

## Rules of the Cycling Action Network (Incorporated)

(aka "CAN Constitution")

As amended on 1 October 2016.

### 1. Name and Registered Office

- 1.1 The name of this society shall be "Cycling Action Network Incorporated". In these Rules "CAN" means "Cycling Action Network Incorporated".
- 1.2 The office of CAN shall be at the office of the secretary or such office as the Board may from time to time determine. The Registrar of Incorporated Societies must be notified of each change.

### 2. Objects

- 2.1 To increase public and official recognition of the benefits of more cycling.
- 2.2 To increase safety for cyclists by educating cyclists and other road users and by improving provision for cyclists in transport planning and engineering.
- 2.3 To promote the development of a cycling environment that is:
- convenient
  - accessible
  - safe
  - pleasant
  - comprehensive
  - connected
  - constructed to standards reflecting international best practice
- 2.4 To develop cycle advocacy and cycle action.
- 2.5 To encourage cycle tourism.
- 2.6 To promote the integration of cycle and transport planning with planning in areas like housing, land use, education, health and the environment.
- 2.7 To do all such other things as are conducive to or incidental to the attainment of any of the above objects.

### 3. Membership of CAN

3.1 Any person or organisation may become a Member of CAN upon application and payment of the applicable subscription fee and agreeing to further the Objects of CAN.

#### 3.2 Classes of Membership:

3.2.1 **Individual Membership** - Individual Membership of CAN shall be open to any person who satisfies the secretary their intention is to further the objects of CAN. Individual Membership subscriptions may be different for waged and unwaged Members.

3.2.2 **Affiliated organisation Membership** - Affiliated organisation Membership of CAN shall be open to any organisation that satisfies the secretary their intention is to further the objects of CAN. Members of affiliated organisations have the same rights as individual members of CAN and shall be known as affiliated members.

3.2.3 **Supporting organisation Membership** - Supporting organisation Membership of CAN shall be open to any organisation that satisfies the secretary their intention is to support the objects of CAN. A supporting organisation shall delegate one person to represent them who shall have the same rights as an individual member of CAN.

3.2.4 **Family Membership** - Family Membership of CAN shall be open to any family who satisfies the secretary their intention is to further the objects of CAN. A Family Membership entitles holders to the same rights as a maximum of 2 individual Members.

3.3 Subscription fees payable shall be determined at each Annual General Meeting for the ensuing year. Fees are payable each year on the anniversary of joining CAN. The date subscriptions are due for Affiliated Membership may be set to coincide with the subscription date of the Affiliated Organisation.

3.4 Register of Members. CAN shall keep a register showing the name, address, email address and date of joining for each Member organisation. A similar register with the addition of occupation shall be kept for individual and family Members.

3.5 Any member may at any time elect to pay a one-off **lifetime membership** subscription instead of an annual subscription. Following payment of a lifetime subscription, no further subscription payments are due by that member to retain full membership of CAN.

### 4. Cessation of Membership

4.1 A Member shall cease to be a Member of CAN if:

- the Member gives oral or written notice of resignation to the Executive Team; or the committee of their affiliated organisation.
- the Member's subscription remains unpaid for more than **3 months** from the due date for payment and the Executive Team resolves that the Membership shall lapse; or
- the Board resolves by a majority of two thirds of its Members that the Member has brought CAN into disrepute by their actions and that the continued Membership of the Member is not in the best interests of CAN and that the Member's Membership of CAN shall be terminated, provided that before termination under this clause the Board shall call upon the Member for an explanation and shall hear what the Member may wish to put in their defence.

