

Constitution and Rules

of

The Ford 8 and 10 Club Incorporated

1. Name

- 1.1 The name of the society is The **Ford 8 & 10 Club Incorporated** (in these Rules referred to as the '**Club**').

2. Definitions

- 2.1 In these Rules, 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.

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

'**Associated Person**' means a person who:

- (a) may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Club) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
- (b) may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Club) relates,
- (c) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Club) relates,
- (d) may be interested in the matter because the Club's constitution so provides; but no such Member shall be deemed to have any such interest:
- (e) merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- (f) if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Club due to the membership of those members; or
- (g) if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under this Act or the Club's constitution; or
- (h) if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

'**Clear Days**' means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'**Committee**' means the Club's governing body.

'**Committee Member**' means a member of the Committee, including the Officers President, Deputy President, Secretary and Treasurer, who shall be a financial member of the Club.

'**Financial Member**': see '**Member**'.

'**General Meeting**' means either an Annual General Meeting or a Special General Meeting of the Club.

'Matter' means:

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

'Member' means a natural person who has consented in writing or by electronic means to becoming a Member of the Club and who has not ceased to be a member of the Club and has paid Subscription fees.

'President' means the Officer responsible for, among other things, overseeing the governance and operations of the Club and chairing General Meetings and Committee Meetings.

'Notice' to Members includes any notice given by post, courier, email or other electronic form; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Officer' is a natural person who is a member of the Committee occupying a position in the Club that allows the person to exercise significant influence over the management and administration of the Club.

'Register of Interests' means the register of interests of Committee Members kept under these Rules.

'Register of Members' means the register of Members kept under these Rules.

'Rules' means the rules in this document.

'Secretary' means the Officer responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.

'Treasurer' means the Officer responsible for, among other things, overseeing the finances of the Club.

'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 Officer appointed to deputise in the absence of the President.

3. Purposes

3.1 The primary purposes of the Club are:

- (a) The preservation, restoration, use and enjoyment of Ford 8 & 10 horsepower cars and commercial vehicles;
- (b) The collection, preservation and use of literature, parts and information concerning Ford 8 & 10 horsepower vehicles;
- (c) Associate / embrace other small Ford cars / vehicles;
- (d) Partake in social functions.

3.2 The Club must not operate for the purpose of, or with the effect of:

- (a) any Member of the Club deriving any personal financial gain from membership of the Club, other than as may be permitted by law; or
- (b) returning all or part of the surplus generated by the Club's operations to Members, in money or in kind; or
- (c) conferring any kind of ownership in the Club's assets to Members;

but the Club will not be regarded as operating for the financial gain of Members simply if the Club:

- (i) engages in trade for matters that are incidental to the purposes of the Club;
 - (ii) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes;
 - (iii) provides benefits to members of the public or of a class of the public and those persons include Members or their families;
 - (iv) pays a Member a salary or wages or other payments for services to the Club 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);
 - (v) pays any Member interest at no more than current commercial rates on loans made by that Member to the Club; or
 - (vi) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.
- 3.3 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- 3.4 Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

4. Act and Regulations

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

5. Registered Office

- 5.1 The Registered Office of the Club shall be at such place in New Zealand as the Committee from time to time determines, and changes shall be made at least 5 clear days before the change of address for the Registered Office is due to take effect and, in a form, required by the act to the Registrar of Incorporated Societies.

6. Contact Person

- 6.1 The Society shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.
- 6.2 The Club's Contact Person must be:
- (a) At least 18 years of age; and
 - (b) A Committee Member; and
 - (c) At all times be resident in New Zealand.

- 6.3 Any changes in the Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within twenty (20) Clear Days of that change occurring, or the Club becoming aware of the change.

7. Members

7.1 Minimum Number of Members

- (a) The Club shall maintain the minimum number of 10 Members as required by the Act.

7.2 Types of Members

- (a) The types of membership and the method by which Members are admitted to different types of membership are as follows:
- (i) Member: A Member is a natural Individual or Family (adult and partner(s) with or without children under the age of sixteen (16), residing at the same address), admitted to membership under these Rules, who or has not ceased to be a member and has paid Subscription Fees.
 - (ii) Life Member: A Life Member is a person honoured for highly valued services to the Club and elected as a Life Member by resolution of a General Meeting passed by a two-thirds 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 subscription fees. The Club shall have no more than six (6) operative Life Memberships at any one time.
 - (iii) 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 two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties, and pays no subscription fees.

