



# **Tri Star Gymnastics Club Incorporated**

## **Constitution / Rules of Incorporation**

**5<sup>th</sup> December 2009**

**Constitution/Rules of Incorporation**

1.	DEFINITIONS.....	2
2.	NAME .....	3
3.	OBJECTS .....	3
4.	ATTAINING OBJECTS.....	3
5.	PROPERTY OF THE ASSOCIATION.....	3
6.	POWERS OF THE CLUB.....	3
7.	MEMBERSHIP .....	3
8.	SUBSCRIPTIONS AND FEES .....	4
9.	TERMINATION OF MEMBERSHIP .....	5
10.	OFFICERS OF THE CLUB .....	5
11.	GENERAL MEETINGS .....	5
12.	CONTROL OF GENERAL MEETINGS AND VOTING .....	6
13.	BOARD.....	6
14.	CHIEF EXECUTIVE .....	8
15.	FINANCES .....	8
16.	COMMON SEAL .....	8
17.	ALTERATION OF RULES.....	9
18.	PROHIBITION OF PERSONAL BENEFIT .....	9
19.	WINDING UP.....	9
20.	INDEMNITY.....	9

# Tri Star Gymnastics Club Incorporated

---

## 1. DEFINITIONS

**AGM** means Annual General Meeting.

**ARGSC** means Auckland Regional Gymsport Centre, buildings owned by Tri Star in Keith Hay Park.

**Board** means Board Of Directors of Tri Star Gymnastics Club Inc.

**Board Member** means member of the Board including Elected Board Members, Appointed and Co-opted Board Members.

**Chief Executive** means the Chief Executive Officer of Tri Star Gymnastics Club Incorporated.

**Co-opted Board member** means a Board Member co-opted under rule 13.4b.

**Elected Board Member** means a Board Member elected under Rule 13.4a.

**General Meeting** means AGM or SGM.

**Management** means the CEO, person, or organization appointed by the Board to run the day-to-day activities of Tri Star Gymnastics Club Inc.

**Membership** means and includes all class of members of Tri Star Gymnastics Club Incorporated.

**Ordinary member** means Member, Junior Member, Qualifying Associate Member, Life Member.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**Patron means** person appointed as a Patron of Tri Star Gymnastics Club Inc.

**President** means President of Tri Star Gymnastics Club Inc.

**Programme** means a course of regular weekly active participation tuition.

**Qualifying Associate Member** means a member under rule 7.6 qualified to vote.

**Rules** means these rules and “ Rule “ shall have corresponding meaning.

**SGM** means Special General Meeting.

**Special resolution** means a resolution passed by majority of votes cast.

**Tri Star** means Tri Star Gymnastics Club Incorporated.

# Tri Star Gymnastics Club Incorporated

---

## 2. NAME

The name of the Association is ***Tri Star Gymnastics Club Incorporated***, hereinafter referred to as ***the Club***.

## 3. OBJECTS

The Principal objects of the Club are:-

- To promote, develop and foster amateur gymsports for the recreation and enjoyment of the general public of New Zealand.
- To develop opportunities, programmes and pathways for all staff, members and associates to be the best they can in a safe, supportive and friendly gymsport environment.
- To affiliate and co-operate with kindred and other organisations, including Gymsports NZ Inc.
- To seek and promote membership of Tri Star Gymnastics Club Incorporated.

Further objects of the club are:-

- To promote, develop, manage and maintain sports facilities that facilitate active community participation in sport and recreation.
- To promote, develop and foster amateur sport for the recreation and enjoyment of the general public of New Zealand.
- To develop opportunities, programmes and pathways for the development of sport delivery professionals.

## 4. ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

## 5. PROPERTY OF THE ASSOCIATION

The Club must apply all property and income of The Club towards the promotion of the objects or purposes of the Club and no part of that property or income is to be paid or otherwise distributed, directly or indirectly, to members of The Club, except in good faith in the promotion of those objects or purposes.

