

MG Motorsport Register Auckland Incorporated

# Constitution

under the Incorporated Societies Act 2022

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This Constitution rescinds and replaces all previous rules and constitutions.

1. NAME

The name of the society is the "MG Motorsport Register Auckland Incorporated" (in this Constitution called "the Register").

2. OBJECTS

The objects for which the Register is established are:

- (a) To act as a car club for the use of the MG marque of motor vehicle in motorsport.
- (b) To preserve, foster and promote the MG marque of motor vehicle, its heritage, and its use in motorsport.
- (c) To foster, promote and support the amateur sport and pastime of motoring in all its branches and whether at a local, regional, national or international level.
- (d) To extend to owners and drivers of MG motor vehicles and their friends and families and all persons interested in MG motor vehicles and in motoring sport generally, the hospitality, privileges and conveniences enjoyed in connection with a club.
- (e) To assist owners of MG motor vehicles with the restoration, service, maintenance and preservation of their cars by means of information and technical data.
- (f) To hold, promote and encourage such meets, lectures, discussions and other social functions as the Register may from time to time determine.
- (g) To promote, organise and conduct amateur motorsport events including but not limited to:
  - Meetings
  - Competitions
  - Motorkhanas
  - Trials
  - Speed events
  - Hill climbs
  - Displays and shows
  - Concours
  - Races
  - Excursions
  - Reliability trials
  - Rallies
  - Autocrosses

with power to offer prizes and awards in respect of those and with power to determine who shall participate in such events, whether Register Members, or otherwise.

- (h) To foster road courtesy and safe driving.
- (i) To cooperate on an international level with the MG Car Club Ltd in the United Kingdom or its successors or assigns.
- (j) To be affiliated to Motorsport New Zealand Incorporated or its successors or assigns being the body or bodies having the primary role for national motorsport administration in New Zealand.
- (k) To be a fully incorporated branch of and cooperate fully with the Club, and to assist it to achieve its objects, particularly in respect of the MG Marque's competition heritage, and the promotion and fostering of motorsport.

### 3. POWERS

The Register shall have the full capacity and power to do all acts and things necessary for the furtherance of its objects or any of them and including (but without limitation) may exercise the following powers and ancillary objects:

- (a) To have headquarters, clubrooms and other facilities at such places as may from time to time be determined and may erect, maintain, improve, or alter any buildings, premises, land, works, as it may require.
- (b) To purchase, sell, exchange, take on lease or hire or otherwise deal with or acquire upon such terms as it may think fit, any real and personal property and any rights and privileges either necessary or convenient, for the purposes of the Register.
- (c) To borrow or raise money and, for the purposes of securing the repayment of that, may charge all or any of its real or personal property.
- (d) To invest and deal with the funds of the Register upon such securities or in such manner, and upon such terms and conditions as shall be reasonable and proper.
- (e) To join or affiliate with or become branches of other incorporated bodies.
- (f) To make grants and subsidies to deserving objects whose objectives are in line with the objects of the Register.
- (g) To subscribe for, purchase, take or acquire, shares, debentures or securities in, or promote, or become members of, any club, incorporated body or other corporation, or company or any body not incorporated, or any trust whose objectives are in line with those of the Register.
- (h) To take gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the Register.

- (i) To print, publish and distribute, whether by sale or otherwise, any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Register.
- (j) To enter into contracts, arrangements, undertakings or any other forms of agreement with any club, incorporated body or other corporation or company or any body not incorporated or any person or persons or any trust for any one or more of the objects of the Register.
- (k) To open and operate bank accounts with such banks and upon such terms as the Committee shall from time to time determine.

#### 4. MEMBERSHIP

##### 4.1. Eligibility

Register membership shall be open to:

- (a) Those natural persons who are current members of the Club and who intend to participate in motorsport, or persons who have otherwise satisfied the Committee of their interest in MG cars or who in the opinion of the Committee are otherwise suitable persons to be members of the Register.
- (b) Such other body or bodies corporate admitted to membership having objects not inconsistent with the objects of the Register and particularly object 2(b).

##### 4.2. Categories of Membership of Natural Persons

Subject to clause 4.3 there shall be the following categories of Members of natural persons:

- (a) "LIFE MEMBERS" shall be persons who have been elected by ordinary resolution at an Annual General Meeting to Life Membership on the recommendation of the Committee, such election to be made in respect of persons who have rendered a minimum of eight years of outstanding service. Life Members shall be entitled to all the rights and privileges of Ordinary Members including the right to vote and hold office. Life Members shall be exempt from all membership subscriptions.
- (b) "ORDINARY MEMBERS" shall be persons aged 18 years or over who subscribe to such membership upon such terms and subject to such criteria as the Committee may from time to time determine, who have been accepted under this Constitution as financial Members of the Register. Ordinary Members shall be entitled to vote and hold office.
- (c) "YOUTH MEMBERS" shall be persons under the age of 18 years who subscribe to such membership upon such terms and subject to such criteria as the Committee may from time to time determine, who have

been accepted under this Constitution as Youth Members of the Register. Youth Members shall not be entitled to vote or hold office.

- (d) "VISITOR MEMBERS" shall be persons who are Members of the Parent Club or an Affiliated Club who for the duration of their visit to the Register may be extended reciprocal hospitality at Register events. Visitor Members shall not be entitled to vote or hold office.
- (e) "PROVISIONAL MEMBERS" shall be persons who are enabled by provisions in the Motorsport New Zealand National Sporting Code or its appendices to take part in Register events without completing membership requirements. Provisional Members shall not be entitled to vote or hold office.
- (f) "HONORARY MEMBERS":
  - i. The Committee shall have the power to elect as Honorary Members any individuals they deem suitable for any period not exceeding one year.
  - ii. Honorary Members shall be entitled to all privileges of an Ordinary Member except both the right to hold office and the power to vote.

#### 4.3. Further Categories of Membership

The Members of the Register entitled to vote may by Ordinary Resolution resolve to create such further categories of membership whether of natural persons or body corporate either with or without the right to vote and (in the case of natural persons) hold office and otherwise on such terms as they feel is in the interest of the Register.

