

ATHLETICS WELLINGTON CONSTITUTION

1. ATHLETICS WELLINGTON

NAME

- 1.1. The name of the Society shall be Athletics Wellington Incorporated (Athletics Wellington).
- 1.2. Athletics Wellington shall be an Incorporated Society.

OBJECTIVES

- 1.3. The objectives of Athletics Wellington shall be to encourage and coordinate athletics within the Wellington region and to exercise all powers and to perform all duties vested in and imposed upon it by this Constitution and the Constitution of Athletics New Zealand.

HEADQUARTERS AND COLOURS

- 1.4. The headquarters of Athletics Wellington shall be within the area covered by Athletics Wellington.
- 1.5. The colours of Athletics Wellington shall be black and gold.

ANTI-DOPING

- 1.6. Athletics Wellington shall accept the World Anti-Doping Code and shall abide by the Anti-Doping Rules as set in the Constitution and regulations of Athletics New Zealand.
- 1.7. Doping as is defined within IAAF Competition Rules is strictly forbidden and all athletes are required to submit to testing as required by the Athletics New Zealand Bylaws.

SEAL

- 1.8. The common seal of Athletics Wellington shall be in the custody of the Chair who shall affix it to such documents as the Board may from time to time direct. Every document to which the seal is required to be affixed shall be signed by two members of the Board and counter signed by the Chair.

2. MEMBERSHIP

- 2.1. The members of Athletics Wellington are:
 - a. each affiliated club in the Wellington region as constituted by the Constitution of Athletics New Zealand ("**Club Members**");
 - b. any member for the time being of a Club Member ("**Individual Members**"); and
 - c. each Life Member (see Clause 13),and shall each be bound by this Constitution and by the Constitution of Athletics New Zealand.
- 2.2. A member of Athletics Wellington may be suspended or expelled only in accordance with the Constitution of Athletics New Zealand.

3. OFFICERS AND OFFICIALS OF ATHLETICS WELLINGTON

- 3.1. The officers of Athletics Wellington shall consist of:
 - a. President
 - b. Chair
 - c. Treasurer
- 3.2. The President shall be elected by the AGM but the other officers shall be appointed by the Board.
- 3.3. No President shall hold office for more than three consecutive years.

3.4. The Board shall appoint a Registrar and such other officials as the Board may think fit to appoint.

4. DUTIES OF CHAIR, TREASURER AND REGISTRAR

4.1. The Chair shall receive and reply to Athletics Wellington's correspondence and arrange for the minuting of all decisions.

4.2. The Treasurer shall receive, bank and account for Athletics Wellington's funds, and make payments on its behalf and shall be responsible for preparation of the financial statements for Athletics Wellington.

4.3. The Registrar shall register athletes as required by Athletics New Zealand, and authorise the allocation of numbers. The Registrar shall maintain a database, sufficient for competition and communication purposes.

5. GENERAL MEETINGS

5.1. From time to time as required, there shall be General Meetings of Athletics Wellington.

5.2. Such meetings shall be held at a time and place determined by the Board.

METHODS OF GENERAL MEETINGS

5.3. A General Meeting may be held either:

a. by a number of persons who constitute a quorum being present in person at the place, date and time appointed for the meeting; or

b. by means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously hear each other throughout the meeting.

NOTICE OF MEETING

5.4. The Chair shall give not less than 28 days' notice of a General Meeting to all members of Athletics Wellington by means of advertisement or email, facsimile or other forms of visible or electronic communication, wherever possible, to all eligible members. Every such notice shall state the date and place of the meeting and the nature of the business to be conducted at the meeting.

ATTENDEES

5.5. Members of Athletics Wellington, Members of the Athletics Wellington Board, club delegates, and invited guests may attend General Meetings.

QUORUM

5.6. The quorum at a General Meeting shall be a number of members holding or controlling in aggregate not less than seven votes, whether present in person, participating by audio or audio and visual communication, or having appointed a proxy. If, at the end of 30 minutes after the time appointed for the opening of the meeting, there is no quorum the meeting shall stand adjourned for one week. If at the reconvened meeting there is still no quorum those members present and entitled to vote shall be competent to discharge the business of the meeting.