7.3 Becoming a Member: (consent of applicant)

- (a) Every applicant for membership must consent in writing or by electronic means to becoming a Member.

7.4 Becoming a Member: (process)

- (a) An applicant for membership must complete and sign (in writing, or by electronic means) any application form, supply any information, or attend an interview, as required by the Committee.
- (b) The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- (c) The signed written or electronic consent of every Member to become a Club Member shall be retained in the Club's membership records.

7.5 Obligations and Rights

- (a) Every Member shall provide the Club with that Member's name and contact details (including postal address, telephone number(s), email address and any cars/vehicles) and promptly advise the Club of any changes to those details.

- (b) Family Members shall additionally provide the Club with the name(s) and contact details of each of the person(s) who will be eligible to vote at any General Meeting.
- (c) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Club.

7.6 Other Obligations and Rights

- (a) All Members (including Committee Members) shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- (b) A Member is only entitled to exercise the rights of membership including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property if all subscriptions and any other fees have been paid to the Club by due date, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.
- (c) 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 Club, including any conditions of and fees for such access or use.

7.7 Membership and Fees

- (a) The annual subscription and any other fees for memberships shall be set by the Committee for the following financial year, which can also decide that payment be made by periodic instalments, or that there shall be no annual subscription.
- (b) Any Member failing to pay the annual subscription (including any periodic payment), or any levy, within one (1) calendar month of the anniversary of their membership and 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 Club activity or to access or use the Club's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within one (1) year 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).

7.8 Ceasing to be a Member

- (a) A Member ceases to be a Member:
 - (i) on death; or
 - (ii) by resignation from that Member's type of membership by notice to the Secretary; or
 - (iii) unpaid subscription fee (as per 7.7(b)); or
 - (iv) on termination of a Member's membership following a dispute resolution process under these Rules;
 with effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these Rules.

7.9 Obligations on Resignation

- (a) A Member who resigns or whose membership is terminated under these Rules:

- (i) remains liable to pay all subscriptions and other fees to the Club's next balance date;
- (ii) shall cease to hold himself or herself out as a Member of the Club;
- (iii) shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals); and
- (iv) shall cease to be entitled to any of the rights of a Club Member.

7.10 Becoming a member again

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.

However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

8. General Meetings

8.1 Annual General Meetings

- (a) An Annual General Meeting shall be held once a year within three (3) months of the end of the financial year at a location determined by the Committee and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings (as per 8.4) shall apply.

8.2 Annual General Meetings: business

- (a) The business of an Annual General Meeting shall be to:
 - (i) confirm the minutes of previous Annual General Meeting;
 - (ii) adopt the President's annual report on Club business;
 - (iii) adopt the Treasurer's report on the finances of the Club, and the annual financial statements;
 - (iv) election of Officers, being President, Vice President, Secretary and Treasurer, and electing a Committee of no fewer than three (3) and no more than ten (10) members (includes Officers);
 - (v) consider any motions, of which prior notice has been given to Members with notice of the Meeting;
 - (vi) consider any remits to change the Constitution;
 - (vii) appoint an auditor or reviewer such as the Act requires for an organisation with assets/income of its size;
 - (viii) notify of any disclosures of Conflicts of Interest by Committee Members;
 - (ix) consider any other business.

8.3 Special General Meetings

- (a) Special General Meetings may be called at any time by a Committee Motion for any special purpose as decided by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written or electronic request signed by twenty percent (20%) Financial Members stating the reasons for wanting a Special General Meeting.

- (b) The Rules 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.

