

Constitution

1 Name

1.1 The name of the Club shall be “The Auckland YMCA Marathon Club Incorporated”.

2 Interpretation

2.1 Terms used in this Constitution have the meanings given in this clause unless the context otherwise requires:

“AGM” means an Annual General Meeting of the Club held in accordance with Clause 10.

“Associated activities” means various sporting activities, including multi-disciplined events, but generally incorporating distance or endurance running and walking.

“Athletics” means the various sporting activities conducted under the auspices of Athletics New Zealand Incorporated. and otherwise as defined by the Constitution of Athletics New Zealand Incorporated.

“Changeover” means the time at which this Constitution comes into force.

“Club” means The Auckland YMCA Marathon Club Incorporated.

“Club Day” means that occasion on which members of the Club assemble for the weekly pack run.

“Committee” means The Management Committee of the Club established under Clause 10.4. [see explanation in covering letter]

“Member” means a member of the Club in accordance with Clause 7.

“YMCA” means Metropolitan YMCA of Auckland.

3 Mission Statement

3.1 To be New Zealand’s foremost marathon running and walking club by developing and enhancing members’ running and walking interests and abilities, and by promoting distance running and walking as an enjoyable and healthy activity.

4 Objectives

4.1 To enable members to improve their physical fitness levels by participating in the Club’s activities.

4.2 To encourage members to achieve their own personal goals by participating in the Club’s activities.

4.3 To provide a sociable and friendly atmosphere for controlled pack running and walking on Club days.

4.4 To provide advice and coaching to members on all aspects of running and walking with a special emphasis on middle to long distance running and walking, principally (but not exclusively) the marathon and half-marathon.

4.5 To support and promote the sport of athletics and associated activities.

5 Powers

5.1 The powers of the Club are to:

- (a) make by-laws concerning the operation of the Club on such matters as are not specifically covered by the Constitution;
- (b) lend, invest, borrow, raise, or secure the payment of money;
- (c) acquire by purchase, lease or grant any property or property rights, and to manage, let, sell, exchange, or otherwise deal with the property of the Club;
- (d) delegate duties and responsibilities relevant to the conduct of the affairs of the Club to co-opted or appointed sub-committees or individuals;
- (e) enter into, and terminate as appropriate, contracts with staff, members, sponsors, media, and other organizations;
- (f) expel or suspend members;
- (g) raise funds by way of subscriptions, levies, donations, and sponsorship;
- (h) define job descriptions and make staff appointments, and terminations of appointments as appropriate;
- (i) collect and disseminate private or other information about members with their consent, relevant to the pursuit of the objectives of the Club;
- (j) organise and control events and competitions consistent with the objectives of the Club;
- (k) affiliate and co-operate with kindred or other organisations as required;
- (l) insure the property and employees of the Club as necessary;
- (m) promote the activities of the Club;
- (n) expend Club funds in pursuit of the interests of the members and consistent with the objectives of the Club;
- (o) incur liabilities;
- (p) make or alter rules, constitutions, regulations and by-laws by resolution in General Meeting.

6 Common Seal

6.1 The Common Seal of the Club shall be held by The Secretary of the Club.

6.2 The affixing of the Common Seal shall be witnessed by any two of the President, Vice-President, Secretary, or Treasurer, signing the document.

7 Membership

7.1 Membership shall be open to all who are in agreement with the objectives of the Club, and who agree to abide by the provisions of the Constitution and By-laws of the Club.

7.2 Any person may become a member of the Club by completing a membership form, and submitting this, with the payment of the appropriate membership fee, to the Secretary of the Club.

7.3 On receipt of a completed membership form and the payment of the appropriate membership fee, that person shall be entered on the Register of Members.

7.4 Any Club member, considered to have rendered exceptional service to the Club, and whose nomination is accepted at a General Meeting of the Club, is deemed to be a life Member of the Club. Life Members are entitled to all membership privileges without payment of the approved membership fee.

7.5 Associate Membership of the Club is available to persons not actively involved in the Club, and/or running and walking, but who wish to maintain contact with the Club and its members. Associate Members shall receive copies of Club newsletters. Associate Members will be welcome to visit the Club from time to time and attend social gatherings, however Associate Members do not have the right to participate in Club pack runs on a regular basis. The Associate Membership fee shall be fixed by the Committee not less than one (1) month before the end of the Financial Year.

7.6 Any person, not being a member of the Club, and whose nomination is accepted by a General Meeting of the Club, is deemed to be an Honorary Member of the Club. Honorary Members are not entitled to membership privileges.

7.7 Members, including life Members, shall have full speaking and voting rights at General Meetings, subject to the constraints of standard meeting procedures.

7.8 Only Members of the Club, including life Members, may stand for election to the Committee of the Club.

8 Register of Members

8.1 The Club shall keep a Register of Members. The Register of Members shall record the full name, address, occupation, category of membership of each member, the date of membership and all subsequent changes.

9 Cessation of Membership

9.1 Any member may resign by notice in writing to The Secretary.

9.2 Any person who fails to pay the Membership Fee by the date determined by the Committee shall be deemed to have resigned from the Club with effect from the last day of the previous financial year.

