

**CONSTITUTION OF CLASSIC MOTOR
RACING CLUB OF NEW ZEALAND
INCORPORATED**

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NAME AND STATUS

Society Name

- 1 The name of the society is Classic Motor Racing Club of New Zealand Incorporated (in this Constitution referred to as "the Society").

Charitable status

- 2 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

INTERPRETATION

Definitions

- 3 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

"Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

"Amalgamation Proposal" means a document that:

- (a) sets out the terms of a proposed amalgamation;
- (b) sets out the proposed constitution of the amalgamated society; and
- (c) sets out all other information prescribed by any regulations made under the Act.

"Annual General Meeting" means a meeting of the Members of the Society held once a year which, among other things, will receive and consider reports on the Society's activities and finances.

"Committee" means the Society's governing body.

"Constitution" means this document.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

"Interested Member" means a Member who has an interest in a matter for any of the reasons set out in section 62 of the Act.

"Interests Register" means the register of interests of Officers or Members of the Committee or a sub-committee kept under this Constitution and as required by section 73 of the Act.

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"Matter" means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

"Member" means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

"MSNZ" means MotorSport New Zealand Incorporated (Society No. 216910).

"Notice" to Members includes any notice given by email, post, or courier.

"Officer" means a natural person who is:

- (a) a member of the Committee; or
- (b) not a member of the Committee but who occupies a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

"Patron" means the purely ceremonial role which may be filled from time to time by an iconic figure in New Zealand motor racing on invitation by the Committee.

"President" means the President of the Society.

"Register of Members" means the register of Members kept under this Constitution as required by section 79 of the Act.

"Registrar" means the Registrar of Incorporated Societies.

"Secretary" means the Officer or member of the Committee responsible for the matters specifically noted in this Constitution.

"Special General Meeting" means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

"Vice President" means the Vice President of the Society.

PURPOSE

Primary purpose of the Society

- 4 To encourage and support CMRC Members in restoring and maintaining Historic and Classic competition cars (as defined in Appendix 6 of the MSNZ MotorSport Manual), and to organise events (other than rallies) for CMRC members in which those cars can compete in a manner consistent with the MSNZ Historic Competition Philosophy. That philosophy describes Historic

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and Classic motorsport as being "... that branch of the sport where vehicles from a past era are used in friendly rivalry to allow them to be exercised in a manner that the manufacturers intended. It is not a branch of the sport where series and trophies for winning races or championships are held in higher regard than the sheer enjoyment of being involved."

Restricted purposes

- 5 The Society must not operate for the purpose of, or with the effect of:
- 5.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind);
 - 5.2 having capital that is divided into shares or stock held by its Members; or
 - 5.3 holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).
- 6 The Society will not operate for the financial gain of Members simply if the Society:
- 6.1 engages in trade;
 - 6.2 pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;
 - 6.3 distributes funds to a Member to further the purposes of the Society, and the Member:
 - (a) is a not-for-profit entity;
 - (b) is affiliated or closely related to the Society; and
 - (c) has the same, or substantially the same, purposes as those of the Society;
 - 6.4 reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
 - 6.5 provides benefits to members of the public or of a class of the public and those persons include Members or their families;
 - 6.6 provides benefits to Members or their families to alleviate hardship;
 - 6.7 provides educational scholarships or grants to Members or their families;
 - 6.8 pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the

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circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);

- 6.9 provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society; or
- 6.10 on removal of the Society from the Register of Incorporated Societies has its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

Act and Regulations

- 7 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

POWERS

- 8 Subject to this Constitution, the Society has the power to:
 - 8.1 purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell, or otherwise deal with property and other rights, privileges, and licences;
 - 8.2 control and raise money including to borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
 - 8.3 sell, lease, mortgage, charge or otherwise dispose of any of its property and grant such rights and privileges over such property as it considers appropriate;
 - 8.4 determine, raise, and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - 8.5 produce, develop, create, license, and otherwise exploit, use, and protect the intellectual property of the Society;
 - 8.6 make, alter, rescind, enforce this Constitution, and any Rules, By-Laws, regulations, policies and procedures for the governance, management, and operation of the Society;

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- 8.7 consider and settle disputes and complaints in accordance with this Constitution;
- 8.8 determine who are its Members and withdraw, suspend, or terminate membership;
- 8.9 enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- 8.10 do any other acts or things which are incidental or conducive to the attainment of the Society's purposes.

