

**THE INCORPORATED SOCIETIES ACT  
1908**

**RULES**

**of**

**ATHLETICS AUCKLAND  
INCORPORATED.**

**(Includes amendments from 2002, 2003, 2014 AGM, 2019 SGM and 2019 AGM)**

# 1 INTERPRETATION

1.1 **Definitions:** In these Rules unless the context otherwise requires:

"**Act**" means The Incorporated Societies Act 1908;

"**Annual General Meeting**" means a general meeting of the Society held in accordance with Rule 9.1;

"**ANZ**" means Athletics New Zealand Incorporated;

"**Appointed Director**" means a director of the Society appointed to the Board under Rule 6.7;

"**Board**" means the board of Directors of the Society;

"**By-law**" means any by-law of the Society made under Rule 14;

"**Chief Executive Officer**" means the Chief Executive Officer of the Society appointed by the Board under Rule 7;

"**Club**" means any society or body of persons entered on the Register of Members of the Society as a member of the Society;

"**Delegate**" means a delegate of a Club appointed under Rule 9.5;

"**Director**" means any Appointed Director, Elected Director or the President;

"**District**" means the Auckland Region, extending from and including the Rodney District in the north to Franklin District in the South, which is referred to in the ANZ Constitution as the Auckland District.

"**Elected Director**" means a director of the Society elected to the Board under Rule 6.6;

"**Executive Committee**" means an executive committee of the Society established under Rule 8;

"**General Meeting**" means a general meeting of the Society;

"**Honorary Officer**" means any honorary officer of the Society appointed under Rule 13;

**"Honorary Life Member"** means a person (other than a Club) recorded as an honorary life member of the Society on the Register of Members of the Society;

**"Member"** means a Club or Honorary Life Member;

**"President"** means the president of the Society elected from time to time under Rule 6.6;

**"Society"** means Athletics Auckland Incorporated.

**"Special General Meeting"** means a general meeting of the Society held in accordance with Rule 9.2.

**"Athletics"** includes track and field, road running, race walking, cross-country running, trail running and mountain running as defined by the IAAF"

1.2 **General Construction:** In interpreting these Rules the following rules must be applied unless the context otherwise requires:

- (a) headings to Rules are for reference only and are not an aid in interpretation;
- (b) references to schedules, are to Schedules to these Rules; and
- (c) words importing the plural include the singular and vice versa and words importing one gender import all genders.
- (d) Unless expressly specified otherwise, a requirement in this Constitution to make application, notify, or to give notice to, a person (including the Society) or persons in this Constitution, means an application or notice (as the case may be) in writing delivered to that person or persons by any of the following means:
  - (i) by hand, including courier;
  - (ii) by email transmission;
  - (iii) by facsimile;
  - (iv) by post; and
  - (v) for any notification or notice to be given by Athletics Auckland to Clubs or Members, and then by posting the notice on the Athletics Auckland website or other electronic means used by Athletics Auckland for the purpose of giving notice to its Clubs or Members

## 2 NAME AND REGISTERED OFFICE

- 2.1 **Name:** The name of the Society is Athletics Auckland Incorporated.
- 2.2 **Registered Office:** The registered office of the Society will be at such place as the Board determines from time to time.

## 3 OBJECTS

- 3.1 **Primary Object:** The primary object of the Society is to govern all athletics within the Auckland Region as provided for by the Rules of ANZ and to exercise all powers vested in and perform all duties imposed on the Society by ANZ.
- 3.2 **Ancillary Objects:** The ancillary objects of the Society (not in any order of priority) are to;
- (a) foster and co-ordinate the growth and development of athletics through clubs within the Auckland Region;
  - (b) create opportunities for athletes and other participants such as administrators and officials to reach their potential in athletics;
  - (c) encourage elite performance in athletics;
  - (d) encourage general public participation in athletics;
  - (e) facilitate international competition and representation in athletics;
    - (i) Host and/or organise Athletics competitions, including local, centre, regional, inter-provincial and national or other competitions within the District, or as required
    - (ii) Select Centre representative teams to attend competitions in Athletics.
  - (f) make, maintain, uphold and enforce rules and regulations relating to athletics; and
  - (g) do all other acts and things which are necessary to give effect to the above objects.

