



PEGASUS *Cycling*

RULES OF PEGASUS CYCLING INCORPORATED

Amendment September 2016

Rules of Pegasus Cycling Incorporated

Distribution

Cycling New Zealand (Road and Track)
Cycling New Zealand Canterbury Incorporated
Registrar of Incorporated Societies
Management Board Members
Secretary

Rules of Pegasus Cycling Incorporated

Index

RULE	TITLE	PAGE
1	Title	5
2	Registered Office	5
3	Objectives	5
4	Affiliation	5
5	Constitution	5
6	Subscription	7
7	Election of Members	7
8	Register of Members	8
9	Termination of Membership	8
10	Management	8
11	Governance	8
12	Management Board Members	9
13	Annual General Meetings	9
14	Special General Meetings	10
15	Nominations	11
16	Elections	11
17	Voting	11
18	Proxies	12
19	Quorums	12
20	Management Board	12
21	Board Meetings	13
22	Patron	13
23	Chairperson	13
24	Secretary	13
25	Treasurer	14
26	In Abeyance	15
27	Property Custodian	15
28	Grants Secretary	15
29	Events Manager	15
30	Events Secretary	16
31	Junior Development Manager	16
32	Coaching Co-ordinator	16
33	Handicapper	17
34	In Abeyance	17
35	Finance	17
36	Accounts	18
37	Remuneration and Expenses	18
38	Personal Benefit	19
39	Licencing	19
40	Transfers	19
41	Common Seal	20
42	Notices	20
43	Alteration of Rules	20
44	Interpretation of Rules	21
45	Winding Up	21

Rules of Pegasus Cycling Incorporated

1. **TITLE**

- (a) The Society shall be called “Pegasus Cycling Incorporated” and shall be registered under the Incorporated Societies Act, 1908.
- (b) Throughout these Rules, “Society” and “Club” shall mean “Pegasus Cycling Incorporated”.

2. **REGISTERED OFFICE**

- (a) The Registered Office of the Society shall be the residence of the Secretary, or such other place as may, from time to time, be specified by the Club.
- (b) All correspondence shall be addressed to the designated address of the Secretary, or such other place as may, from time to time, be specified by the Club.

3. **OBJECTIVES**

- (a) To promote and encourage the sport of competitive road cycling, and the furtherance of the sport generally in the Christchurch and surrounding areas.
- (b) To exercise all powers, and perform all duties vested in it, and imposed upon it, by Cycling New Zealand, Cycling New Zealand Road and Track and Cycling New Zealand Canterbury Incorporated.
- (c) To do such other things (not being unlawful or inconsistent with these presents, or the Incorporated Societies Act, 1908), as in the opinion of the Management Board would further, or tend to further, the interests of its Members, or encourage and further the sport of cycling generally.
- (d) Pecuniary gain is not an objective of the society.

4. **AFFILIATION**

- (a) Pegasus Cycling Incorporated shall be affiliated to Cycling New Zealand Incorporated, through affiliation with Cycling New Zealand Canterbury Incorporated.

5. **CONSTITUTION**

- (a) Pegasus Cycling Incorporated shall consist of Members who have been elected, or may be elected, in accordance with these Rules.