## 6. POWERS OF THE CLUB

- a. To acquire, hold, deal with, and dispose of any real or personal property;
- b. To open and operate bank accounts;
- c. To invest its money –
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by the rules of the Club;
- d. To borrow money upon such terms and conditions as the Club thinks fit;
- e. To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- f. To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
- g. To build construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equipment and improve the same for use by the Club;
- h. Accept donations and gifts in accordance with the objects of the Club;
- i. Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
- j. Provide gifts and prizes in accordance with the objects of the Club;
- k. Organise social events for Members and the promotion of the Club and
- l. To enter into any other contract the Club considers necessary or desirable.

## 7. MEMBERSHIP

- 7.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 7.2 Any person seeking membership shall make application to the Board, and the Board shall determine whether the application is successful or not. This function may be delegated to the Chief Executive.

# Tri Star Gymnastics Club Incorporated

---

- 7.3 Each person admitted to membership shall be;
- Bound by the Constitution, By-laws and Regulations of the Club.
  - Become liable for such fees and subscriptions as may be fixed by the Club.
  - Entitled to all advantages and privileges applicable to the category of membership.

## **Member**

- 7.4 Any person over the age of 18 who is a financial member of the Club and is enrolled in a regular active recreation programme is entitled to hold any office and enjoy the privileges of the club.

## **Junior Member**

- 7.5 Any person under the age of 18 who is enrolled in an active recreation programme may become a Junior Member. Junior members shall have no voting rights nor be entitled to hold office. A parent or guardian, if over the age of 18, of a Junior Member has a de facto entitlement to hold any office and enjoy the privileges of the club as an **Ordinary Member**.

## **Associate Member**

- 7.6 Any persons other than Members who are interested in promoting the Club, but who do not wish to take up active programme participation. After five years cumulative membership the associate is entitled to hold any office and enjoy the privileges of the club, at the discretion of the Board, as an **Ordinary Member**.

## **Affiliate Member**

- 7.7 Any organisation, supporting the objects of the Club. Affiliate Members shall have no voting rights but shall be entitled to enjoy the privileges of the Club.

## **Casual Member**

- 7.8 Any person participating casually in active recreation programmes but not an **Ordinary Member** of the Club. Casual members have no voting rights and are not entitled to enjoy the privileges of the Club.

## **Life Member**

- 7.9 The Board, by majority vote, may elect as a Life Member any member who has given outstanding service to the Club. Any member may nominate a person to the Board for consideration for Life Membership. Life membership is to be conferred at each AGM, as appropriate. Life Members are Ordinary Members for the purposes of voting.

## **Patron**

- 7.10 The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.

## **Board Member**

- 7.11 A person elected, or co-opted to the Board of Tri Star Gymnastics Club Inc, who may not hold any other membership category.

## **Other**

- 7.12 Any other category or categories of membership of the Club as determined by the Board from time to time.

## **Member Register**

- 7.13 An up to date register of members of the Club shall be kept.  
7.14 A member may at any reasonable time inspect the records and documents of the Club.

## **8. SUBSCRIPTIONS AND FEES**

- 8.1 The Management shall determine from time to time :
- The Subscriptions or Fees to be paid by each category of Membership.
  - The fees payable at competitions, events and activities run under the auspices of the club.
  - The fees payable for the hire of club equipment, spaces or facilities.
  - Any third party affiliation levy that may be required as part of the club subscription or membership fee.
  - The due date for fees and subscriptions.
  - The manner for payment of such fees and subscriptions.
- 8.2 The Management shall collect any third party affiliation levies on behalf of a National or other organization to which a member is required to be affiliated as part of the membership of the Club.

