



CERTIFICATE OF INCORPORATION

of

TRIATHLON TAURANGA INCORPORATED
(HN/579205)

This is to certify that **KIWIFRUIT COAST TRIATHLON CLUB INCORPORATED** was incorporated under the Incorporated Societies Act 1908 on the 1st day of March 1993 and changed its name to **TRIATHLON TAURANGA INCORPORATED** on the 2nd day of April 2001.



Neville Harris

Neville Harris
Registrar of Incorporated Societies
9 April 2001


A

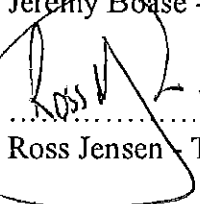
At the AGM of the Kiwifruit Coast Triathlon Club Inc. held at Hotel Armitage, Tauranga on 14th July 2000, it was resolved that the following changes be made to the rules of the incorporated society:


- 1 That rule 1.1 be amended by deleting 'Kiwifruit Coast Triathlon Club Incorporated' and substituting 'Triathlon Tauranga Incorporated'.
- 2 That rule 6 be amended by adding as subsection (d) the following:

'sub-junior - shall comprise of members who have not reached their thirteenth birthday ~~to~~ at the start of the club's financial year and who are financial and entitled to the privileges of the club.'

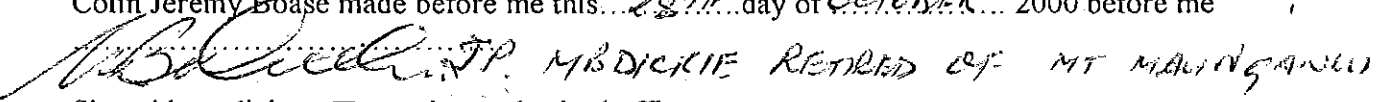
Signed by:


.....
Jeremy Boase - President

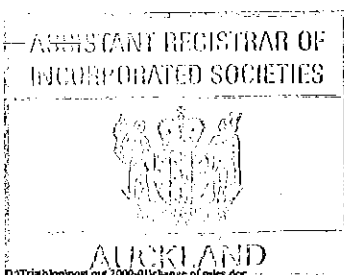

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Ross Jensen - Treasurer


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Cateleen Gibbons - Secretary

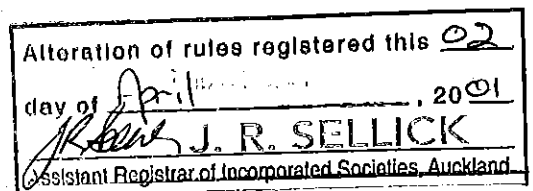
These are the alterations to the rules marked "A" referred to in the annexed declaration of Colin Jeremy Boase made before me this...22nd...day of October... 2000 before me


Signed by solicitor, JP or other authorised officer.

02 APR 2001




Triathlon Tauranga



RULES

of the

KIWIFRUIT COAST TRIATHLON CLUB INCORPORATED

1 NAME

- 1.1 The club shall be called the KIWIFRUIT COAST TRIATHLON CLUB INCORPORATED.

2 DEFINITIONS

2.1 In these rules:

- (a) "Club" means the Kiwifruit Coast Triathlon Club Incorporated
- (b) "Executive Committee" means the Officers and all Committee Members of the Club
- (c) "Full Member" means a fully paid up member of the Club who falls within one of the following categories: Club Member, Junior Member, each as defined in rule 6
- (d) "Member" means any person who is affiliated to the Club by virtue of falling within one of the categories of membership set out in rule 6
- (e) "Officer" means a person holding the position of President, Vice President, Secretary or Treasurer within the Club

- (f) "Official" means an Officer or Committee Member
- (g) "Rules" means the rules of the Club in force from time to time
- (h) "Committee Member" means any person elected to the Executive Committee at the Annual General Meeting pursuant to clause 8

2.2 The masculine includes the feminine and vice versa.

2.3 Words importing the singular only include the plural and vice versa.

2.4 Reference to any Act or Regulation includes any amendment to that Act or Regulation and any Act or Regulation passed in substitution therefor.

3 OBJECTS OF THE CLUB

3.1 The objects for which the Club is established are:

- (a) To engage in, promote, sponsor, develop, and encourage multisports which include any two or more disciplines of swimming, cycling, running and canoeing.
- (b) To foster competition and championships of any two or more of the disciplines referred to in paragraph (a) above.
- (c) To promote social activities and good comraderie amongst the Members.
- (d) To use the funds of the Club in such a manner as may be considered necessary or proper in carrying out the objects of the Club.