RESTRICTIONS ON SOCIETY POWERS

Financial gain

- 9 The Society must not be carried on or operated for the financial gain of any of its Members.

CONTACT DETAILS FOR THE SOCIETY

Registered office

- 10 The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines.

Contact person

- 11 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 12 The Society's contact person shall be:
 - 12.1 at least 18 years of age;
 - 12.2 ordinarily resident in New Zealand; and
 - 12.3 appointed by the Committee or elected by the Members at a General Meeting; or
 - 12.4 the person elected or appointed as secretary of the Society.

Notice of change of registered office

- 13 Changes to the registered office of the Society shall be notified to the Registrar:
 - 13.1 at least 5 Working Days before the change of address for the registered office is due to take effect, and
 - 13.2 in a form and as required by the Act.

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Notice of change of contact person

- 14 Each contact person's name must be provided to the Registrar, along with their contact details, including:
- 14.1 a physical address or an electronic address; and
 - 14.2 a telephone number.

Timing of notice

- 15 Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

MEMBERS

Minimum number of Members

- 16 The Society shall maintain the minimum number of Members required by the Act.

Types of Members

- 17 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

Member

A Member is an individual admitted to membership under this Constitution and who or which has not ceased to be a Member.

Life Member

A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

Honorary Member

An Honorary Member is a person honoured for services to the Society or in an associated field. With the exception of the Patron who becomes an Honorary Member on taking up the role, Honorary Members are elected by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges, or duties.

Volunteer Member

A Volunteer Member is a person who has been designated as such by the Committee but who does not themselves compete in motorsport events as a member of the Society.

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Consent

- 18 Every applicant for membership must consent in writing to becoming a Member.

Application for membership

- 19 An applicant for membership must complete and sign any application form, supply any information, attend any interview, or do any other thing as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

Decision

- 20 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

Records

- 21 The consent of every Member to become a Society Member shall be deemed to have been given by the Member paying the membership fee.

Members' obligations and rights

- 22 Every Member shall provide the Society in writing with that Member's name, contact details (namely, physical or email address and a telephone number), and any other information reasonably requested by the Society, and promptly advise the Society in writing of any changes to those details or that information.
- 23 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 24 A Member (other than a Life Member, Honorary Member, or Volunteer Member) is entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) only if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member, Life Member, Honorary Member, or Volunteer Member, is liable for an obligation of the Society by reason only of being a Member.
- 25 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

SUBSCRIPTIONS AND FEES

Annual subscription

- 26 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at a General Meeting (which can also decide that payment be made by periodic instalments).

Failure to pay annual subscription

- 27 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access, use or participate in the Society's events, premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

CEASING TO BE A MEMBER

Ceasing to be a Member

- 28 A Member ceases to be a Member:
- 28.1 by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
 - 28.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or
 - 28.3 by resolution of the Committee where:
 - (a) The Member has failed to pay a subscription, levy, or other amount due to the Society within 20 Working Days of the due date for payment.
 - (b) In the opinion of the Committee the Member has brought the Society into disrepute.

Date of ceasing

- 29 A Member ceases to be a Member with effect from (as applicable):
- 29.1 the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation); or
 - 29.2 the date of termination of the Member's membership under this Constitution; or

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- 29.3 the date of death of the Member; or
- 29.4 the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

Obligations once membership has ceased

- 30 A Member who has ceased to be a Member under this Constitution:
 - 30.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;
 - 30.2 shall cease to hold himself or herself out as a Member of the Society;
 - 30.3 shall return to the Society all material provided to the Member by the Society (including but not limited to any membership certificate, badges, handbooks, and manuals); and
 - 30.4 shall cease to be entitled to any of the rights of a Society Member.

