

This Constitution Rescinds All Previous Constitutions (6 October 2010)

PUKEKOHE CAR CLUB

- 1 The name of the Club shall be the PUKEKOHE CAR CLUB INCORPORATED. Hereinafter referred to as "The Club".
- 2 OBJECTS
 - a) The objects of the Club shall be:
 - i) To promote and provide suitable motor sport events, social functions and displays and any other activities as are deemed to be desirable for the general welfare of motor sport and in the interests of the Club members.
 - ii) To promote friendly competition between its members.
 - iii) To use the funds of the Club for and to do all such things as may be incidental or conducive to the attainment of the foregoing objects of the Club.
 - iv) To affiliate with Motorsport New Zealand, and to conduct all competitive automobile competitions under the Rules and Regulations of that Body.
- 3 MEMBERSHIP
 - a) Subject to the provisions of these rules the Club shall consist of such persons as shall be admitted to membership in the following manner:
 - b) FULL MEMBERSHIP. Full Membership shall be open to any person nominated by a current financial member and accepted by the committee. Application for Full Membership shall be in writing and be in such a form as determined by the Committee.
 - c) LIFE MEMBERSHIP. Life Membership may be conferred on members and/or past members at the Annual General Meeting, provided due notice has been given in accordance with Clause 14. Life Members shall have the same status as full Members and shall be exempt all membership fees.
 - d) HONOURARY MEMBERSHIP. Those who by virtue of their service to the Club, who are deemed to be worthy and are duly elected as Honorary members by the Committee and AGM of the Club. Honorary Members shall be exempt from all membership fees or subscriptions, and shall have no right to vote at any meeting of the Club. However, should an Honorary Member be elected as an officer of the Club, that member shall have all voting rights in keeping with the elected position at committee meetings but not AGM or SGM's. Honorary Membership shall be re-confirmed at each AGM.
 - e) FAMILY MEMBERSHIP. Family Membership shall be open to any family interested in Motor Sport. Application for Family Membership shall be in writing and be in such a form as determined by the Committee. The main benefit for this type of membership is so that the club can offer a reduced annual subscription to the family than if they all joined separately.

- f) PAYMENT OF FEES. On the acceptance by the Committee of a person's application for membership, that person's membership, and eligibility to participate in the activities of the club, shall be confirmed by the payment of fees or an arrangement to pay that is acceptable to the Committee.

4 FEES

- a) The Club at its annual general meeting on the recommendation of the Committee for the preceding year or the present Committee as the case may be, may;
 - i) Set membership fees for entrance to the Club and for regular annual subscriptions and other charges or,
 - ii) At any special general meeting convened for that purpose and may delegate to the Committee discretion in the setting of the subscriptions and charges, provided that no annual or special meeting shall pass a resolution rendering unworkable a budget duly considered by the Committee and presented to the meeting.
- b) Such fees as are prescribed shall be payable at on the 31st (thirty first day) of October of each year or such time as the Club in general meeting shall determine provided however that it may delegate to the Committee responsibility for determining when such fees are to be paid.
- c) Persons elected to membership between November and April (inclusive) shall pay a full year's membership fee. Persons elected to membership between May and September shall pay 60% of the year's subscription, or other such figure determined by the committee. Any person elected to membership during October shall pay the following year's full subscription and shall have membership to the end of October the following year.

5 EXPULSION OF MEMBERS

- a) The Committee may call upon such member, who refuses or neglects to comply with any of the rules or by-laws of the Club or shall be guilty of conduct which in the opinion of the Committee is injurious to the character or interests of the Club, to make an explanation in writing or by personal attendance before a meeting of the Committee specially called for the purpose. After considering the matter at such meeting, including the explanation (if any) offered by the member concerned, the Committee can, with at least two-thirds of the members of the Committee present, resolve by a two-thirds majority to expel the member concerned. The Committee shall, in writing, then advise the member concerned of its decision. A member, who has been expelled as aforesaid, may within 7 days thereafter give notice in writing to the Secretary, of his or her desire to appeal against the decision. Thereupon a special general meeting shall be convened by the Committee at which a report shall be presented by the Committee, the member concerned heard, and the matter determined by secret ballot of the members present and voting thereat. The decision of the meeting shall be determined by a simple majority of those present and eligible to vote.