#### 4.4. Application for membership

- (a) Application for membership shall be made in such manner and upon such terms and conditions and subject to such criteria and at such subscriptions and costs as the Committee or the Register may from time to time determine.
- (b) Every applicant for membership must consent to becoming a Member. The completion of a membership application form in physical or electronic form and / or payment of Register subscriptions shall be deemed to be consent. The consent of every Member to become a Member shall be retained in the Register's membership records.
- (c) The Committee of the Register shall have an absolute jurisdiction to determine on not less than a three-fourths majority of the Committee whether an applicant for membership shall fulfil any criteria for membership of the Register and whether such applicant shall be admitted to membership. There shall be no right of appeal from, or review of, any decision to decline membership and the Committee shall not have to give any reasons for so declining an application for membership.

- (d) The Committee shall be under no obligation to consider any re-application for membership by an applicant who has had an application for membership previously declined.

#### 4.5. Resignation and Termination of Membership

Membership shall cease or terminate in the following circumstances:

- (a) Any Member may discontinue membership upon delivering to the registered office of the Register or by delivering to a Committee Member of the Register notice in writing of the resignation of that Member and on doing so such Member shall cease to be a Member.
- (b) In the case of any Member being over three months in arrears with a subscription or any other moneys due by such Member to the Register if the Committee shall resolve by a three-fourths majority to terminate such membership then such membership shall terminate upon such resolution being made and there shall be no right of appeal from or review of such resolution.
- (c) If the Committee shall resolve by a three-fourths majority that a Member's behaviour or conduct has been injurious to the welfare or character of the Register or is in breach of this Constitution or any regulations made under this Constitution then such membership shall terminate upon written notice of the making of such resolution being given to that Member, however such Member shall be entitled to invoke the Dispute Resolution process in respect of such termination within fifteen (15) working days of receiving such notice.
- (d) Termination of membership shall not relieve such Member from liability in respect of any moneys payable by such Member to the Register as at the date of such termination of membership.

### 5. MEETINGS OF REGISTER MEMBERS

#### 5.1. General Meetings

- (a) The expressions "Register Member" and "Register Members" where used in this clause 5 and its subclauses means all Register Members (other than Visitor or other temporary classes of membership) then noted as current Members in the Register of Members, whether or not entitled to vote, however only Register Members entitled to vote may vote at any such General Meeting.
- (b) The expression "General Meeting" includes Annual General Meetings and Special General Meetings.

#### 5.2. Notice of General Meeting

- (a) Written notice of the time and place of a General Meeting of Register Members must be served on every Register Member not less than ten (10) working days before the meeting.

- (b) The notice must state:
  - i. The nature of the business to be transacted at the meeting in sufficient detail to enable a Register Member to form a reasoned judgement in relation to it; and
  - ii. The text of any special resolution to be submitted to the meeting, and
  - iii. In the case of a notice of Annual General Meeting, such notice may include:
    - (a) a copy of the financial statements for the most recently completed accounting period of the Register, and
    - (b) the date for closing nominations for Committee and officers within the Committee, and
    - (c) shall invite nominations for such positions to be forwarded in writing to the Secretary to arrive not less than two (2) working days before the day appointed for the Annual General Meeting, and
    - (d) shall require that each such nomination be signed by the person nominated as indication that the nominee is willing to act in such capacity and shall require to be proposed and seconded by a Life Member or Ordinary Member and shall bear the signatures of the proposer and seconder.

### 5.3. Proceedings of General Meetings

Proceedings of General Meetings shall be held in accordance with the First Schedule of this Constitution.

### 5.4. Annual General Meetings

The Committee must call an Annual General Meeting of Register Members to be held:

- (a) once in each calendar year other than in the calendar year of the Register's incorporation; and
- (b) not later than six months after the balance date of the Register; and
- (c) not later than fifteen months after the previous Annual General Meeting or, in respect of its first Annual General Meeting, not later than eighteen months after the Register's date of incorporation.
- (d) Subject to the power to adjourn a meeting the Register must hold the Annual General Meeting on the date on which it is called to be held.

#### 5.5. Business to be conducted at an Annual General Meeting

Business to be conducted at an Annual General Meeting shall include (but shall not be limited to):

- (a) confirming the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopting the annual report on the operations and affairs of the Register;
- (c) receiving, considering and, if appropriate, approving of financial statements for the most recently completed accounting period of the Register;
- (d) the election of Committee Members and of officers within that Committee;
- (e) considering any motions of which prior notice has been given to Members with notice of the Meeting; and
- (f) considering any general business.

#### 5.6. Information that must be presented at Annual General Meeting

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

- (a) an annual report on the operation and affairs of the Register during the most recently completed accounting period;
- (b) the annual financial statements for that period; and
- (c) 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).

#### 5.7. Special General Meetings

A Special General Meeting of Register Members:

- (a) may be called at any time by the Committee or a person who is authorised by this Constitution to call the meeting; and
- (b) must be called by the Committee on the written request of Register Members holding not less than five percent (5%) of the voting rights entitled to be exercised on the issue.

#### 5.8. Resolution in lieu of Annual General or Special General Meetings

- (a) Subject to clause 5.8(b) a resolution in writing signed by Register Members who would be entitled to vote on that resolution at a meeting and who together hold not less than seventy-five percent (75%) of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those Register Members.

- (b) Within five (5) working days of a resolution being passed under this clause the Register must send a copy of the resolution to every Register Member who was entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved.

## 6. PROPOSALS OF REGISTER MEMBERS ENTITLED TO VOTE

- (a) A Register Member entitled to vote may give written notice to the Committee of a matter the Register Member proposes to raise for discussion or resolution at the next General Meeting of Register Members.
- (b) The proposing Register Member shall have the right to include in, or with, the notice given to the Committee, a statement of not more than 1000 words prepared by the proposing Register Member in support of the proposal.
- (c) If the notice is received by the Committee not less than twenty (20) working days before the last day on which notice of the relevant meeting of Register Members is required to be given by the Committee, the Committee must, at the expense of the Register, give notice of the Register Member's proposal, and the text of any statement and/or proposed resolution, to all Register Members entitled to vote.
- (d) If the notice is received by the Committee less than twenty (20) but not less than ten (10) working days before the last day on which notice of the relevant meeting of Register Members is required to be given by the Committee, the Committee must, at the expense of the Register Member, subject to subclauses 6(f) and 6(g), give notice of the Register Member's proposal, and the text of any statement and/or proposed resolution, to all Register Members entitled to vote.
- (e) If the notice is received by the Committee less than ten (10) working days before the last day on which notice of the relevant meeting of Register Members is required to be given by the Committee, the Committee may, if practicable, and at the expense of the Register Member, subject to subclauses 6(f) and 6(g), give notice of the Register Member's proposal, and the text of any statement and/or proposed resolution, to all Register Members entitled to vote.
- (f) The Committee is not required to include in, or with, the notice given by the Committee, a statement prepared by a Register Member which the Committee Members consider to be defamatory, frivolous, or vexatious.
- (g) Where the costs of giving notice of the Register Member's proposal, and the text of any proposed resolution and/or statement, are required to be met by the proposing Register Member, the proposing Register Member must, on giving notice of the Register Member's proposal to the Committee, deposit with the Register or tender to the Register a sum sufficient to meet those costs failing which the Committee shall not be required to give any notice to Register Members under this clause.