Becoming a Member again

- 31 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- 32 If a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

GENERAL MEETINGS

Procedures for all general meetings

- 33 The Committee shall give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 34 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

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Attendance at general meetings

- 35 Only financial Members may speak and vote at General Meetings, and may do so:
- 35.1 in person; or
 - 35.2 by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting; and
 - 35.3 no other proxy voting shall be permitted.

Quorum

- 36 No General Meeting may be held unless at least 15 eligible financial Members who are not members of the Committee are present throughout the meeting and this will constitute a quorum.

When Quorum is not met

- 37 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

Voting

- 38 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the President or of 2 or more Members present, by secret ballot.
- 39 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 40 Any decisions made when a quorum is not present are not valid.

Resolution in lieu of General Meeting

- 41 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial Members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving

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approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

Place of meeting

- 42 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

Chair of meeting

- 43 All General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair that meeting, and if the Vice-President is absent the meeting chair shall be appointed by the Members present.

Powers of the chair of the General Meeting

- 44 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote and may:
- 44.1 With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 44.2 Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the President be removed from the General Meeting, and
- 44.3 In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Committee Motions

- 45 The Committee may propose motions for the Society to vote on ("Committee Motions"), which shall be notified to Members with the notice of the General Meeting.

Members Motions

- 46 Any Member may request that a motion be voted on ("Member's Motion") at a General Meeting, by giving notice to the Secretary or Committee at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

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Minutes

- 47 The Society must keep minutes of all General Meetings.

ANNUAL GENERAL MEETINGS

Requirement to hold Annual General Meeting

- 48 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

Timing of Annual General Meeting

- 49 The Annual General Meeting must be held no later than the earlier of the following:
- 49.1 6 months after the balance date of the Society;
- 49.2 15 months after the previous annual meeting.

The business of an Annual General Meeting

- 50 The business of an Annual General Meeting shall be to:
- 50.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- 50.2 adopt the annual report on the operations and affairs of the Society;
- 50.3 adopt the Committee's report on the finances of the Society, and the annual financial statements;
- 50.4 elect Committee members or appoint Officers to fill vacancies on the Committee
- 50.5 set any subscriptions for the current financial year;
- 50.6 consider any motions of which prior notice has been given to Members with notice of the Meeting; and
- 50.7 consider any general business.

Information that must be presented

- 51 The Committee must, at each Annual General Meeting, present the following information:
- 51.1 an annual report on the operation and affairs of the Society during the most recently completed accounting period;

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- 51.2 the annual financial statements for that period; and
- 51.3 notice of any disclosures of conflicts of interest made by Officers or member of the Committee or a sub-committee during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

SPECIAL GENERAL MEETINGS

How Special General Meetings may be called

- 52 Special General Meetings may be called at any time by the Committee by resolution.

Special General Meetings may be called by member request

- 53 The Committee must call a Special General Meeting if it receives a written request signed by at least 20 percent of Members.

Business of Special General Meeting

- 54 Any resolution or written request must state the business that the Special General Meeting is to deal with.

Procedure to be followed

- 55 The Rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

COMMITTEE

Committee composition

- 56 The Committee must have no more than 10 members and no fewer than 5. A majority of the members of the Committee must be Members of the Society;

Functions of the committee

- 57 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Powers of the committee

- 58 The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

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Group Coordinators

- 59 The Committee may from time to time create a special group of similar cars and appoint a Coordinator for that group. The Committee may at its discretion delegate to the Group Coordinator such control over members of the Group and their vehicles as the Committee shall from time to time consider appropriate.

Sub-committees

- 60 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
- 60.1 the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
- 60.2 no sub-committee shall have power to co-opt additional members;
- 60.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
- 60.4 a sub-committee must not further delegate any of its powers.

