

GYMNASTICS NELSON INCORPORATED – CONSTITUTION



1.0 Name

1.1 The name of the club is Gymnastics Nelson Incorporated.

2.0 Interpretation

2.1 In these rules, unless the context otherwise requires:

“Association” means the Top of the South Gymnastic Association Incorporated.

“Committee” means the Committee of the club.

“GymSports” means GymSports New Zealand, the governing body for Gymnastics in this Country.

3.0 Registered Office

3.1 The registered office of the club shall be situated at such place as the Committee shall from time to time determine.

4.0 Objects

4.1 The objects for which the club is established are:

(a) To provide a Club within which individuals may work for the encouragement, development, promotion and control of the sport of gymnastics.

(b) To affiliate with the Association.

5.0 Powers

5.1 The Club shall have all the powers that are reasonably necessary or expedient to enable it to carry out its objects.

5.2 Without prejudice to Rule 5.1, the Club in addition to its other powers, may from time to time:

(a) Purchase, take on lease, or accept by way of gift any real or personal property; and

(b) Hold, manage, furnish, equip, develop, improve, alter, extend, repair and maintain any of its property; and

(c) Enter into covenants or agreements in respect of any of its property or in

respect of any property to be acquired by it; and

- (d) Sell, exchange, convey, transfer, assign, lease, dispose of, turn to account, or otherwise deal with any of its property; and
- (e) Generally carry on any activity or exercise any rights or undertake any liabilities in respect of its property, or in respect of any property to be acquired by it, that could be carried on, exercised, or undertaken by any individual owing such property; and
- (f) Solicit donations and collect, raise and receive money and other contributions; and
- (g) Act alone or with other amateur or approved bodies in the best interest of sport generally and in particular the sport of gymnastics.
- (h) Enforce equitably the due observance of the Club's rules and to hear and to adjudicate upon appeals, disputes and difficulties arising there from.
- (i) Suspend, disqualify or otherwise cause to be dealt with any member or official of the Club who has committed a breach of the rules or has taken any action considered by the Club to be unfair, unbecoming or contrary to the interests or ideals of the sport of gymnastics.
- (j) Appoint appropriate honorary officials or paid administrators for the Club.
- (k) Make ancillary rules and regulations on all matters authorised by or in the furtherance of the objects of the rules insofar as the same is not inconsistent with these rules.
- (l) Impose and collect levies, subscription fees and other authorised charges for members.
- (m) Apply the income and property of the Club when so ever derived to the promotion of the objects of the club and to invest or loan any monies of the Club not immediately required for any particular objects in any manner as may be determined by the Club.
- (n) Borrow money whether by way of bank overdraft or otherwise and to appoint guarantors and acquire security for the same as authorised by the Club.
- (o) Be an Incorporated Society.
- (p) Do all things that are considered conducive to the attainment of all or any objects of the Club.

6.0 **Membership**

6.1 The members of the club shall comprise:

(a) Associate Member

(b) Coach Member

(c) Honorary Members

(d) Ordinary Members

6.2 **Personal Pecuniary Benefit**

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document.

7.0 **Associate Members**

7.1 As associate Member is any parent or guardian whose child or children in the Club and whose subscription is paid.

8.0 **Coach Member**

8.1 Coaches appointed by the committee shall be accepted for Coach Membership.

9.0 **Honorary Life Members**

9.1 The Club may in General Meeting elect to Honorary Life Membership of the Club any person who has rendered valuable service to the Club.

9.2 All nominations for Honorary Life Membership shall first have the approval of the Committee with due notice of any proposed nomination to be given in writing to the Secretary at least 28 days before the Annual General Meeting.

9.3 Honorary Life Members shall be entitled to attend, without payment of any fee, any competition or display organised by the Club on its own behalf.

10.0 **Ordinary Membership**

10.1 Any person desirous of aiding in the promotion of Gymnastics may be nominated by two Associate Members.

10.2 A two thirds majority vote of the Committee shall determine whether a candidate shall be accepted for ordinary membership.