9.3 The Committee shall have the right to request from any member an explanation to the Committee for conduct contrary to the Club's Constitution and By-laws, or conduct which is considered by any member to bring the Club into disrepute. Having considered any such explanation, the Committee may, as considered appropriate, suspend or terminate the membership of the Club member concerned.

9.4 A request to any Club member from the Committee under Clause 9.3 shall be in writing to the relevant address in the Register of Members, and shall set out the general nature of the complaint, and shall give reasonable notice of the date, time and location of the Committee Meeting at which the complaint will be considered.

9.5 Any member whose conduct is reviewed under the provisions of Clause 9.3 shall be entitled to attend the relevant Committee Meeting and speak to the complaint, or may make representations in writing. The decision of the Committee shall be final and shall be conveyed to the member in writing.

10 Club Structure

10.1 The overall governance of the Club resides with the members at the Annual General Meeting. The Annual General Meeting shall:

- (a) approve all changes to the Constitution;
- (b) determine overall policy directions;
- (c) approve long term plans;
- (d) officers and members to the Management Committee;
- (e) receive various reports on the activities of the Club;
- (f) receive reports on the management of the affairs of the Club, with particular reference to the financial management of the Club;
- (g) determine the extent to which the Club shall associate or affiliate with other organisations.

10.2 The affairs of the Club shall be managed by the Management Committee, which shall have all the powers of the Club, except those which must be exercised at a General Meeting of the Club. The Management Committee shall, inter alia:

- (a) make all day-to-day decisions, other than broad policy decisions, relevant to the affairs of the Club and the achievement of the Club's objectives;
- (b) manage the finances of the Club;
- (c) enter into contractual arrangements on behalf of the Club, including contracts with salaried or volunteer staff;
- (d) appoint selectors, coaches, and other officials;
- (e) determine dates and venues etc for events organised by the Club;
- (f) determine, as required, the payment of honoraria;
- (g) appoint Sub-Committees;
- (h) take responsibility for the promotion of the Club, including sponsorship arrangements, and public relations;
- (i) on behalf of the Club, liaise with Athletics New Zealand, Athletics Auckland, and other sporting organisations as necessary.

10.3 The Officers of the Club, who must be members of the Club, shall consist of:

- (a) The President who shall chair the General Meetings of the Club and Meetings of the Management Committee;
- (b) The Vice-President who shall chair meetings in the absence of the President, and fulfill the role of President should the President be absent;
- (c) The Secretary;
- (d) The Treasurer;

- (e) The Club Captain; and
- (f) Up to five (5) Elected Members.

10.4 Membership of the Management Committee of the Club shall consist of the Officers of the Club, together with three (3) ex-officio members, being:

- (a) The Immediate Past-President of the Club;
- (b) A liaison person appointed by the YMCA; and
- (c) The Chief Executive of the YMCA.

10.5 Officers of the Club are elected for a term of one (1) year: all Officers are eligible for re-election at the end of their term.

10.6 Nominations for Officers of the Club shall be received at the Annual General Meeting. When two or more members are nominated for one Office, then an election will be conducted by secret ballot. The successful candidate shall be determined by simple majority ("first-past-the-post"), with the Chairperson of the Annual General Meeting having a casting vote.

10.7 Without limiting its authority or overall responsibility for the conduct of the affairs of the Club, the Committee may appoint Sub-Committees or a person or persons, normally but not necessarily Club members, to organise the Club's various activities.

10.8 The President shall be an ex-officio member of all Sub-Committees.

10.9 The Chairperson of any meeting of the Committee or any Sub-Committee shall have a casting as well as a deliberating vote.

10.10 The Management Committee shall take office at the conclusion of the Annual General Meeting, and shall meet as required, generally, but not necessarily, on a monthly basis.

10.11 The quorum at Committee meetings shall be five (5) members of whom at least two (2) shall be either The President, the Vice-President, the Secretary, or the Treasurer.

10.12 Minutes of the Management Committee meetings, recording all business and resolutions, shall be taken. Minutes of Committee meetings shall be circulated to all Committee members, and be available to Club members on request. A copy of the Minutes of the most recent meeting of the Management Committee shall be available to Club members on Club days, once approved by the Committee as a true and correct record.

10.13 In broad terms, the functions of the Management Committee are to:

- (a) implement decisions and policies arising from General Meetings of the Club;
- (b) attend to the day-to-day management of the affairs and activities of the Club;
- (c) report on the affairs and activities of the Club, including statements of the Club's financial situation, to the Annual General Meeting of the Club;
- (d) adjudicate, if necessary, on any dispute that may arise between members of the Club;
- (e) carry out any powers contained in Clause 10.2 above.

11 Annual General Meeting

11.1 The Annual General Meeting of the Club shall be held within three (3) calendar months of the end of the Financial Year.

11.2 The Committee shall take reasonable steps to ensure that at least one (1) calendar month's written notice of the time, date, and venue for the AGM is received by all persons recorded on the Register of Members.