VOTING

5.7. Each Club Member shall be entitled to vote at a General Meeting on the basis of one vote for each fifty, or fraction thereof, of the registered members of such clubs affiliated with Athletics Wellington during the previous financial year, with a maximum of three votes. No other persons have voting rights at General Meetings, except as provided in clause 5.9. A

Club Member's vote(s) may be exercised by the president of the relevant Club Member or such other delegate(s) as are notified in writing to the Chair by the Club Member. No person under disqualification or suspension may be a delegate and no person may represent more than one club. Speaking rights shall be restricted to those with voting rights, unless otherwise recognised by the Chair.

- 5.8. Voting shall be by voice, show of hands or secret ballot.
- 5.9. In the event of a tie in any voting, the Chair may exercise a casting vote in addition to his or her deliberative vote (if any).

6. ANNUAL GENERAL MEETING

- 6.1. The Annual General Meeting of Athletics Wellington (**AGM**) shall be held no later than 30 July in each year or at such other time as is determined by the Board.
- 6.2. The business to be transacted at this meeting shall be:
 - a. To receive the annual report and financial statements.
 - b. To elect the President for the ensuing year.
 - c. To elect Board members for the ensuing year (see clause 12).
 - d. To elect any Life Members (see clause 13).
 - e. To transact any other business of which notice has been given in the notice of meeting.

NOMINATIONS

- 6.3. The Chair shall call for nominations for the President and Board members to be elected no later than twenty-one days prior to the date of the notice of meeting.
- 6.4. For each nomination to be valid, it shall be made in writing by a Club Member, reach the Chair no later than fourteen days after the date of the call for nominations, and be confirmed by the nominee.
- 6.5. The notice of meeting shall contain details of the nominations received for the various offices and of the additional appointments which shall be required to be made at the meeting.
- 6.6. Should more than one valid nomination be received by the closing date referred to in clause 6.4 to fill any of these offices, a ballot shall be held. If only one nomination is received, the nominee shall at the meeting be declared elected.
- 6.7. If no nominations are received, then such vacancies may be filled at the meeting.

7. SPECIAL GENERAL MEETINGS

- 7.1. A Special General Meeting of Athletics Wellington may be convened at any time by the Chair or the Board, and shall be called by the Chair on receiving a requisition signed by delegates of not less than one third of the Club Members, stating the objects for which such a meeting is convened.
- 7.2. Such meetings shall be held not later than thirty-five days after the day on which the requisition was presented to the Chair.
- 7.3. Except by leave of the Chair and the vote of two thirds of the members present and entitled to vote, no business other than that stated on the notice of the meeting shall be considered by any Special General Meeting.

8. NOTICES

- 8.1. Any notices or other communication given pursuant to this Constitution shall be in writing and may be served personally or sent by post, facsimile or e-mail or other technological means of communication in writing

9. PROXIES

- 9.1. Any delegate to Athletics Wellington, or member of the Board may, in writing lodged with the Chair, designate to any person (not otherwise disqualified) his or her power of attending and voting at any specified meeting of Athletics Wellington on any particular subject or subjects. Such a substitute member shall, unless limited by the document appointing him or her, have all the powers of speech and vote possessed by the member appointing him or her.

10. ANNUAL FEES

- 10.1. Each Club Member shall pay to Athletics Wellington such annual fees as shall be fixed by the Board from time to time. Athletics Wellington may suspend or otherwise deal with any club for failing to make payment by the due date.

11. DUTIES OF CLUBS

- 11.1. Every Club Member shall, immediately following its annual meeting, forward to the Chair the names and addresses of its secretary and its delegates to Athletics Wellington for the ensuing years.
- 11.2. Immediately following its annual general meeting, each Club Member shall forward to the Chair a copy of its annual report and its statement of accounts.
- 11.3. Any Club Member desiring to alter its Constitution, shall, before adopting any such amendments, forward the proposed amended Constitution to the Chair for approval by the Board of Athletics Wellington and transmission to the Board of Athletics New Zealand. The amendments shall not become operative until approved by both Boards.

12. BOARD

- 12.1. The governance and management of Athletics Wellington shall be vested in the Board which may exercise all the powers of Athletics Wellington and do all things which are not expressly required to be undertaken at a General Meeting.