6 TERMINATION OF MEMBERSHIP

a) Non Payment of Fees

Any member whose membership fee or periodic subscription remains unpaid more than two months after such fee or subscription fell due for payment may be suspended from membership by resolution of the Committee and shall not be entitled to the privileges of the Club until such fee or subscription is paid. Should any fees or subscriptions remain unpaid at the end of the Club's financial year, that member shall cease to be a member of the Club provided however that the Committee shall have the power to waive payment of part or all of entrance or membership fees in respect of any member at its discretion.

b) Voluntary Termination

Any member may resign voluntarily by giving written notice to the Committee and shall remain liable for all fees payable by that member up to the date of resignation.

7 COMMITTEE

a) The management of the club shall be conducted by a Committee.

b) The Committee will consist of six (6) office bearers; the President, Vice President, Secretary, Treasurer, Club Captain and Vice Club Captain, as well as eight (8) other committee members.

c) No one member shall hold more than one Committee position at any one time excepting that one member may hold the joint office of Secretary and Treasurer, but only entitled to one vote.

d) The office bearers shall be elected at the Annual General Meeting and shall hold office for a period of approximately twelve (12) months from the date of election (or until the following Annual General Meeting). The whole of the Committee shall retire at the following Annual General Meeting, but all shall be eligible for re-election.

e) Any two members may nominate another member to serve on the Committee. Nominations must be in writing, and forwarded to the Secretary at least five (5) days before the Annual General Meeting, accompanied by a written memorandum from the candidate agreeing to serve if elected.

f) In the event of there being only one written nomination for a position so received, the written nomination to hand at the Annual General Meeting shall be automatically elected (no voting is necessary).

g) In the event of there being no written nominations so received, then nominations or volunteers shall be called from those members present at the Annual General Meeting. If more than one nomination or volunteer comes forward at the meeting then a vote is to be taken in accordance with Clause 16 to fill the position.

h) Prior to voting commencing the list of names of candidates for each position shall be read to the Annual General Meeting. Each candidate shall then be given the opportunity to address the meeting if they so desire.

- i) Voting shall be by a ballot. Only current financial members present at the Annual General Meeting shall be entitled to vote and can only vote for one candidate per Committee position.
- j) If two or more candidates obtain an equal number of votes then a further ballot is to be held, restricted to just those candidates.
- k) Casual Vacancies. Vacancies resulting from;
 - i) Any of the office bearer positions not being elected or
 - ii) A resignation during the financial year,
 - iii) May be filled by an appointment made by the Committee.
- l) The President shall act as chairman of any general or Committee meeting of the Club or failing this the Vice President. A majority of Committee members being present at a Committee meeting shall constitute a quorum.
- m) The President shall hold the office of Immediate Past-President for twelve months immediately following his or her standing down from office.
- n) No member shall be elevated to the position of President or Vice-President unless and until he have worthily served for a full year as an officer of the Club or for the like period in a like manner as a member of the Committee.
- o) Any member of the Committee failing to be present at two (2) consecutive Committee meetings without apology or just cause, shall thereby render themselves liable to exclusion from that office, by the rest of the Committee. If so excluded the vacant position may be filled by the Committee in accordance with Clause 7 (k).
- p) Any vacancy arising in the committee or office of auditor during the year may be filled by appointment of a person or persons by the committee and such person shall hold office until the next Annual General Meeting, or the Chairperson may call for nomination for such position or positions at any general meeting, in which case no notice of motion need be given.

