

CONSTITUTION OF

**ATHLETICS WAIKATO
BAY OF PLENTY
INCORPORATED**

As at 23 October 2019

CONSTITUTION OF ATHLETICS WAIKATO BAY OF PLENTY INCORPORATED

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PART I – OBJECTS AND POWERS

1. NAME:

The name of the organisation shall be Athletics Waikato Bay of Plenty Incorporated ("AWBOP").

2. DISTRICT:

The district covered by AWBOP shall be the district as defined in the rules of Athletics New Zealand (Incorporated) ("ANZ") and currently incorporating the boundaries of the Waikato and Bay of Plenty regions and the Ohura and Taumarunui Wards of the Ruapehu District Council and excluding that part of the Auckland Council in the Waikato Region.

3. OBJECTIVES:

The objectives of AWBOP shall be to:

- a) Facilitate, promote and develop the sport of Athletics (including Track and Field, Cross Country, Road Running, Trail Running and other non-stadia events) within the district and in accordance with the rules of Athletics NZ.
- b) Support and assist its members to administer, develop and deliver Athletics within the district.
- c) Exercise all powers and to perform all duties vested in and imposed upon it by those rules.

4: POWERS

The powers of AWBOP shall be to:

- a) Determine regulations, policies and procedures for the governance and management of Athletics within the district;
- b) Control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- c) Construct, purchase, acquire and maintain any building, works, property or assets which the Board may think necessary for the purpose of achieving the objects of the organisation
- d) Employ staff and engage contractors or professional advisors as necessary to carry out the functions of the organisation; pay fees, expenses, salaries and other forms of remuneration for services rendered to the organisation;
- e) Enter into any contract or arrangement as, in the opinion of the Board, is conducive to the attainment of the objects of AWBOP;
- f) Accept donations, endowments, bequests and gifts that are given for the purpose of achieving the objects of AWBOP;
- g) Acquire, collect and disseminate to clubs any information which may be of interest or assistance to the clubs;
- h) Carry out such other activities as are consistent with and conducive to the attainment of the objects of AWBOP.

5. REGISTERED OFFICE

The registered office of Athletics Waikato Bay of Plenty Incorporated shall be at such place or places as determined by the AWBOP Board.

PART II – MEMBERSHIP

6. MEMBERSHIP:

The following persons and organisations shall be members of AWBOP, provided that at all times they abide by the rules and regulations of AWBOP:

6.1 Member Clubs

All Clubs within the district which are affiliated to ANZ

6.2 Individual Members

- (a) All members of member clubs.
- (b) Life Members of AWBOP.
- (c) Officers of AWBOP.
- (d) Coaches whose names are listed on the ANZ Coaches list and who reside within the district.
- (e) Officials whose names are listed on the Waikato Bay of Plenty Technical Officials Register.

6.3 Member Organisations

- (a) Waikato Bay of Plenty Secondary Schools' Athletic Association
- (b) Waikato Bay of Plenty Masters' Athletic Association

Any person who ceases to be a member of a member club, or ceases to be a member pursuant to subclause 6.2(c), (d), or (e) of this clause, and any Club which is no longer affiliated to ANZ shall immediately cease to be a member of AWBOP.

Any person may resign from membership by notice in writing to the Executive Officer of AWBOP.

7. LIFE MEMBERS

Life members may be elected at the Annual General Meeting. Nominees must have rendered outstanding service and have given not less than 15 years of service to AWBOP. All nominations of persons for Life Membership from member clubs, member organisations and AWBOP Committees shall have been received in writing by the Executive Officer or appointed person(s) not less than 2 months before the Annual General Meeting.

The Board shall consider the nomination and have the right to reject or forward the Nomination to the Annual General Meeting.

For a Life Member to be elected, not less than 75% of the delegates present at the Annual General Meeting and eligible to vote, must vote in favour of the election. Life Members shall receive a Life Membership badge, at the cost of AWBOP.

8. SERVICE AWARD

An Athletics Waikato-Bay of Plenty Service Award may be awarded to any person who has demonstrated a substantial contribution to the Sport within the district as an Official, Administrator, Coach or Athlete, with the expectation of 15 years of service.

The Award may be made each year at the Annual General Meeting on the recommendation of an Awards Committee, consisting of the Chairpersons of the Operations and Children's Committees.