General matters

- 61 The Committee may at its discretion invite someone it considers appropriate to be the Patron of the Society. The Patron will remain in the role until they resign, or are asked to do so by the Committee.
- 62 The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.
- 63 Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

COMMITTEE MEETINGS

Procedure

- 64 The quorum for Committee meetings is at least two-thirds of the number of members of the Committee.
- 65 A meeting of the Committee may be held either:
- 65.1 by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

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- 65.2 by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 66 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer who is also a member of the Committee shall have one vote.
- 67 If at a meeting of the Committee, neither the President nor the Vice President are present, the members of the Committee present may choose one of their number to chair the meeting in their absence. The person chairing a meeting of the Committee has a casting vote in the event of a tied vote on any resolution of the Committee.
- 68 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

Frequency of Committee meetings

- 69 The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
- 70 The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 working days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

OFFICERS

Qualifications of officers

- 71 Every Officer including members of the Committee must be a natural person who:
- 71.1 has consented in writing to be an Officer of the Society or member of the Committee, and
- 71.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society or member of the Committee.

Disqualification of Officers

- 72 A person may not become or remain a member of the Committee, or an Officer of the Society, if that person:
- 72.1 is under 16 years of age;
- 72.2 is an undischarged bankrupt;

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- 72.3 is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- 72.4 is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- 72.5 has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
- (a) an offence under subpart 6 of Part 4 of the Act;
 - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (c) an offence under section 143B of the Tax Administration Act 1994;
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3);
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- 72.6 is subject to:
- (a) a banning order under subpart 7 of Part 4 of the Act; or
 - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
- 72.7 is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

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Requirements for election or appointment of Officer

- 73 Prior to election or appointment an Officer (including members of the Committee) must:
- 73.1 consent in writing to be an Officer and/or a member of the Committee; and
 - 73.2 certify in writing that he or she is not disqualified from being elected or appointed as an Officer and/or a member of the Committee either by this Constitution or the Act. Each certificate shall be retained in the Society's records.

Officers' duties

- 74 At all times each Officer (including members of the Committee):
- 74.1 must act in good faith and in what he or she believes to be the best interests of the Society;
 - 74.2 must exercise all powers for a proper purpose;
 - 74.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
 - 74.4 when exercising powers or performing duties on behalf of the Society, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the Society;
 - (b) the nature of the decision; and
 - (c) the position of the Officer and/or the member of the Committee and the nature of the responsibilities undertaken by him or her;
 - 74.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
 - 74.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

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Election or appointment of Officers and Committee members

- 75 The election of members of the Committee shall be conducted as follows:
- 75.1 Members of the Committee shall be elected during Annual General Meetings. However, if a vacancy on the Committee occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a member of the Committee (as described in Rule 72 above). Any such appointment must be ratified at the next Annual General Meeting.
- 75.2 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a member of the Committee as described Rule 72 above, must be received by the Society at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- 75.3 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- 75.4 Two Members (who are not nominees) or two non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 75.5 The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- 75.6 In addition to Officers or members of the Committee elected under the foregoing provisions of this Rule, the Committee may appoint additional Officers and/or members of the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have the speaking and voting rights as an elected member of the Committee. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer or member of the Committee as described in Rule 72 above.

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- 75.7 The Committee shall not consist of more than 10 members and will include:
- (a) President
 - (b) Vice President
 - (c) Immediate Past President who shall hold office for 12 months
 - (d) Secretary
 - (e) Treasurer (which may be combined with the role of Secretary)
 - (f) Race Committee Chair (who may also hold another role or roles)
 - (g) Vehicle Acceptance Committee Chair

Term for Officers and President

- 76 The term of office for all Officers including Committee members elected to the Committee shall be two years expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- 77 For the purposes of this Rule, the term of office of any Officer or member of the Committee appointed under Rule 75.6 above who is elected at an AGM shall be deemed to have started at the date of the AGM at which they were elected.
- 78 An Officer or member of the Committee may be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:
- 78.1 The Officer or member of the Committee has been absent from 3 consecutive committee meetings without leave of absence from the Committee;
 - 78.2 The Officer or member of the Committee has brought the Society into disrepute;
 - 78.3 The Officer or member of the Committee has failed to disclose a conflict of interest;
 - 78.4 The Committee passes a vote of no confidence in the Officer; or
 - 78.5 The Officer or member of the Committee ceases to be eligible to act as an Officer of the Society under Rule 72 above.
 - 78.6 With effect from the date specified in a resolution of the Committee or Society from which date the Officer or member of the

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Committee must no longer hold themselves out as being an Officer or Committee member of the Society.