- (b) The Members shall be all persons who are financial members of Pegasus Cycling Incorporated at the date of adoption of these Rules, and all other persons who thereafter shall be elected as a Member in accordance with these Rules.
- (c) There shall be the following classes of membership, with such rights, and subject to such obligations as to subscriptions and otherwise as are prescribed by, or pursuant to these Rules:
 - (i) “Members” All Members not included in other classifications hereunder.
 - (ii) In abeyance
 - (iii) “Youth Members” All Members under the age of 19 years as at 1 January preceding the Annual General Meeting of the Club.
 - (iv) In abeyance
 - (v) “Associate Members” All Members who, through affiliation with another club shall, in the view of the committee, not be entitled to full membership under rules 5(c)(i) or (iii). This form of membership shall be the only membership available to persons who are holders of a Cycling New Zealand National/International licence, issued through another club. Such Members shall have all of the privileges of membership as stipulated in these Rules, except Rules 13(f) (speaking and voting rights).
 - (vi) “Social Members” All non-racing Members who would otherwise be eligible for membership under Rule 5(c)(i) or (ii). Such members shall have all of the privileges of membership as stipulated in these Rules.
 - (vii) In abeyance
 - (viii) “Life Members” All Members must be elected to this category from within existing Members of the Club in accordance with the following conditions:
 - (i) Election to Life Membership shall normally be limited to one individual per year.
 - (ii) On the recommendation of the Board, the Club may confer Life Membership upon a Member who has rendered signal service to, or on behalf of the Club, at any Annual or Special General Meeting. Any financial member may propose such nomination to the Board for consideration.

- (iii) Board Members, having served a minimum of two complete terms (4 years), shall automatically be nominated for Life Membership.
- (iv) Such elections shall require the affirmative vote of three quarters (3/4) of the Members present and eligible to vote at the Annual or Special General Meeting.
- (v) Notice of the proposed election of a Life Member shall be given, together with the relevant details of the nominee, at the time of the notice calling the meeting.

6. **SUBSCRIPTIONS**

- (a) Annual subscriptions shall be reviewed and decided at the Annual General Meeting for the licencing year following the meeting for each category of membership. (Note that a licencing year for issue of the following year's licences may commence earlier than 1 January, as promulgated by Cycling New Zealand. Revised subscriptions will take effect from this date).
- (b) Annual subscriptions shall become due on the 1st January each year, and shall be paid as a component of the Cycling New Zealand licencing process, with the exception of "non-licenced" Social and Associate membership classes, who shall pay these directly to the club.
- (c) Life Members shall not be liable to pay any Club subscriptions and shall be deemed to be financial members at all times.

7. **ELECTION OF MEMBERS**

- (a) Every application for membership shall be either on line through Cycling New Zealand for licence holders or in writing to the Secretary for all other classes of membership.
- (b) Every member agrees, upon joining or renewing membership, to be bound by the Rules of the Club.
- (c) The amount of the current subscription and any membership entrance fee shall be received by the Club in respect of every application prior to financial status being granted. The Management Board reserves the right to refuse membership subject to the terms laid out in his application and/or relevant paragraphs in the constitution and any decisions will be communicated to the applicant.

8. REGISTER OF MEMBERS

- (a) The Board shall cause to be kept a Register of Members as required by the Incorporated Societies Act, 1908. Every Member shall, through the Cycling New Zealand membership database, maintain current contact details, or, in the case of non-licenced classes of membership communicate changes of contact details to the Secretary.

9. TERMINATION OF MEMBERSHIP

- (a) The membership of any Member of the Club shall be terminated on the happening of any of the following events:
 - (i) Death, or
 - (ii) Written resignation which has been duly accepted by the Club, or
 - (iii) Non-payment of any subscription, or other charges owing to the Club for a space of 12 months from the date such payment is due, unless such payment has been remitted by the Club, or
 - (iv) Expulsion from membership in accordance with these Rules.
- (b) Should any terminated membership require clearance, either immediate or in the future, to join another Club, then the Secretary shall advise the new Club of the applicants condition of termination, and that there are no financial obligations outstanding.

10. MANAGEMENT

- (a) The affairs of the Club shall be governed by a Management Board consisting of elected Board Members.

11. GOVERNANCE

- (a) The Governance of the Club shall be with the Management Board.
- (b) The Chairperson, Treasurer and Secretary shall be elected by the Board from within its members at the first Board Meeting after the Annual General Meeting, or at the first Board Meeting after an Officer retires from his/her position.