MEMBERSHIP

- 12.2. Members of the Board shall be:
- a. Four persons elected by the AGM; and
 - b. At least three persons appointed by the Board,
- and in addition the Board may co-opt other members to meet specific needs..
- 12.3. Members of the Board shall be elected or appointed as follows:
- a. The elected Board Members shall be elected by a majority of members entitled to vote and voting at an AGM.
 - b. A selection process shall be undertaken by the Board to appoint the three appointed Board Members and any further co-opted members to meet specific needs.
- 12.4. A Board Member shall hold office until the conclusion of the second AGM following their appointment. A Board Member may be re-elected or re-appointed to the Board for a maximum of two subsequent and consecutive terms of office.

- 12.5. In the event that there is a vacancy on the Board, the remaining Board Members may co-opt a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 12.6. The term of office for a person co-opted as a Board Member to fill a vacancy under Clause 12.5 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

CHAIR

- 12.7. At its first meeting following the AGM, the Board shall elect a Chair.
- 12.8. The role of the Chair is to lead Athletics Wellington, to chair meetings of the Board and to represent the Board. In the event of the unavailability of the Chair for any reason, the Board shall appoint one of their number to undertake the Chair's role during the period of unavailability.

DUTIES OF BOARD MEMBERS

- 12.9. The duty of each Board Member is to pursue the objects of Athletics Wellington and to exercise the powers of Athletics Wellington for fulfilment of the objects and in so doing a Board Member shall:
- a. Regularly attend Board meetings and General Meetings of Athletics Wellington;
 - b. Provide good governance for Athletics Wellington;
 - c. Regularly monitor and review the performance of Athletics Wellington;
 - d. Act in the best interests of Athletics Wellington at all times;
 - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for Athletics Wellington;
 - f. Where appropriate, engage in activities to promote, market, represent and fundraise for Athletics Wellington;
 - g. Do such other things within the Constitution as the Board agrees, to promote the objects of Athletics Wellington.

PROCEDURE AT BOARD MEETINGS

- 12.10. Board meetings may be called at any time by the Chair but generally the Board shall meet at regular intervals agreed by the Board.
- 12.11. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 12.12. The quorum for a Board meeting shall be more than half of the Board Members.
- 12.13. Each Board Member shall have one vote at Board meetings. In the event of a tie, the Chair shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting is not permitted except as part of formal votes conducted under clauses 12.14 and 12.15
- 12.14. A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.
- 12.15. Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other

effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

EXPENSES AND OTHER MATTERS

- 12.16. The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Athletics Wellington's business. Prior to doing so the Board shall establish a policy to be applied to any question of reimbursement.
- 12.17. If any situation arises which, in the opinion of the Board, is not provided for in the Constitution, regulations, by-laws or policies of Athletics Wellington, the matter will be determined by the Board.
- 12.18. The Board shall appoint such committees as it deems necessary and shall document the guidelines for their operation.

SUSPENSION OF BOARD MEMBER

- 12.19. A Board member may be suspended by a vote of two thirds of the members of the Board present at a Meeting of the Board called for that purpose, on the grounds of failure to attend to Board business, or of misconduct or action prejudicial to the interests of Athletics Wellington.

13. LIFE MEMBERSHIP

- 13.1. Life Members may be elected at an Annual General Meeting or a Special General Meeting. Life membership shall be in recognition of outstanding service to Athletics Wellington over a number of years.
- 13.2. Nominations for life membership shall be lodged in the first instance with the Chair. Each nomination will then be considered by the Board and if supported, will be referred to an Annual General Meeting (or Special General Meeting) where it must be carried by a seventy five percent majority of members entitled to vote and voting.

14. NEW CLUBS

- 14.1. Athletic clubs formed within the Wellington region, and desiring to become affiliated with Athletics New Zealand, shall make application to Athletics New Zealand in accordance with its Constitution.