## 4 POWERS

### 4.1 The powers of the Society are to:

- (a) enter into any contract or arrangement as, in the opinion of the Board, is conducive to the attainment of the objects of the Society;
- (b) borrow money for any purpose at such rate of interest and upon such terms as the Board thinks fit;
- (c) enter alone or together with any other person into any guarantee or indemnity.
- (d) give security by way of mortgage, charge, assignment or otherwise over the whole or any part of the Society's property to secure any debt or other obligation on such terms as the Board sees fit and to renew or vary any such security;
- (e) grant and pay fees, honoraria, expenses, salaries, pensions, gratuities and rewards of all kinds for services rendered to the Society or on its behalf (including reasonable remuneration for services rendered by officers of the Society);
- (f) engage professional experts or advisors;
- (g) accept donations, bequests, endowments and gifts;
- (h) publish, sell or distribute printed, digital and other material to promote the Society, or objects and services provided by it;
- (i) co-operate with, support or assist any other person, firm, body corporate or society in achieving the objects of the Society;
- (j) acquire, collect and disseminate to Clubs any information which may be of interest or assistance to the Clubs;
- (k) construct and maintain any building or works necessary or convenient for promoting the objects of the Society;
- (l) purchase, sell, lease, take on lease or otherwise acquire or dispose of any real or personal property, rights or privileges which the Board may think necessary or convenient for the purpose of achieving any of its objects;
- (m) insure and/or indemnify any or all of the officers, agents and employees of the Society against all claims and demands made upon them in respect of all acts done by them in good faith purporting to be pursuant of the objects of the Society;

- (n) organise and control sports meetings or competitions of any kind; and
- (o) carry out such other activities as are consistent with and conducive to the attainment of the objects of the Society.

## 5 MEMBERSHIP

- 5.1 **Qualification for Membership (Clubs):** Any society or body of persons being incorporated may apply to become a member of the Society if that society or body of persons:
- (a) is a member of ANZ or will contemporaneously with becoming a member of the Society become a member of ANZ,
  - (b) has objects which in the opinion of the Board are compatible with the objects of the Society; and
  - (c) agrees to become bound by these Rules.
- 5.2 **Application for Membership (Clubs):** Every application for membership under Rule 5.1 must be made in writing to the Board in a form prescribed by the Board and must be accompanied by any amount required to be paid by the applicant as required by any relevant By-law.
- 5.3 **Approval:** If the applicant is approved by the Board, its name will be entered on the Register of Members. Approval or non-approval of an application will be at the sole and absolute discretion of the Board and the Board will not be obliged to give any reason for approving or declining any application.
- 5.4 **Board May Stipulate Conditions of Membership:** The Board may attach, as conditions of the admission to membership of any society or body of persons such terms in addition to the conditions set out in these Rules (but not conflicting with the rights generally conferred on Clubs under these Rules) as it thinks fit.
- 5.5 **Club Delegates:** Each Club will be entitled to appoint a Delegate according to the following rules:
- (a) each Club may appoint 1 Delegate as of right in accordance with Rule 9.5(a);
- 5.6 **Duties of Clubs:** Each Club must during the period of its membership of the Society:
- (a) **Rules and By-Laws:** Comply with these Rules and any By-Laws in force from time to time;

- (b) **Levies/Charges:** Promptly pay to the Society all fees, levies and/or charges determined by the Board pursuant to Rule 14 (Bylaws);
- (c) **Lodge Rules:** Lodge a copy of its Rules with the Society and not amend such Rules without the prior written approval of the Board such approval not to be unreasonably or arbitrarily withheld;
- (d) **Copies of Documents:** Forward to the Society no later than 10 days after each Annual General Meeting of the Club:
  - (i) names, addresses and phone numbers of each office holder of the Club;
  - (ii) the names, addresses, phone and fax numbers of the Club's Delegates to the Society;
- (e) **Procure certain conduct by members:** Procure that all member athletes of the Club who take part in competitions or activities conducted by the Club or the Society:
  - (i) are registered in accordance with the rules of ANZ;
  - (ii) wear their registered numbers as appropriate, or as required by the competition Technical Regulations;
  - (iii) pay any registration fee or other levy determined by the Society in respect of any competition or activity.

#### 5.7 **Honorary Life Members:**

- (a) **Election:** Any person may be elected as an Honorary Life Member of the Society at an Annual General Meeting of the Society.
- (b) **Nomination:** Nomination of a person as an Honorary Life Member may be made only by the Board. The Board may not nominate more than one person for Honorary Life membership at each Annual General Meeting.
- (c) **Submission by Clubs:** Any Club wishing to submit a candidate for nomination by the Board must advise the Society in writing at least 30 days prior to the relevant Annual General Meeting.
- (d) **Application of Rules:** These Rules will apply with all necessary modifications to any Honorary Life Members. For the avoidance of doubt, no Honorary Life Member will be required to make any payment to the Society or perform any of the duties referred to in Rules 5.6(b) - (f).