# Tri Star Gymnastics Club Incorporated

---

## 9. TERMINATION OF MEMBERSHIP

- 9.1 Any person's membership may be terminated by the following events;
- a. Resignation
  - b. Expulsion
  - c. Member's annual membership fee remains unpaid after 4 weeks falling due;
- 9.2 The Management Committee shall have the power to suspend or expel any member of the Club, after having undertaken due enquiry, for:
- a. Any of the events in Item 9.1.
  - b. False or inaccurate statements made in the member's application for membership of the Club,
  - c. Breach of any rule, regulation or by-law of the Club,
  - d. An act or misdemeanour which results in a member being fined or sentenced to imprisonment in the Courts of New Zealand, whilst a member, and
  - e. By any act detrimental to the Club.
- 9.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

## 10. OFFICERS OF THE CLUB

- 10.1 The Officers of the Club shall be:
- a. the Patron.
  - b. the Board Secretary.
  - c. other officers.
- 10.2 The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 10.3 A Board Secretary may be appointed by the Board to conduct the Administration of the Board. The Secretary may attend Board meetings but is not a member of the Board and as such has no voting rights at Board Meetings.
- 10.4 The Board shall allocate other officers, roles and obligations, from time to time to a board member, a committee or by appointment, in accordance with the requirements of the club.

## 11. GENERAL MEETINGS

- 11.1 The Club must hold an Annual General Meeting (AGM) once every year at such a time, date and place as the Board determines, and within 4 months of the end of the Financial year.
- 11.2 The Board shall give members at least thirty (30) days written notice by post, notice board, email or other means, to achieve wide broadcast, of the date of the General Meetings. The notice can be given by such methods as the Board may determine.
- 11.3 Full minutes shall be kept of all General Meetings and made available upon request by members.
- 11.4 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. All financial members may attend the Annual General Meeting.
  - b. The quorum at the Annual General Meeting shall be a minimum of 15 members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum, those present shall elect by majority vote to conduct the meeting or that the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
- 11.5 General Meetings**
- a. General Meetings may be called by the Management or at the request of the President and Secretary or on the written request of 10 members of the **Club**.
  - b. The Secretary shall give at least thirty (30) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
  - c. The quorum at the General Meeting shall be a minimum of 15 members.

# Tri Star Gymnastics Club Incorporated

---

## 11.6 Special General Meetings

- 11.6.1 The Board must call a Special General Meeting (SGM) upon a written request from :
  - a. The Board itself; or
  - b. A Board member;
  - c. 10 or more members of the Club
- 11.6.2 The written request for an SGM must state the purpose for which the SGM is requested.
- 11.6.3 The SGM must deal only with the business for which the SGM is called.
- 11.6.4 The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice may be given.
- 11.6.5 The quorum and related meeting procedure for Special General Meetings shall be as for Annual General Meetings.

## 12. CONTROL OF GENERAL MEETINGS AND VOTING

- 12.1 The President shall preside at the General Meeting. If the President is unavailable then the Vice President shall preside and in the absence of both of those persons, then the persons entitled to be present shall elect a person present to be the chairperson of the General Meeting.
- 12.2 Unless otherwise required by these rules:
  - a. An Ordinary Resolution shall be sufficient to pass a resolution;
  - b. Board members shall have one vote each;
  - c. The President shall have one vote;
  - d. Each individual fully paid financial **Ordinary Member** present shall have one (1) vote in accordance with rule 7.
  - e. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by an Ordinary Resolution;
  - f. Elections of Elected Board Members at an AGM must be undertaken by secret ballot except where:
    - (i) There is the same number of nominations as positions available; or
    - (ii) There are insufficient nominations for officers and after calling for further nominations at the AGM there are still insufficient nominations or the same number of nominations for positions available. Then those persons who have been nominated shall be declared elected.
  - g. Proxy votes are not permitted.
  - h. In the event of equality of votes, the chairperson shall have an additional or casting vote;
  - i. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

## 13. BOARD

### Role of the Board

- 13.1 The Governance and management of Tri Star Gymnastics Inc. shall be vested in the Board, which may exercise all the powers of Tri Star Gymnastics Inc. and do all things, which are not expressly required to be undertaken by Tri Star Gymnastics Inc. at a General Meeting only.

### Membership of the Board

- 13.2 Members of the Board shall be:
  - a. Five (5) persons elected by the AGM under rule 13.4a (Elected Board Members ).
  - b. In addition, the Board Members may co-opt up to three (3) members to the Board under rule 13.4b.