Ceasing to hold office

- 79 An Officer (including members of the Committee) ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 80 Each Officer (including members of the Committee) shall within 5 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer or member of the Committee.

Conflicts of interest

- 81 An Officer, member of the Committee, or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Committee or sub-committee, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 81.1 to the Committee and or sub-committee, and
- 81.2 take reasonable steps to ensure those details are recorded in an Interests Register kept by the Committee.

How disclosure must be made

- 82 Disclosure must be made as soon as practicable after the Officer, or member of the Committee or sub-committee becomes aware that they are interested in the Matter.

Interested Member

- 83 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- 83.1 must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- 83.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- 83.3 may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

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Quorum where there is an Interested Member

- 84 The number of Committee Members and/or Officers constituting a quorum in voting on a Matter, will be 50% of the total number of Officers or Committee members not including those members prevented from voting due to a conflict of interest.
- 85 Where 50 per cent or more of Officers or members of the Committee are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers and Committee members agree otherwise.
- 86 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

RECORDS

Register of Members

- 87 The Society shall keep an up-to-date Register of Members.

Information contained in the Register of Members

- 88 For each current Member, the information contained in the Register of Members shall include:
- 88.1 Their name;
- 88.2 The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown");
- 88.3 The date on which the membership fee was paid by the Member each year.
- 88.4 Their contact details, including:
- (a) A physical address or an electronic address;
- (b) A telephone number;
- (c) postal address;
- (d) email address (if any); and
- (e) whether the Member is financial or unfinancial.

Change of contact details

- 89 Every current Member shall promptly advise the Society of any change of the Member's contact details.

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Former Members of the Society

90 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

90.1 The former Member's name; and

90.2 The date the former Member ceased to be a Member.

Interests Register

91 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of the Committee or any sub-committee.

Access to information for Members

92 A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request:

92.1 provide the information; or

92.2 agree to provide the information within a specified period; or

92.3 agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or

92.4 refuse to provide the information, specifying the reasons for the refusal.

Refusal to provide information for Members

93 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

93.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or

93.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members; or

93.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society; or

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- 93.4 the information is not relevant to the operation or affairs of the society; or
- 93.5 withholding the information is necessary to maintain legal professional privilege; or
- 93.6 the disclosure of the information would, or would be likely to, breach an enactment; or
- 93.7 the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
- 93.8 the request for the information is frivolous or vexatious; or
- 93.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

Charges for information

- 94 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:
 - 94.1 that the Member will pay the charge; or
 - 94.2 that the Member considers the charge to be unreasonable.
- 95 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

FINANCES

Control and management

- 96 The funds and property of the Society shall be:
 - 96.1 controlled, invested, and disposed of by the Committee, subject to this Constitution, and
 - 96.2 devoted solely to the promotion of the purposes of the Society.

Bank accounts

- 97 The Committee shall maintain bank accounts in the name of the Society.

Money received on account of the Society

- 98 All money received on account of the Society shall be banked within 5 Working Days of receipt.

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Accounts for payment

- 99 All accounts paid or for payment shall be submitted to the Committee for approval of payment.

Accounting records

- 100 The Committee must always ensure that accounting records are kept which:
- 100.1 correctly record the transactions of the Society; and
 - 100.2 allow the Society to produce financial statements that comply with the requirements of the Act; and
 - 100.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

System of control of accounting records

- 101 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

Accounting records must be kept in written form

- 102 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

Balance date

- 103 The Society's financial year will start on 1 July each year and end on 30 June of the following year being the Society's balance date.