## 5.8 Cessation of Membership:

- (a) **Resignation - Honorary Life Members:** An Honorary Life Member may resign from membership of the Society at any time by written notice to the Society.
- (b) **Resignation - Clubs:** A Club may resign from membership of the Society by written notice to the Society executed under seal of the Club and accompanied by a copy of a resolution of the Club passed at a general meeting of the Club authorising the resignation.
- (c) **Removal:** The Board may expel any Member (Club or Honorary Life Member) from membership of the Society by written notice if:
  - (i) the Member commits a material breach of any of these Rules or any By-law; or
  - (ii) the Member fails to pay any sum due to the Society within 3 months of due date; or
  - (iii) the Member fails to comply with any stipulation imposed as a condition of the Member's admission to membership; or
  - (iv) the Member fails to comply with any directive or requirement of a General Meeting of the Society within two months after the date on which written notice setting out the directive or requirement and expressed to be given under this Rule, is given to that Member by the Board; or
  - (v) the Member becomes insolvent or is adjudicated bankrupt; or
  - (vi) the Board has unanimously resolved that any act or conduct of a Member has brought or may bring the Society into disrepute

provided that:

  - (vii) the Member must be given at least two weeks' notice of the meeting of the Board at which the Board proposes to consider the matter of expulsion of the Member;
  - (viii) the Member must be given the opportunity of being represented at such Board meeting and giving a verbal or written explanation of its conduct; and
  - (ix) any Member expelled from membership of the Society may within seven days after the decision lodge an appeal against such decision which appeal will be adjudicated upon by the nominee of the President for the time being of the Auckland District Law Society.



- 5.9 **Effect of Cessation of Membership:** Any cessation of membership under these Rules will be without prejudice to any rights or obligations of the Society and the Club or Honorary Life Member which have accrued prior to the date on which membership ceases.

## 6 BOARD OF DIRECTORS

- 6.1 **Constitution of Board:** There will be a Board of Directors of the Society comprising up to (10) ten Directors.
- 6.2 **Management and Powers:** Subject to Rule 6.3, the business and affairs of the Society will be managed by or under the direction and supervision of the Board and the Board may exercise all powers and discretions and do all things which the Society is by these Rules or is otherwise authorised to do and are not by these Rules required to be exercised or done by the Society in General Meeting.
- (a) The Board has the power to develop and implement strategies, policies and procedures for the administration, promotion and development of Athletics in the District
- 6.3 **Delegation:** The Board may delegate any of its powers (other than its powers under any of Rules 5, 14, and 21) to any Executive Committee, sub-committee, working party or employee of the Society on such terms and conditions as it thinks fit.
- 6.4 **General Meeting:** when a General Meeting of the Society is in session, the affairs of the Society will be conducted and administered by the meeting.
- 6.5 **Composition of Board:** The Board will comprise all of the Directors, being:
- (a) the President elected by the Society at each Annual General Meeting under Rule 6.6(a)
- (b) four elected Directors, elected by the Society at Annual General Meeting under Rule 6.6(b);
- (c) two co-opted Directors, appointed by the Board under Rule 6.7;
- (d) The Convenors or their nominees of the Cross Country & Road, Track & Field and Junior committees will also be appointed as Directors (on an annual basis) unless they have not already been appointed under clauses (a) (b) (c)
- (e) Elected Convenors and Board Members to complete a Conflict of Interest Register
- 6.6 **President and Elected Directors:**
- (a) **President:** The President will:

- (i) be elected by secret ballot by the Society at each Annual General Meeting, effective from the end of the Annual General Meeting;
  - (ii) remain in office until the end of the next following Annual General Meeting; and
  - (iii) be eligible for re-election at the Annual General Meeting at which he or she retires.
- (b) **Elected Directors:** The Elected Directors will:
- (i) be elected by secret ballot by the Society at each Annual General Meeting according to the number of vacancies in the office of Elected Director pursuant to this Rule 6.6(b);
  - (ii) remain in office until the end of the Annual General Meeting at which they must retire in accordance with this Rule 6.6(b); and
  - (iii) be eligible for re-election at the Annual General Meeting at which they retire.

Two Elected Directors will retire at each Annual General Meeting. The two Elected Directors to retire at the first Annual General Meeting after the date on which these Rules take effect will be those of the initial Elected Directors who were elected with the lowest and second lowest number of votes. The two Elected Directors to retire at each subsequent Annual General Meeting will be those who have been longest in office since their last election.

6.7 **Appointed Directors:** The Appointed Directors will be appointed by the President and the Elected Directors following their election under Rule 6.6. An Appointed Director may be appointed by the Board on such terms and conditions and for such period of time as is specified in the appointment but no appointment may be made for a term expiring later than the Annual General Meeting next following the appointment.

6.8 **Disqualification of Directors:** A Director will be deemed to have vacated office and a casual vacancy to have occurred if that Director:

- (a) dies; or
- (b) is absent from two consecutive meetings of the Board without special leave of absence granted by the chairperson of the Board; or
- (c) becomes incapable of fully performing the duties of his or her office or the subject of an order under sections 11 or 12 of the Protection of Personal and Property Rights Act 1988; or
- (d) becomes bankrupt or makes any arrangement or composition with his or her creditors; or

- (e) becomes prohibited from being a director of a company by reason of any order under the Companies Act 1993; or
- (f) has wilfully and without reasonable justification or excuse acted in a manner which is contrary to the Society's objects or any of them; or
- (g) has been convicted of a criminal offence which is punishable by imprisonment; or
- (h) has acted in a manner which the Society in General Meeting or the Board considers has brought him or her into disrepute; or
- (i) resigns by notice in writing to the Board.