PART III – OFFICERS AND BOARD

9. OFFICERS

9.1 Officers of AWBOP shall be:

- (a) the President;
The President shall be elected at the AWBOP Annual General Meeting. S/he shall hold office for two (2) years until the conclusion of the next relevant Annual General Meeting. The President shall hold no other office within AWBOP. The President may be re-elected for two subsequent and consecutive terms of office.

The Elected President shall be elected by a majority of those entitled to vote at the AWBOP Annual General Meeting.

The President is a member of the AWBOP Board and shall have one vote at each meeting.

10. THE BOARD

10.1 Membership of the Board

The AWBOP Board shall consist of:

- (a) The President, elected by the Annual General Meeting;
- (b) Three (3) elected members elected by the Annual General Meeting;
- (c) Two (2) independent members appointed by the AWBOP Appointment Panel.

10.2 Election/Appointment of Board Members

- (a) Nominations for Elected Board Members may be made by any member of AWBOP and shall be received in writing by the Executive Officer or appointed person(s) not less than 28 days before the date set for the meeting.
- (b) The Independent Board Members shall be appointed by the Board Appointment Panel, under Rule 10.3.

10.3 Appointment of Independent Board Members

The Independent Board Members shall be appointed by the AWBOP Board Appointment Panel.

The Board Appointment Panel shall be established by the Board no later than four weeks prior to the Annual General Meeting each year or at such other time as directed by an Annual Meeting following a removal of an Independent Board member. It shall consist of up to three (3) persons nominated by the Board but who may not apply for a position as an Independent Board Member

Applications for Independent Board Members may be made in writing by any person and shall be received at the registered office of by no later than twenty one (21) days before the Annual General Meeting or twenty one (21) days before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Independent Board Member who has been

removed. In addition, the Board Appointment Panel may advertise publicly or invite applications for Independent Board Members.

Following the appointment of Board Members, the Board Members shall, within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board from within their number.

The Executive Officer or appointed person(s) shall be appointed by the Board on terms and conditions which the Board considers appropriate.

No person who is employed by AWBOP may be a Board Member (but this shall not disqualify a person who from time to time has a contract for services with AWBOP).

10.4 Term of Office of Board Members

The term of office for all Board Members shall be up to three (3) years, expiring at the conclusion of the relevant AWBOP Annual General Meeting.

The commencement of the terms of office for Board Members shall be staggered to ensure a rotation of Board Members over a three-year period.

If the rotation of Board Members is affected due to a vacancy on the Board or any other reason, the term of office of a Board Member or Board Members may be reduced by agreement of the Board and the Board Member concerned or, failing such agreement by majority vote of the Board.

Any Board Member may be re-elected (under Rule 10.2. or re-appointed (under Rule 10.3.to the Board for a maximum of two (2) subsequent and consecutive terms of office, except that a Board member may be re-elected or re-appointed to a further subsequent and consecutive term of office providing that the Board members' total service does not exceed nine years.

For the period from the commencement of this Constitution to the conclusion of the Appointment panel process, the term of office for the inaugural board members shall not exceed nine (9) months. Thereafter the terms of office of Board Members shall be three (3) years.

10.5 Rights of Board Members

All Board Members shall have the right to attend, speak and vote at all Board meetings.

10.6 Vacancies on the Board

Any vacancy on the Board, which occurs during any Board Member's term of office, may be filled by the Board Appointment Panel.

Where the vacancy is of the President, the term of office for the Board Member appointed to fill such a Vacancy shall expire at the conclusion of the next Annual General Meeting at which time the person to fill the vacancy shall be elected.

10.7 Powers of the Board

The AWBOP Board shall have the power to:

- (a) develop and implement the AWBOP Regulations, By Laws, strategies, policies and procedures for the administration, promotion and development of AWBOP;

- (b) develop and implement policies to prudently, protect and enhance the AWBOP's finances and property;
- (c) employ an Executive Officer or appointed person(s) and/or other personnel, and delegate appropriate powers, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (d) establish and delegate appropriate powers to such committees, sub-committees and groups as it considers appropriate to assist it to carry out its Objects and to receive and deal with reports and recommendations from such committees, sub-committees and groups;
- (e) approve the Annual Plan;
- (f) approve the terms and conditions of an operations committee, and other support personnel;
- (g) appoint a panel of three from the members of the Arbitration Panel to conduct any disciplinary hearing required as per Clause 28.
- (h) resolve and determine any disputes or meaning of the rules or matters in relation to athletics which is not provided for in the AWBOP Constitution;
- (i) do all other acts which are within the Powers and Objects of AWBOP and which the AWBOP Board considers appropriate.