- (e) To promote the formation of regional and national bodies with similar objectives to the Club.
- (f) To affiliate with any society, club or association having similar objects or to join, co-operate with or subscribe to the funds of any such clubs, associations or societies for the purpose of better attaining or otherwise furthering the objects or interests of the Club or the Full Members.
- (g) To promote the recognition and support of the Club's objectives by government local authorities and other statutory bodies.
- (h) To raise money in any manner to further any of the objects.
- (i) To do all such things that are conducive or incidental to the attaining of the Club's objects or any of them.

PROVIDED HOWEVER that the forgoing provisions shall not in any way limit the rights, powers and authorities conferred upon incorporated societies by the provisions of the Incorporated Societies Act 1908.

4 OBJECTS NOT CAPABLE OF BEING ALTERED

- 4.1 The Club shall be operated exclusively as a non-profit organisation without financial gain to the Members and all profits and other accretions to the assets of the Club shall be accumulated and used to promote the objects as set forth in rule 3.
- 4.2 This provision is to be entrenched in the Rules of the Club as an object not capable of being altered.

5 MEMBERSHIP

- 5.1 Membership of the Club shall consist of individuals who, having applied for membership have been admitted as such.
- 5.2 Any person desiring to become a Member of the Club must make written application to the Executive Committee. Every such application shall be accompanied by the prescribed entrance fee (if any). The Executive Committee shall have the power to accept or refuse any application for membership.
- 5.3 Any member seeking to resign from the Club may do so by forwarding ~~written~~ notice of their resignation to the Secretary and the Secretary on receiving such notice of resignation shall forthwith remove that person's name from the list of membership.

6 CLASSIFICATION OF MEMBERS

(a) Honorary Life Members

Any person who has rendered eminent service to the Club may be elected an Honorary Life Member of the Club at any Annual General Meeting or Special General Meeting provided that it shall be necessary that the proposal to elect such a person as an Honorary Life Member of the Club be carried by a two-thirds majority of the Full Members constituting such meeting.

(b) Club Members

Shall comprise of persons who are financial and entitled to the privileges of the Club.

(c) Junior Members

Shall comprise of members who have not reached their twentieth birthday at the start of the Club's financial year and who are financial and entitled to the privileges of the Club.

6 CLASSIFICATION OF MEMBERS (Cont'd)

(d) Supporter Member

Shall comprise persons who do not compete in the athletic activities but who wish to assist and encourage the Club in its activities and objects. Such members shall not be entitled to vote at Club Meetings or hold office on the Executive Committee.

7 MANAGEMENT

7.1 The management of the Club shall be undertaken by the Executive Committee.

7.2 The Executive Committee shall have the power to co-opt Members to form sub-committees to undertake specific assignments within the objects of the Club. Such sub-committees shall periodically report to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.

7.3 Meetings of the Executive Committee shall be held at such times and places as the Executive Committee shall determine. The President or any three members of the Executive Committee upon giving at least three days notice in writing may at any time convene a meeting.

8 OFFICIALS OF THE CLUB

8.1 Each Annual General Meeting of the Club shall elect a President, a Vice President, a Secretary, a Treasurer and five Committee Members to comprise the Executive Committee to manage the Club.

8.2 Nominations for the positions of President, Vice President, Secretary, Treasurer and Committee Members shall be proposed and seconded in writing by Full Members entitled to vote at the Annual General Meeting of the Club, with such nominations being delivered to the Secretary no later than seven days before such a meeting PROVIDED HOWEVER the Chairman of the relevant meeting is empowered to waive the seven day requirement for nomination and accept nominations from the floor if

8 OFFICIALS OF THE CLUB (Cont'd)

- 8.2 the Chairman in his/her absolute discretion considers such action appropriate in the circumstances. Where possible the President and Vice President must serve at least one term as a Committee Member on the Executive Committee before accepting nomination to either office.
- 8.3 The Officers and Committee Members shall be elected by secret ballot, if contested, at the Annual General Meeting.
- 8.4 All Officers and Committee Members must be Full Members or Honorary Life Members.
- 8.5 The Officers and Committee Members shall remain in office from the conclusion of the Annual General Meeting at which they were elected to the conclusion of the next Annual General Meeting.
- 8.6 No person shall be elected to the office of President or Vice President for more than three consecutive terms in that particular office.

9 ANNUAL GENERAL MEETING

- 9.1 The Annual General Meeting of the Club shall be held no later than the 20th day of July in each year on a date to be determined by the Executive Committee. At least 20 days written notice of such an Annual General Meeting will be given to Full Members by the Secretary by notice in local papers or by circular posted to every Full Member and in the later case time shall run from the date of posting such notices.
- 9.2 All other general meetings of the Club shall be special general meetings.