6.9 **Casual Vacancies:** The Board may appoint any person to fill a casual vacancy in the office of Director. The person appointed to fill a casual vacancy will retire at the Annual General Meeting following the date of his or her appointment, but will be eligible for re-election.

6.10 **Nominations for President and Elected Directors:**

- (a) **Nomination:** No person will be eligible for election as an Elected Director or President unless written nomination of that person is delivered to the Chief Executive Officer (or a person appointed by the Board to receive nominations) not less than 30 days before the relevant Annual General Meeting. Each nomination must be signed by at least two office-holders of a Club and by the nominee signifying his or her consent.
- (b) **Office:** A nomination must specify whether the candidate is nominated for the office of President or Elected Director or either office.
- (c) **Insufficient Nominations:** If there are insufficient nominations received for the vacant positions, those persons correctly nominated will be declared elected and further nominations for the remaining vacancies may be taken from the floor of the meeting and an election held to enable the meeting to choose between the candidates nominated from the floor.

6.11 **Proceedings of Board:**

- (a) **General:** Subject to these Rules, the Board may meet adjourn and otherwise regulate its meetings as it thinks fit.
- (b) **Convocation:** The President or any two members of the Board may call a meeting of the Board by written notice to the Chief Executive Officer (or a person appointed by the Board to receive such notices), who must then call a meeting to be held within 14 days of receipt of the notice.

- (c) **Quorum:** The quorum for a meeting of the Board is 5 Directors. No business may be transacted at a meeting of the Board unless a quorum is present.
- (d) **Voting:** Decisions of the Board will be determined by a majority of votes. The chairperson of meetings of the Board for the time being will be entitled to a casting vote. No proxies will be allowed.
- (e) **Chairperson:** The Board must elect one of its number to preside as chairperson at all meetings of the Board, and may from time to time replace the person so appointed.
- (f) **Written Resolution:** A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by not less than 5 of the Directors will be as valid and effectual as if it had been passed at a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed or consented to by one or more Directors.

#### 6.12 Interested Directors:

- (a) **Contract:** A Director and any company or firm in which a Director is interested may contract with the Society and the Director will not be thereby disqualified from office.
- (b) **Profit:** No Director interested in such a contract will by reason of his or her position as a Director be liable to account for profit derived from that contract.
- (c) **Declaration of Interest:** A Director having a material interest in a contract or proposed contract with the Society must declare the nature of his or her interest at a meeting of the Board as soon as the contract or proposed contract is first considered by the Board. A general notice that a Director is a member or director of a specified firm or company will be sufficient disclosure as regards that Director and any future transaction with that firm or company. All declarations of interest must be recorded in the minutes of the meeting.
- (d) **Voting and Quorum:** A Director may not vote at any meeting of the Board in respect of a matter in which he or she is materially interested, but may be counted as part of the quorum at that meeting.
- (e) **Society Resolution:** The Society in General Meeting may resolve to suspend or relax any of the provisions of this Rule 6.12 in respect of any particular proposal or transaction or ratify any transaction which would otherwise contravene this Rule.

- 6.13 **No Remuneration:** Directors who are not also paid employees of the Society will not be entitled to remuneration for attendance at meetings of the Board, unless the Society in General Meeting resolves otherwise.
- 6.14 **Liability of Directors:** No Director will be liable for any loss, damage, error of judgement or misfortune occurring in the execution of his or her duties as a Director or caused by any act, neglect or default of any other Director (except where any loss or damage is occasioned by a Director's wilful default or dishonesty).
- 6.15 **Defects in Appointment:** All acts done by a Director, any Executive Committee or any person acting as a Director or member of any Executive Committee will be as valid and effectual as if every such person or committee was duly qualified and appointed notwithstanding that it is afterwards discovered that there was some defect in his, her or its qualifications or appointment.

## 7 CHIEF EXECUTIVE OFFICER

- 7.1 **Appointment:** The Board may, in its discretion appoint a Chief Executive Officer of the Society for such term and upon such terms and conditions as it thinks fit and any Chief Executive Officer so appointed may be suspended or removed by the Board from time to time (subject to any rights the Chief Executive Officer may have under his or her employment contract with the Society).
- 7.2 **Powers:** The Board may vest in the Chief Executive Officer such powers, duties and authorities as it may from time to time determine and the Chief Executive Officer will exercise all such powers, duties and authorities subject at all times to the control of the Board and these Rules.

