



WELLINGTON OFFICE

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Rules of the Cycling Action Network (Incorporated)

(aka "CAN Constitution")

As amended on x xxxxxx 2024.

Definitions

- Consensus - agreement by all members who are involved in making a decision.
- Consensus decision-making process - a process that seeks motions that everyone can support by taking account of all concerns regarding any motion. If initially there is not full agreement, members are asked to express their concerns and then efforts are made to address them by changing what is proposed or by explaining how those concerns would be dealt with by the motion. Consensus is achieved if nobody blocks consensus. If consensus is not achieved after reasonable attempts, a vote can be taken. A motion shall require a two thirds majority to pass unless a Rule specifies a different threshold. Those who do not agree with the decision may choose to have their dissent recorded.
- The "Objects of CAN" are set out in Rule 3 Purpose.
- Registrar - means the Registrar of Incorporated Societies appointed in accordance with Section 240 of the Act.
- Simple majority - more members vote in favour of a motion than vote against the motion.
- The Act - the Incorporated Societies Act 2022 and subsequent amendments to it.
- Two-thirds majority - at least twice as many members vote in favour of a motion as vote against the motion.

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. Contacting CAN

- 2.1 Contacting CAN is by email through the Secretary (secretary@can.org.nz), any Officer of CAN or in person at the Registered Office.

- 2.2 The Contact Person for the Registrar of Incorporated Societies shall be the Secretary. The Secretary shall notify the Registrar of their name and contact details.

3. Purpose

- 3.1 To develop public awareness of the social, health and environmental benefits of cycling in all demographics throughout Aotearoa New Zealand.
- 3.2 To promote the development of a cycling environment throughout Aotearoa New Zealand that is:
- Convenient
 - Accessible
 - Inclusive
 - Safe
 - Pleasant
 - Comprehensive
 - Connected
 - Constructed to international best practices
- 3.3 To promote the integration of cycle and transport planning with land use and urban planning throughout Aotearoa New Zealand in accordance with international best practice.
- 3.4 To encourage cycle touring as part of a sustainable cycling lifestyle.

4. Registration of CAN as a Charity under the Charities Act

- 4.1 CAN shall maintain a not-for-profit status.
- 4.2 CAN shall be registered as a Charity under the Charities Amendment Act 2023.
- 4.3 A change to the charitable status of CAN shall require a change to this Constitution in accordance with Rule 8 Amendment of Rules.

5. Membership of CAN

- 5.1 Any person may become a Member of CAN upon:
- Acceptance by the Secretary or the Membership Secretary of a completed official membership application form from the CAN website
 - Payment of the applicable subscription fee
 - Agreeing to further the Purposes of CAN
 - Consenting to be a Member of CAN

- 5.2 Membership applications shall be considered regardless of the applicant's gender, ethnicity or age.
- 5.3 Classes of Membership:
- 5.3.1 **Individual Membership** - Individual Membership of CAN shall be open to any person who satisfies the Secretary that their intention is to further the Purposes of CAN. Individual Membership subscriptions may be different for waged and unwaged Members.
- 5.3.2 **Lifetime membership** - Any member may at any time elect to pay a one-off 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 but each year the Lifetime Member must consent to their continuing membership.
- 5.4 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.
- 5.5 Register of Members – the Secretary shall keep an up-to-date register showing the name, postal and email addresses and date of joining for each Member.
- 5.6 Affiliated Organisations:
- 5.6.1 Organisations with purposes or objects similar to CAN may apply to the CAN Board for “Affiliated Organisation” status.
- 5.6.2 Affiliated Organisation status must be renewed every three years.
- 5.6.3 The Secretary of CAN shall keep a Register of Affiliated Organisations, showing the name, postal and email addresses and date of joining for each Affiliated Organisation.

Explanatory note: membership of an Affiliated Organisation does not constitute membership of CAN and vice versa.

6. Cessation of Membership

- 6.1 A Member shall cease to be a Member of CAN if:
- The Member gives written notice of resignation to the Secretary, 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 Membership Secretary resolves that the Membership shall lapse; or
 - The Board resolves following the results of a complaint lodged according to Rule 20 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.

- Actions bringing CAN into disrepute include behaviour which publicly discredits the Purpose of CAN; repeated disruption of meetings of CAN; any physical, verbal or on-line threat to another Member of CAN.