## 5. General Meetings

- 5.1 An Annual General meeting shall be held each year within **12 months** of CAN's balance date.
- 5.2 The treasurer shall present to the membership an audited or reviewed statement of CAN's accounts for the preceding financial year and those accounts shall be confirmed at the Annual General Meeting.
- 5.3 The Annual General Meeting will usually be held in conjunction with an annual gathering, but if circumstances dictate the AGM may be held by teleconference or similar.
- 5.4 At the Annual General Meeting, the Board chairperson and/or a nominated member of the Executive Team shall present a report of CAN's activities since the last Annual General Meeting, and the Treasurer shall present a statement of CAN's accounts for the financial year ending 30 June, duly audited or reviewed.
- 5.5 A General Meeting may be called by the Board at any time or upon request in writing by **5 Members** to the Board, specifying the subject to be discussed at such a meeting. Notice of the meeting shall be sent out within **21 days** of the date that the request is received by the Board.
- 5.6 Members shall be given at least **14 days** notice by post or email, of the place and time of an Annual or Special General Meeting with Affiliated and Supporting Organisations given **28 days** notice.
- 5.7 As Members are geographically spread throughout New Zealand, each Member must be informed of the issues relating to each resolution with the notice of the Annual or Special General Meeting. Members will be able to cast their vote in person, by fax, by mail, by e-mail or by a conference call link. Only votes received in time for each resolution will be counted. Voting by those present shall be by show of hands but any Member may demand a secret ballot.
- 5.8 Except by resolution of the meeting passed by two-thirds majority of those present or linked by conference call, no business shall be transacted at an Annual or Special General Meeting, except that which notice shall have been given as described above. If any non-notified general business other than purely routine business is transacted, the resolution, or resolutions shall not be effective until **14 days** after all members have been notified of the resolution. If within that period any **5 Members** not present at the meeting shall have forwarded to the Secretary an objection in writing to such resolution or resolutions, the Secretary shall call a further meeting at which such resolution or resolutions shall be confirmed or otherwise and the resolution or resolutions objected to shall not be effective until such further meeting is held.
- 5.9 Only financial Members of CAN are eligible to vote at an Annual or Special General Meeting or at the Annual Conference.
- 5.10 All decisions of any Annual or Special General Meeting, except for the introduction of non-notified business and Rule changes, shall be decided by a majority of the votes of financial Members cast. Each eligible Member shall have one vote and in the case of equality of votes, the Chairperson of the Annual or Special General Meeting shall have a second vote in

addition to their vote as a Member.

- 5.11 The quorum for Annual or Special General Meeting decisions shall be 7 Members either present or linked by conference call.

## 6. Amendment of Rules

- 6.1 The rules may be amended, added to or rescinded by a **two-thirds majority** of Members present at an Annual General Meeting or Special General Meeting where **14 days** notice of such amendment, addition or rescinding motion has been given to every financial Member of CAN.
- 6.2 No addition to or alteration of the Rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause.
- 6.3 A change of Rules does not come into effect until approved by the Registrar.

## 7. Officers and Management

- 7.1 The officers of CAN shall be a **chairperson**, a **treasurer** and a **secretary**. The Officers shall be elected by the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting. Officers may be re-elected.
- 7.2 CAN shall be governed by a Board consisting of the officers plus **three Regional Members** plus a **maximum of two** co-opted Members.
- 7.2.1 A Regional Member shall be nominated by the largest CAN group by membership in each of the five largest cities by population, in consultation with other groups in their region. A term of a Regional Member shall begin at the Annual General Meeting and end at the next succeeding Annual General Meeting. No Regional Member shall serve more than two consecutive terms.

Terms of Regional Members shall be rotated among the five groups such that terms are equally shared. Each of the five groups shall be represented on the Board for a full term within any two-year period.

The first Regional Members shall be selected by consensus of the first AGM, such that two shall be from the North Island Te Ika a Maui and one from the South Island Te Wai Pounamu. Failing consensus they shall be selected by draw or lottery in a method chosen by the officers.

- 7.2.2 The quorum for Board decisions shall be **five Board Members**, either present or linked by conference call.
- 7.3 --- deleted ---
- 7.4 If during the year a vacancy occurs on the Board, the Board may fill the vacancy. The Board may also, from time to time, co-opt a **maximum of two** additional Members, whom the Board considers have skills or expertise required to advance CAN's Objects.
- 7.5 --- deleted ---

- 7.6 --- deleted ---
- 7.7 Financial and operational affairs of CAN shall be managed by an Executive Team of three or four members. The Executive Team shall be appointed by the Board who shall also nominate one member of the Executive Team to report to the Board chairperson on its behalf.
- 7.8 The Executive Team shall publish a newsletter regularly through the year. Where items for CAN policy resolutions are known in advance, they shall be notified to Members in the newsletter with the date by which any comments regarding the resolution must be made.
- 7.9 Where the Executive Team is to consider a submission to be made by CAN to a third party, where practical all financial Members must be notified of the subject of the submission and the date by which any comments regarding the submission must be made.
- 7.10 The Executive Team will endeavour to organise an annual gathering for members with the assistance of a local group to further the skills of members and provide networking opportunities.
- 7.11 The Executive Team may make a contract to recruit an employee only with the specific approval of the Board.