## 7. MANAGEMENT OF THE REGISTER

### 7.1. Committee

The affairs of the Register shall be managed by a committee consisting of:

- (a) The President of the Club
- (b) The Vice President of the Club
- (c) The Club Captain of the Club
- (d) The Treasurer of the Club
- (e) The Secretary of the Club
- (f) The other duly elected or co-opted members of the Club committee in accordance with the rules of the Club.

("Committee Members") who shall each hold office in the Register in the same capacities as they hold office in the Club.

### 7.2. Term

- (a) A Committee Member holds office until his or her retirement, disqualification, resignation or removal in accordance with this Constitution.
- (b) A Committee Member shall be deemed to have retired at once upon the commencement of elections of Committee Members at any Annual General Meeting. Nothing in this Constitution prevents a Committee Member from being re-elected to the Committee at such meeting for a further term.

### 7.3. Qualifications of Officers

Every Committee Member and other Officers must be a natural person who:

- (a) has consented in writing to be a Committee Member or other Officer of the Register, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Committee Member or other Officer of the Register.

### 7.4. Disqualification/Removal

- (a) A person will be disqualified from holding the office of a Committee Member or other Officer if he or she:
  - i. is under 18 years of age;
  - ii. is an undischarged bankrupt;

- iii. 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. is disqualified from being a Member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- v. 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 aa to cc;
  - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- vi. 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;
- vii. is subject to an order that is substantially similar to an order referred to in paragraph 7.4(a)vi 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.

#### 7.5. Ceasing to hold office

- (a) A Committee Member or other 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.

- (b) Each Committee Member or other Officer shall within five (5) working days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Register held by such former Committee Member or other Officer.

#### 7.6. Notice of Appointment/Removal

A notice of appointment or removal of a Committee Member or other Officer as provided in this Constitution takes effect upon service of it on the affected party unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the party giving the notice.

### 8. PROCEEDINGS OF THE COMMITTEE

Proceedings of meetings of Committee Members shall be held in accordance with the Second Schedule to this Constitution.

### 9. POWERS AND DUTIES OF THE COMMITTEE

#### 9.1. Powers of the Committee

- (a) The business and affairs and the exercise of the powers of the Register and the carrying out of the objects of the Register shall be managed by or under the direction or supervision of the Committee who shall also have responsibility for the control and investment of the funds and all property of the Register.
- (b) The Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management, business and affairs of the Register except to the extent that this Constitution or the Act expressly require those powers to be exercised by the Register Members or any other person.

#### 9.2. Method of contracting

A contract or other enforceable obligation may be entered into by a Register as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Register in writing signed under the name of the Register by:
  - i. 2 or more officers of the Register; or
  - ii. A Committee Member or other Officer, whose signature or signatures must be witnessed; or
  - iii. 1 or more attorneys appointed by the Register under section 124 of the Act.

- (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Register in writing by a person acting under the Register's express or implied authority;
- (c) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Register in writing or orally by a person acting under the Register's express or implied authority.

### 9.3. Treasurer

- (a) It shall be the duty of the Treasurer to assist the Committee in the implementation of its responsibilities contained in this Constitution by:
  - i. receiving all monies due to the Register
  - ii. paying all amounts payable on behalf of the Register,
  - iii. keeping a full and correct account of all receipts and payments,
  - iv. producing a statement of accounts at each meeting and
  - v. reporting generally upon the finances of the Register to the Committee,
  - vi. arranging for the production to each Annual General Meeting of the financial statements for the year; and
  - vii. paying all monies received as soon as practicable and without deduction to the credit of the Register's bank accounts; and
  - viii. carrying out any other functions delegated to the Treasurer by the Committee.
- (b) The Treasurer shall not pay any amount exceeding such limit figure as the Committee may from time to time determine without its having been previously passed for payment by the Committee.
- (c) Withdrawals from bank accounts shall be made in such manner as the Committee shall from time to time determine.
- (d) The Treasurer shall have the power to invest excess Register funds, in the Register's name into fixed deposit accounts not exceeding one year at any of the major trading banks without the need to refer to the Committee.

### 9.4. Secretary

- (a) It shall be the duty of the Secretary to assist the Committee in the implementation of its responsibilities contained in this Constitution by:
  - i. arranging, organising and keeping the Register of Members,

- ii. arranging, organising and keeping records of General and Special meetings and Committee meetings, and
  - iii. generally attending to correspondence, communications and notices where another person is not responsible for such correspondence; and
  - iv. carrying out any other functions delegated to the Secretary by the Committee.
- (b) The Secretary may delegate the function of arranging, organising and keeping the Register of Members.

#### 9.5. Management Rules

The Committee may make such management rules for regulating the affairs of the Register as it sees fit, which shall be binding on all Members, and may, from time to time, revoke, alter or replace any such rules. In particular, the Committee may make such management rules in regard to, but not limited to, all or any of the following matters:

- (a) Conditions of admission to and retirement from membership of the Register and as to the rights and privileges (so far as not provided for by this Constitution) which shall be accorded to Members of the Register and as to the particulars to be supplied by candidates for membership.
- (b) As to the badges and insignia to be issued to members.
- (c) As to the organisation, management and conduct of events arranged by the Register.
- (d) As to the persons to be nominated for election at a meeting of the Register Members as Life Members.
- (e) As to the amount of the entrance fees and annual subscription which may from time to time be changed.
- (f) As to arrangements for reciprocal concessions or other matters with other Clubs or Associations.
- (g) As to any other matter relating to the operation of the Register not already provided for by this Constitution, provided always that no management rules shall be inconsistent with, or shall affect or repeal, anything contained in this Constitution.

