CONSTITUTION OF FIAT OWNERS CLUB NZ INCORPORATED

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NAME AND STATUS

Society Name

1 The name of the society is Fiat Owners Club NZ 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 is interested 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, kept under this Constitution and as required by section 73 of the Act.

"*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).

"*New Zealand Federation of Motoring Clubs*" means New Zealand Federation of Motoring Clubs Incorporated (804685) (NZBN: 9429042925842)

"*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) occupying 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.

"*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 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.

"*Working Day*" has the meaning given to it in section 13 of the Legislation Act 2019.

PURPOSE

Primary purpose of the Society

4 The purpose is to:

a. promote the sport and pastime of motoring in all its branches;
b. further the interests of owners and drivers of Fiat vehicles; and
c. cooperate with any other club or society with similar objectives.

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 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 the Members will vote on continuing unincorporated or to have 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;

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 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 must 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.

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.

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 or body corporate 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 elected as an Honorary Member 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.

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 signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

MEMBERS' OBLIGATIONS AND RIGHTS

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 is only 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) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

25 Any Member that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

26 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

27 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

28 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

29 A Member ceases to be a Member:

29.1 by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or

29.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or

29.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

29.4 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

30 A Member ceases to be a Member with effect from (as applicable):

30.1 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

30.2 the date of termination of the Member's membership under this Constitution; or

30.3 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or

30.4 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

31 A Member who has ceased to be a Member under this Constitution:

31.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;

31.2 shall cease to hold himself or herself out as a Member of the Society;

31.3 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

31.4 shall cease to be entitled to any of the rights of a Society Member.

Becoming a Member again

32 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.

33 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

34 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.

35 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.

36 General Meetings of the society may be held in person, online, or a combination of both. Members can choose to attend the meeting physically at the designated venue or virtually through an approved online platform.

Attendance at general meetings

37 Only financial Members may attend, speak and vote at General Meetings:

37.1 in person; or

37.2 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; or

37.3 through the authorised representative of a body corporate as notified to the Committee; and

37.4 no other proxy voting shall be permitted.

Quorum

38 No General Meeting may be held unless at least 5 eligible financial Members attend throughout the meeting and this will constitute a quorum.

When Quorum is not met

39 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

40 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.

41 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.

42 Any decisions made when a quorum is not present are not valid.

Resolution in lieu of General Meeting

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

Place of meeting

44 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

45 All General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair that meeting.

Powers of the chair of the General Meeting

46 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote and may:

46.1 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.

46.2 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

46.3 In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Committee Motions

47 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

48 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.

Minutes

49 The Society must keep minutes of all General Meetings.

ANNUAL GENERAL MEETINGS

Requirement to hold Annual General Meeting

50 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

51 The Annual General Meeting must be held no later than the earlier of the following:

51.1 6 months after the balance date of the Society;

51.2 15 months after the previous annual meeting.

The business of an Annual General Meeting

52 The business of an Annual General Meeting shall be to:

52.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;

52.2 adopt the annual report on the operations and affairs of the Society;

52.3 adopt the Committee's report on the finances of the Society, and the annual financial statements;

52.4 set any subscriptions for the current financial year;

52.5 consider any motions of which prior notice has been given to Members with notice of the Meeting; and

52.6 consider any general business.

Information that must be presented

53 The Committee must, at each Annual General Meeting, present the following information:

53.1 an annual report on the operation and affairs of the Society during the most recently completed accounting period;

53.2 the annual financial statements for that period; and

53.3 notice of any disclosures of conflicts of interest made by Officers 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

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

Special General Meetings may be called by member request

55 The Committee must call a Special General Meeting if it receives a written request signed by at least 50 percent of Members.

Business of Special General Meeting

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

Procedure to be followed

57 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

58 The Committee will consist of at least 3 Officers and no more than 8 Officers. A majority of the Officers on the Committee must be either:

58.1 Members of the Society; or

58.2 representatives of bodies corporate that are Members of the Society.

Functions of the committee

59 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

60 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.

Sub-committees

61 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:

61.1 the quorum of every sub-committee is half the members of the sub-committee but not less than 2;

61.2 no sub-committee shall have power to co-opt additional members;

61.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and

61.4 a sub-committee must not further delegate any of its powers.