## 8. **Board Meetings**

- 8.1 The Board shall make decisions by resolution. Resolutions shall be carried out by consensus. Where consensus is not attained, resolution shall be by **majority** vote. In the case of equality of votes, the chairperson shall have a second vote in addition to their vote as a Member.
- 8.2 --- deleted ---
- 8.3 At least **14 days** clear notice shall be given to Board members of any Board meeting. The Board and any sub-committees may regulate their meetings and proceedings as they see fit, but shall meet at not less than three-monthly intervals.

## 9. **By-Laws**

- 9.1 The Board shall have the power to make from time to time such By-Laws not being inconsistent with these Rules as they may deem to be necessary for the wellbeing of CAN, and may vary and rescind such By-Laws and such By-Laws shall be binding on every Member until set aside at an Annual or Special General Meeting.

## 10. **Control and investment of CAN funds**

- 10.1 CAN shall operate a bank account or accounts with any bank approved by the Treasurer. The Executive Team shall manage CAN's funds in accordance with any policy or conditions set out by the Board.

A full accounting of all transactions shall be submitted on a monthly basis to the Treasurer.

**10.2** All funds of CAN shall be paid into the CAN bank account or accounts. Any part thereof may, if the Board so determine be invested.

**10.3** --- deleted ---

**10.4** The financial year of the CAN shall be **1 July to 30 June**.

**10.5** No Member or person associated with a Member of CAN shall derive any income, benefit or advantage from CAN where they can materially influence the payment of the income, benefit or advantage; except where that income, benefit or advantage is derived from professional services to CAN rendered in the course of business charged at no greater rate than current market rates. Any income, benefit or advantage is to be used to advance the charitable purposes of CAN.

**10.6** CAN shall deliver annually to the Charities Commission, following approval by the Board, a statement containing at least the following particulars:

(a) The income and expenditure of the society during the society's last financial year.

(b) The assets and liabilities of the society at the close of the said year.

## **11. Powers of CAN to borrow money**

**11.1** CAN shall not have the power to borrow money.

## **12. Auditor or Reviewer**

**12.1** An auditor or reviewer, who shall not be a Member of the Board or Executive Team, shall be appointed annually by the Members of CAN at the Annual General Meeting. The Auditor's or Reviewer's remuneration shall be determined by the Executive Team.

**12.2** Should the position of auditor or reviewer become vacant, the Executive Team may appoint a replacement for the balance of the appointment.

## **13. Common seal of CAN**

**13.1** The Board shall obtain a Common Seal for CAN and such seal shall be kept by the Secretary and shall not be used except by the previously given authority of the Board. Every instrument to which the seal is affixed must be signed by the Secretary and countersigned by the Treasurer or other Member of the Board appointed for that purpose.

## **14. Interpretation**

**14.1** If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Board, whose decision shall be final.

## 15. Winding up of CAN

- 15.1 CAN may be wound up voluntarily if:
- 15.2 CAN, at a duly called General Meeting of its Members, passes a resolution to appoint a liquidator; and
- 15.3 In accordance with Section 24 of the Incorporated Societies Act 1908, the resolution is confirmed by a simple majority of votes at a subsequent General Meeting of CAN duly called for that purpose, and held not earlier than 30 days after the date the first resolution was passed.
- 15.4 If upon the liquidation of CAN there remains, after satisfaction of all debts and liabilities, any property or funds, the same shall be transferred to any other society that is charitable under New Zealand law and with objects similar to CAN, to be determined by Members of the Board at or before the time of winding up.

## 16. Transition Period

- 16.1 Until the first board is voted in according to these rules at the next General Meeting, the 2016 elected committee will exercise the functions of the Board and Executive Team.

**Signature**

**Position**   **Name**

**Date**

_____	Chair	Will Andrews	_____
_____			_____
_____			_____

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