10.8 Board Meetings

The Board shall meet at least six (6) times per year at such places and times, and in such manner, as it shall determine.

The Chairperson shall chair the Board meetings. In his/her absence appoints a deputising Chairperson.

A resolution in writing, or any other form of visible or electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board Members. Any such resolution may consist of several documents in like form each signed by one or more Board Members.

A Board Member who is absent from three consecutive Board Meetings without prior approval or without reasonable explanation, shall be deemed to have vacated his/her office as a Board Member.

The Chairperson of the AWBOP Board may invite any other person to attend and speak at any meeting of the AWBOP Board, but such other persons shall not have any voting rights

10.9 Voting at the Board Meetings

Each Board Member shall have one vote at the Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

The Chairperson of the AWBOP Meetings shall have a casting vote.

10.10 Quorum for Board Meetings

There shall be no less than four (4) Board Members present at an AWBOP Board Meeting.

10.11 Removal of Board Member

The Members in the AWBOP Special General Meeting, called for this purpose, may by resolution remove any Board Member, before the expiration of his/her term of office.

Upon the Executive Officer or appointed person(s) receiving a request for an AWBOP Special General Meeting for the purposes of removing a Board Member, she/he shall send the notice to the Board Member concerned.

Before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the AWBOP Special General Meeting, to make submissions in writing and/or verbally to the Board about the proposed resolution.

PART IV – GENERAL MEETINGS

11. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held not later than the 31st day of August each year for the purpose of:

- (a) Receiving the Annual Report for the year ended May 31.
- (b) Receiving reviewed Financial Accounts for the year ended May 31.
- (c) Receiving Annual Reports from the Operations Committee and Children's Committee for the past year.
- (d) Electing the following Officers, Board Members and Others from the nominations forwarded by member Clubs and member organisations:

Officers:

- President

Elected Board members

- three (3) members elected by the Annual General Meeting

Where sufficient nominations are not submitted by member clubs or member organisations, those persons who are nominated shall be declared duly elected and other nominations to fill any remaining vacancies may be taken from the floor of the meeting and if necessary, an election held amongst those so nominated.

Other:

- Financial Accounts Reviewer
- Arbitration Panel

- (e) Determining the levy and the structure for AWBOP to apply from the 1st April next following, after first considering the recommendation of the Board in this regard.
- (f) Transacting any other business forwarded by member clubs, member organisations or AWBOP Committees.

Officers and others elected at the Annual General Meeting shall take their elected positions at the conclusion of that meeting.

Notification of the Annual General Meeting shall be in writing to member clubs and member organisations not less than 60 days before the meeting. All nominations and business from member clubs, member organisations and Committees shall have been received in writing by the Centre Administrator or appointed person(s) not less than 28 days before the date of the meeting.

The Executive Officer or appointed person(s) shall in turn send such nominations and business, in writing, to the member clubs and member organisations, not less than 14 days prior to the meeting.

12. SPECIAL GENERAL MEETING:

A Special General Meeting will be convened by the Executive Officer or appointed person(s) on receipt in writing of a request signed by not less than 5 member clubs or member organisations or if called by the Board at any time.

Member clubs or member organisations shall receive not less than 21 days' notice of a Special General Meeting stating the purpose of the meeting and no other business shall be transacted at that meeting.

13. PROCEDURE OF GENERAL MEETINGS

13.1 Voting

- (a) At any Annual General Meeting or Special General Meeting, each member club and member organisation shall be entitled to two votes each, providing that no person present and entitled to vote shall exercise more than one vote.
- (b) All persons appointed to vote must be 16 years or over at the time of the Meeting.
- (c) In the case of equality of votes the Chairperson of the meeting shall have a casting vote in addition to any deliberative vote to which they shall be entitled to.
- (d) Election of Officers and others, and all questions submitted for discussion at any meeting shall be put to the vote and decided on a show of hands, provided however that if any person present and entitled to vote requests that voting be by ballot then the voting shall take place accordingly.

13.2 Delegates

- (a) Each member club or member organisation shall be entitled to be represented by two persons to exercise that organisation's votes at any Annual General Meeting or Special General Meeting.
- (b) No person shall exercise more than one vote.
- (c) All persons appointed to vote must be 16 years or over at the time of the meeting.