11.0 Affiliation/Registration Fee

11.1 The fee payable by an Associate Member shall be the registration fees fixed from time to time by the Committee.

11.2 If no registration fees are set by the Committee those fees shall in that year be the same as in the preceding year.

11.3 There shall be no fee payable by Coach Members.

11.4 The annual fee payable by Ordinary members shall be fixed by the Committee AND any amount so fixed shall continue to be the fee payable until it shall have been duly altered by resolution passed at a subsequent Committee Meeting.

12.0 Resignation

12.1 Any ordinary member may resign from the Club by giving written notice to that effect to the secretary.

12.2 The resignation of such member shall not effect the liability of such member for any subscriptions, levies or other money due or accruing to the Club and unpaid at the date of their resignation.

12.3 A member shall be deemed to have resigned from the Club if the has not, by the 30th day of May in any year, paid in respect of that year, the resignation and/or annual fees.

Provided that the Committee, by unanimous decision, with or without conditions, may determine that this Rule may be waived in respect of that member for that year.

12.4 As Associate Member shall be deemed to have resigned from the Club once their child or children cease to be enrolled in the Club.

12.5 A Coach member shall be deemed to have resigned from the Club should they cease to be involved as a Coach of the Club.

13.0 Expulsion

13.1 The Committee may expel any member from the Club if it is satisfied that:

(a) The member failed to observe these rules or the bylaws of GymSports.

(b) The member has been guilty of conduct of such a nature as to bring discredit upon gymnastics, or which may endanger or be likely to endanger the reputation of the Club.

13.2 Before exercising the power conferred on it by Rule 11.1 the Committee shall inform the member in writing of its reasons for considering the expulsion of that member and shall give the member a reasonable opportunity of appearing before the Committee and offering an explanation either verbally or in writing or both.

13.3 If the Committee resolves to expel any member from the Club that member shall thereupon cease to be a member of the Club.

13.4 Any such expulsion shall not effect the liability of the member from any subscription, levy or other money due or accruing to the Club and unpaid at the date of the expulsion.

14.0 **Forfeiture of Claims**

14.1 Any member ceasing voluntarily or otherwise to be a member of the Club shall thereupon forfeit all claims or interest in the property of the Club and shall forthwith return any of the property of the Club in their possession.

15.0 **Committee**

15.1 The business and the affairs of the Club shall be controlled by a Committee and the membership of that Committee shall be made up as follows:

(a) The Officers of the Club.

(b) The remaining members being made up of Associate and Ordinary members with a maximum of three Ordinary Members.

(c) The number of Committee members to be decided by the Committee yearly.

15.2 Nominations for Committee membership must be initiated by Associate or Ordinary members at the Annual General Meeting.

15.3 Where there are more nomination received than vacancies, then a secret ballot shall be conducted.

15.4 If there is any vacancy it shall be deemed to be an extraordinary vacancy.

15.5 Any member appointed shall come into office for the meeting immediately following his appointment and shall, unless his office sooner becomes vacant, hold office until his successor comes into office.

15.6 Any member of the Committee, so long as he continues to be qualified, shall be eligible for reappointment from time to time.

16.0 **Officers**

16.1 The Officers of the Club shall be:

- (a) A President
- (b) A Secretary
- (c) A Treasurer or Finance Sub – Committee consisting of at least 3 current members of the club.
- (d) A Vice President

16.2 The above officers shall be elected at the Annual General Meeting every year except in the case where no nominations are received then the Officers may be elected or co-opted by the Committee.

16.3 Subject to Rule 17 relating to the position of Secretary and Treasurer, the Officers must be members of the Committee.

16.4 If more candidates are nominated than are required scrutineers shall be appointed by the Committee from amongst its members.