12. **MANAGEMENT BOARD MEMBERS**

- (a) Board Members, up to a maximum of eight (8), and a minimum of five (5), shall be elected at the Annual General Meeting of the Club. Nominations for election to the Board may only be accepted from financial or life members of the Club at the date of the Annual General Meeting.
- (b) The term of office of Board Members shall extend until, and including, the second (2nd) Annual General Meeting after election, unless a Board Member gives written notice to the Secretary to retire early.
- (c) The Board may co-opt Members to fill vacancies that may occur between elections. Such co-opted Members shall enjoy full voting and other rights as if they had been elected at an Annual General Meeting, but must, if they so wish, apply for election at the next Annual General Meeting.
- (d) The Board may also co-opt onto the Board as Members any other person/s it sees fit to fill a particular role, from time to time, and for any period. Such Members need not be financial members of the Club and will not enjoy voting rights as Members of the Board.
- (e) Any Board Member who, without prior reasonable excuse, and written apology to the Secretary, absents himself from three (3) consecutive Board Meetings shall be deemed to have forfeited his/her seat. The Board shall co-opt a replacement Member in accordance with Rule 12(c) above, and hold an election in accordance with Rule 11(b) if such forfeiture involves an Officer of the Club.

13. **ANNUAL GENERAL MEETINGS**

- (a) The Annual General Meeting of the Club shall be held each year within six (6) months of the end of the Club's financial year, on a date, and at a place determined by the Management Board.
- (b) Written notice of the date and place of the Annual General Meeting shall be sent to all Club financial and life members at least twenty-eight (28) days prior to the date of the Meeting.
- (c) Notices of Motion and Remits for inclusion on the Agenda of the Annual General Meeting must be forwarded in writing to the Secretary at least fourteen (14) days prior to the date of the Meeting.
- (d) At least seven (7) days prior to the Meeting a copy of the Agenda, Chairperson's Annual Report and Treasurer's Financial Report shall be sent to all financial and life Members of the Club.

- (e) The business to be transacted at the Annual General Meeting shall be:
 - (i) Roll Call
 - (ii) Apologies
 - (iii) Confirmation of Minutes of previous Annual General Meeting
 - (iv) Confirmation of Minutes of any Special General Meeting
 - (v) Presentation and Adoption of Chairperson's Annual Report
 - (vi) Presentation and Adoption of Treasurer's Report and Annual Accounts
 - (vii) Notices of Motion
 - (viii) Remits
 - (ix) Election/Re-election of Patron and Board Members
 - (x) General Business
- (f) All financial and life members at the date of Annual General Meeting shall be eligible to attend the Meeting and shall be accorded speaking and voting rights.

14. **SPECIAL GENERAL MEETINGS**

- (a) A Special General Meeting of the Club shall be convened on a resolution of the Board, or upon the requisition of a minimum of four (4) financial or life members of the Club.
- (b) The request shall state the purpose for which a Special General Meeting is called, and no other business shall be considered at the Meeting.
- (c) The procedure to be adopted for the conduct of the Meeting shall be in accordance with that stipulated for the Annual General Meeting, in so far as is applicable.
- (d) Notice in writing of every Special General Meeting shall be sent to all financial and life Members of the Club at least seven (7) days prior to the Meeting and shall state the date, time, venue and business to be transacted thereat.

15. **NOMINATIONS**

- (a) Nominations for Board Members must be submitted in writing to the Secretary, proposed and seconded by any financial or life members of the Club, no later than fourteen (14) days prior to the Annual General Meeting. The nominee must consent to the nomination by signing the application.

16. **ELECTIONS**

- (a) All elections of Board Members shall be by secret ballot or show of hands, as determined and agreed prior to the voting process.
- (b) All valid nominations for Board Members shall be submitted to the vote.
- (c) All elections for Board Members shall be by the exhaustive voting procedure. All elections require the candidate to receive greater than fifty per cent (50%) of the votes cast.
- (d) Ballot papers shall be destroyed in the presence of the Meeting immediately after the election to which they relate is completed satisfactorily.