8.4 Procedure

- (a) The Committee shall give all Members at least fourteen (14) Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- (b) That Notice will be addressed to the Member at the contact address (either postal or electronic) as notified to the Club and recorded in the Club's register of members.
- (c) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- (d) All financial Members may attend, speak and vote at General Meetings:
 - (i) in person, and shall have one (1) vote; or
 - (ii) through the authorised representative(s) of a Family (as per 7.2(a)(i)), with voting rights as recorded in the membership registrar (as per 7.5(b)) and shall have a maximum of two (2) votes; or
 - (iii) a life member, and shall have one (1) vote; and
 - (iv) no proxy voting shall be permitted.
- (e) The quorum for an Annual General Meeting or Special General Meeting shall be twenty percent (20%) of financial members.
- (f) 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 Club, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- (g) Voting shall be decided by majority vote in Annual and Special General Meetings. Voting may be by voice, show of hands or by poll, as decided at the meeting.
- (h) Written resolutions may not be passed in lieu of a General Meeting
- (i) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate, at the Committee's discretion, and if the facility to do so can be made reasonably available.
- (j) All General Meetings shall be chaired by the President. If the President is absent, the Vice President or in their absence also, a member chosen by the members present shall chair that meeting.
- (k) The President of a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (l) The President of a General Meeting may:
 - (i) 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 meeting other than the business left unfinished at the meeting from which the adjournment took place;

- (ii) direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the President be removed from the Meeting; and
- (iii) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- (m) The Committee may put forward motions for the Club to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- (n) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least twenty-one (21) Clear Days before that meeting. The Member must provide information in support of the motion ('Member's Information').

8.5 Minutes

Minutes must be kept by the Secretary of all General Meetings and Committee Meetings.

9. Committee

9.1 Composition

- (a) The Committee will consist of no less than three (3) nor more than ten (10) Committee Members who are:
 - (i) Financial Members or Life Members; and
 - (ii) natural persons; and
 - (iii) not disqualified by these Rules or the Act.

9.2 The Committee will consist of Officers, comprising:

- (a) a President and Vice President;
- (b) a Secretary and a Treasurer, who may be the same person; and
- (c) not fewer than three (3) or more than seven (7) other Committee Members to a total of ten (10) persons.

9.3 Qualifications

- (a) Prior to election or appointment, every Committee Member must consent in writing or electronic means to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- (b) The following persons are disqualified from being appointed or holding office as a Committee Member:
 - (i) a person who is under 16 years of age;
 - (ii) a person who is an undischarged bankrupt;
 - (iii) a person who 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;
 - (iv) a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005;

- (v) a person who 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 9.3(b)(v)(a) to 9.3(b)(v)(c);
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (vi) a person 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.
 - (e) a person who is subject to an order that is substantially similar to an order referred to in subparagraph 9.3(b)(vi)(a) to 9.3(b)(vi)(d) 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.

9.4 Election or Appointment of Committee

- (a) 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 certify that they are not disqualified from being appointed or holding office as an Officer (as described in 9.3(b)). Any such appointment must be ratified at the next Annual General Meeting.
- (b) Nominations for Committee may be received from the floor at the Annual General Meeting or at a General Meeting called for that purpose. Nominees (who must be a Financial Member) must provide consent and written certification that they are not disqualified from being appointed or holding office as an Officer (as described in 9.3(b)).
- (c) Votes shall be cast in such a manner as the person chairing the meeting determines, although any Member may request a secret ballot.
- (d) In the event of any vote being tied, a further vote shall be held between the tied nominees. Should the vote remain tied, the tie shall be resolved by the incoming Committee, (excluding those in respect of whom the votes are tied).
- (e) Two Members (who are not nominees) or non-Members appointed by the meeting chairperson shall act as scrutineers for the counting of votes and destruction of any voting papers.

- (f) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- (g) 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 certify that they are not disqualified from being appointed or holding office as an Officer (as described in 9.3(b)).

9.5 Functions

- (a) From the end of each Annual General Meeting until the end of the next, the Club shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Club's purposes and the implementation of resolutions approved by any General Meeting.

9.6 Committee and Officer's Duties

- (a) At all times each Committee Member:
 - (i) shall act in good faith and in what he or she believes to be the best interests of the Club;
 - (ii) must exercise all powers for a proper purpose;
 - (iii) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
 - (iv) when exercising powers or performing duties as a Committee Member, 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, the nature of the Club, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her;
 - (v) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors; and
 - (vi) must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so
- (b) Any Committee member who becomes incapable of attending to his or her duties, or shall be absent without apology from three (3) consecutive meetings shall be deemed to have resigned from the Committee (refer to 9.8(b)(iv)).