13.3. Proxies

- (a) Each delegate appointed under clause 13.2 may exercise his or her vote at any Annual General Meeting or Special General Meeting by proxy. All persons appointed to act as proxy must be aged 16 years or over at the date of nomination.
- (b) Notice of the nomination of the proxy must be in writing, signed by the person appointing the proxy and lodged with the Executive Officer or appointed person(s) prior to the commencement of the relevant meeting.

13.4 Quorum

- (a) For an Annual General or Special General meeting of AWBOP, a quorum shall be at least eight (8) member clubs or member organisations.

13.5 Chairperson of Meetings

- (a) At the Annual General Meeting or any Special General Meeting the chair shall be taken by the President.
- (b) If the President is absent the Chair shall be taken by the Chairperson of the AWBOP Board.
- (c) If the Chairperson of Board is also absent the delegates present shall elect one of the members to take the Chair for that meeting.

PART V – COMMITTEES

14. OPERATIONS COMMITTEE

- 14.1** The Operations Committee shall consist of the following personnel and be appointed at the AWBOP Annual General Meeting as follows:
- a) Two representatives appointed by the Children's Committee;
 - b) One representative appointed to represent the interests of Track and Field;
 - c) One representative appointed to represent the interests of Road and Cross Country;
 - d) One representative appointed to represent the interests of Masters;
 - e) One representative appointed to represent the interests of Officials;
 - f) One representative appointed to represent the interest of Coaches;
 - g) Executive Officer or appointed person(s) appointed by the AWBOP Board.

One representative to represent the interest of Secondary Schools shall be invited to each meeting

- 14.2** The Operations Committee shall be responsible for:
- a) Managing competitions and events overseen by AWBOP;
 - b) Supporting the AWBOP contracted staff to develop opportunities for athletes, officials and coaches;
 - c) Coordinating the selection and management of teams representing AWBOP at regional and national events;
 - d) Promoting and encouraging participation in Athletics.
- 14.3** At all meetings of the Operations Committee, the Chair shall be taken by the elected Chairperson of that particular committee. If the Chairperson is absent, the delegates present shall elect one of their members to take the Chair for that meeting.
- 14.4** The Operations Committee shall meet not less than four (4) times in each year.
- 14.5** A quorum for the Operations Committee shall be no less than four (4) members of the committee.
- 14.6** Each Committee member shall be entitled to one vote. No Committee member present and entitled to vote shall exercise more than one vote.
- 14.7** The Operations Committee has the power to appoint replacement committee members during the year.
- 14.8** The committee may appoint sub committees to undertake specific tasks as required from time to time.

15. CHILDREN'S COMMITTEE

- 15.1** The Children's Committee shall consist of the following personnel and be appointed as follows:
- a) Chairperson elected by the Annual Meeting of Children's delegates;
 - b) Secretary, appointed by Children's committee;
 - c) Two representatives from each member Club whose members participate in children's events.

One representative of Waikato Bay of Plenty Secondary Schools Athletic Association shall be invited to each meeting.

Any vacancy in the position of Chairperson or Secretary of a committee shall be filled at a subsequent meeting of that committee.

- 15.2** The Children's Committee shall be responsible for:
- a) the daily administration and competition for Children's Athletics;
 - b) The Children's Committee shall commit AWBOP for expenditure or operate a bank account only as determined from time to time by the Board;
 - c) The committee may appoint sub committees to undertake specific tasks as required from time to time.
- 15.3** At all meetings of the Children's Committee, the Chair shall be taken by the elected Chairperson of that particular committee. If the Chairperson is absent, the delegates present shall elect one of their members to take the Chair for that meeting.
- 15.4** The Children's Committee shall meet not less than five (5) times in each year.
- 15.5** A quorum for the Children's Committee shall be no less than six (6) member clubs or member organisations.
- 15.6** Each Committee member shall be entitled to one vote. No Committee member present and entitled to vote shall exercise more than one vote
- 15.7** The Children's Committee shall hold an Annual General Meeting prior to the AWBOP Annual General Meeting.

PART VI – FINANCIAL MATTERS

16. FINANCIAL ACCOUNTS REVIEW:

The annual Financial Accounts shall be reviewed in accordance with the Review Engagement Standards issued by the Institute of Chartered Accountants of New Zealand by an independent qualified accountant who has been appointed at the previous Annual Meeting of the Association.

The Review Opinion shall be presented to the Annual meeting of the Association.