General matters

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

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 on 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 the 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 must be a natural person who:

71.1 has consented in writing to be an Officer of the Society, and

71.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Disqualification of Officers

72 A person may not hold office as an Officer of the Society if that person:

72.1 is under 16 years of age;

72.2 is an undischarged bankrupt;

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.

Requirements for election of appointment of Officer

73 Prior to election or appointment as an Officer a person must:

73.1 consent in writing to be an Officer; and

73.2 certify in writing that they are not disqualified from being elected or appointed as an Officer 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:

74.1 shall 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 as an Officer, 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 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.

Election or appointment of officers

75 The election of Officers shall be conducted as follows:

75.1 Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer 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 an Officer (as described in the "Qualification of Officers' rule 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 an Officer (as described in the "Qualification of Officers' rule above) shall 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 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 elected under the foregoing provisions of this rule, the Committee may appoint other Officers 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 full speaking and voting rights as an Officer of the Society. 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 (as described in the "Qualification of Officers" rule above).

Term for Officers and President

76 The term of office for all Officers elected to the Committee shall be 2 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 No Officer shall serve for more than 10 consecutive terms as an Officer.

78 No President shall serve for more than 10 consecutive years as President.

Removal of officers

79 An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:

79.1 The Officer elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee;

79.2 The Officer has brought the Society into disrepute;

79.3 The Officer has failed to disclose a conflict of interest; or

79.4 The Committee passes a vote of no confidence in the Officer;

with effect from the date specified in a resolution of the Committee or Society.

Ceasing to hold office

80 An Officer 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.

81 Each Officer 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.

Conflicts of interest

82 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

82.1 to the Committee and or sub-committee, and

82.2 in an Interests Register kept by the Committee.

How disclosure must be made

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

Interested Member

84 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:

84.1 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

84.2 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

84.3 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).

Quorum where there is an Interested Member

85 An Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

86 Where 50 per cent or more of Officers 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 agree otherwise.

87 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

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

Information contained in the Register of Members

89 For each current Member, the information contained in the Register of Members shall include:

89.1 Their name;

89.2 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");

89.3 Their contact details, including:

(a) A physical address or an electronic address;

(b) A telephone number;

(c) postal address;

(d) email address (if any);

(e) occupation;

(f) whether the Member is financial or unfinancial.

Change of contact details

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

Former Members of the Society

91 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:

91.1 The former Member's name; and

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

Interests Register

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

Access to information for Members

93 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:

93.1 provide the information; or

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

93.3 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

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

Refusal to provide information for Members

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

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

94.2 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

94.3 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

94.4 the information is not relevant to the operation or affairs of the society; or

94.5 withholding the information is necessary to maintain legal professional privilege; or

94.6 the disclosure of the information would, or would be likely to, breach an enactment; or

94.7 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

94.8 the request for the information is frivolous or vexatious; or

94.9 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

95 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:

95.1 that the Member will pay the charge; or

95.2 that the Member considers the charge to be unreasonable.

96 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

FINANCES

Control and management

97 The funds and property of the Society shall be:

97.1 controlled, invested and disposed of by the Committee, subject to this Constitution, and

97.2 devoted solely to the promotion of the purposes of the Society.

Bank accounts

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

Money received on account of the Society

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

Accounts for payment

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

Accounting records

101 The Committee must ensure that there are kept at all times accounting records that:

101.1 correctly record the transactions of the Society; and

101.2 allow the Society to produce financial statements that comply with the requirements of the Act; and

101.3 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

102 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

103 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

104 The Society's financial year shall commence on 1 April of each year and end on 31 March the latter date being the Society's balance date).

DISPUTE RESOLUTION

Meanings of dispute and complaint

105 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 clause 107 below.

106 The dispute may be between any of the following persons:

106.1 2 or more Members;

106.2 1 or more Members and the Society;

106.3 1 or more Members and 1 or more Officers;

106.4 2 or more Officers;

106.5 1 or more Officers and the Society;

106.6 1 or more Members or Officers and the Society.