#### 9.6. Sub-Committee and Officer Appointments

- (a) The Committee may appoint sub-Committees to handle any matters it deems fit;
- (b) A sub-Committee shall be required to appoint a Chairperson who shall report the sub-Committee's proceedings to the Register's Committee;

- (c) The members of a sub-Committee shall be selected from the Members of the Register. Such Members will be selected at the absolute discretion of the Register's Committee;
- (d) Any sub-Committee will be automatically terminated at the date of the Annual General Meeting.
- (e) The Committee may appoint persons from Register Members to fulfil such Officer functions as the Committee shall see fit.
- (f) A sub-Committee or Officer appointment can be terminated at any time by the Register's Committee for whatever reason.

#### 9.7. Duties

At all times each Committee Member, sub-Committee Member and Officers:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Register;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Register acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as a Committee Member, sub-Committee Member, or 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:
  - i. the nature of the Register;
  - ii. the nature of the decision; and
  - iii. the position of the Committee Member, sub-Committee Member, or Officer, and the nature of the responsibilities undertaken by him or her;
- (e) must not agree to the activities of the Register being carried on in a manner likely to create a substantial risk of serious loss to the Register or to the Register's creditors, or cause or allow the activities of the Register to be carried on in a manner likely to create a substantial risk of serious loss to the Register or to the Register's creditors; and
- (f) must not agree to the Register incurring an obligation unless he or she believes at that time on reasonable grounds that the Register will be able to perform the obligation when it is required to do so.

#### 9.8. Reimbursements

Committee Members, sub-Committee Members and Officers, shall be entitled to be paid reasonable travelling, accommodation, and any other out of pocket

expenses, incurred in any manner whenever engaged on the business or affairs of the Register.

#### 9.9. Conflicts of interest

Any Committee Member, sub-Committee Member, or Officer, who is an Interested Member in respect of any matter being considered by the Register, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Committee, and
- (b) in an Interests Register kept by the Committee.

#### 9.10. Disclosure

Disclosure must be made as soon as practicable after the Committee Member, sub-Committee Member or Officer, becomes aware that they are interested in the matter.

#### 9.11. Interested Members

A Committee Member, sub-Committee Member or Officer, who is an Interested Member regarding a matter:

- (a) must not vote or take part in the decision of the Committee and/or a sub-Committee relating to the matter unless all members of the Committee who are not interested in the matter consent; and
- (b) 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
- (c) 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); and
- (d) may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

### 10. FINANCES

#### 10.1. Control and management

The funds and property of the Register shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution, and
- (b) devoted solely to the promotion of the purposes of the Register.

## 10.2. Bank accounts

The Committee shall maintain bank accounts in the name of the Register.

## 10.3. Accounting records

- (a) The Committee must ensure that there are kept at all times accounting records that:
- i. correctly record the transactions of the Register; and
  - ii. allow the Register to produce financial statements that comply with the requirements of the Act; and
  - iii. would enable the financial statements to be readily and properly audited if required under any legislation.
- (b) Unless otherwise required by legislation this Constitution does not require that such financial statements be audited.

## 10.4. System of control of accounting records

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

## 10.5. Accounting records

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 Register.

## 10.6. Balance date

The Register's financial year shall commence on 1st June of each year and end on 31st May (the latter date being the Register's balance date).

## 11. INDEMNITIES OR INSURANCE

In this clause:-

**"effect insurance"** includes to pay, whether directly or indirectly, the costs of the insurance

**"employee"** includes a former employee

**"indemnify"** includes relieve, exempt, or excuse from liability, whether before or after the liability arises

**"Member"** includes a former Member

**"Officer"** means a past or present: Committee Member, sub-Committee Member, Treasurer, Secretary and any other Officer.

### 11.1. Indemnity or insurance

For the purposes of section 98 of the Act, the Register is expressly authorised by this Constitution to indemnify an Officer under section 96 of the Act, or effect insurance for an Officer under section 97 of the Act, for

- (a) liability (other than criminal liability) for a failure to comply with—
  - i. a duty under sections 54 to 61 (Officers' duties); or
  - ii. any other duty imposed on the Officer in their capacity as an Officer.
- (b) costs incurred by the Officer for any claim or proceeding relating to that liability.
- (c) The Register may as provided in section 96 of the Act indemnify an Officer, a Member, or an employee of the Register for—
  - i. liability to any person other than the Register for any act or omission in their capacity as an Officer, a Member, or an employee of that Register (not being a liability specified in subsection (2)); or
  - ii. costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability.
- (d) The liability specified in this subsection is—
  - i. criminal liability; or
  - ii. a liability that arises out of a failure to act in good faith and in what the Officer, Member, or employee believes to be the best interests of the Register when acting in their capacity as an Officer, a Member, or an employee of the Register.
- (e) The Register may indemnify an Officer, a Member, or an employee of the Register for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in section 94(1)(a) of the Act if:
  - i. judgment is given in their favour or if they are acquitted; or
  - ii. the proceeding is discontinued.
- (f) The Register may, with the prior approval of the Committee, as provided in section 97 of the Act effect insurance for an Officer, a Member, or an employee of the Register in respect of:
  - i. liability (other than criminal liability) of a kind referred to in section 94 of the Act; or

- ii. costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
- iii. costs incurred by the Officer, Member, or employee in defending any criminal proceedings:
  - a. that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, a Member, or an employee; and
  - b. in which they are acquitted.
- (g) The Officers of the Register who vote in favour of authorising the insurance under subsection (a) of this clause must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Register.
- (h) The Officer, Member, or employee who is insured is personally liable to the Register for the cost of effecting insurance if:
  - i. subsection 11.1(g) of this clause or section 98 of the Act has not been complied with in effecting the insurance; or
  - ii. reasonable grounds did not exist for the opinion set out in the certificate given under subsection 11.1(g) of this clause.
- (i) However, subsection 11.1(h) of this clause does not apply to the extent that the insurance was fair to the Register at the time the insurance was effected.

## 12. REGISTERED OFFICE AND CONTACT PERSON(S)

### 12.1. Registered office

- (a) The registered office of the Register shall be at such place in New Zealand as the Committee from time to time determines and notifies to the Registrar.
- (b) Changes to the registered office of the Register shall be notified to the Registrar:
  - i. at least five (5) working days before the change of address for the registered office is due to take effect, and
  - ii. in a form and as required by the Act.

### 12.2. Contact person(s)

- (a) The Register shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- (b) The Register's contact person must be:

- i. At least 18 years of age;
- ii. Ordinarily resident in New Zealand; and
- iii. appointed by the Committee or elected by the Members at a General Meeting.

#### 12.3. Notice of change of contact person(s)

Each contact person's name must be provided to the Registrar, along with their contact details, including:

- (a) a physical address or an electronic address; and
- (b) a telephone number.