## 8 EXECUTIVE AND OTHER COMMITTEES

- 8.1 **Establishment:** The Board may, pursuant to Rule 6.3, establish any committee as an executive committee to carry out any functions of the Board. The Board may further establish any sub-committee or working party that it considers necessary or desirable to promote the objects of the Society.
- 8.2 **Dissolve/Change Terms of Reference:** The Board may from time to time disband any committee or working party established under clause 8.1 ("Committee") and alter the functions and membership of any Committee.
- 8.3 **Proceedings of Committees:** The proceedings of any Committee will conform to any regulations made by the Board. Otherwise, the members of Committees may meet adjourn and regulate their meetings as they think fit.

## 9 GENERAL MEETINGS

### 9.1 Annual General Meetings:

- (a) **Time and Place:** An Annual General Meeting of the Society must be held within 3 months of the end of each financial year of the Society at a time and place to be fixed by the Board.
- (b) **Business:** The business of each Annual General Meeting will be to:
- (i) receive and consider the annual report of the Board and any Executive Committee;
  - (ii) receive and (if thought fit) adopt the accounts of the Society for the last financial year;
  - (iii) consider the budget of income and expenditure for the current financial year;
  - (iv) elect the President and Elected Directors for the ensuing year;
  - (v) elect Honorary Officers (if any);
  - (vi) appoint an auditor for the ensuing financial year, if an Honorary Auditor has not been appointed or an external auditor is required;
  - (vii) award merit awards under Rule 10;
  - (viii) consider remits from Clubs and determine what action (if any) is warranted in regard to matters raised by them;
  - (ix) consider any matter brought to meeting by or on behalf of the Board and determine what action (if any) is warranted in relation to such matter;
  - (x) deal with any other business of which any requisite notice has been given or which, in the opinion of the President could not, for any unusual or otherwise sufficient reason have been so notified.
- (c) **Remits:** where a Club wishes an Annual General Meeting to consider a proposal or issue, a written remit detailing the proposal or issue must be delivered to the Society at least 30 days prior to the date of the meeting.

### 9.2 Special General Meetings:

- (a) **Definition:** All General Meetings other than Annual General Meetings will be Special General Meetings.

(b) **Convocation:**

- (i) The President or the Board may requisition a Special General Meeting in relation to such matters as he, she or it thinks fit.
- (ii) The Board must, on the requisition of not less than 10 Delegates, convene a Special General Meeting to be held within 30 days of receipt of the requisition. The requisition must be signed by the Delegates and state the object(s) of the meeting.

9.3 **Notice of General Meetings:**

- (a) **All Meetings:** The Board must give at least 14 days' notice to all Clubs and Directors of the time and place of any General Meeting.
- (b) **Annual General Meetings:** The notice of an Annual General Meeting must include:
  - (i) a copy of the Annual Report of the Board and accounts of the Society for the last financial year;
  - (ii) a list of nominations of candidates for the offices of President and Directors; and
  - (iii) a list of all remits and notices of motion to be considered at the meeting.
- (c) **Special General Meetings:** A notice of a Special General Meeting must specify the business to be transacted at the meeting and no business other than that specified in the notice may be dealt with at the meeting except with the consent of three-quarters of the persons present and entitled to vote.

9.4 **Participants at General Meetings:**

- (a) **Participants:** The President, Directors and Delegates will be entitled as of right to attend, participate in, and vote at General Meetings of the Society.
- (b) **Attendees:** The following persons may attend General Meetings as guests or observers and on such terms and conditions as the Board or the meeting may determine (but with no right to vote, or participate unless expressly accorded leave to do so by the Board or the meeting):
  - (i) Honorary Life Members;
  - (ii) Honorary Officers;
  - (iii) Any person whom the Board has invited to attend as a guest speaker;

- (iv) Observers;
- (v) Senior employees of the Society.

#### 9.5 **Appointment of Delegates:**

- (a) **Authority and Number:** A Club may authorise a person to be its Delegate to attend and vote at any General Meeting of the Society. A Delegate must be a member of the appointing Club.
- (b) **Appointment:** The authority of a Delegate must be authenticated by the appointing Club by producing to the Board such evidence of appointment as the Board from time to time prescribes. Evidence of appointment of a Delegate must be lodged with the Society no later than 10 days prior to the date on which the appointment is to take effect. A Delegate will retain Delegate status until his or her appointment is revoked by his or her appointing Club.
- (c) **Waiver by Board:** The Board may waive any non-compliance with this Rule if in its opinion such non-compliance was attributable to oversight or inadvertence or was of a minor or technical nature or should otherwise be excused.