DISPUTE RESOLUTION

Meanings of dispute and complaint

- 104 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to any of the types of allegations set out at Rule 106 below.
- 105 The dispute may be between any of the following persons:
- 105.1 2 or more Members;
 - 105.2 1 or more Members and the Society;
 - 105.3 1 or more Members and 1 or more Officers or members of the Committee;
 - 105.4 2 or more Officers or members of the Committee;
 - 105.5 1 or more Officers or members of the Committee and the Society;

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- 105.6 1 or more Members, Officers, member of the Committee, and the Society.
- 106 The dispute may relate to any of the following allegations:
- 106.1 a Member, an Officer, or a member of the Committee has engaged in misconduct;
- 106.2 a Member, an Officer, or a member of the Committee has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws, or the Act;
- 106.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws, or the Act; or
- 106.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

Members or Officers may make a complaint

- 107 A Member, an Office, or a member of the Committee may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing which:
- 107.1 states that the Member, Officer, or member of the Committee is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- 107.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- 107.3 sets out any other information or allegations reasonably required by the Society.

Society may make a complaint

- 108 The Society may make a complaint involving an allegation against a Member, an Officer, or member of the Committee by giving to the Member, Officer, or member of the Committee a notice in writing that:
- 108.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- 108.2 sets out the allegation to which the dispute relates.

Information which must be contained in a complaint

- 109 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.

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Cooperation to resolve disputes

- 110 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 111 The complainant raising a dispute, and the Committee, 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 by a Member or an Officer

- 112 A Member, an Officer, or a member of the Committee may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing which:
- 112.1 states that the Member, Officer, or member of the Committee is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - 112.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - 112.3 sets out any other information reasonably required by the Society.

How complaint is made by the Society

- 113 The Society may make a complaint involving an allegation or allegations against a Member, Officer, or member of the Committee by giving to the Member, Officer, or member of the Committee a notice in writing that:
- 113.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - 113.2 sets out the allegation to which the dispute relates.

Information

- 114 The information given under Rule 107 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.

Other manners

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

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A person who makes complaint has right to be heard

- 116 A Member, Officer, or member of the Committee who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 117 If the Society makes a complaint:
- 117.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 117.2 an Officer or member of the Committee may exercise that right on behalf of the Society.
- 118 Without limiting the manner in which the Member, Officer, or member of the Committee or Society may be given the right to be heard, they must be taken to have been given the right if:
- 118.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 118.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 118.3 an oral hearing (if any) is held before the decision maker; and
 - 118.4 the written or verbal statement or submissions (if any) of the Member, Officer, member of the Committee, or the Society are considered by the decision maker.

Investigating and determining dispute

- 119 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.
- 120 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

- 121 Despite the "Investigating and determining dispute" Rule above, the Society may decide not to proceed further with a complaint if:
- 121.1 the complaint is considered trivial; or
 - 121.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member, Officer, or member of the Committee has engaged in material misconduct; or

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- (b) that a Member, Officer, member of the Committee, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
- 121.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- 121.4 the complaint appears to be without foundation or there is no apparent evidence to support it;
- 121.5 the person who makes the complaint has an insignificant interest in the matter;
- 121.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 121.7 there has been an undue delay in making the complaint.

Society may refer complaint

- 122 The Society may refer a complaint to:
 - 122.1 a subcommittee or an external person to investigate and report; or
 - 122.2 a subcommittee, an arbitral tribunal, or an external person to investigate and decide.
- 123 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

- 124 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - 124.1 impartial; or
 - 124.2 able to consider the matter without a predetermined view.
- 125 Without limiting their powers, the decision-maker may:
 - 125.1 decide not to proceed further with the complaint;
 - 125.2 decide not to uphold the complaint; or

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- 125.3 uphold the complaint and make such directions as the decision-maker thinks appropriate including but not limited to:
- (a) suspending or termination a Member's membership;
 - (b) suspending the term of office of an Officer, or member of the Committee or removing them from office;
 - (c) revoking any honour or award granted by the Society;
 - (d) ordering any party to the dispute to meet the reasonable costs of any other party to the dispute;
 - (e) ordering either party to the dispute to meet any of the Society's reasonable costs in dealing with the complaint,
- and such direction or directions shall be binding on the parties to the dispute.