17. FINANCE:

- (a) The financial year of AWBOP shall be from 1 June to 31 May each year.
- (b) The bank account shall be operated by any two of the authorised signatories determined from time to time by the AWBOP Board.

18. MEMBERSHIP FEES:

- (a) Every athlete who is a member of a member club shall pay to AWBOP such fees as are from time to time prescribed by AWBOP, at an annual general meeting or at a special general meeting.
- (b) The membership year shall commence on 1 April.
- (c) Failure of a member to pay the fees as prescribed shall result in that member being liable for disqualification from membership of AWBOP and unable to enjoy the benefits contained within these rules.

19. COMMON SEAL:

The Common Seal shall be in the custody of the Executive Officer or appointed person(s) and shall be affixed to documents only by the direction of the AWBOP Board and shall be attested by any two members of the Board.

20. POWER TO BORROW:

The AWBOP Board may from time to time for the proper objects of AWBOP obtain advances or deposits of money from any person or Corporation and may receive or arrange for purchase of securities or repayment of those advances, deposits, or any money owing by AWBOP in any manner the Board may in its absolute discretion deem fit and in particular by mortgage or charge or lien upon a whole or any part of AWBOP's property or assets, whether present or future.

21. POWER TO LEND:

The AWBOP Board shall have the power to lend to ANZ or any Club affiliated to ANZ any sum or sums of money out of the accumulated funds upon such terms and period, either with or without security, as the Board shall in its absolute discretion so determine.

22. INVESTMENT OF FUNDS:

The AWBOP Board may invest or reinvest such part or parts of its capital not immediately required for the purposes of AWBOP as the Board shall from time to time think fit in such investment or securities, whether in New Zealand or elsewhere, as the Board shall from time to time consider beneficial to AWBOP.

PART VI – MISCELLANEOUS

23. COLOURS:

The colours of AWBOP shall be Black, Red, and Gold.

24. CLUB UNIFORMS

All new clubs are to have their uniform ratified by the AWBOP Board prior to their affiliation. Any changes to existing club uniforms (part or whole uniform) must also be ratified by the Board. A register of Club Uniforms is to be kept by the Executive Officer or appointed person(s).

25. STANDING ORDERS:

On all questions concerning the interpretation of rules or standing orders, the rules of Athletics NZ as may deal with the matter, shall apply.

26. GENERAL:

These rules shall be read with and subject to the rules of Athletics NZ and where the rules of AWBOP do not apply or are inconsistent therewith the rules of the former body shall apply.

27. REGULATIONS:

AWBOP may by resolution in General Meetings, enact Regulations for the purpose of securing the objects and giving effect to the provisions of the Rules and or regulating in greater detail the matters provided for in these Rules.

28. DISCIPLINARY ACTION:

- (a) Where an offence is alleged to have taken place or where discipline procedures by a member are contested, the AWBOP Board shall appoint a panel of three from the members of the Arbitration Panel as elected at the Annual General Meeting to conduct a hearing into the matter and to make a decision as to the disciplinary action to be taken (if any).
- (b) Not less than 48 hours' notice shall be given to any member of any hearing at which the allegation against the member is to be discussed.
- (c) A member or representative shall be entitled to be heard in their defence.
- (d) Notice of any suspension or expulsion of a member as a result of the hearing shall be given to the member in writing with the reasons for it.
- (e) Any member may appeal the decision of the Arbitration Panel in accordance with the By-laws of Athletics NZ.

29. ALTERATION TO RULES:

- (a) These rules may be altered, added to, or rescinded by a majority of not less than 2/3 of those present and entitled to vote at an Annual General or Special General Meeting called for that purpose.

30. PECUNIARY PROFIT:

No member or person associated with a member of AWBOP shall derive any income, benefit, or advantage from AWBOP where they can materially influence the payment of income, benefit or advantage, except where that income, benefit or advantage is derived from:

- (a) Professional services to AWBOP rendered in the course of business charged at no greater than current market rates, or

(b) Interest on money lent at no greater than current market rates.

31. WINDING UP:

- (a) AWBOP may be wound up if at a General Meeting a resolution to wind up is passed by not less than 2/3 of those present and entitled to vote and is confirmed by a like majority at a subsequent meeting called for that purpose not later than 30 days after the first meeting.
- (b) If upon winding up or dissolution of AWBOP there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to some other organisation having objects similar to the objects of AWBOP (and provided that Athletics NZ or equivalent body shall exist, shall agree to be governed by Athletics NZ rules).