptions or limitations as are contained in the Act or this Constitution.

## 5.7. Removal of Officers

An Officer ceases to be an officer of the Club if they:

- Resign (effective from either the notified date or otherwise the date the resignation communication is received by the Club's email account), or
- Are removed from the Club Committee, which may be realised by either unanimous vote of the Club Committee (excluding the person proposed for removal) or a majority vote of the members at a Special General Meeting, or
- Become disqualified due to no longer meeting the requirements of section 47, or
- Die.

Within seven working days of ceasing to hold office, the former Officer shall deliver to the Committee all Club property held by the former Officer.

## 5.8. Quorum

The presence of not less than three Club Committee members shall form a quorum for Committee meetings.

## 5.9. Voting

A resolution of the Club Committee is passed at any meeting of the Club Committee if a majority of the votes cast on it are in favour of the resolution. In general, voting will be by word of mouth or by a show of hands, unless a secret ballot is called for by any Officer. Each Officer has one vote.

The President shall act as Chairperson. If the President is not present at a meeting of the Club Committee, the members of the Club Committee present may choose one of their number to be Chairperson of the meeting.

The Chairperson has a casting, as well as a deliberate, vote.

## 5.10. Conflicts of Interest

The Club Committee must maintain an up-to-date register of all conflicts of interests (COI) disclosed by Officers or members of a sub-committee.

## 6. Contact person

The contact person(s) for the Club will be determined by the Club Committee.

## 7. Finance

### 7.1. Funds and property

The funds and property of the Club shall be:

- controlled, invested and disposed of by the Club Committee, subject to this Constitution; and
- devoted solely to the promotion of the purposes of the Club.

## 7.2. Treasurer

The Treasurer will:

- Keep account of all receipts and payments in accordance with [section 101](#) of the Act and additionally as the Club Committee may direct; and
- Prepare annual financial statements that meet the applicable requirements of [Part 3, Subpart 7 of the Act](#).

## 7.3. Money

Withdrawals from the Club's bank account must be executed with two account signatories. A signatory may be any Officer agreed to be appropriate by the Club Committee.

All money received in the name of the Club shall be receipted and banked to the credit of the Club.

No Club money will be expended for any purpose not within the scope and objects of the Club as stated in this Constitution.

## 7.4. Other requirements

Any money donated to, or becoming the property of, the Club for any stated purpose will be expended only for that stated purpose. Where it is impossible to comply with the conditions stipulated, such money will be expended or retained at the discretion of the Club Committee.

No person shall have any power to represent or commit the Club financially without the authority of the Club Committee.

The Club has no power to borrow money except with the consent of a majority vote at an Annual General or Special General Meeting.

## 8. Amending this Constitution

Minor or technical amendments to this Constitution may be made with the approval of the Club Committee. The Club Committee will provide written notice of minor or technical amendments to all members and allow objections to the amendment in accordance with section 31 of the Act. No other change to this Constitution will be made except at the Annual General Meeting or at a Special General Meeting of the Club. Members wishing to propose any change to this Constitution must give notice of that desire in writing to the Club email address at least fourteen (14) days prior to the date of the meeting and such notice will state the proposed change.

## 9. Disputes

The Club will, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this constitution, ensure that the dispute is investigated, determined, and dealt with in a fair, efficient, and effective manner, following the procedures outlined in the [Schedule](#) to this Constitution.

## 10. General Meetings

### 10.1. Annual General Meeting (AGM)

The AGM of the Club will be held not later than 60 days after the commencement of the Club year (1 April).

At the AGM, the President will present a report covering the operations and affairs of the Club during the previous year, any disclosures of interests made under section 63 of the Act, and the Treasurer will present a report covering the financial statements that require filing to meet the requirements of the Act.

The Officers for the ensuing year will be elected at the AGM.

Any member may request that a motion be voted on at the AGM by giving notice to the President at least 14 days before the AGM.

### 10.2. Special General Meeting (SGM)

A SGM of the Club may be convened at any time:

- by the Club Committee; or
- on the receipt by the Club Committee of a written request supported by not less than ten per cent of the Club's members. Such request must state the object for which such meeting is to be convened.

No business other than that stated in the notice of an SGM will shall be considered at an SGM.