17. **VOTING**

- (a) The Patron shall have one (1) vote only if a financial or life member of the Club.
- (b) Financial and life members of the Club shall be entitled to one (1) vote, and no person shall exercise more than one (1) vote except as provided under Rule 17(d).
- (c) The Chairperson shall have one (1) deliberative vote, and in the case of equilibrium of votes, shall additionally have one (1) casting vote.
- (d) Unless otherwise specified in the Rules, voting shall be by voices or show of hands, as the Chairperson shall direct.
- (e) A secret ballot shall be taken if any financial or life member of the Club requests. Such ballot shall be taken immediately in such manner as the Chairperson directs. Ballot papers shall be destroyed in the presence of the Meeting immediately after the vote is completed satisfactorily and the results recorded in the minutes.
- (f) Votes cast at secret ballots shall be declared to the Meeting and recorded in the minutes.

- (g) The declaration by the Chairperson that a vote has been carried or lost shall be final, provided that when a ballot has been taken the declaration of the results of such ballot shall be final.

18. **PROXIES**

- (a) No financial or life member of the Club may appoint any other person as his/her Proxy to attend and/or vote at any Meeting of the Club or Board.

19. **QUORUMS**

- (a) At any Annual or Special General Meeting of the Club at least five per cent (5%) of those eligible to attend and vote shall constitute a quorum.
- (b) At any meeting of the Board at least fifty per cent (50%) of those eligible to attend and vote shall constitute a quorum.
- (c) A quorum shall be present throughout the full duration of the meeting. At any meeting when a quorum cannot be achieved, or during the meeting attendance falls below a quorum, the meeting shall be adjourned and reconvened within one month as determined by the Board.

20. **MANAGEMENT BOARD**

- (a) The Board shall have the full power and authority to:
 - (i) Manage all affairs of the Club to meet its stated objectives
 - (ii) Appoint sub-committees to manage specific functions
 - (iii) Regulate and control the conduct of officials and members of the Club.
 - (iv) Inflict any penalty, including fine, suspension or expulsion upon any official or member of the Club found guilty of breaking any Rules of the Club, or refusing to give effect to any resolution passed by the Board or at an Annual/Special General Meeting.
 - (v) Suspend during its pleasure, or otherwise penalise any official or member of the Club who may be found guilty of improper, unfair or unsportsmanlike conduct, or pass on such matters for investigation by Cycling New Zealand Canterbury Centre or Cycling New Zealand.
 - (vi) Determine all questions and disputes as to the construction and meaning of these Rules, or any expression therein, or as

to anything done or omitted by any official or member of the Club in relation to the sport of cycling.

21. BOARD MEETINGS

- (a) Board Meetings shall be held at regular times each month as shall be determined by the Board in each year, or may be summoned by the Chairperson at any time, or upon receipt by the Secretary of a requisition signed by three (3) Board Members setting forth the object of the meeting. Such extraordinary meeting shall be summoned forthwith and shall be held, so long as a quorum can be established, within three (3) days of receipt of the requisition.
- (b) Matters of an urgent nature may be dealt with outside of regular monthly Board Meetings, either by impromptu meetings, telephone conferences, or electronic mail by the Chairperson, Secretary, plus one other Board Member. Full records of the meeting and actions must be prepared and tabled at the next regular Board Meeting.

22. PATRON

- (a) The Club may, from time to time, elect at an Annual General Meeting any person to be Patron of the Club.

23. CHAIRPERSON (Board Member)

- (a) The Management Board shall, at its first meeting after the Annual General Meeting, elect a Chairperson, who shall be the titular head of the Club.
- (a) The Chairperson of the Management Board shall take the chair at all Annual/Special General Meetings and Board Meetings of the Club. If at any such meeting he/she shall not be present within fifteen (15) minutes after the time appointed to commence the meeting, the members present shall choose another member, eligible to attend and vote, as Chairperson of that meeting.