7. General Meetings

- 7.1** An Annual General meeting shall be held each year within 6 months of CAN's balance date.
- 7.2** The Annual General Meeting will usually be held in conjunction with an annual gathering, but if circumstances dictate the AGM may be held by using an online meeting platform.
- 7.3** At the Annual General Meeting, the Board Chairperson and/or a nominated member of the Board or any of its employees shall present a report of CAN's activities since the last Annual General Meeting including the level of contact with each active local or regional cycling advocacy group. This report shall also include details of any complaints made and the actions taken to resolve the complaint.
- 7.4** 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. The Treasurer shall also report on any disclosed conflicts of interest for the preceding financial year.
- 7.5** A Special 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.
- 7.6** 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.
- 7.7** 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 mail, by e-mail or by an online meeting platform. Only votes received in time for each resolution will be counted. Voting by those present and online shall be by show of hands but any Member may demand a secret ballot.
- 7.8** Except by resolution of the meeting passed by two-thirds majority of those present or linked by an online meeting platform 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.

- 7.9** Only Members of CAN from the current Register of Members are eligible to vote at an Annual or Special General Meeting or at the Annual Conference.
- 7.10** 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.
- 7.11** The quorum for Annual or Special General Meeting decisions shall be 7 Members either present or linked by an online meeting platform.
- 7.12** Minutes shall be taken for all Annual General Meetings and Special General Meetings and be submitted for approval as correct records of those meetings at the next Annual General Meeting.

8. Amendment of Rules

- 8.1** 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 current Member of CAN.
- 8.2** No addition to or alteration of the Rules shall be approved if it affects the non-profit aims, personal benefit clause, see Rule 14.5 or the winding up clause, see Rule 19.
- 8.3** A change of Rules does not come into effect until approved by the Registrar of Incorporated Societies.

9. Officers and Management

- 9.1** The Officers of CAN shall be a **Chairperson**, a **Treasurer** and a **Secretary**. There is also the option to elect a Membership Secretary, should this be necessary; such a person is an Officer for the purposes of this Constitution. 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.
- 9.2** CAN shall be governed by a Board consisting of the officers plus **three Regional Members** plus a **maximum of two** co-opted Members.

- 9.3 The Board shall manage the affairs of CAN in accordance with its Purpose.
- 9.4 Qualifications of Officers:
Every Officer must be a natural person who:
- Is a current Member according to Clause 5 Membership of CAN.
 - Has consented in writing to be an Officer of CAN.
 - Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
 - Officers must not be disqualified under Section 47(3) of the Act or Section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of CAN.
- 9.5 Regional Members of the Board shall be nominated by the membership of CAN to provide wide geographical representation.
- 9.6 The quorum for Board decisions shall be **five Board Members**, either present or linked by an online meeting platform.
- 9.7 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 Purpose.
- 9.8 An Officer shall be removed as an Officer by resolution of the Board where in the opinion of the Board one or more of the following applies:
- The Officer has been absent from 2 Board meetings without leave of absence from the Board.
 - The Officer has brought CAN into disrepute.
 - The Officer has failed to disclose a conflict of interest.
 - The Board passes a vote of no confidence in the Officer
 - The Officer (or the affiliated organisation the Officer represents) ceases to be a Member of CAN.
- The removal shall be with effect (as applicable) as per the date specified in the resolution of the Board.
- 9.9 Financial and operational affairs of CAN shall be managed by the Board. The Treasurer shall maintain appropriate accounting records that are easily accessible for any auditor or reviewer.
- 9.10 The Board or one of its employees shall publish a newsletter regularly through the year.
- 9.11 Where the Board or one of its employees 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.

- 9.12** The Board or one of its employees 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.
- 9.13** 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.
- 9.14** Board members and/or CAN employees shall endeavour to contact regularly the active local and regional cycling advocacy groups and report their contacts to the Board at each Board meeting.

10. Duties of CAN Board members

- 10.1** All CAN Board members have a legal duty to:
- Act in good faith and in the best interests of CAN.
 - Declare conflicts of interest.
 - Exercise powers for proper purposes only.
 - Comply with the Incorporated Societies Act and this Constitution.
 - Exercise reasonable care and diligence.
 - Not create a substantial risk of serious loss to creditors.
 - Not incur an obligation the Board members does not reasonably believe that CAN can perform.

11. Board Meetings

- 11.1** 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. Quorum requirements for meetings are set out in Rule 9.6.
- 11.2** 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.

12. By-Laws

- 12.1** 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. Such By-Laws shall be binding on every Member until set aside at an Annual or Special General Meeting.

13. Record keeping

- 13.1 Records made as part of complying with these Rules shall be stored in a secure repository, either online or in physical form for a period of at least 20 years.
- 13.2 Records kept in compliance with these Rules shall be accessible by current CAN Officers.
- 13.3 The following records shall be kept:
- An Asset Register that records all physical assets of CAN with an individual value of NZ\$50 or more.
 - Minutes from all Board, Annual and Special General Meetings.
 - A Register of Members.