9.7 Powers

- (a) Subject to these Rules and any resolution of any General Meeting including the purpose and term, the Committee may:
 - (i) enter into contracts or other enforceable obligations by a natural person, on behalf of the Club, in writing:

- (a) with the signatures of the President, Secretary and one (1) other Committee member; and
 - (b) by affixing the Club's common seal, to the contract or document containing the enforceable obligation.
- (b) In addition to its statutory powers the Club
 - (i) may use its funds to pay the costs and expenses to advance or carry out its purposes and to employ or contract with such people as may be appropriate; and
 - (ii) may invest with a financial organisation registered with the Reserve Bank of New Zealand.

9.8 Committee Meetings

- (a) Frequency
 - (i) 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.
- (b) Procedure
 - (i) The quorum for Committee Meetings is at least two-thirds (2/3) of number of Committee Members.
 - (ii) Committee Members shall each have one vote.
 - (iii) The President has a casting vote in the event of a tied vote on any resolution of the Committee.
 - (iv) Should any vacancy occur among the Committee before the Annual General Meeting, that vacancy shall be filled by resolution of the Committee. Any such appointee must, before appointment, supply a signed consent to appointment and certify that they are not disqualified from being appointed or holding office as an Officer (as described in 9.3(b)).

9.9 Term

- (a) The term of office for all Committee Members elected shall be until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
- (b) No Officer may serve more than ten (10) Terms consecutively as either President, Vice President, Secretary or Treasurer except by special resolution of the Annual General Meeting where no other nominations for the position has been forthcoming.

9.10 Removal

- (a) Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Society) the following steps shall be taken:
 - (i) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
 - (ii) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
 - (iii) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or electronic form, or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.

- (iv) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written/electronic statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
- (v) If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds (2/3) majority of those present and voting.

9.11 Cessation of Committee Membership

- (a) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
- (b) Each Committee Member shall within five (5) Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Club held by such former Committee Member.

9.12 Sub-Committees

- (a) 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, with the convenor of each sub-committee being a Committee Member. Unless otherwise resolved by the Committee:
 - (i) the quorum of every sub-committee is half the members of the sub-committee;
 - (ii) no sub-committee shall have power to co-opt additional members;
 - (iii) a sub-committee must not commit the Club to any financial expenditure without express authority; and
 - (iv) a sub-committee must not further delegate any of its powers.

9.13 General Issues

- (a) The 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 must be approved by the Committee and recorded in the minutes of the next Committee meeting.
- (b) Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- (c) Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

9.14 Conflicts of Interest

- (a) A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:
 - (i) may obtain a financial benefit from the matter; or
 - (ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or

- (iii) may have a financial interest in a person to whom the matter relates, or
 - (iv) is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- (b) However, a member of the Committee and/or sub-committee is not interested in a matter:
 - (i) merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - (ii) if the member of the Committee's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - (iii) if the member of the Committee's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
 - (iv) if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee's and/or subcommittee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- (c) A member of the Committee and/or sub-committee who is interested in a matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (i) to the Committee and/or sub-committee; and
 - (ii) in an Interests Register kept by the Committee.
- (d) Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- (e) A member of the Committee and/or sub-committee who is interested in a matter:
 - (i) must not vote or take part in the decision of the Committee and/or subcommittee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) 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).
- (f) However, a member of the Committee and/or 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.
- (g) Where 50 per cent or more of Committee Members 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 members agree otherwise, and 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.

10. Records

10.1 Register of Members

- (a) The Secretary shall keep an up-to-date Register of Members and any other information required by these Rules or prescribed by Regulations under the Act.

10.2 Contents of Register of Members

- (a) The information contained in the Register of Members shall include each Member's:
 - (i) postal address,
 - (ii) phone number (landline and/or mobile),
 - (iii) email address (if any),
 - (iv) the date the Member became a member.

10.3 Every Member shall promptly advise the Secretary of any change of their contact details.

10.4 Register of Interests

- (a) The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.