#### 9.6 **Quorum:**

- (a) **Quorum:** The quorum for a General Meeting will be 15 persons each of whom is either the President, an Elected Director or a Delegate in each case present in person or by proxy.
- (b) **Lack of Quorum:** If within 30 minutes of the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Delegates, will be dissolved. In any other case, the meeting will stand adjourned to the same day and time in the next following week at a place to be fixed by the Board and at the adjourned meeting the Directors and Delegates present will be deemed to be a quorum.

#### 9.7 **Voting:**

- (a) **Majority:** Decisions of General Meetings will be decided by a majority of votes of persons present in person or by proxy and entitled to vote.
- (b) **Method:** Every motion or question submitted to a General Meeting will be decided by a show of hands or if two persons present in person or by proxy and entitled to vote demand a secret ballot to be taken, then a secret ballot must be taken as directed by the chairperson of the meeting.
- (c) **Votes:** On a show of hands and on a secret ballot the President and every Director and Delegate present in person or by proxy will have one vote. The chairperson of the meeting will have a casting as well as a deliberative vote.



- 9.8 **Proxies:** The President, and any Elected Director or Delegate may appoint a proxy to attend and vote at any General Meeting. All proxies must be in the form set out in the Schedule or to like effect and must be signed by the person appointing the proxy. A person may not be a proxy at a General Meeting if he or she is otherwise attending and voting at the meeting either personally or as a proxy for another person. All proxies must be lodged with the Society prior to the commencement of the relevant General Meeting.
- 9.9 **Chairperson of Meetings:** The President will be entitled to chair all General Meetings. If the President is unwilling or unable to act as chairperson or is not present within 15 minutes of the time appointed for the commencement of the meeting, or wishes to vacate the chair at any time, the persons present at the meeting and entitled to vote may choose one of their number to chair the meeting.

## 10 MERIT AWARDS

- 10.1 **Award:** A merit award (in the form of a badge or other reward) may be awarded to any person or persons as recognition for services to athletics, by majority vote at an Annual General Meeting.
- 10.2 **Nomination:** Nominations of persons for a merit award may be made by Clubs by notice in writing to the Board not less than 30 days before the date of the relevant Annual General Meeting.
- 10.3 **Recommendation by Board:** A merit award may only be given to a person recommended by the Board (who has first been nominated by a Club), and the Board may not recommend more than 3 persons to any Annual General Meeting.

## 11 RECORDS AND STANDARDS

- 11.1 **Records:** The Board must ensure that a list of records is kept of the best performances recorded by registered athletes in each event in any Competition held or run by or in conjunction with the Society.
- 11.2 **Requirements for all Records:** A performance by a registered athlete will be eligible to be entered in the list of records to be kept by the Society under Rule 11.1 only if the standards and conditions required to be satisfied for New Zealand athletics records determined by ANZ have been met in respect of that performance.
- 11.3 **Certificate:** The Society will issue a certificate detailing the performance of any registered athlete who is entitled to have his or her name recorded in the list of records to be kept by the Society pursuant to this Rule 11.

## 12 REGISTER OF MEMBERS

- 12.1 **Register:** The Board must cause to be kept and updated a Register of Members recording the following:
- (a) The names, addresses, email addresses, and phone and facsimile numbers (where applicable) of all Clubs and Honorary Life Members;
  - (b) The dates at which each Club or Honorary Life Member became and ceased to be a Member.
- 12.2 **Change of Details:** Each Club and Honorary Life Member must promptly notify the Society of any change to its, his or her name, address, email address, and phone and facsimile number or registered office (where applicable).
- 12.3 **Inspection:** The Register of Members will be open to the inspection of any Delegate or Honorary Life Member at such times as the Board from time to time notifies.

## 13 TREASURER AND HONORARY OFFICERS

- 13.1 **Treasurer:** The Board may appoint a treasurer of the Society for such a term and upon such terms and conditions as it thinks this fit, and any treasurer so appointed may be suspended or removed by the Board from time to time (subject to any rights the treasurer may have). A treasurer appointed under this Rule must be professionally qualified for the position.
- 13.2 **Honorary Officers:**
- (a) **Election:** The Society may elect Honorary Officers to the following positions and any other positions determined by the Board:
    - (i) Auditor;
    - (ii) Legal Adviser.
  - (b) **Term of Office:** The Honorary Officers elected by the Society at each Annual General Meeting will hold office until the end of the next following Annual General Meeting.
  - (c) **Right to Attend Meeting:** The Honorary Officers will be entitled to attend and speak at all General Meetings but will not be entitled to vote.