14. Control and investment of CAN funds

- 14.1 CAN shall operate a bank account or accounts with any bank approved by the Treasurer.
- 14.2 All funds of CAN shall be paid into the CAN bank account or accounts. Any part thereof may, if the Board so determine shall be invested in Kiwibank or other suitable investment opportunities. They shall not be invested in:
- Companies or funds with significant exposure to the fossil fuel, alcohol, tobacco, gambling, adult entertainment, civilian firearms or military weapons sectors.
 - Companies deemed to be non-compliant with one or more of the ten Principles of the United Nations Global Compact.
- 14.3 Expenditure by CAN shall be managed as such:
- All expenditure must be approved in advance by one of the Officers of CAN.
 - All expenditure over NZ\$250 must be approved by at least two Officers of CAN.
 - All expenditure must be reported at the next Board meeting.
 - Where practicable, all expenditure shall have a GST receipt.
 - Invoices for payment shall be approved by two signatories, one being the Treasurer and one other Officer of CAN.
 - Opening and closing of bank accounts requires approval of two signatories, one being the Treasurer and one other Officer of CAN.
- 14.4 The financial year of the CAN shall be **1 July to 30 June**.
- 14.5 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.

- 14.6** CAN shall deliver annually to the Charities Commission, following approval by the Board, a statement containing at least the following particulars:
- The income and expenditure of the society during the society's last financial year.
 - The assets and liabilities of the society at the close of the said year.

15. Powers of CAN to borrow money

- 15.1** CAN shall not have the power to borrow money.

16. Non-financial assets of CAN

- 16.1** Disposal of any non-financial assets of CAN shall require the approval of two Officers of CAN.

17. Auditor or Reviewer

- 17.1** An auditor or reviewer, who shall not be a Member of the Board, shall be appointed annually by the Members of CAN at the Annual General Meeting.
- 17.2** Should the position of auditor or reviewer become vacant, the Board may appoint a replacement for the balance of the time to the next Annual General Meeting.

18. Interpretation

- 18.1** 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.

19. Winding up of CAN

- 19.1** CAN may be wound up voluntarily if a duly constituted General Meeting of its Members passes a resolution to appoint a liquidator; and
- 19.2** The resolution is confirmed by a simple majority of votes at a subsequent Special General Meeting of CAN duly called for that purpose, and held not earlier than 30 days after the date the first resolution was passed.
- 19.3** 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 a Purpose similar to CAN, to be determined by Members of the Board at or before the time of winding up.

20. Complaints and Dispute Resolution

- 20.1** To make a complaint, a person must be a Member of CAN.
- 20.2** A complaint must be made to the Chairperson in the first instance. If the complaint is against the Chairperson, the complaint shall be made to another Officer of CAN.
- 20.3** In the case where the complaint cannot be resolved by discussions between the complainant and the Chairperson and/or the Officer of CAN receiving the complaint, the procedures for resolving the dispute shall be in accordance with the principles and procedures specified in Schedule 1.
- 20.4** Actions taken because of a complaint shall be advised to the person who made the complaint.
- 20.5** All complaints and actions taken shall be included in the agenda of the next General Meeting of CAN and recorded in that meeting's minutes.

<u>Signature</u>	<u>Position</u>	<u>Name</u>	<u>Date</u>
_____	Chair		_____
_____			_____
_____			_____

Contact address:

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SCHEDULE ONE: DISPUTE RESOLUTION PROCESS

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations:

1. A **Member** or an **Officer** has engaged in misconduct
2. A **Member** or an **Officer** has engaged in behaviour or action that brings CAN into disrepute
3. A **Member** or an **Officer** has engaged in physical, verbal or online threats toward another Member of CAN
4. A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
5. The **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
6. A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints subcommittee) a notice in writing that:

1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. Sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:

1. States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. Sets out the allegation(s) to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints subcommittee) a notice in writing that:
 1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. Sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. Sets out the allegation to which the dispute relates.
2. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
3. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint:
 1. The **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. An **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if:
 1. They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

2. An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
3. An oral hearing (if any) is held before the decision maker; and
4. The **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if:

1. The complaint is considered to be trivial; or
2. The complaint does not appear to disclose or involve any allegation of the following kind:
 1. That a **Member** or an **Officer** has engaged in material misconduct;
 2. That a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 3. That a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. The complaint appears to be without foundation or there is no apparent evidence to support it; or
4. The person who makes the complaint has an insignificant interest in the matter; or
5. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. There has been an undue delay in making the complaint.

Society may refer complaint

1. The **Society** may refer a complaint to:
 1. A subcommittee or an external person to investigate and report; or
 2. A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

1. Impartial; or
2. Able to consider the matter without a predetermined view.

WORK IN PROGRESS