10.5 Access to Information

- (a) A Member may at any time make a written or electronic request to the club for information held by the club.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The Club must, within a reasonable time after receiving a request:
 - (i) provide the information; or
 - (ii) agree to provide the information within a specified period; or
 - (iii) agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information; or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (d) Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members; or
 - (iii) 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 Club; or
 - (iv) withholding the information is necessary to maintain legal professional privilege; or

- (v) the disclosure of the information would, or would be likely to, breach an enactment; or
 - (vi) the burden to the club 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
 - (vii) the request for the information is frivolous or vexatious.
- (e) If the Club 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 ten (10) clear days after receiving notification of the charge, the Member informs the Club:
- (i) that the Member will pay the charge; or
 - (ii) that the Member considers the charge to be unreasonable.
- (f) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

11. Finances

11.1 Control and Management

- (a) The funds and property of the Club shall be:
- (i) controlled, invested and disposed of by the Committee, subject to these Rules; and
 - (ii) devoted solely to the promotion of the purposes of the Club.

11.2 Any payment over \$2000.00 shall require authorisation by a motion passed at a General Meeting.

11.3 All payments or withdrawals made from the Club's funds, shall be signed or electronically authorised by two (2) Committee Members, or person(s) appointed by the Committee for this purpose.

11.4 The Committee must establish and maintain a satisfactory system of control of the Club's accounting records

- (a) in written form in English, or
- (b) in a form or manner that is easily accessible and convertible into written form in English.

11.5 The accounting records must be kept by the Treasurer, for the current accounting period and for the last seven (7) completed periods of the Club.

11.6 Balance Date

- (a) The Club's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Club's balance date).

12. Dispute Resolution

12.1 Raising Disputes

- (a) Any grievance by a member and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing or electronic form and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.

- (b) The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

12.2 Investigating Disputes

- (a) This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes".
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (c) Rather than investigate and deal with any grievance or complaint, the Committee may:
 - (i) appoint a sub-committee to deal with the same; or
 - (ii) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (d) The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- (e) The decision-maker:
 - (i) shall consider whether to investigate and deal with the grievance or complaint; and
 - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Club).
- (f) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
 - (i) The complainant and the Member, or the Club, which is the subject of the grievance, must be advised of all details of the grievance.
 - (ii) The Member, or the Club, which is the subject of the grievance, must be given an adequate time to prepare a response.
 - (iii) The Member, or the Club, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or electronic form or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written or electronic statement or submissions shall be considered by the decision-maker.
- (g) A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decisionmaker, consider that there are

- reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view.
- (h) Such a decision must take into account the context of the Club and the particular case and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

12.3 Resolving Disputes

- (a) The decision-maker may:
- (i) dismiss a grievance or complaint; or
 - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Club and Members shall comply);
 - (iii) uphold a complaint and:
 - (a) reprimand or admonish the Member; and/or
 - (b) suspend the Member from membership for a specified period, or terminate the Member's membership; and/or
 - (c) order the complainant (if a member) or the Member complained against, to meet any of the Club's reasonable costs in dealing with a complaint.

13. Winding Up

13.1 Process

- (a) The Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The Secretary shall give Notice to all Members of the proposed motion to wind up the Club or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
- (c) Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by a seventy five percent (75%) majority of all Financial Members present and voting.

13.2 Surplus Assets

- (a) If the Club is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- (b) On the winding up or 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 Auckland Veteran & Vintage Car Club Inc.
- (c) However, on winding up by resolution under this rule, the Club may approve a different distribution to a different entity from that specified above, so long as the Club complies with these Rules in all other respects.

14. Alterations to the Rules

14.1 Amending these Rules

- (a) The Club may amend or replace these Rules at a General Meeting by a resolution passed by a seventy five percent (75%) majority of those Members present and voting.
- (b) Any proposed motion to amend or replace these Rules shall be given in writing or electronic form to the Secretary at least twenty (20) Clear Days before the General Meeting at which the motion is to be considered and accompanied by a written or electronic explanation of the reasons for the proposal.
- (c) At least seven (7) Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- (d) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

15. Other

15.1 Common Seal

- (a) The common seal of the Society must be kept in the custody of the Secretary.
- (b) The common seal may be affixed to any document:
 - (i) by resolution of the Committee and must be countersigned by President, Secretary and one other Committee Member.
 - (ii) by such other means as the Committee may resolve from time to time.

15.2 Bylaws

- (a) The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.