8 POWERS AND DUTIES OF THE COMMITTEE

- a) The Committee shall have full power to control and manage the Club and to expend the funds of the Club and incur such liability on behalf of the Club as it may think necessary to do all acts and things which it may consider proper or expedient for accomplishing the objects and carrying on the affairs of the Club. Subject however to the provisions of clauses 12 and 13 of these rules.
- b) Without limiting the generality of sub clause (a) the Committee is empowered to appoint such subcommittees and delegate such tasks as are required from time to time to properly administer the affairs of the Club provided that the Committee may disband such subcommittees or terminate such delegations at any time.
- c) The Committee shall endeavour to administer the Club in a professional manner including the engagement of professional staff.
- d) The Committee shall ensure the Club Objectives and Rules are maintained by all members at all times.

9 DUTIES OF SECRETARY

- a) Summon meetings of the Committee by notifying all Committee members of the venue, date and agenda to be discussed at the meeting. Seven days notice of any meeting shall be given to each Committee member provided however that failure to give such notice shall not invalidate the proceedings of the Meeting if a properly constituted quorum is present.
- b) Keep minutes of all meetings.
- c) Hold in his or her custody all papers and documents relating to the affairs of the Club.
- d) Conduct all of the official outwards correspondence.
- e) Attend to other clerical work as required.

10 DUTIES OF TREASURER

- a) Collect and account to the Committee for all subscriptions and other moneys payable to the Club. Attend to banking and disbursing there from under the authority of the Committee.
- b) Keep proper accounts of the financial affairs of the Club.
- c) Report to the Committee meetings the financial state of the Club.
- d) Keep a register of all members.
- e) Prepare books for auditing.
- f) Complete and maintain an inventory of all the equipment and property belonging to the Club.

11 AUDITOR

- a) An auditor shall, at the discretion of a majority of the members present, be elected at each annual general meeting in the manner set out herein for the election of officers and Committee.

12 ACQUISITION AND CONTROL OF REAL AND PERSONAL PROPERTY

- a) The Committee shall have the following powers provided the approval of the Club in general meeting is obtained:
- b) To purchase take on lease or exchange hire and otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold improve manage develop let or lease sell exchange or otherwise dispose of any such property rights and privileges.
- c) To construct build alter improve enlarge pull down remove or replace any buildings or other improvements which may be in upon and about any of the real or leasehold property of the Club.

- d) To borrow or raise money in such manner as the Club may think fit subject however to the provisions of clause 13 hereof and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Club (whether present or future) and to purchase redeem or pay off any such securities.
- e) To lend and advance money beyond advances made as part of the ordinary activities of the Club or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations.
- f) To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real leasehold or personal property or securities or by depositing the same with any Bank at interest and such investments from time to time to vary.
- g) To do all or any of the acts aforesaid or exercise all or any of the powers conferred upon the Club jointly with any person, partnership, corporation, company or society and to become jointly or jointly and severally liable with any such person, partnership, corporation, company or society (whether incorporated or otherwise) on any contract or obligation in connection therewith.

13 FINANCE

- a) The Club's current banking account/s shall be kept at a reputable bank as may from time to time be decided upon by the Committee. All cheques on such account shall be signed by any two of the Committee members authorised for that purpose by the Committee being the Treasurer.
- b) Two thirds of the members present and entitled to vote at a General Meeting of the Club convened for the purpose may resolve to borrow or raise, and secure the repayment of, such sum or sums of money in such manner as they shall think fit and in particular by mortgages bonds debentures or other securities charges upon all or any of the Club's assets (both present and future) and to purchase redeem and pay off any such securities.
- c) The Committee shall have power to borrow by way of bank overdraft for the working expenses of the Club such amount of money either at one time or from time to time, but not exceeding in the aggregate FIVE HUNDRED DOLLARS (\$500.00) any one year at such rate of interest and on such terms as the Committee may deem necessary or expedient, and to arrange for and obtain guarantees for the repayment thereof from members of the Club. Every member becoming surety for any such loan shall be indemnified by the Club in respect thereof.
- d) The balance date of the Club shall be 31 July.

14 ANNUAL GENERAL MEETING

- a) The annual general meeting of the Club shall be held before the end of October in each year for the following purposes:
- b) To receive the President's report for the preceding year, balance sheet and statement of accounts for the preceding financial year.