#### 12.4. Timing of notice

Any change in that contact person or that person's name or contact details shall be advised to the Registrar within twenty (20) working days of that change occurring, or the Register becoming aware of the change.

### 13. NOTICES

The following apply to all notices between the parties relevant to this Constitution, whether authorised by this Constitution or by the general law:

#### 13.1. Manner of Service

- (a) All notices must be served in writing.
- (b) All notices must be served on the party by one of the following means:
  - i. By personal delivery; or
  - ii. By posting by ordinary mail; or
  - iii. By facsimile; or
  - iv. By email or
  - v. As otherwise provided in clause 13.1(d).
- (c) A notice published in a newsletter, notification or magazine issued by the Register, posted or emailed or otherwise sent to Register Members, shall be deemed to have been served on all those Register Members who have given that address as their last known postal or email or other address to the Register.
- (d) In accordance with section 20(1) of the Electronic Transactions Act 2002, any notice or document that must be given in writing by one party to the other party may be given in electronic form and by means of electronic communication, subject to the rules regarding service set out above.

## 13.2. Time of Service

A notice is deemed to have been served:

- (a) In the case of personal delivery,
  - i. when handed to the person; or
  - ii. if the person refuses to accept the document, when it is brought to the attention of, and left in a place accessible to, that person;
- (b) In the case of posting, on the fifth (5th) working day following the date of posting to the last postal address advised in writing by the person;
- (c) In the case of facsimile transmission, the first (1st) working day following when it was sent to the facsimile number notified in writing by the person;
- (d) In the case of email, the first (1st) working day when it was sent to the email address notified in writing by the party, except where a non-delivery advice email generated automatically is received by the sender;
- (e) As otherwise permitted in terms of clause 13.1(d).
- (f) Any period of notice required to be given under this Constitution shall be computed by excluding the day of service.

## 13.3. Proof of Service

- (a) In proving service, it shall be sufficient to prove that the notice was properly addressed and sent in the manner required by this Constitution for service of that form of communication.
- (b) A notice is not to be treated as having been given to a person if the person proves that, through no fault on their part, the notice was not received within the time specified or at all.

## 14. RECORDS

### 14.1. Register of Members

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

### 14.2. Information contained in the Register of Members

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

- (a) Their name;
- (b) 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");
- (c) Their contact details, including:

- i. physical address or an electronic address;
- ii. telephone number;
- iii. postal address;
- iv. email address (if any);
- v. occupation (if provided);
- vi. whether the Member is financial or nonfinancial;
- vii. the Member's category of membership; and
- viii. the Member's consent to being a Member.

(d) details of MG cars they own including model; year; engine size; transmission; registration plate;

(e) such other information as may be determined from time to time by the Committee.

#### 14.3. Change of contact details

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

#### 14.4. Former Members of the Register

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

- (a) The former Member's name; and
- (b) The date the former Member ceased to be a Member.

#### 14.5. Interests Register

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

#### 14.6. Access to information for Members

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

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or

- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Register (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

#### 14.7. Refusal to provide information for Members

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

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Register or of any of its Members; or
- (c) 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 Register; or
- (d) the information is not relevant to the operation or affairs of the Register; or
- (e) withholding the information is necessary to maintain legal professional privilege; or
- (f) the disclosure of the information would, or would be likely to, breach an enactment; or
- (g) the burden to the Register 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
- (h) the request for the information is frivolous or vexatious; or
- (i) 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.

#### 14.8. Charges for information

If the Register 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) working days after receiving notification of the charge, the Member informs the Register:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

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

## 15. DISPUTE RESOLUTION

Disputes shall be resolved in accordance with the Third Schedule of this Constitution.

## 16. FINANCIAL GAIN AND MATERIAL INFLUENCE

### 16.1. Financial Gain

- (a) The Register must not be carried on for the financial gain of any of its Members, except that:
- (b) Members may be reimbursed for expenses properly incurred in connection with the affairs of the Register;
- (c) the Register may pay reasonable and proper remuneration to any Officer or servant or employee of the Register in return for services rendered to the Register.

### 16.2. Material Influence

No Member of the Register or any person associated with a Member shall participate in or materially influence any decision made by the Register in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 17. APPROVAL OF INLAND REVENUE

- (a) No addition to or alteration of the non-profit aims, payments to Members clause or the winding-up clause shall be approved without the approval of Inland Revenue.
- (b) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 18. AMENDING THIS CONSTITUTION

- (a) All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members of the Register entitled to vote as required by section 31 of the Act.
- (b) The Register may amend or replace this Constitution:

- i. at a General Meeting by a resolution passed by a seventy-five (75) % majority of those Members of the Register entitled to vote who are present and voting; or
  - ii. by a special resolution passed in lieu of a meeting but only if authorised by a seventy-five (75) % majority of Members who are recorded as current members entitled to vote in the Register of Members; and, in either case,
  - iii. that special resolution then being confirmed as approved by an ordinary resolution at a meeting of Club Members entitled to vote.
- (c) Any proposed resolution to amend or replace this Constitution shall be signed by at least ten (10) % of eligible Members of the Register entitled to vote and given in writing to the Committee at least twenty (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.
  - (d) At least twenty (20) working days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members of the Register entitled to vote notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
  - (e) 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.

## 19. LIQUIDATION AND REMOVAL FROM THE REGISTER

### 19.1. Resolving to put Register into liquidation

- (a) The Register may be liquidated in accordance with the provisions of Part 5 of the Act.
- (b) The Committee shall give thirty (30) working days' written Notice to all Members entitled to vote of the proposed resolution to put the Register into liquidation.
- (c) The Committee shall also give written Notice to all Members entitled to vote 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.
- (d) Any resolution to put the Register into liquidation must be passed by a two-thirds majority of all Members entitled to vote present and voting.

### 19.2. Resolving to apply for removal from the register

- (a) The Register may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

- (b) The Committee shall give thirty (30) working days' written Notice to all Members entitled to vote of the proposed resolution to remove the Register from the Register of Incorporated Societies.
- (c) The Committee shall also give written Notice to all Members entitled to vote 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.
- (d) Any resolution to remove the Register from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members entitled to vote present and voting.

### 19.3. Surplus assets

- (a) If the Register is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- (b) On the liquidation or removal from the Register of Incorporated Societies of the Register, its surplus assets: after payment of all debts, costs and liabilities, shall be vested in the Club.