### 10.3. Notice and Minutes of General Meeting

The AGM (or any SGM) will:

- a) Be notified to members in a manner agreed by the Club Committee however, an accidental omission to give notice of a meeting to, or a failure to receive a notice of meeting by, a member does not invalidate the proceedings of the relevant meeting,
- b) Be held not sooner than 14 days, and not later than 60 days, after the date on which the General Meeting date is notified to members,
- c) Have minutes of the meeting taken and retained indefinitely in the Club's records,

### 10.4. Quorum

The presence of not less than 10 members will form a quorum for the AGM or any SGM.

### 10.5. Voting

At the AGM or any SGM:

- a) Each life or financial member present (except children under the age of 16) will have a full vote.
- b) In general, voting will be either word of mouth or by a show of hands, unless a secret ballot is requested by at least one third of those present and entitled to vote.
- c) On a case-by-case basis, absentee or proxy voting may be permitted. If so, it will be notified along with the notice of the meeting and will include the required procedure for making an absentee or proxy vote,

- d) A simple majority of votes, including any absentee or proxy votes, is sufficient to pass a resolution.
- e) The Club President (or Chairperson, who will be determined by the Club Committee in the absence of the President) will have a casting as well as a deliberate vote.

#### 10.6. No written resolution in lieu of a General Meeting

Written resolutions, in lieu of any general meeting, are not permitted.

### 11. Bylaws

Bylaws (for example, a Code of Conduct) or other rules, consistent with the Act, any other legislation and this Constitution, may be approved by the Club Committee.

### 12. Club colours and uniform

The Club colours are Dark Royal Blue, Red, and White.

The Club uniform is a Dark Royal Blue singlet (or other tops determined by the Club Committee) with a frontal band bordered by a Red top and bottom and incorporating the name OWAIRAKA in Red letters on a White background. The Club Committee may determine the requirements for other permissible attire, such as shorts.

The Club motif is a red rooster bordered by a red half circle with the words "OWAIRAKA ATHLETICS" there under.

### 13. Common Seal

The Club has Common Seal, to be known as "The Common Seal Of Owairaka Amateur Athletic and Harrier Club Inc." (reproduced below), and to be held in safe keeping by an Officer determined by the Club Committee. When applied, the Common Seal is to be affixed by an Officer in the presence of either the President or the Treasurer.



*The Common Seal Of Owairaka Amateur Athletic and Harrier Club Inc.*

### 14. Liquidation or removal from the register

The Club may be liquidated or removed from the register in accordance with the provisions of Part 5 of the Act.

No distribution shall be made to any Member. On the liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets – after payment of all debts, costs and liabilities – shall be vested in one or more not-for-profit entity or entities noted in the liquidation or removal documentation provided the distribution complies with this Constitution and the Act.

## Schedule – Dispute Resolution Procedures

### 1. Making a complaint

- (1) A member or an officer may make a complaint by giving the Club Committee written notice —
  - (a) stating that the member or officer is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
  - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (c) sets out any other information reasonably required by the Club.
- (2) The Club may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  - (a) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
  - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

### 2. The right to be heard

- (1) A member or officer complainant has the right to be heard before their complaint is resolved or any outcome is determined.
- (2) If the Club makes a complaint, —
  - (a) the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (b) an officer may exercise that right on behalf of the Club, provided the Club Committee resolves that the officer may do so.
- (3) Without limiting the manner in which the Complainant/Club may be given the right to be heard, they must be considered to have been given the right if —
  - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing (if any) is held before the decision maker; and
  - (d) the Complainant's/Club's written statement or submissions (if any) are considered by the decision maker.

### 3. Person who the complaint is about has the right to be heard

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the Club (the respondent) —
  - (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under the Club's constitution or bylaws or this Act; or
  - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the Club, an officer may exercise the right on behalf of the Club provided the Club Committee resolves that the officer may do so.
- (4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
  - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (d) an oral hearing (if any) is held before the decision maker; and
  - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

### 4. The Club may decide not to proceed further with complaint

The Club may decide not to proceed further with a complaint if —

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a member or an officer has engaged in material misconduct;
  - (ii) that a member, an officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's constitution or bylaws or this Act;
  - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

### 5. Club may refer complaint to another person

- (1) The Club may refer a complaint to —
  - (a) an external person to investigate and report; or
  - (b) an arbitral tribunal, or an external person to investigate and make a decision.
- (2) The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### 6. Decision making must be impartial and must not be predetermined

A person may not act as a decision maker in relation to a complaint if two or more members of the Club Committee consider that there are reasonable grounds to believe that the person may not be either impartial or able to consider the matter without a predetermined view.