16.5 Any scrutineer so appointed shall be entitled to vote.

16.6 Every member present in person or by proxy shall be entitled to vote and the candidates who receive most votes shall be declared elected.

16.7 Where more candidates are nominated than required, a secret ballot shall be conducted with scrutineers appointed by the Committee from amongst its members.

17.0 **Secretary and Treasurer**

17.1 The Committee shall be entitled to appoint one of its members or some other suitable person to be its secretary if this position is not filled at the Annual General Meeting.

17.2 The Committee shall be entitled to appoint one of its members or some other suitable person to be its Treasurer or be appointed to the Financial Sub-Committee if this position is not filled at the Annual General Meeting.

17.3 The Committee shall have the power to dismiss any persons appointed to either or both those positions.

18.0 **Indemnity of Officers**

18.1 No Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer of the Club member or for any loss occasioned by any error or

judgement or oversight on his part or any other loss, damage, misfortune whatever which shall happen in the execution of the duties of his office in relation thereto unless the same happened through his own wilful default or dishonesty.

19.0 Auditor

19.1 The Committee shall appoint an auditor.

19.2 It shall be the duty of the auditor to examine the financial statement referred to in Rule 20 before it is submitted to the Annual General Meeting and to make a report to the members of the Club in the truth and fairness of that statement.

20.0 Annual General Meeting

20.1 An Annual General Meeting of the Club shall be held in each year during the month of November, on a date and at a time and place to be fixed by the Committee.

20.2 There shall be submitted to each Annual General Meeting for the approval of the members of the Club a statement containing the income and expenditure of the Club during the Club's last financial year.

20.3 In addition any other business of which notice has been given shall be dealt with.

21.0 Special General Meeting

21.1 Special General Meetings of the Club may be called at any time by the Committee and shall be so called upon receipt of a written requisition signed on behalf of at least 10 Ordinary coach or Associate members of the Club, setting forth the purpose for which it is desired that such meeting be held.

21.2 All meetings called following the receipt of any such requisition shall be called by the committee for a date not later than 35 days after receipt of the requisition.

22.0 Summoning of General Meetings

22.1 A General Meeting of the Club shall be summoned either by giving written notice of it to each Associate or Ordinary member or by inserting notice of the meeting in a newspaper circulating in Nelson at least 7 days before the day fixed for the meeting.

22.2 The notice shall specify the date, time and place of the meeting and the nature of the business to be transacted.

22.3 The non-receipt or non-insertions of any notice shall not invalidate the proceedings of any General Meeting.

23.0 Proceedings at General Meetings

23.1 The only persons entitled to vote at General Meetings of the Club shall be Associate, Coach and Ordinary members of the Club.

23.2 At any Annual or Special General Meeting an attendance of at least 10 Associate, Coach and Ordinary Members entitled to attend shall form a quorum.

23.3 Voting shall be recorded on voices or by a show of hands unless otherwise provided herein.

23.4 All questions arising at any General Meeting of the Association shall be decided by a majority of the valid votes cast thereon.

23.5 At any General Meeting of the Club the President or other person presiding shall have no casting vote.

23.6 Any General Meeting of the Club may be adjourned from time to time.

24.0 **Presiding Member**

24.1 The President shall preside at every General Meeting of the Club and at every meeting of the Committee at which he is president.

24.2 If the President is absent from any General Meeting of the Association or from any from any meeting of the Committee the meeting shall elect a Chairman to preside at that meeting,

Provided That such chairman must be a member entitled to vote.

25.0 **Powers of the Committee**

25.1 The committee shall have the entire management of the affairs of the Club and shall have all the powers of the Club except such as are expressly required to be exercised by the Club in General Meeting and except as otherwise provided by these rules.