### Board member qualifications

- 13.3 Board members shall have skills, and/or qualifications, and/or experience in areas as below, separately or collectively, but not limited to:
  - a. Strategic thinking
  - b. Finance and fundraising
  - c. Sport development and programming
  - d. Human resources and remuneration
  - e. Asset management and development
  - f. Governance of not-for-profit organizations
  - g. Media, IT and communication

# Tri Star Gymnastics Club Incorporated

---

- h. Business management
- i. Other skills which actively can contribute to achieving the objects of the **Club**

## **Election / Appointment of the Board**

13.4 Members of the Board shall be elected or appointed as follows:

### **a. Process for Elected Board Members**

The Elected Board Members and their alternate Elected Board members shall be elected by a majority of persons entitled to vote at an AGM.

Nominations for Elected Board Members may be made by **Ordinary Members** and the Board and shall be in the approved form and received at the registered office of Tri Star Gymnastics Inc. not less than 10 days before the date set for the AGM.

### **b. Process for Appointing Co-opted Board Members**

The Board may appoint co-opted Board Members at any time. In appointing any co-opted Board Member the Board shall call for written applications. The Board may advertise publicly or invite applications for the positions of co-opted Board Members. Applications must be received at the registered office of Tri Star Gymnastics Inc. by the date specified in the notice calling for applications. The Chief Executive or Board Secretary shall forward all applications for the Co-opted Board Members to the Board for their consideration.

## **Term of Office of Board Members**

13.5 Subject to rule 13.8 the term of office for all Elected and Co-opted Board members shall be two years, expiring on the conclusion of the relevant AGM. An elected Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office. The election and appointment of Board Members shall be rotated so that 4 Board members are elected or co-opted in one year and 4 the next to ensure continuity of some Board members on the Board.

13.6 The term of office for co-opted Board Members shall be the period from their appointment until the conclusion of the second AGM following such appointment. A co-opted Board Member may be reappointed to the Board for further terms of office.

13.7 Board members shall retire by rotation.

## **Vacancies on the Board**

13.8 In the event there is a vacancy on the Board, the remaining Board Members may c-opt a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.

13.9 The term of office for a person appointed as a Board Member to fill a vacancy under rule 13.8 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with these Rules.

## **Removal of Board Member**

13.10 The members in an SGM called for the purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.

13.11 Where the removed Board Member in Rule 13.10 was a co-opted Board Member the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member, which he or she is replacing. Where that Board Member was an elected Board Member the vacancy shall be filled in accordance with Rule 13.4a.

13.12 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned and in accordance with rule 11.6.

13.13 Following notification under rule 11.6 and before voting on a resolution to remove a Board Member, the member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the persons entitled to be present at the General Meeting about the proposed resolution.

## **Board Meetings and Duties of the Board**

13.14 At its first meeting following the AGM, the Board must elect a President and a Vice-President.

13.15 The role of President is to lead Tri Star Gymnastics Inc, to Chair meetings and to represent the Board. In the event of the unavailability of the chairperson, then the Vice President shall undertake the chairperson's role during the period of unavailability.

13.16 The duty of each Board member is to pursue the objects of Tri Star Gymnastics Inc and to exercise the powers of Tri Star for fulfilment of the objects and in so doing a Board Member must

- a. Regularly attend Board meetings and General Meetings of Tri Star
- b. Provide good governance for Tri Star.



# Tri Star Gymnastics Club Incorporated

---

- c. Regularly monitor and review the performance of Tri Star.
  - d. Act in the best interest of Tri Star at all times.
  - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for Tri Star.
  - f. Where appropriate, engage in activities to promote, market, represent and fundraise for Tri Star.
  - g. Regularly and actively participate in the activities and events organized by the management, members and stakeholders of Tri Star.
  - h. Do such things within these Rules as the Board agrees, to promote the objects of Tri Star.
- 13.17 The President may call board meetings at any time but generally the Board shall meet at regular intervals agreed by the Board.
- 13.18 Except to the extent specified in these rules the Board shall regulate its own procedures.
- 13.19 The quorum for a Board meeting shall be two thirds of the Members of the Board.
- 13.20 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Tri Star business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 13.21 If any situation arises which, in the opinion of the Board, is not provided for in the Rules, regulations, by-laws or policies of Tri Star Inc, the matter will be determined by the Board.