24. SECRETARY

- (a) A Secretary shall be appointed by the Board and shall be a full member of the Board.
- (b) Convene all meetings of the Club and the Board, perform the whole of the clerical work of the Club (or oversee such clerical work as may be delegated to sub-committees), and carry out all directions given by the Board.
- (c) Keep all records and minutes of the Club and the Board, and retain custody of the Common Seal.

- (d) Maintain a record of the names, addresses, telephone numbers and electronic mail addresses of all members of the Club.
- (e) Maintain such other books, records, and registers, both manual and electronic, as the Board may, from time to time, decide.
- (f) Forward to Canterbury Centre and the Federation after the Annual General Meeting a copy of the approved financial statements, together with a list of Club Officials and addresses, both physical and electronic.
- (g) Forward to the Registrar of Incorporated Societies, after the Annual General Meeting, a copy of the approved financial statements, together with any alterations to these Rules, or contact addresses.
- (h) Prepare an annual budget for secretarial expenses and is accordingly authorised to make purchases of stationery items, postage, etc without prior Board approval.
- (h) Carry out all other acts as provided for in these Rules.

25. **TREASURER**

- (a) The Treasurer shall assume full responsibilities to the Management Board as follows:
- (b) Receive monies for and on behalf of the Club, and deposit the same into such bank or banks as the Board may, from time to time, determine, to the credit of an account, or accounts, in the name of the Club.
- (c) Pay accounts or advances in the manner prescribed, or as directed by the Board, after the same have been approved for payment at a Board Meeting. The Board may authorise the Treasurer to make certain payments of a regular nature and/or anticipated accounts and subsequently have them ratified at the next Board Meeting.
- (d) Maintain all records, and ensure that appropriate returns and payments, etc, are filed with the Inland Revenue Department in accordance with prevailing regulations.
- (e) Maintain complete and accurate records of all transactions appertaining to all accounts, and prepare monthly statements of income and expenditure for presentation at Board Meetings.
- (f) Prepare the Annual Statement of Financial Position and Performance, and prepare the Fixed Asset Depreciation Schedule for all Club property as soon as practical after the end of the financial year. Accounts are then to be presented for approval at the next Annual General Meeting.

26. **IN ABEYANCE**

27. **PROPERTY CUSTODIAN (Non Board Member)**

- (a) The Board shall appoint a Property Custodian (or Custodians) who shall be responsible for all Club property, maintaining accurate records of location, stock levels, serial numbers, new acquisitions (including permanent marking thereof) and disposals.
- (b) A written report shall be submitted to the Board each quarter, and at the end of the financial year, furnishing the Secretary a copy, recording all Club properties as well as condition.
- (c) The Custodian shall obtain a signature and contact address for all property leaving his direct control (eg, trophies, etc), retaining records should disputes arise.
- (d) The Custodian shall investigate all losses or damage to Club property immediately, reporting his findings to the Board, who shall determine the appropriate action to recover the losses or damage incurred.

28. **GRANTS SECRETARY (Board Member)**

- (a) The Grants Secretary shall be an elected Board Member.
- (b) Arrange and pursue all applications for grants, sponsorship, and other fund raising ventures as determined and approved by the Board.
- (c) Liaise with the Secretary for the completion of grant applications.
- (d) Establish and nurture contacts with interested parties, grant bodies, and sponsors.
- (e) Maintain a record of all transactions, furnishing copies to the Secretary once per month.

29 **EVENTS MANAGER (Board Member)**

- (a) The Events Manager shall be an elected the Board Member.
- (b) Shall be qualified to at least Level 1 as a Traffic Controller.
- (c) Shall arrange, with the assistance of the Race Secretary, if necessary, all matters relating to races which are the responsibility of the Club and published in the Road Programme.
- (d) Shall co-opt the assistance of any other personnel as appropriate.