10 SPECIAL GENERAL MEETINGS

- 10.1 The Executive may, at any time, call a Special General Meeting of the Full Members on giving not less than ten days notice in local papers or by circular posted to every Full Member.
- 10.2 The Secretary shall also in the aforesaid manner call a Special General Meeting on receiving a requisition of not less than 15 Full Members. The requisition and the notices convening the meeting shall specify the subjects which shall alone be considered at the meeting.

11 CONDUCT OF MEETINGS

- 11.1 The quorum for a meeting of the Executive Committee meeting shall be four. Each attendee shall be entitled to one (1) vote with the Chairperson having an additional casting vote in the event of a tie.
- 11.2 The quorum for the Annual General Meeting or for a Special General Meeting shall be ten (10) Full Members, with no proxy votes allowed.
- 11.3 The Chairperson at any meeting shall be the President, and failing him/her the /Vice President and failing him/her such person as the meeting may elect.
- 11.4 At any meeting of the Club, voting (except for voting for Officials which is provided for in clause 8.2 hereof) shall be by show of hands unless a ballot of those present and entitled to vote is demanded by ten (10) or more Full Members. In the event of a tie the President shall be entitled to a casting vote in addition to his or her individual vote.
- 11.5 Only Full Members shall be entitled to be present, be heard or vote at any meeting of the Club.

11 CONDUCT OF MEETINGS (Cont'd)

11.6 In case any irregularity shall occur in the convening or holding of any meeting or in any election or other proceedings at such meetings and the same shall not be noticed and objected to at the time all proceedings of such a meeting shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noticed and objected to the meeting shall decide thereon and such decision shall be final, conclusive and binding.

12 NEW RULES AND ALTERATION OF RULES

12.1 The Rules shall not be amended, altered, rescinded or added to, except with the consent of two thirds of the members at the Annual General Meeting or at a Special General Meeting of the Club. The Secretary shall give not less than twenty days notice of such proposed alteration, rescission or addition.

12.2 The Secretary shall register any alteration to the Rules as required by the Incorporated Societies Act 1908.

12.3 Any such alteration shall take effect when made and shall be notified to all Full Members.

12.4 No addition to or alteration of Rules 4 and 24 shall be approved without the Inland Revenue Department's approval.

13 MISCONDUCT

13.1 If the conduct of any member is such as to endanger the character, good order, welfare or interest of the Club, it shall be in the power of the Executive Committee to conduct such a hearing or investigation as the Executive Committee deems warranted and to take the following action after that member has been heard if he or she so desires:

- (a) expel the member; or
- (b) suspend the member from taking part in the Club's activities for such a period as the Committee may specify; or
- (c) where the misconduct took place during any event or competition conducted by the Club, disqualify the member from that event or competition as the case may be; or
- (d) reprimand the member.

14 MEMBERSHIP FEES

14.1 The amount of the annual subscription (if any) for each classification of member (except Honorary Life Member) of the Club, together with entrance fees (if any) shall be fixed at an Annual General Meeting or Special General Meeting.

14.2 The Annual General Meeting may create a separate annual subscription called FAMILY MEMBERSHIP which allows members of a family to pay a single subscription and after payment of such subscription all nominated members of that family shall be regarded as individual Full Members of the Club.

14.3 The Executive Committee shall have power to terminate from membership of the Club any person whose subscriptions shall be in arrear and unpaid for a period of three (3) calendar months after the issue of the subscription notice but such persons shall still be liable to pay the subscription in arrear.

15 POWERS OF THE EXECUTIVE COMMITTEE

15.1 The Executive Committee shall have the power to:

- (a) Fill any vacancy in their number or in any sub-committee during the year. Any member so appointed shall hold office until the next Annual General Meeting.
- (b) Purchase, lease or otherwise acquire any land or property that may be necessary or convenient for the purpose of the Club and to hold, manage, demise, let, sell, exchange, improve and deal therewith.
- (c) Borrow or give security for not more than a total of FIVE THOUSAND DOLLARS (\$5,000) either on a secured or unsecured basis. Should the Executive Committee wish to borrow, either by way of an unsecured loan or a mortgage any amount which when added to the Club's then existing borrowings exceeds FIVE THOUSAND DOLLARS (\$5,000) then the Executive Committee shall, before so borrowing such amount of amounts in excess of FIVE THOUSAND DOLLARS (\$5,000) obtain the consent of the majority of the Full Members at the Annual General Meeting or a Special General Meeting.
- (d) To enter into such negotiations, contracts and agreements and rescind, vary, execute and do all such acts, deals, matters and things in the name of on behalf of the Club as they consider expedient or in relation to any of the matters stated in these Rules for the purpose of the Club and which are not, by those rules or statute, expressly directed or required to be exercised or done by the Club in Annual General Meetings or Special General Meetings.

