

Revolve Cycling Constitution

10 December 2020

A. Background

The Revolve Cycling members approved by majority vote at the special general meeting on 10 December 2020 to amend the Revolve Cycling constitution. This document contains the approved amendments and replaces the Revolve Cycling Constitution dated 19 May 2011.

1. Name

1.1. Revolve Cycling ("Revolve")

2. Charitable purpose

2.1. Our purpose is to encourage women to participate in and enjoy cycling and build a community of women cyclists so women can increase their self confidence, develop lifelong friendships, and maintain healthy lifestyles.

2.2. We will do this by:

2.2.1. Providing free or low cost weekly group rides, training groups, events, and educational clinics to women, primarily aged 18 and above;

2.2.2. Promoting women's cycling, and cycling generally;

2.2.3. Supporting our local cycling community and infrastructure; and

2.2.4. Doing anything necessary or helpful to achieve our purpose.

2.3. As Revolve grows and develops, the future objective is to widen our scope to offer other opportunities to enhance women's cycling experiences and become involved in other aspects of the wider cycling community.

2.4. Revolve is not carried on for the private pecuniary profit of an individual and its funds are applied wholly to charitable purposes within New Zealand.

3. Management Committee

3.1. Revolve shall have a managing committee ("the Committee"), comprising the following:

3.1.1. The Chair; Secretary; and Treasurer ("officer positions"); and

3.1.2. A minimum of three additional committee members who may hold additional officer positions as the Committee deems necessary.

3.2. Only Revolve members may be committee members.

3.3. Committee members will be elected for a period of up to one year, but may be re-elected at Revolve's Annual General Meeting ("AGM").

4. Appointment of committee members

4.1. At the AGM, the Revolve members may decide by majority vote:

4.1.1. The number of committee members;

4.1.2. Who shall be a committee member; and

4.1.3. Who shall hold the officer positions.

5. Cessation of membership

- 5.1.** Persons cease to be committee members when:
 - 5.1.1.** They resign by giving written notice to the Committee.
 - 5.1.2.** They are removed by majority vote of the Revolve members at a Revolve meeting.
 - 5.1.3.** Their term expires and they are not re-elected at the AGM.
- 5.2.** If any committee member is absent from three consecutive meetings without leave of absence the Chair may declare that person has ceased to be a committee member.
- 5.3.** If a person ceases to be a committee member, that person must within one month give to the Committee all Revolve documents and property.

6. Nomination of committee members

- 6.1.** Nominations for members of the Committee shall be called for at least 28 days before an AGM. All retiring members of the Committee shall be eligible for re-election.
- 6.2.** If the position of any officer or committee member becomes vacant between AGMs, the Committee may appoint another committee member or Revolve member to fill that vacancy until the next AGM.

7. Committee meetings

- 7.1.** The Committee will meet at least four times a year.
- 7.2.** Two thirds of the committee members must be present for a meeting to take place.
- 7.3.** The Chair shall chair committee meetings, or if the Chair is absent, the Committee shall elect a committee member to chair that meeting.
- 7.4.** Decisions will be made by majority vote. In the case of a tied vote, the Chair will have the casting vote.

8. Powers

- 8.1.** Revolve (via the Committee) may exercise the power to:
 - 8.1.1.** Raise funds and open a bank account to manage such funds;
 - 8.1.2.** Use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, any real or personal property or any interest therein, owned or controlled to any extent by Revolve;
 - 8.1.3.** Employ staff and volunteers (who are not committee members) to carry out necessary administrative tasks);
 - 8.1.4.** Lease/hire venues, vehicles and any other property/items necessary to run clinics, courses, events and programmes;
 - 8.1.5.** Take out insurance;
 - 8.1.6.** Liaise with other organisations with similar interests and objectives; and
 - 8.1.7.** Do all things necessary or desirable to achieve the purposes of Revolve.

9. Finances

- 9.1.** All funds received will be deposited in Revolve's designated bank account.
- 9.2.** The Treasurer shall keep true accounts of the receipts, expenditure, assets, credits and

liabilities of Revolve, and shall present these at each committee meeting.