## 20. DEFINITIONS AND INTERPRETATION

### 20.1. Definitions

In this Constitution the following words and expressions have the meanings given to them in this clause:

**"Act"** means the Incorporated Societies Act 2022 or any Act in substitution or amendment of the same.

**"Annual General Meeting"** means a meeting of Register Members held under clause 5.4.

**"Committee"** means the Committee Members numbering not less than the required quorum acting as the Committee of Committee Members of the Register and where one Committee Member is a quorum it means that Committee Member so acting alone.

**"Club"** means the legal entity known as the MG Car Club Auckland Centre Incorporated or its successors and assigns.

**"Constitution"** means this Constitution of the Register and all amendments to it from time to time.

**"Committee Member"** means a person appointed and continuing in office for the time being, in accordance with this Constitution, as a Committee Member of the Register.

**"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.

**"Officer"** means a natural person who is:

- (a) a Member of the Committee; or
- (b) occupying a position in the Register that allows them to exercise significant influence over the management or administration of the Register, including but not limited to any Secretary or Treasurer.

**"ordinary resolution"** means a resolution of Register Members approved by a simple majority of the votes of those Register Members entitled to vote and voting on the question.

**"Parent Club"** means the MG Car Club Ltd in the United Kingdom or its successors or assigns.

**"place of meeting"** means at one or more venues by persons entitled to attend present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each such person a reasonable opportunity to participate

**"present"** for the purposes of meetings includes in person and/or using any real-time audio, audio and visual, or electronic communication.

**"Register"** means the legal entity created under the Act to which this Constitution relates.

**"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 appointed in accordance with section 240 of the Act.

**"Special General Meeting"** means a meeting of Register Members held under clause 5.7.

**"special resolution"** means a resolution of Register Members approved by a majority of seventy-five percent (75%) or more of the votes of those Register Members entitled to vote and voting on the question.

**"working day"** means any day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Matariki Day, Labour Day, New Zealand's anniversary day, Waitangi Day and the provincial anniversary day as observed at the place of affected persons; and
- (b) a day in the period commencing on the 24th day of December in any year and ending on the 10th day of January in the following year, both days inclusive.

**“writing”** a requirement in this Constitution or in law that information be in writing is met by information that is in electronic form if the information is readily accessible so as to be usable for subsequent reference.

## 20.2. Interpretation

A working day shall be deemed to commence at 9.00am and to terminate at 5.00pm. Any act done by a party after 5pm on a working day, or on a day which is not a working day, shall be deemed to have been done at 9.00am on the next succeeding working day.

- (a) Words importing the singular number only, also include the plural number and vice versa
- (b) Where not inconsistent with this Constitution a reference to a person includes any firm, Register or other body corporate
- (c) Subject to the above, expressions contained in this Constitution bear the same meaning as in the Act, at the date on which this Constitution becomes binding on the Register.
- (d) A reference to a clause means a clause of this Constitution.
- (e) The clause headings are included for the purposes of convenience and do not affect the construction of this Constitution.

Dated 30 September 2025



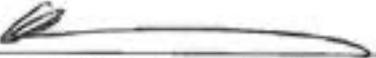
**(Paul Walbran)**

**President of the MG  
Motorsport Register  
Auckland Incorporated**



**(Saatyesh Bhana)**

**Vice President of the MG  
Motorsport Register  
Auckland Incorporated**



**(Philip Dreadon)**

**Committee Member of the MG  
Motorsport Register  
Auckland Incorporated**

## **FIRST SCHEDULE**

**Proceedings at General Meetings shall be held as follows:**

### **1. CHAIRPERSON**

- (a) The President of the Register shall be the Chairperson of the meeting. In the case of an Election of Committee the Chairperson of the election shall be the person who held the office of President immediately prior to the commencement of the election process.
- (b) If the President is not present within 15 minutes of the time appointed for the commencement of the meeting or shall be unable or unwilling to chair the meeting, the Committee Members present may choose one of their number to be Chairperson of the meeting.
- (c) An irregularity in a notice of meeting is waived if all the Register Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Register Members agree to the waiver.
- (d) The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by a Register Member, does not invalidate the proceedings at the meeting.
- (e) If a meeting of Register Members is adjourned for less than twenty (20) working days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

### **2. METHODS OF HOLDING MEETINGS**

A meeting of Register Members may be held

- (a) By a number of Register Members entitled to vote, who constitute a quorum being assembled together at the place, date, and time appointed for the meeting, or
- (b) By means of audio, or audio and visual, communication by which a number of Register Members entitled to vote participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- (c) A combination of both.

### **3. QUORUM**

- (a) Subject to subclause 3(c) of this Schedule, no business may be transacted at a meeting of Register Members entitled to vote if a quorum is not present.
- (b) A quorum for a meeting of Register Members is present if such Register Members or their proxies are present who are between them able to exercise not less than ten (10) percent of the votes entitled to be cast on the business to be transacted by the meeting.

- (c) If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Committee Members may appoint, and, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time for the meeting, the Register Members or their proxies present are a quorum.

#### 4. VOTING

- (a) Unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the Chairperson of the meeting:
  - i. Voting by voice; or
  - ii. Voting by show of hands (which in the case of attendance via real-time audio, audio and visual, or electronic communication includes an electronic indication of vote).
  - iii. A declaration by the Chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with subclause 4(b) of this clause.
- (b) At a meeting of Register Members, a poll may be demanded by a Register Member present having the right to vote.
- (c) A poll may be demanded either before or after the vote is taken on a resolution.
- (d) If a poll is taken, votes must be counted according to the votes attached to the Register Members present or by proxy and voting.
- (e) A poll shall be conducted by way of secret vote and otherwise in accordance with such procedures as the Chairperson shall at the time of the meeting determine in the interests of achieving a fair process.
- (f) For the purposes of this clause, the instrument appointing a proxy to vote at a meeting of the Register confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Register Member has the same effect as a demand by the Register Member.
- (g) Each Body Corporate Member entitled to vote has three (3) votes and each individual Member entitled to vote has one (1) vote. The Chairperson of a Register Members' meeting is not entitled to a casting vote.
- (h) Unless otherwise specified in this Constitution, or required by law, a resolution shall be carried by way of ordinary resolution.

#### 5. PROXIES AND REPRESENTATIVES

- (a) A Register Member entitled to vote may exercise the right to vote either by being present or by proxy.
- (b) A proxy for a Register Member is entitled to attend and be heard and vote at a meeting of Register Members as if the proxy were the Register Member.