16 MINUTES

- 16.1 The Executive Committee shall cause minutes to be duly entered in the books provided for the purpose, both in respect of the Executive Committee meetings and all meetings of the Club:
- (a) for all appointments of Officers and Committee Members
 - (b) of the names of the members of the Executive Committee present at any meetings of such Executive Committee
 - (c) of all resolutions and proceedings of any meeting of the Executive Committee of the Club.
- 16.2 The Minute Book is to be open for inspection by any Full Member at any annual or general meeting or upon any Full Member giving the Secretary ten (10) days notice of that member's wish to inspect the Minute Book. Such information recorded in the minute book must remain confidential to the member concerned and any member breaching that confidentiality may be expelled from the Club.

17 ACCOUNTS

- 17.1 Moneys belonging to the Club shall be deposited in such bank or banks and under such conditions as the Executive Committee may decide and by such officer as the Executive Committee may decide.
- 17.2 The Executive Committee shall give such directions as it considers desirable for payment of claims against the Club.
- 17.3 Cheques must be signed by any two of the Treasurer, Secretary, President or a nominated Executive Committee Member. All cheques to be written only by an officer daily authorised by the Executive Committee.

17 ACCOUNTS (Cont'd)

17.4 The Treasurer shall keep proper books of account and shall issue receipts for all money received.

17.5 The Treasurer shall submit to the Annual General Meeting a statement of assets and liabilities of the Club as at the 30th day of April last preceding together with a statement of income and expenditure for the 12 months preceding such date, such accounts to be audited.

18 AUDITORS AND SOLICITORS

18.1 An Auditor and Solicitor shall be appointed annually by the Executive Committee.

19 BORROWING POWERS

19.1 The Borrowing Powers are to be those powers as set out in clause 15.1 (d) hereof.

20 COMMON SEAL

20.1 The Common Seal of the Club shall be kept in the custody of the Secretary who shall affix it to documents as authorised by General Meetings of the Club or by the Executive Committee.

20.2 The Seal shall be affixed in the presence of either the President, the Vice President, Treasurer or Secretary and one other Executive Committee member.

21 FINANCIAL YEAR

21.1 The financial year of the Club shall commence on the 1st day of May in each year and end on the last day of April following.

24 DISSOLUTION

24.1 Members present at a meeting convened for the purpose may resolve that the Club be dissolved as from the date to be named in such resolution, provided that two thirds or more of the members at such meeting vote in favour of the resolution and provided further that any such resolution shall at all times comply with Section 24 of the Incorporated Societies Act 1908.

24.2 In the event of such dissolution such assets as remain after the satisfaction of all debts and liabilities shall be disposed of and the proceeds donated to either:

- (a) Triathlon New Zealand or its successor; or
- (b) the Hillary Commission or its successor; or
- (c) a local organisation or trust which has among its objects the interest and ability to assist Triathlon or Multi Sport activities in the Western Bay of Plenty region:

as determined by the Members present at the meeting referred to in clause 24.1.

25 CLUB AWARDS

25.1 Club Awards shall be open to all persons who are Full and financial Members at the time any particular event is held which is part or makes up that particular award. The Executive Committee shall endeavour to set the terms of such awards and notify the same to all members at the commencement of each season.

26 MATTERS NOT ELSEWHERE PROVIDED FOR

26.1 In the event of any question arising which is not covered in the written clauses of these Rules, it shall be competent for the Executive Committee to deal with such question as it sees fit having due regard to the objects of the Club and the tenor of these Rules and its determination shall be final and binding PROVIDED HOWEVER that the Executive Committee shall then report that matter to the next meeting of the Club.

22 BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

21.1 The business transacted at the Club's annual general meeting shall be:

- (a) apologies;
- (b) matters arising from the previous annual general meeting;
- (c) annual reports;
- (d) treasurer's financial statement;
- (e) notices of motion;
- (f) fixing of subscriptions for the coming year;
- (g) Election of Officers and Committee Members; and
- (h) general business

23 REGISTERED OFFICE

23.1 The registered office of the Club shall be at such place in the Western Bay of Plenty as the committee may, from time to time, determine. The postal address of the Club shall be P.O. Box 13031, Tauranga Central, or such other place as the committee may, from time to time determine.