107 The dispute may relate to any of the following allegations:

107.1 a Member or an Officer has engaged in misconduct;

107.2 a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws or the Act;

107.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws or the Act; or

107.4 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

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

108.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

108.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and

108.3 sets out any other information or allegations reasonably required by the Society.

Society may make a complaint

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

109.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

109.2 sets out the allegation to which the dispute relates.

Information which must be contained in a complaint

110 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.

Cooperation to resolve disputes

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

112 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

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

113.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

113.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and

113.3 sets out any other information reasonably required by the Society.

How complaint is made by the Society

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

114.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

114.2 sets out the allegation to which the dispute relates.

Information

115 The information given under subclause 114.1 or 114.2 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

Other manners

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

A person who makes complaint has right to be heard

117 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

118 If the Society makes a complaint:

118.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

118.2 an Officer may exercise that right on behalf of the Society.

119 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

119.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

119.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

119.3 an oral hearing (if any) is held before the decision maker; and

119.4 the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

120 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.

121 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

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

122.1 the complaint is considered to be trivial or vexatious; or

122.2 the complaint does not appear to disclose or involve any allegation of the following kind:

(a) that a Member or an Officer has engaged in material misconduct;

(b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;

122.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

122.4 the complaint appears to be without foundation or there is no apparent evidence to support it;

122.5 the person who makes the complaint has an insignificant interest in the matter;

122.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

122.7 there has been an undue delay in making the complaint.

Society may refer complaint

123 The Society may refer a complaint to:

123.1 a subcommittee or an external person to investigate and report; or

123.2 a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

124 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

125 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:

125.1 impartial; or

125.2 able to consider the matter without a predetermined view.

126 Without limiting their powers, the decision-maker may:

126.1 decide not to proceed further with the complaint;

126.2 decide not to uphold the complaint; or

126.3 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 an Officer's term of office or removing an Officer 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

127 MSNZ may, in accordance with its constitution, bylaws, regulations and other policies, investigate and/or 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:

127.1 is prejudicial to MSNZ or automobile sport generally; or

127.2 is bringing, or has brought, MSNZ or automobile sport generally into disrepute.

128 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

129 The Society may be amalgamated with one or more other incorporated societies in accordance with this Constitution and the provisions of Part 5, Subpart 2 of the Act.

130 The Committee shall, not less than 40 Working Days before any amalgamation involving the Society is proposed to take effect:

130.1 send to each Member a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any);

130.2 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

130.3 give public notice of the proposed amalgamation in the manner prescribed by regulations made under the Act (if any).

131 The Committee shall also give no less than 20 Working Days' written Notice to all Members of the General Meeting at which the Amalgamation Proposal is to be considered.

132 The Amalgamation Proposal must be approved by the Society by resolution passed by 50 percent of eligible Members either in writing or meeting attendance voting.

133 The Committee must resolve that:

133.1 in its opinion, the proposed amalgamation is in the best interests of the Society; and

133.2 the Committee is satisfied, on reasonable grounds, that the amalgamated society will, on amalgamation, satisfy the solvency test under section 195 of the Act,

134 Every Officer who votes in favour of the resolution set out at clause 133 must sign a certificate stating:

134.1 that, in the officer's opinion, the conditions set out at subclauses 133.1 and 133.2 are satisfied; and

134.2 the grounds for that opinion.

LIQUIDATION AND REMOVAL FROM THE REGISTER

Resolving to put society into liquidation

135 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

136 The Committee shall give 30 Working Days' written Notice to all Members of the proposed resolution to put the Society into liquidation.

137 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.

138 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

139 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

140 The Committee shall give 30 Working Days' written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

141 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.

142 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

143 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

144 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 New Zealand Federation of Motoring Clubs.

145 However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that 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 50 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 proposed resolution to amend or replace this Constitution shall be signed by at least 50 per cent of eligible Members and given in writing to the Committee at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

150 At least 20 Working 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.

Amendments required by MSNZ

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 clauses 147-152 of this Constitution shall be followed.

OTHER

Common seal

154 The Society will have a common seal that must be kept in the custody of the President or Secretary.

155 The common seal may be affixed to any document:

155.1 by resolution of the Committee, and must be countersigned by 2 Officers; or

155.2 by such other means as the Committee may resolve from time to time.

Bylaws

156 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.