- 9.3.** The President or Treasurer shall present at AGM the annual financial statements and balance sheet up to the end of the previous financial year.

10. No private pecuniary profit

- 10.1.** Any income benefit, or advantage must only be used if:
- 10.1.1.** It is for a purpose of Revolve;
 - 10.1.2.** It is not for the sole personal or individual benefit of any member; and
 - 10.1.3.** That use has been approved by the Committee.
- 10.2.** No Revolve member, or anyone associated with a member, will participate in or materially influence any decisions made by the Committee in respect of any payment of any income, benefit or advantage, to or on behalf of that member or person associated with that member.
- 10.3.** No private pecuniary profit may be made by any Revolve member, or person associated with a member except where:
- 10.3.1.** A member receives reimbursement for expenses properly incurred by that member in administering the affairs of Revolve's charitable purpose and who has retained true and correct records of their expenses; or
 - 10.3.2.** Revolve will pay reasonable and relative remuneration to an officer or employee of Revolve for goods and services actually rendered to Revolve that advances its charitable purpose.

11. Revolve membership

- 11.1.** Membership is open to anyone who has an interest in advancing Revolve's objectives and charitable purpose and who is willing to adhere to the rules of Revolve.
- 11.2.** Interested persons or groups must fill out a membership form which then needs approval by the Committee at the Committee's discretion.
- 11.3.** Members have no decision making powers within Revolve (other than voting at Revolve meetings as per clause 12) unless they are elected committee members.
- 11.4.** No members shall take any public action or make any announcement in the name of Revolve or do anything directly or indirectly to represent that any proposal, statement of facts or opinions has Revolve's approval unless delegated to do so by the Committee.
- 11.5.** All members shall promote the purposes of Revolve and shall do nothing to bring the Revolve into disrepute.
- 11.6.** The Committee has the discretion to terminate any person's membership, by notice in writing, if the Committee is satisfied that the person has acted in a manner inconsistent with the purposes of Revolve or has engaged in unlawful behaviour or misconduct that contravene Revolve's rules.
- 11.7.** A member can end their membership anytime by writing to the Committee.

12. Revolve meetings

- 12.1.** The AGM shall be held once every year no later than three months after the end of the financial year.

- 12.2. Special General Meetings ("SGMs") may be called by the Committee at any time.
- 12.3. The Secretary shall give all members at least 21 days notice of the scheduled meeting.
- 12.4. The Chair shall chair the meetings, or if the Chair is absent, a committee member shall be elected to chair that meeting.
- 12.5. Only members present may vote and decisions must be decided by majority vote. The chair has the casting vote.
- 12.6. The business of an AGM shall be:
 - 12.6.1. Receiving any minutes of the previous meeting;
 - 12.6.2. The Chair's report on the business of Revolve;
 - 12.6.3. The Treasurer's report on the finances and the annual financial statements;
 - 12.6.4. Election of committee members;
 - 12.6.5. Motions to be considered;
 - 12.6.6. General business.

13. Dissolution

- 13.1. Revolve may be dissolved if deemed necessary by the Revolve members by majority vote at a SGM or AGM. The chair has the casting vote.
- 13.2. At the discretion of the Committee any assets or remaining funds after debts and liabilities have been paid shall be distributed to one or more organisations that have purposes that are charitable according to New Zealand law.

14. Amendments to the constitution

- 14.1. The Committee may agree by majority vote to any changes to the constitution. The Committee must put a proposal to amend the constitution to Revolve members at the AGM or SGM. This will be decided by two-thirds vote by the Revolve members at the AGM or SGM.
- 14.2. Any amendment will not contravene Revolve's charitable purpose.

Signed:



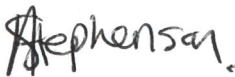
Co-chair: Meagan Robertson



Co-chair: Laura Stuart



Road ride coordinator: Sarah Murray



Secretary: Adel Stephenson



Treasurer: Alice Courtney



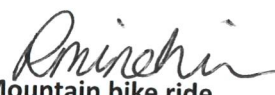
Road ride coordinator: Nicola Page



Memberships: Amelia Wilkins



Communications: Claire Kirby



Mountain bike ride coordinator: Rachel Minchin