- (c) A person appointed as proxy must be a Member entitled to vote and must be appointed by notice in writing signed by the Register Member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.
- (d) No proxy is effective in relation to a meeting unless a copy of the notice of appointment is deposited or a legible facsimile copy received by the President or Secretary not less than one hour before the start of the meeting.
- (e) An instrument appointing a proxy may be in the following form or any other form which the Committee Members shall approve:

"I .....of ..... being a Member of ..... now appoint ..... or failing him/her ..... as my proxy to vote for me and on my behalf at the (Annual/Special) General Meeting of the Register to be held on the ..... day of ..... and at any adjournment of that and/or for a period of ..... months from the date of this and for me and on my behalf to sign the entry in the Minute Book of the Register of any resolution or resolutions passed at such meeting or by such entry.

Signed this ..... day ..... of ..... 20.....

Witness: ..... Signed: .....

6. POSTAL VOTES

A Register Member may not exercise the right to vote by casting a postal vote.

7. MINUTES

- (a) The Committee must ensure that Minutes are kept of all proceedings at meetings of Register Members.
- (b) Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

8. CORPORATIONS MAY ACT BY REPRESENTATIVES

A body corporate which is a Register Member entitled to vote may appoint a representative to attend a meeting of Register Members on its behalf in the same manner as that in which it could appoint a proxy.

9. LOSS OF VOTING RIGHT IF SUMS UNPAID

If a sum due to the Register is unpaid by a Register Member, that Register Member may not vote at a Register Members' meeting other than a meeting of an interest group.

10. OTHER PROCEEDINGS

Except as otherwise provided in this Constitution a meeting of Register Members may regulate its own procedure.

## 11. ADJOURNMENTS

The Chairperson of a meeting of Register Members may, at the request of those Register Members present in person or by proxy who are between them able to exercise a majority of the votes able to be cast at the meeting, adjourn the meeting.

- (a) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting of Register Members is adjourned for less than twenty (20) working days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned. In any other case, notice of the adjourned meeting shall be given in accordance with the Notice of Meeting provisions.

## 12. ELECTION OF COMMITTEE

- (a) Procedure where election not contested

If:

- i. only 1 eligible candidate is nominated for a position on the Committee; or
- ii. any eligible candidate who has been nominated duly withdraws his or her nomination and there remains only 1 eligible candidate,
- iii. that eligible candidate shall be declared to be duly elected.

- (b) Poll to be taken where election contested

Where there is more than one eligible candidate for a position on the Committee, a poll shall be taken by secret ballot at the meeting to elect the person for that position.

- (c) Form of Ballot Paper

The ballot papers to be used at any election shall be in the form (including electronic) determined by the Chairperson of the meeting.

- (d) Method of voting

Each Member entitled to vote at the meeting under this Constitution (whether personally or as proxy) shall be entitled to receive a ballot paper and shall immediately secretly vote:

- i. in the case of a physical ballot paper
  - aa. by marking the ballot paper in the manner required to indicate the name of the person for which the voter wishes to vote; and
  - bb. shall fold the ballot paper so that the contents cannot be seen, and shall then deposit it so folded in the ballot box, and

- ii. in the case of an electronic ballot paper
  - aa. by electronically marking the ballot paper in the manner required to indicate the name of the person for which the voter wishes to vote
  - bb. by releasing the electronic ballot paper into the electronic ballot box.
- (e) Preliminary count of votes cast in polling place
  - i. The person appointed by the Chairperson as Returning Officer for the poll (who shall not be a Candidate in the election), shall as soon as practicable after the close of the poll, in the presence of a person appointed by the Chairperson as scrutineer (who shall not be a Candidate), arrange for a count of the votes to be conducted.
  - ii. For the purposes of the count, all ballot papers must be taken from the ballot box to ascertain the number of votes received by each candidate.
  - iii. For the purposes of subsection (ii), votes must be set aside as informal which do not clearly indicate the candidate for whom the voter desired to vote.
  - iv. The candidate polling the highest number of votes for a position shall be declared duly elected to that position.
  - v. As soon as possible after ascertaining a result of the voting, the Returning Officer must ensure that the result is reported to the Chairperson of the meeting who shall declare the result to the meeting.
- (f) Application to for recount

Any candidate may, within 10 minutes of the declaration of the result to the meeting, apply orally or in writing to the Chairperson of the meeting for the conduct of a recount of the votes and the Chairperson shall immediately cause a recount of the votes to be commenced which shall be conducted in accordance with the process for the original vote outlined above.
- (g) Disposal of ballot papers,

As soon as practicable after completion of the election the Returning Officer must destroy or cause to be destroyed or delete all used and unused ballot papers.

## **SECOND SCHEDULE**

**Proceedings of Committee Meetings shall be held as follows:**

### **1. CHAIRPERSON**

- (a) The President of the Register shall be the Chairperson of Committee meetings.
- (b) If the President is not present within 10 minutes of the time appointed for the commencement of the meeting or shall be unable or unwilling to chair the meeting, the Committee Members present may choose one of their number to be Chairperson of the meeting.

### **2. NOTICE OF MEETING**

- (a) A Committee Member or, if requested by a Committee Member so to do, an Officer or employee of the Register, may convene a meeting of the Committee by giving notice in accordance with this clause.
- (b) Not less than two (2) working days' notice of a meeting of the Committee must be sent to every Committee Member, and the notice must include the date, time, and place of the meeting and the matters to be discussed.
- (c) An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Committee Members entitled to receive notice of the meeting agree to the waiver.

### **3. METHODS OF HOLDING MEETINGS**

A meeting of the Committee may be held either:

- (a) By a number of the Committee Members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or;
- (b) By means of audio, or audio and visual, communication by which all Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- (c) A combination of both.

### **4. QUORUM**

- (a) A quorum for a meeting of the Committee is a majority of the Committee Members.
- (b) No business may be transacted at a meeting of Committee Members if a quorum is not present.

### **5. QUORUM WHERE THERE IS AN INTERESTED MEMBER**

- (a) A Committee Member 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.

- (b) Where fifty (50) % 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 Committee Members agree otherwise.
- (c) Where fifty (50) % 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.

## 6. VOTING

- (a) Every Committee Member (other than and Interested Member) has one vote.
- (b) The Chairperson has a casting vote in the case of an equality of votes.
- (c) A resolution of the Committee is passed if it is agreed to by all Committee Members present who are entitled to vote without dissent or if a majority of the votes cast on it are in favour of it or in cases where this Constitution requires a three-fourths majority then if a three-fourths majority of the votes are cast in favour of it.
- (d) A Committee Member present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless he or she expressly dissents from or votes against the resolution at the meeting or is an Interested Member.