11.3 The quorum for the AGM shall be not less than 10% of the persons recorded on the Register of Members immediately prior to the scheduled commencement of the meeting, of whom at least two (2) shall be either the President, the Vice-President, the Secretary, or the Treasurer.

11.4 If there is no quorum within 30 minutes of the scheduled commencement time, the meeting shall be adjourned for seven (7) days, at which time those members present shall constitute a quorum.

11.5 Participation in the AGM is restricted to persons recorded as Life Members or Club members on the Register of Members: Associate Members and other interested persons may attend the AGM but not participate in the meeting.

11.6 The business of the AGM shall include:

- (a) Quorum check;
- (b) Receipt of Apologies;
- (c) Minutes of the previous AGM;
- (d) President's Report;
- (e) Financial Report;
- (f) Election of Officers;
- (g) Establishment of Membership Fees, and Honoraria;
- (h) General Business.

11.7 Members may raise any matter relevant to the affairs and activities of the Club under General Business without prior notice, except in the case of a proposed amendment to the Constitution of the Club for which the period of written notice specified in Clause 14.2 applies.

11.8 The conduct of the AGM shall be in accordance with commonly accepted meeting procedures, and members shall be given reasonable opportunity to express their views. With the exception of voting for the election of Officers of the Club, voting shall be by acclamation or a "show of hands". If requested by a simple majority of the members present, a secret ballot may be held with the result determined by simple majority. The Chairperson of the meeting shall have a casting and deliberating vote.

11.9 If any member of the Club is unable to attend the AGM, that member may by notice in writing to The Secretary, appoint another Club member as a proxy for that meeting. The notice must be received by The Secretary no later than the commencement of the AGM, and the member so appointed may exercise all the speaking and voting rights of the absent member.

12 General Meetings

12.1 General Meetings of members, other than the AGM, may be convened at any time during the year to consider specific issues relevant to the affairs of the Club.

12.2 A General Meeting shall be called by the Committee on the request of not less than 10% of the Club membership at that time. The purpose, date, time and venue of the General Meeting shall be notified in writing to all persons recorded on the Register of Members, and the Committee shall take reasonable steps to ensure that fourteen (14) days notice is received by Club members.

12.3 No business shall be conducted at any General Meeting (other than the AGM) except that which has been specified in the notice.

12.4 Quorum requirements, voting procedures, and the general conduct of General Meetings shall be in accordance with the provisions for the AGM.

13 Finance

13.1 The Financial Year for the Club shall commence on the 1st day of April, and shall end on the last day of March in the following year.

13.2 All income is to be receipted and deposited in the Club's bank account. Funds may be transferred from time to time from the Club's bank account to other investment facilities approved by the Committee.

13.3 All payments are to be made by cheque or electronic transaction against the Club's bank account, and payments must be authorised by the Committee and recorded in the Minutes of the Committee meetings.

13.4 All cheques issued or electronic transactions shall be signed or authorised by any two of the President, or the Vice-President, or the Secretary, or the Treasurer.

13.5 The Treasurer shall present a written report to each Committee Meeting detailing all financial transactions since the previous meeting, and including a schedule of creditors for payment.

13.6 The Committee shall present to the AGM a detailed and written report, including all relevant financial statements, covering the financial affairs of the Club for the previous financial year. Copies of the financial statements should be available to members for at least two Club Days prior to the AGM.

13.7 In accordance with the Incorporated Societies Act 1908 the Club shall deliver annually to the Registrar of Incorporated Societies a financial statement containing the following particulars:

- (a) the income and expenditure of the Club for the past financial year;
- (b) the assets and liabilities of the Club at the close of the same financial year; and
- (c) all mortgages, charges, and securities of any description affecting any of the property of the Club at the close of the same financial year.

14 Amendments to the Constitution

14.1 The Constitution shall not be altered, or rescinded, or added to, except by a resolution passed by a three-fourths majority of the members present and voting at a General Meeting.

14.2 The Committee shall take reasonable steps to ensure that at least one calendar month's written notice in the case of an AGM, and fourteen (14) days written notice in the case of a General Meeting is received by Club members of any proposal to alter the Constitution. Such notice shall in either case include details of the proposed alteration to the Constitution and the date, time, and venue of the AGM or General Meeting.

15 Interpretation of the Constitution

15.1 If a dispute arises at any time in respect of a matter which is not provided for in the Constitution or any doubt exists as to the interpretation of the Constitution, or any other matter shall arise pertaining to the organisation, its property or interests, the same shall be determined by the Club in General Meeting, and the decision shall be conclusive and binding on all members, unless revoked at the next AGM.

16 By-Laws

16.1 Such matters concerning the operation of the Club as are not specifically covered by the Constitution may be the subject of By-Laws which may be drawn up by the Committee and approved by the Club at a General Meeting, or altered or rescinded by the Committee subject to ratification at a General Meeting.

16.2 The Committee shall determine any matter not provided for in the Constitution or By-Laws.

17 Winding Up

17.1 If upon winding up or dissolution of the Club there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to the YMCA.

18 Effective Date of this Constitution

18.1 This Constitution shall take effect as from the date of registration.

[As adopted AGM 26 May 1997; clause 9.3(f) amended AGM 25 May 2003]