- (e) Shall manage, or arrange to be managed, all races published in the programme, or other races authorised by the Board.
- (f) Shall liaise with the lead Site Traffic Management Supervisor with regard to selection of courses, marshals, and event traffic management planning.
- (g) Shall be a member of the Canterbury Centre road programme committee.

30. EVENTS SECRETARY (Non Board Member)

- (a) The Events Secretary shall be appointed by the Board.
- (b) Shall ensure that all information relating to races published in the road programme is promulgated fully, as appropriate.
- (c) Shall assist the Race Manager in the preparation and conduct of all races published in the road programme.
- (d) Shall receive all race entry fees and make payments of all accounts relating to the race, including prize monies, consulting with the Treasurer.
- (e) Shall prepare a full and accurate financial account of races conducted, promptly forwarding a copy, together with surplus monies, to the Treasurer.

31. JUNIOR DEVELOPMENT MANAGER (Board Member)

- (a) An elected Management Board member is to act as the Junior Development Manager.
- (b) Shall nurture and develop junior athletes to their full potential, in liaison with the club coaching staff.
- (c) Manage the Junior Events programme, in liaison with the Events Manager and lead Site Traffic Management Supervisor.
- (d) Shall be qualified to at least Level 1 as a Traffic Controller.
- (e) Shall co-opt the assistance of other personnel as appropriate.

32. **COACHING CO-ORDINATOR (Non Board Member)**

- (a) A suitably qualified person is to be appointed by the Board to co-ordinate coaching for club members.
- (b) Reports on any coaching activities are to be submitted monthly to the Board, together with applications for funding for specific projects, etc.

33. **HANDICAPPER (Non Board Member)**

- (a) A suitably experienced Member shall be appointed by the Board as Handicapper.
- (b) Shall be responsible for the handicapping/grading of all events published in the road programme, and providing the Events Manager with a draft starting list as appropriate.
- (c) Shall maintain records of all race starting lists and results and forward these to the handicappers of the other Canterbury Centre Clubs regularly.

34. **IN ABEYANCE**

35. **FINANCE**

- (a) The financial year of the Club shall end on 31 December each year.
- (b) All payments by the Club shall be made electronically wherever possible (other than necessary race expenses, prize monies incurred on the day, and petty cash items as required).
- (c) Funds Investment:
 - (i) The Board may, by resolution carried by at least fifty per cent (50%) of Board Members, transfer such funds from the Cheque Account/s as are not required for immediate purposes to a General or Special Reserve as determined by the Board.
 - (ii) The Board may, by resolution carried by at least fifty per cent (50%) of Board Members, invest funds transferred to the General or Special Reserve under Rule 33(c)(i) in a trustee investment pursuant to the Trustees Act, 1956, and its amendments.
- (d) The Club shall have the power to borrow, but only in pursuance of a resolution carried unanimously by the Board.
- (e) The Board shall have the power to impose levies on Club members for special purposes, but only in pursuance of a resolution carried by at least fifty per cent (50%) of Board Members.

- (f) Club membership fees may only be altered at an Annual General Meeting, or Special Meeting, and shall apply in the licencing year they are adopted.
- (g) Any fine imposed upon a Club member is to be paid in full within thirty (30) days of its imposition. Failure to pay in full will result in the immediate suspension of the member until the debt is discharged.

36. ACCOUNTS

- (a) The accounts of the club shall be verified by a suitably qualified person within 6 months of the end of the financial year or at other times as required by the Board, not being an active member of the Board or a Club Official, and duly appointed under these Rules, who shall have the ability to offer professional accounting and business advice and the power to call for the production of all books, papers, accounts and documents, either physical or held on computer, relating to the affairs of the Club, at any time.
- (b) For every inspection, he/she shall submit a written report to the Board.
- (c) If, for any reason, the appointed person shall be prevented from fulfilling his/her duties, the Board shall appoint a substitute to hold office for the remainder of the term.

37. REMUNERATION AND EXPENSES

- (a) The Board may make payment of such remuneration and/or expenses, as deemed necessary, to cover out of pocket expenses.
- (b) Other than “one-off” payments, such payments shall be submitted each year, and carried at an Annual General Meeting.