## 7. MINUTES

The Committee must ensure that Minutes are kept of all proceedings at meetings of the Committee.

## 8. UNANIMOUS RESOLUTION IN LIEU OF MEETING

- (a) A resolution in writing, signed or assented to by all Committee Members then entitled to receive notice of a Committee meeting, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.
- (b) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Committee Members.
- (c) A copy of any such resolution must be entered in the minute book of Committee proceedings.

## 9. OTHER PROCEEDINGS OF THE COMMITTEE AND PROCEEDINGS OF SUB-COMMITTEES

- (a) Except as provided in this Constitution, the Committee may otherwise regulate its own procedure.
- (b) The Committee may stipulate the procedures of sub-Committee meetings but in the absence of this sub-Committee meetings shall be conducted generally in accordance with this Schedule adapted as required to suit the particular circumstances.

10. ABSENCE OF COMMITTEE MEMBER

- (a) It is not necessary to give notice of a meeting of the Committee to any Committee Member for the time being temporarily absent from New Zealand.
- (b) Committee Member Proxies and representatives
  - i. A Committee Member unable to attend a specified Committee meeting may appoint another Committee Member to act as his or her proxy at such meeting.
  - ii. A proxy for a Committee Member is entitled to attend and be heard and vote at a Committee meeting as if the proxy were the Committee Member.
  - iii. Nothing in this Constitution shall prevent the person appointed as proxy from exercising his or her vote as Committee Member in addition to the vote of the person for whom he or she is acting as proxy.
  - iv. A proxy must be appointed by notice in writing signed by the Committee Member and the notice must state which particular meeting the appointment is for.
  - v. No proxy is effective in relation to a meeting unless a copy of the notice of appointment is deposited or a legible facsimile copy received by the President, Vice-President or Secretary not less than one hour before the start of the meeting.
  - vi. An instrument appointing a proxy may be in the following form or any other form which the Committee Members shall approve:

"I ..... of ..... being a Committee Member of the MG Motorsport Register Auckland Incorporated now appoint..... or failing him/her ..... as my proxy to vote for me and on my behalf at the meeting of the Committee to be held on the..... day of ..... 20... and at any adjournment of that and on my behalf to sign the entry in the Minute Book of the Committee of any resolution or resolutions passed at such meeting or by such entry.

Signed this ..... day of..... 20.....

Signed: \_\_\_\_\_

## **THIRD SCHEDULE**

### **Dispute Resolution**

#### **1. MEANINGS OF DISPUTE AND COMPLAINT**

- (a) A dispute is a disagreement or conflict involving the Register and/or its Members in relation to any of the types of allegations set out below.
- (b) The dispute may be between any of the following persons:
  - i. 2 or more Members;
  - ii. 1 or more Members and the Register;
  - iii. 1 or more Members and 1 or more Committee Members;
  - iv. 2 or more Committee Members;
  - v. 1 or more Committee Members and the Register;
  - vi. 1 or more Members or Committee Members and the Register.
- (c) The dispute may relate to any of the following allegations:
  - i. a Member or a Committee Member has engaged in misconduct;
  - ii. a Member or a Committee Member has breached, or is likely to breach, a duty under the Register's Constitution, its bylaws or the Act;
  - iii. the Register has breached, or is likely to breach, a duty under the Register's Constitution, its bylaws or the Act; or
  - iv. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

#### **2. MEMBERS OR COMMITTEE MEMBERS MAY MAKE A COMPLAINT**

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

- (a) states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with the Register's Constitution; and
- (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (c) sets out any other information or allegations reasonably required by the Register.

#### **3. REGISTER MAY MAKE A COMPLAINT**

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

- (a) states that the Register is starting a procedure for resolving a dispute in accordance with the Register's Constitution; and
- (b) sets out the allegation to which the dispute relates.

#### 4. INFORMATION WHICH MUST BE CONTAINED IN A COMPLAINT

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.

#### 5. COOPERATION TO RESOLVE DISPUTES

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

#### 6. HOW COMPLAINT IS MADE BY A MEMBER OR A COMMITTEE MEMBER

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

- (a) states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with the Register's Constitution; and
- (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Register.

#### 7. HOW COMPLAINT IS MADE BY THE REGISTER

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

- (a) states that the Register is starting a procedure for resolving a dispute in accordance with the Register's Constitution; and
- (b) sets out the allegation to which the dispute relates.

#### 8. INFORMATION

The information given under subclause 7(a) or 7(b) 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.

#### 9. OTHER MANNERS

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

10. A PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

- (a) A Member or a Committee Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Register makes a complaint:
  - i. the Register has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii. a Committee Member may exercise that right on behalf of the Register.

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

- i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iii. an oral hearing (if any) is held before the decision maker; and
- iv. the Member's, Committee Member's, or Register's written or verbal statement or submissions (if any) are considered by the decision maker.

11. INVESTIGATING AND DETERMINING DISPUTE

- (a) The Register 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.
- (b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

12. REGISTER MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

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

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a Member or a Committee Member has engaged in material misconduct;
  - ii. that a Member, a Committee Member, or the Register has materially breached, or is likely to materially breach, a duty under the Register's Constitution or bylaws or the Act;
- (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (d) the complaint appears to be without foundation or there is no apparent evidence to support it;

- (e) the person who makes the complaint has an insignificant interest in the matter;
- (f) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (g) there has been an undue delay in making the complaint.

13. REGISTER MAY REFER COMPLAINT

- (a) The Register may refer a complaint to:
  - i. a subcommittee or an external person to investigate and report; or
  - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) The Register 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).

14. DECISION MAKERS

- (a) 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:
  - i. impartial; or
  - ii. able to consider the matter without a predetermined view.
- (b) Without limiting their powers, the decision-maker may:
  - i. decide not to proceed further with the complaint;
  - ii. decide not to uphold the complaint; or
  - iii. uphold the complaint and make such directions as the decision-maker thinks appropriate including but not limited to:
    - a. suspending or terminating a Member's membership;
    - b. suspending a Committee Member's term of office or removing a Committee Member from office;
    - c. revoking any honour or award granted by the Register;
    - 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 Register's reasonable costs in dealing with the complaint,

and such direction or directions shall be binding on the parties to the dispute.