## 14 BY-LAWS

- 14.1 **Power to Make:** The Board will have the power from time to time to make such by-laws as it considers necessary or desirable to give effect to the objects of the Society.
- 14.2 **Amendment and Repeal:** Notwithstanding Rule 14.1, the Society in General Meeting may repeal or amend any by-law in accordance with the procedure in Rule 20 (alteration of rules) as though the By-law were a Rule.
- 14.3 **Notice to Members:** The Board must give 10 days' prior written notice to Members of the coming into effect of any new By-law and any amendment to or repeal of any By-law.
- 14.4 **Interpretation:** All By-laws:
- (a) will be subject to these Rules;
  - (b) must not be inconsistent with any provision contained in these Rules;
  - (c) will when in force, be binding on all Members bound by these Rules and have the same effect as these Rules.
  - (d) The Athletics Auckland Board, as a committee elected and appointed by the clubs affiliated to the Centre, will at all times, organize their affairs, and govern their actions, in such a way that their decisions in the conduct of Centre affairs, gives effect to specific direction from the affiliated Clubs, as expressed from time to time at Annual General Meetings or at Special General Meetings of the Centre when such Special General Meetings are called to seek or give specific direction.

## 15 FINANCIAL YEAR

- 15.1 Unless otherwise determined by the Board, each financial year of the Society will run from 1 May to 30 April.

## 16 ACCOUNTS AND AUDIT

- 16.1 **Accounts:** The Board must cause proper accounting and other records to be kept and submit its accounts for audit, in accordance with the provisions of the Act.
- 16.2 **Audit:** The accounts will be audited by the Honorary Auditor unless otherwise determined by the Board.

## 17 PAYMENTS

- 17.1 **Payments:** All payments made by or on behalf of the Society are to be made by cheque or payment authority drawn on the bank account of the Society.
- 17.2 **Signature:** All cheques and payment authorities must be signed by a signatory or signatories designated by resolution of the Board for the Board from time to time.

## 18 COMMON SEAL

- 18.1 The common seal of the Society must be kept in safe custody by the Chief Executive Officer or other person designated by the Board and may be affixed to the instrument only with the authority of a resolution of the Board. Every instrument to which the seal is affixed must be signed by a Director and must be counter-signed by the Chief Executive Officer or by a second Director or some other person appointed by the Board for that purpose.

## 19 NOTICES

- 19.1 **Notice to Clubs and Honorary Life Members:** A notice required or authorised to be served, delivered, or sent to any Club or Honorary Life Member will be deemed to have been sufficiently served, delivered or sent if:
- (a) hand delivered to the registered office of the Club (in the case of a Club); or
  - (b) sent by ordinary post addressed to the Club or Honorary Life Member at the address of the Club or Honorary Life Member appearing in the Register of Members; or
  - (c) forwarded by facsimile transmission to the facsimile number of the Club or Honorary Life Member appearing in the Register of Members.
  - (d) sent by electronic mail to the registered email address of the Club or Honorary Life Member.
- 19.2 **Notice to Society:** A notice required or authorised to be served, delivered, given or sent to the Society will be deemed to have been sufficiently served, delivered or sent if hand delivered or sent by ordinary post to the registered office of the Society or forwarded by facsimile transmission to the facsimile number of the Society or sent by electronic mail to the registered email address of the Society.
- 19.3 **Time of Service:** Any notice served under this Rule will be deemed to have been validly given:
- (a) in the case of delivery, when received;

- (b) in the case of facsimile transmission, when sent;
- (c) in the case of posting, on the second day following the date of posting provided that any notice personally delivered or sent by facsimile either on a working day or on any day that is a working day will be deemed to have been received on the next working day.
- (d) in the case of email, when sent

19.4 **Omission:** The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Club or Honorary Life Member entitled to receive notice will not invalidate the proceedings at the meeting.

## 20 ALTERATION OF RULES

20.1 **Approval of Registrar:** No alteration, addition or rescission (“alteration”) may be made to or in these Rules for the time being in force, unless it has been previously submitted to and approved by or is conditional on approval by:

- (a) the Inland Revenue Department (in the case of any alteration to Rule 22 or Rule 23); and
- (b) the Registrar of Incorporated Societies (in the case of all alterations).

20.2 **Alteration:** These Rules may only be altered, added to or rescinded by a resolution passed by a majority of not less than two-thirds of the persons who being entitled to do so vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution has been duly given.

## 21 RESOLUTION OF DISPUTES

21.1 **Resolution:** Any dispute between a Club and the Society or any Director or employee of the Society will be decided:

- (a) first, by the Board;
- (b) secondly, by the Society in General Meeting, in the event that any party to the dispute is not satisfied with the decision of the Board;
- (c) thirdly, in accordance with Rules 21.2 to 21.5, in the event that any party to the dispute is not satisfied with the decision of the Society.

21.2 **Continuing Dispute:** where Rule 21.1(c) applies, the parties to the dispute will make a genuine effort to resolve the question, dispute or difference, using the procedures set out in Rules 21.3 to 21.4.

21.3 **Representatives for negotiations:** The party seeking resolution of the dispute ("**first party**") must notify the other party ("**other party**") and nominate in that notice its representative for the negotiations. The other party must then promptly notify the first party of the name of its representative for the negotiations. Each representative nominated will have authority to settle the dispute.