25.2 Without derogating from the General powers of the Committee, it is hereby expressly declared that it shall have power:

- (a) To appoint the Officers of the Club in terms of Rules 16 and 17.
- (b) To appoint and remove agents; delegates and sub-committees (whether members of the Committee or of the Club or not) and to delegate to them either generally or for a particular purpose or time such power as it thinks fit;
- (c) To manage and control the funds and finances of the club;
- (d) To make, amend, and rescind regulations, not inconsistent with the Incorporated Societies Act 1908 or these rules;
 - (i) Securing the objects of the Club and giving effect to these rules;
 - (ii) Regulating in greater detail any matters provided for in these rules;

(iii) Regulating the procedure of the Committee or of any Committee of the Committee or of the Club;

(e) To authorise persons to enter into, and execute, contracts on behalf of the Club.

25.3 Any Sub-Committee formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the committee.

25.4 Any Sub-Committee shall, subject to the approval of the Committee, have the power to co-opt any person not being a member of the Committee as members of such Sub-Committee, if in the opinion of the Sub-Committee, he has knowledge which will assist the work of the Sub-Committee.

25.5 The Committee may at any time and from time to time discharge, alter, continue or reconstitute any Sub-Committee or discharge any member of a Sub-Committee and, if it thinks fit, appoint another member in his stead.

25.6 Every Sub-Committee to which any powers or duties are delegated, may, without confirmation by the Committee, exercise or perform the same in like manner and with the same effect as the Committee could itself have exercised or performed the same.

25.7 Every such Sub-Committee shall be subject in all things to the control of the Committee, and shall carry out all directions, general or specific, of the Committee given in relation to the Sub-Committee or its affairs.

26.0 **Borrowing Powers**

26.1 Subject to rule 26.2 the powers conferred by rule 5 (including the power to mortgage or charge any of the real or personal property of the club) shall be exercised only under the authority of a resolution passed at a General Meeting of the Club.

26.2 The Committee may exercise the power to borrow money conferred by Rule 5 of these rules (notwithstanding that the exercise of the power is not authorised by a resolution passed by a General Meeting of the Club) if the amount proposed to be borrowed together with any amount (excluding any sanctioned amount) for the time being borrowed and not repaid by the Club does not exceed \$2,000.00.

26.3 For the purpose of this rule the term “sanctioned amount” means an amount borrowed by the Club under the authority of a resolution passed at a General Meeting of the Club.

27.0 **Extraordinary Vacancies**

27.1 If any member of the Committee other than a Coach representative:

(a) Dies; or

- (b) Resigns his office by writing under his hand delivered to the Secretary; or
- (c) Is absent without leave from three consecutive meetings of the Committee;
or
- (d) Ceases to be a member; or
- (e) Becomes a mentally disordered person within the meaning of the Mental Health Act 1969; or
- (f) Is convicted of any offence punishable by imprisonment for a term of less than two years and is sentenced to imprisonment for that offence

the position held by him shall become vacant and shall be an extraordinary vacancy.

27.2 In the event of an extraordinary vacancy occurring on the Committee, other than for a Coach representative, the Committee shall have the power to fill such vacancy.

27.2 Any vacancy occurring for whatever reason for a Coach representative shall be filled by the gymnastic group that originally appointed such representative in terms of rule 15.1 (c).

28.0 **Committee Procedures**

28.1 The Committee shall endeavour to meet regularly throughout the year.

28.2 A meeting of the Committee may be called at any time by the President and Secretary or any three members of the Committee.

28.3 At any meeting of the Committee an attendance of at least 50% of the members entitled to attend shall form a quorum.

28.4 At any meeting of the Committee the person presiding shall have a deliberation vote but shall have no casting vote.

28.5 Every question before any meeting of the Committee shall except where otherwise provided in these rules be decided by a majority of the votes of the members present or represented by proxies and voting thereon.