38. PERSONAL BENEFIT

- (a) Any income, benefit or advantage shall be applied to the objectives of the club. No member of the club, or any person associated with a member, shall participate in or materially influence any decision made by the club in respect of the payment to, or on behalf of, that member or associated person of any income, benefit, or advantage whatsoever.
- (b) Any income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

- (c) 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.

39. LICENCING

- (a) All members who are active riders must possess a current licence through Cycling New Zealand in one of the existing categories.
- (b) All members who are active race or team officials, commissaires, or coaches, must possess a current Cycling New Zealand licence appropriate to their discipline.
- (c) Licence applications must include a physical (not a box number, etc) address.
- (d) Licence holders are responsible for payment of any charges incurred in obtaining replacement licences due to loss or damage, or necessary changes to personal details.

40. TRANSFERS

- (a) A member wishing to transfer to another Club must first obtain a written financial clearance from the Secretary, and undertake the prescribed transfer process through the Cycling New Zealand on line database.
- (b) Canterbury Centre are to be notified of the transfer by the Secretary.
- (c) The member is responsible for the payment of any charges incurred in obtaining a replacement licence, and any administrative fee or levy his new Club and/or Centre may impose as a consequence of the transfer.

41. COMMON SEAL

- (a) The Common Seal of the Club shall be kept in the custody of the Secretary and, when necessary, shall be affixed to any deed, document, or instrument, or other writing, by the authority of the Board in the presence of any two (2) Board Members who, for the time being, have signing authority over the Club's principal bank account. These Board Members shall sign the deed, document, instrument, or other writing at the time the seal is affixed.

42. NOTICES

- (a) Every notice required to be given to any member shall be deemed to have been duly delivered if posted in a pre paid envelope addressed to the recipient at the last known address provided to the Secretary. This policy shall also apply to electronic mail transmitted to the last known address supplied to the Secretary.
- (b) Such notice shall be deemed to have been served at the time when the notice would normally have been delivered in the ordinary course of post.
- (c) The accidental omission to give notice to a member, through fault of the sender, incorrect address, or other failure in delivery shall not invalidate proceedings at any meeting, or remove any obligation from the recipient.

43. ALTERATION OF RULES

- (a) No alteration, annulment or addition to these Rules shall be made except at an Annual or Special General Meeting and carried by a resolution of a simple majority of those present and eligible to vote.
- (b) Any member proposing an alteration to these Rules must submit them in writing to the Secretary at any time, and in any case no later than 14 days prior to the Annual or Special General Meeting for inclusion on the agenda of the next meeting.
- (c) No addition to or alteration of the non-profit aims, personal benefit clause, or the winding up clause shall be approved without the approval of Inland Revenue.
- (d) 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.

44. INTERPRETATION OF RULES

- (a) The decision of the Board on the interpretation of these Rules, or any matter or things contained in these Rules, or any matters not provided for in these Rules, and which are deemed pertinent to the Club, its properties and interest, shall be conclusive and binding on all members until a contrary vote at a General Meeting.

45. **WINDING UP**

- (a) If the Club ceases to exist for any reason, then its real and personal property shall be realised, and the proceeds applied first in the payment of all debts and liabilities of the Club. Any surplus shall not be paid or distributed amongst the members of the Club, except as a creditor of the Club to the extent only of the satisfaction of a debt, or as liquidation to the extent of his proven charges, expenses and disbursements incurred in connection with the winding up.
- (b) Residual assets (subject to any trust) shall be disposed of in such manner in pursuance with the objects of the Club.
- (c) The Club may only be wound up by a resolution carried by a simple majority present and eligible to vote at an Annual or Special General Meeting, and duly confirmed in accordance with provision 24 of the Incorporated Societies Act, 1908.



Derrick Nelson
Secretary

Tracy Clark
Chairperson