- c) To elect the officers and members of the Committee for the ensuing year.
- d) To decide on any resolution which may be duly submitted to the meeting.
- e) The Committee shall convene the Annual General meeting by written notice posted to individual members' of the Club not less than 14 days before the meeting is held. Effective written notice will be deemed to have been given if the written notice was mailed to the member's last known postal address.
- f) The place, date and time shall be determined by the Committee.

15 SPECIAL/EXTRAORDINARY MEETING

- a) The Committee may convene a special general meeting by written notice posted to individual members' of the Club not less than 14 days before the meeting is held. Effective written notice will be deemed to have been given if the written notice was mailed to the member's last known contact address. Such notice shall specify the business to be transacted at such meetings.
- b) Any five members of the Club may call for a special general meeting by delivering to the Secretary or the President a requisition in writing signed by such members and specifying the business to be transacted at such meeting. The Committee shall thereupon call the meeting by written notice posted to individual members' of the Club not less than 14 days before the meeting is held. Effective written notice will be deemed to have been given if the written notice was mailed to the member's last known contact address. Such meeting shall be held not more than one month from the date of receipt of the requisition. Such notice shall specify the business to be transacted at such meetings.
- c) No business shall be transacted at a special general meeting other than that mentioned in the notice convening such meeting.

16 VOTING AT GENERAL MEETINGS

- a) Full, Life, and Family Members who are financial and 18 years and over shall be entitled to vote on any motion. The parent or guardian of financial Full, Life, or Family Members under the age of 18 years shall be entitled to one vote per Full, Life, or Family member. In the case of a financial Family Member, that member is entitled to one vote.
- b) At any meeting of the Club, voting may be by show of hands unless a ballot of those present and entitled to vote is demanded by ten or more members. In the case of a deadlock the chairman shall be entitled to a casting vote in addition to his individual vote.

17 QUORUM

- a) At all annual or special or general meetings twenty (20) financial members shall form a quorum. Should there not be a quorum present at the expiration of one half hour from the time set down for the meeting the members present shall adjourn the meeting.
- b) At a Committee meeting five (5) committee members shall form a quorum.

18 CLUB PROPERTY

- a) No member shall take, or permit to be taken away from the Club, under any pretext whatsoever, or shall damage or destroy any item, newspaper, pamphlet, book or other article which is the property of the Club, unless with the specific approval of the Committee. The borrower shall be liable for any property damaged or lost, including perpetual trophies that have been presented to them.

19 ALTERATION TO CONSTITUTION

- a) This Constitution may be altered, added to or rescinded by resolution of three quarters of those present and entitled to vote at any annual general meeting or at any special general meeting called for the purpose. No addition or alteration to or rescission of the rules shall be effected if it affects rule 21 or 22 unless the approval of the Inland Revenue Department (IRD) shall have been obtained to such addition alteration or rescission.

20 INSPECTION OF CONSTITUTION

- a) A new member shall receive a copy of the current constitution.
- b) Any member may inspect this constitution and is available in electronic form.

21 WINDING UP

- a) In the event of the winding up of the Club or of dissolution by the Registrar of Incorporated Societies the funds and assets of the Club remaining after payment and satisfaction of its debts and liabilities and the costs and expenses of winding up shall be disposed of in such manner as the Club in general meeting shall determine. Provided however that no member shall be entitled to participate in or receive any benefit from any such surplus on winding up.

22 PECUNIARY PROFIT

- a) No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage.
- b) The foregoing sub clause shall not apply where that income, benefit or advantage is derived from:
 - i) Reasonable payment for services for repayment of costs incurred on behalf of the Club.
 - ii) Professional services to the Club rendered in the course of business charged at no greater rate than current market rates.
 - iii) Interest on money lent at no greater rate than current market rates.
- c) In cases where sub clause (a) may apply, the member or associated person shall, if applicable, declare their interest and in any event shall not participate in any way in any decision or resolution concerning the matter.