## **Voting at Board Meetings**

- 13.22 The President shall be entitled to a deliberate vote and, in the event of a tied vote; the President shall exercise a casting vote.
- 13.23 Each individual financial Board member present shall have one (1) vote.

## **Chief Executive at Board Meetings**

- 13.24 The Chief Executive of Tri Star Gymnastics Club Inc shall attend Board meeting as consultant to the Board, but shall have no voting rights.

## **14. CHIEF EXECUTIVE**

- 14.1 There shall be a Chief Executive of Tri Star Gymnastics Incorporated who shall be employed for such term and on such conditions as the Board may determine.
- 14.2 The Chief executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of Tri Star Gymnastics Inc in accordance with the Rules, regulations, by-laws, policies and procedures of Tri Star and within such constraints as may be imposed by the Board.
- 14.3 The Chief executive may attend Board meetings as and when required by the Board but will have no voting rights.

## **15. FINANCES**

- 15.1 Unless otherwise determined by the Board the financial year of Tri Star Gymnastics Inc shall end on the 31<sup>st</sup> day of December each year.
- 15.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM, subject to a satisfactory fee proposal being received at the time of audit. In the event that a competitive fee proposal is not received for the appointed auditor, the Board may appoint alternative auditors, by majority Board vote, at its own discretion.
- 15.3 The Board is responsible for the receipt and banking of all monies received by Tri Star Inc. All funds of Tri Star Inc shall be paid to a bank account(s) in the name of Tri Star Gymnastics Inc and the bank account must be operated in accordance with the policy determined by the Board.
- 15.4 The Board must ensure correct accounting records are kept. The accounting records of Tri Star Inc must be kept at the office of Tri Star Inc or at such place as the Board may determine and must be open to inspection by Members at such reasonable times as agreed by the Board.

## **16. COMMON SEAL**

- 16.1 The common seal of Tri Star Inc shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President or the vice President, and in the absence of any of those then by another Board Member delegated by the President or vice President for the specific occurrence. The delegation is to be recorded in Board minutes.

# Tri Star Gymnastics Club Incorporated

---

## **17. ALTERATION OF RULES**

- 17.1 These Rules may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting by two-thirds majority of those present and entitled to vote.
- 17.2 No alteration, addition to or revision of the Rules shall be approved if it affects the not-for-profit objects, registration under the Charities Act 2004, personal benefit prohibition or the winding-up rules of Tri Star Gymnastics Inc. This Rule 17.2 must not be removed from these Rules and must be included in any alteration of, addition to, or revision of these Rules.

## **18. PROHIBITION OF PERSONAL BENEFIT**

- 18.1 No member or person associated with a Member may participate in or materially influence any decisions by Tri Star Gymnastics Inc in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 18.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these rules and must be included in any alteration of, addition to or revision to these rules.

## **19. WINDING UP**

- 19.1 Tri Star Gymnastics Club Inc must be wound up if the Club, at a General Meeting of its Members, passes a Special Resolution requiring the Tri Star Gymnastics Club Inc to be wound up and the resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 60 days after that date on which the resolution so to be confirmed is passed.
- 19.2 If upon the winding-up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other organization or body having objects similar to the objects of Tri Star Gymnastics Club Inc, that is charitable under New Zealand law and has purposes similar to those of the Club, as determined by the Club in General Meeting.

## **20. INDEMNITY**

- 20.1 Tri Star Gymnastics Club Inc shall indemnify every Member of the Board, Chief Executive and other officers and employees of Tri Star Gymnastics Club Inc in respect of all liability arising from the proper performance of their functions connected with Tri Star Gymnastics Club Incorporated.