Disciplinary action by MSNZ

- 126 MSNZ may, in accordance with its constitution, bylaws, regulations and other policies, investigate and if reasonable in all the circumstances discipline the Society or a Member if, in the opinion of MSNZ or its committee, the Society or a Member has acted in a way that:
- 126.1 is prejudicial to MSNZ or automobile sport generally; or
 - 126.2 is bringing, or has brought, MSNZ or automobile sport generally into disrepute.
- 127 If MSNZ exercises its right to investigate and/or discipline the Society or a Member, the Society or Member shall provide MSNZ with all information it reasonably requests from time to time in relation to such investigation and/or disciplinary action.

AMALGAMATION

- 128 The Society may amalgamate with one or more other incorporated societies in accordance with this Constitution and the provisions of Part 5, Subpart 2 of the Act.
- 129 The Committee shall, not less than 40 days before any amalgamation involving the Society is proposed to take effect:
- 129.1 send to each Member a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any);
 - 129.2 send to every secured creditor of the Society a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any); and

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- 129.3 give public notice of the proposed amalgamation in the manner prescribed by regulations made under the Act (if any).
- 130 The Committee shall also give no less than 20 days' written Notice to all Members of the General Meeting at which the Amalgamation Proposal is to be considered.
- 131 The Amalgamation Proposal must be approved by the Society by resolution passed by a two-thirds majority of Members present and voting.
- 132 The Committee must resolve that:
- 132.1 in its opinion, the proposed amalgamation is in the best interests of the Society; and
- 132.2 the Committee is satisfied, on reasonable grounds, that the amalgamated society will, on amalgamation, satisfy the solvency test under section 195 of the Act,
- 133 Every Officer or member of the Committee who votes in favour of the resolution set out at Rule 132 must sign a certificate stating:
- 133.1 that, in their opinion, the conditions set out at Rule 132 above are satisfied; and
- 133.2 the grounds for that opinion.

LIQUIDATION AND REMOVAL FROM THE REGISTER

Resolving to put society into liquidation

- 134 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 135 The Committee shall give 30 Working Days' written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 136 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 137 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

Resolving to apply for removal from the register

- 138 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 139 The Committee shall give 30 days' written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

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- 140 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 141 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

Surplus assets

- 142 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 143 On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets: after payment of all debts, costs, and liabilities, shall be vested in another MSNZ member club with similar aims to those of the Society
- 144 If no club meets the description in Rule 143 above, the Society shall vest its surplus assets in the South Canterbury Car Club (Inc) or its successor, with the request that those assets be used by the South Canterbury Car Club to promote classic racing at Levels Raceway.
- 145 If the Society's surplus assets are unable to be vested in accordance with Rule 143 or 144 above, the Society may approve a different distribution to a different not-for-profit entity from those specified above, so long as the Society complies with this Constitution and the Act in all other respects.

ALTERATIONS TO THE CONSTITUTION

Amending this constitution

- 146 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 147 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a 65 per cent majority of those Members present and voting.
- 148 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 149 Any resolution to amend or replace this Constitution shall be proposed by the Committee, or by written notice to the Committee from a minimum of 10 percent of the Society's Members. That notice must be received by the Secretary of the Society at least 30 days before the General Meeting at which the resolution is to be considered and be accompanied by a written explanation of the reasons for the proposal.

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- 150 At least 20 days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 151 When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 152 If the Society is a member of MSNZ, MSNZ may require the Society to amend this Constitution if any rule of this Constitution is inconsistent or in conflict with the constitution, regulations, by-laws, or policies of MSNZ.
- 153 Where MSNZ gives notice to the Society requiring it to amend this Constitution, the procedure in Rules 146 to 151 of this Constitution shall be followed.

Bylaws

- 154 The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies, or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.