21.4 **Alternative dispute resolution:** If the parties are unable to resolve the dispute by discussion and negotiation within 30 days of receipt of the written notice from the first party, then within a further 7 days, the parties must try to agree a process for resolving the dispute, such as further negotiations, mediation, independent expert determination or mini-trial, but not arbitration or litigation. Agreement on a process must include agreement on:

- (a) the procedure and timetable for any exchange of documents and other information relating to the dispute; and
- (b) procedural rules and a timetable for the conduct of the selected method of proceeding; and
- (c) a procedure for selection and compensation of any neutral person who may be employed by the parties in dispute

21.5 **Referral to arbitration:** If:

- (a) the parties fail to agree on a dispute resolution process within the said time limit; or
- (b) the dispute remains unresolved 30 days after agreement on a dispute resolution process;

then the dispute will be referred to the arbitration of a single arbitrator agreed upon between the parties or in default of agreement to be appointed by the President for the time being of the Auckland District Law Society, and the arbitration will be governed by the Arbitration Act 1908.

## 22 INCOME AND PROPERTY

22.1 **Application:** The income and property of the Society must be applied solely towards the promotion of the objects of the Society and no part of the income and property of the Society may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to Clubs.

22.2 **No Influence:** No Member or person associated with a Member may derive any income, benefit or advantage from the Society where that Member or person can

materially influence the payment of the income, benefit or advantage, except where the income, benefit or advantage is derived under Rule 22.3.

- 22.3 **Authorised Payments:** Nothing in this Rule 22 will prevent the payment in good faith of remuneration to any officers or employees of the Society or to any Club for services actually rendered to the Society or for goods or services supplied in the ordinary and usual course of a business or profession.

## 23 WINDING UP

- 23.1 **Winding Up:** Upon the winding up of the Society, the surplus assets of the Society after payment of all its debts, liabilities and the costs of winding up must be divided between all of those Clubs which have income tax exemption status with the Inland Revenue Department as amateur sports promoters in proportion to their respective memberships determined in accordance with clause 23.2. If there are no such Clubs, such surplus assets must be paid or transferred to a charitable organisation or body having objects similar to the Society or for some other charitable purpose within New Zealand.

- 23.2 **Memberships:** The membership of a Club for the purposes of clause 23.1 will be the average of the number of members of the Club listed on the register of members of the Club on the following dates:

- (a) the proposed date of winding up of the Society;
- (b) the date 1 year prior to the proposed date of winding up of the Society;
- (c) the date 2 years prior to the date of the proposed winding up of the Society.

## 24 TRANSITIONAL RULES

- 24.1 **Application:** The provisions of this Rule will apply despite anything to the contrary contained in these Rules.

- 24.2 **Interpretation:** In this Rule:

- (a) "**Changeover**" means the time at which these Rules come into force.
- (b) "**Old Rules**" means the rules of the Society in force immediately prior to the Changeover.

- 24.3 **President, Elected Directors, Members and Delegates:** Immediately upon the Changeover:

- (a) the persons elected as President and Elected Directors of the Society at any general meeting of the Society held under the Old Rules to hold those positions after the Changeover will be deemed to have been elected to their respective positions in accordance with these Rules;
- (b) any person or body of persons who is at the Changeover a member of the Society under the Old Rules will continue to be a Member under these Rules;
- (c) any person who is at the Changeover a delegate of a club under the Old Rules will be deemed to be a Delegate of that Club under these Rules.

#### 24.4 **General:**

- (a) The Board will have power to determine any issues or questions arising out of or relating to the transition from the Old Rules to these Rules and not expressly provided for elsewhere in this Rule and any such determination will be final and conclusive.
- (b) Any obligation, transaction, matter or thing authorised prior to the Changeover under or pursuant to the Old Rules, but not commenced at the Changeover may be commenced, carried out and completed as though it were authorised under or pursuant to these Rules.
- (c) Any obligation, transaction, matter or thing authorised prior to the Changeover under or pursuant to the Old Rules and commenced but not completed at the Changeover may be carried out and completed as though it were authorised under or pursuant to these Rules.



## SCHEDULE

### PROXY FORM

I.....of.....

being a Delegate of .....for the purposes of the Rules of the Society  
[insert name of Club of Society]

hereby appoint.....

or failing him/her.....of.....

as my proxy to vote for me on my behalf at the.....meeting  
of the Society and on adjournment thereof.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:** (Please read carefully)

- 1 State whether "Annual" or "Special" General Meeting.
- 2 The proxy will vote as he or she deems fit unless written instructions are endorsed on this form. Use the reverse side if necessary.
- 3 This proxy must be lodged with the Society prior to commencement of the meeting.

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