28.6 The Committee shall hold its meetings at such time and places as the Committee from time to time decides.

28.7 A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held.

28.8 Any such resolution may consist of several documents in like form each signed by one of the members.

29.0 **Financial Year**

29.1 The financial year of the Club shall end on the 30th Day of September each year.

30.0 **Bank Account**

30.1 The bankers of the Club shall be such Bank or Banks as may be decided upon from time to time by the committee.

30.2 All payments out of the funds of the Club shall be made by authority of a resolution of the committee.

30.3 The accounts of the club at its Bankers shall be operated upon by such members of the Committee as the Committee shall from time to time determine.

30.4 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments may be endorsed on behalf of the Club by the Secretary or Treasurer or by any one of the persons authorised to sign cheques.

31.0 **Common Seal**

31.1 The Common Seal of the Club shall be kept by the Secretary.

31.2 The common Seal shall not be affixed to any document except pursuant to the authority of a resolution of the Committee or of the Club and in the presence of two members of the Committee, each of whom shall sign the document.

32.0 **Amendment, Alteration or Rescission**

32.1 These rules may be altered, added to, or rescinded by a resolution passed at a General Meeting of the Club.

32.2 Notice of motion to alter, add to or rescind these rules may be given by any member.

32.3 Every such notice must be given in writing to the Secretary at least 28 days before the meeting at which it is proposed to move the motion.

32.4 The text of the proposed motion shall be included in or shall accompany the notice summoning the meeting.

32.5 No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims/objects, personal pecuniary benefit of the winding up rule. The provision and effect of this clause shall not be removed from this document and shall not be included and implied into any document replacing this document.

33.0 **Notices**

33.1 Any notice or document required to be given by the Club, the Committee to any member of the Committee or any person for the purposes of these rules may be given:

- (a) By causing it to be delivered personally to that person.
- (b) By causing it to be left at the usual or last known place of residence of that person; or
- (c) By causing it to be posted in a prepaid letter addressed to that person at his usual or last known place of residence; or
- (d) In any other manner authorised by law.

33.2 If any notice or document is sent to any person by post under rule 33.01 it shall be deemed to have been delivered to him on the third day after the day on which it was posted;

Provided that where the third day is a Saturday, a Sunday, or a public holiday the notice or document shall be deemed to have been delivered to him on the first day following that third day which is not a Saturday, a Sunday or a public holiday.

34.0 **Solicitors**

34.1 An honorary Solicitor who may but need be an Associate Coach or Ordinary member may be appointed at each Annual General Meeting and the Committee may refer to him for his opinion or action on legal matters arising for determination.

34.2 Although honorary the Solicitor shall not be precluded from recovering costs and disbursements incurred.

35.0 **Winding Up**

35.1 The Club may be wound up voluntarily in accordance with Section 24 of the Incorporated Societies Act 1908.

36.0 **Disposition of Surplus Assets on Winding Up or Dissolution**

36.1 If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of this organisation, or to a charitable organisation or purpose, within New Zealand.

- (a) In the case of a voluntary winding up, in such manner as shall be resolved by those present at the meeting at which the resolution requiring the Club to be wound up is passed; or

(b) In any other case or where no such resolution is passed, by vesting them in the Young Men's Christian Association of Nelson (Inc) in trust for the furtherance of the sport of gymnastics within the Nelson region.

37.0 Interpretation

37.1 In these rules unless inconsistent with the context words importing the singular number include the plural number and words importing the masculine gender include females.

37.2 Should any questions arise as to the meaning or interpretation of any of the rules herein or of any other matter affecting the Club decision of the Committee thereon shall be final and conclusive.

37.3 Notwithstanding Rule 37.2 in case any irregularity shall occur in the convening or holding of any General Meeting, any Committee or Sub-Committee Meeting, or in any proceedings at or ancillary to any such meeting and the same shall not be noticed and objected to at the time all proceedings at such meetings shall be of the same force and validity as if no irregularity had occurred But if such irregularity shall be noticed and objected to the meeting shall decide therein and such decision shall be final and conclusive.

38.0 New Rules

38.1 These being the first rules of the Club there are no rules in force to be revoked.