15. REGISTRATION

- 15.1. Every athlete wishing to compete as a registered athlete at any meeting held under the jurisdiction of Athletics Wellington shall be registered in accordance of the Constitution of Athletics New Zealand.
- 15.2. An athlete may change clubs between competitive seasons. An athlete may only change clubs during a season, with the written permission of the club with which the athlete is first registered.
- 15.3. An athlete registered in another centre may transfer to the Wellington Centre between competitive seasons. If an athlete registered in another centre takes up residence in the Wellington region during the current season, the athlete shall before competing in any event, notify the Chair of the transfer to the Athletics Wellington region.
- 15.4. Provided a clearance is obtained from the Centre in which the athlete is currently registered that there are no residual financial obligations, the Board may, on being satisfied as to the

fact of residence within the region, approve the transfer to an Athletics Wellington club and issue a new registration number on payment of the requisite fee.

15.5. An athlete may belong to any number of clubs, but he or she may be registered for only one club, and he or she must compete for the club for which he or she is registered unless he or she obtains the consent of that club and the Board to compete for some other club.

15.6. The Board shall fix the annual registration fee to be paid by Club Members on behalf of each athlete registered in the Athletics Wellington centre. Having fixed the fee, the Board shall advise Club Members of their obligations at the earliest opportunity.

16. FUNDS

16.1. All funds of Athletics Wellington shall be paid into a bank account.

16.2. All payments by Athletics Wellington shall, unless otherwise determined by the Board, be signed by any two of the Chair, Treasurer, or another designated person on the Board.

17. PERSONAL PECUNIARY GAIN

17.1. Any income, benefit or advantage shall be applied to the objectives of the organisation.

17.2. No member of the organisation or any other 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 shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

18. FINANCIAL YEAR

18.1. The financial year of Athletics Wellington shall commence on the first day of April and end on the thirty-first day of March of the following year.

19. ATHLETICS WELLINGTON UNIFORM

19.1. The Athletics Wellington uniform shall be determined by the Board from time to time. It shall incorporate the official colours of Athletics Wellington.

20. SPORTS MEETINGS

20.1. Any Club Member may apply to have a sports meeting or contest scheduled on a centre programme. Should a club choose to do so, it should apply to the Board for such a listing, no later than one month (or such longer period as the Board may require), prior to the date of the event and shall remit such fee as may be determined by the Board.

20.2. Any club or body not affiliated with Athletics New Zealand desiring to hold a meeting under Athletics New Zealand Constitution may apply for Centre approval and shall remit such fee as may be determined by the Board.

21. ALTERATION OF CONSTITUTION

21.1. This Constitution may be added to, amended, or repealed by resolution at any Annual General Meeting of Athletics Wellington or at any Special General Meeting called for the purpose.

21.2. Notice of such proposed additions, amendments or alterations shall be given to the Chair at least thirty-five days before the day fixed for such an Annual or Special General Meeting.

- 21.3. The Chair shall give that notice to all eligible members of Athletics Wellington at least twenty-eight days before the date of the meeting.
- 21.4. Any resolution adding to, or amending, or repealing this Constitution shall require the votes of two-thirds of the members entitled to vote and voting.
- 21.5. No addition to, or alteration of the objects, the personal pecuniary gain clause, or the winding-up clause shall be approved without Inland Revenue approval. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

22. WINDING UP

- 22.1. In the event of the winding up, or dissolution of, Athletics Wellington Incorporated, all property, both real and personal, after the payment of costs, debts and liabilities, shall vest in Athletics New Zealand Incorporated.
- 22.2. Any resolution in favour of winding up Athletics Wellington Incorporated shall be passed at an Annual General Meeting or Special General Meeting and the process in clause 21 shall apply with all necessary modifications as if the resolution was to alter the constitution.
- 22.3. The resolution shall be confirmed at a second Special General Meeting, to be held within twenty-eight days of the first General Meeting, and again shall require the votes of two-thirds of the members entitled to vote and voting.

23. STANDING ORDERS

- 23.1. Unless otherwise determined by the Board, the standing orders for Athletics Wellington shall be those for the time being set out for Athletics New Zealand in the Administration Rules for that body.

24. GENERAL

- 24.1. This Constitution shall be read with, and subject to, the Constitution and regulations of Athletics New Zealand.
- 24.2. Any matter not otherwise specifically provided for in the Constitution, which may arise, shall be decided by the Board whose decision shall be final, subject to any right of appeal provided in the Constitution of Athletics New Zealand