

MG Car Club Auckland Centre 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 Car Club Auckland Centre Incorporated” (in this Constitution called “the Club”).

2. OBJECTS

The objects for which the Club is established are:

- (a) To act as a car club for the MG marque of motor vehicle.
- (b) To preserve, foster and promote the MG marque of motor vehicle and its heritage.
- (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 Club 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 Club Members, or otherwise.

- (h) To foster road courtesy and safe driving.
- (i) To be affiliated to and to cooperate on an international level with the MG Car Club Ltd in the United Kingdom or its successors or assigns.
- (j) To be a Centre Body Corporate Member of the MG Car Club Incorporated in New Zealand or its successors or assigns.

3. POWERS

The Club 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 Club.
- (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 Club 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 establish and disestablish Registers and sub-centres as provided in this Constitution.
- (g) To make grants and subsidies to deserving objects whose objectives are in line with the objects of the Club.
- (h) 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 Club.
- (i) To take gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the Club.
- (j) 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 Club.

- (k) 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 Club.
- (l) 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

Club membership shall be open to:

- (a) Those natural persons who own or have owned or regularly drive an MG motor car and the spouses, civil union partners, or de facto partners, or families of such persons, 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 Club.
- (b) Such other body or bodies corporate admitted to membership having objects not inconsistent with the objects of the Club 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 Club. 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 Club. 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 Club

may be extended reciprocal hospitality at Club events. Visitor Members shall not be entitled to vote or hold office.

(e) "HONORARY MEMBERS":

- i. The Committee shall have the power to elect as Honorary Members any individuals they deem suitable for any period.
- 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 Club 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 Club.

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 Club 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 Club subscriptions shall be deemed to be consent. The consent of every Member to become a Member shall be retained in the Club's membership records.
- (c) The Committee of the Club 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 Club 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 Club or by delivering to a Committee Member of

the Club 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 Club 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 Club 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 Club as at the date of such termination of membership.

5. MEETINGS OF CLUB MEMBERS

5.1 General Meetings

- (a) The expressions "Club Member" and "Club Members" where used in this clause 5 and its subclauses means all Club 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 Club 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 Club Members must be served on every Club 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 Club 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 Club, 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 Club Members to be held:

- (a) once in each calendar year other than in the calendar year of the Club's incorporation; and
- (b) not later than six months after the balance date of the Club; 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 Club's date of incorporation.
- (d) Subject to the power to adjourn a meeting the Club 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 Club;

- (c) receiving, considering and, if appropriate, approving of financial statements for the most recently completed accounting period of the Club;
- (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 Club 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 Club 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 Club 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 Club 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 Club Members.
- (b) Within five (5) working days of a resolution being passed under this clause the Club must send a copy of the resolution to every Club Member who was entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved.

6. PROPOSALS OF CLUB MEMBERS ENTITLED TO VOTE

- (a) A Club Member entitled to vote may give written notice to the Committee of a matter the Club Member proposes to raise for discussion or resolution at the next General Meeting of Club Members.
- (b) The proposing Club 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 Club 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 Club Members is required to be given by the Committee, the Committee must, at the expense of the Club, give notice of the Club Member's proposal, and the text of any statement and/or proposed resolution, to all Club 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 Club Members is required to be given by the Committee, the Committee must, at the expense of the Club Member, subject to subclauses 6(f) and 6(g), give notice of the Club Member's proposal, and the text of any statement and/or proposed resolution, to all Club 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 Club Members is required to be given by the Committee, the Committee may, if practicable, and at the expense of the Club Member, subject to subclauses 6(f) and 6(g), give notice of the Club Member's proposal, and the text of any statement and/or proposed resolution, to all Club 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 Club Member which the Committee Members consider to be defamatory, frivolous, or vexatious.
- (g) Where the costs of giving notice of the Club Member's proposal, and the text of any proposed resolution and/or statement, are required to be met by the proposing Club Member, the proposing Club Member must, on giving notice of the Club Member's proposal to the Committee, deposit with the Club or tender to the Club a sum sufficient to meet those costs failing which the Committee shall not be required to give any notice to Club Members under this clause.

7. APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

7.1 Composition

The Committee shall consist of the following members:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Club Captain
- (f) A minimum of one and a maximum of six further Committee Members.

7.2 Eligibility

- (a) Candidates entitled to be considered for election to the Committee shall be natural persons who are Members of the Club in a membership category entitled by this Constitution to hold office and who shall be 18 years of age or over who have been duly nominated under clause 5.2(b)iii PROVIDED THAT if insufficient such nominations have been received then nominations may be received at the meeting in respect of eligible Members present at the meeting;
- (b) The position of the President shall only be open to a Member of the retiring Committee except where there are no written nominations out of the retiring Committee the retiring President shall call for nominations from the Annual General Meeting. Such nominations will be valid but, in the event of there being nominations from the Annual General Meeting, both from the retiring Committee and persons not of the retiring Committee, the latter shall not be considered for election, and, only in the event of there being no nominations from the retiring Committee, shall such nomination be considered.
- (c) Should either of the Secretary or Treasurer become a salaried appointee of the Club then he/she shall have no further power to take part in the management of the affairs of the Club.

7.3 Election/Appointment

- (a) Those eligible duly nominated candidates who are elected in accordance with the procedure for elections contained in the First Schedule at an Annual General Meeting of Club Members entitled to vote shall be the Committee Members.
- (b) If the number of Committee Members shall at any time fall to less than six (6) in all, the remaining Committee Member or Committee Members may, by notice in writing, appoint from the Members entitled to vote another Committee Member or other Committee Members to bring the number of Committee Members up to but not exceeding the minimum number of Committee Members. Such appointed Committee Members shall from then hold office as if duly elected at a Members meeting.

- (c) If the number of Committee Members shall at any time be six (6) or greater, but less than eleven (11), and the Committee shall consider it necessary that to ensure the proper running of the Club the Committee be increased to not more than eleven (11) then the Committee may call a Special General Meeting for the purpose of Electing such further number of Committee Members as the Committee shall deem necessary and such Election shall be carried out otherwise in accordance with the procedure for elections contained in the First Schedule PROVIDED THAT in the event of insufficient nominations being received or insufficient persons being elected to fulfil the number required then the Committee shall from then be entitled to , by notice in writing, appoint from the Members entitled to vote another Committee Member or other Committee Members to bring the number of Committee Members up to but not exceeding the number so required by the Committee. Such appointed Committee Members shall from then hold office as if duly elected at a Members meeting.
- (d) If one of the positions in 7.1 (a) to (e) shall become vacant before the next Annual General Meeting the remaining Committee Members may by notice in writing, appoint another Member of the Committee to that position until the next Annual General Meeting.

7.4 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.

7.5 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 Club, 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 Club.

7.6 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 7.6(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.

7.7 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 Club held by such former Committee Member or other Officer.

7.8 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 Club and the carrying out of the objects of the Club 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 Club.
- (b) The Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management, business and affairs of the Club except to the extent that this Constitution or the Act expressly require those powers to be exercised by the Club Members or any other person.

9.2 Method of contracting

A contract or other enforceable obligation may be entered into by a Club 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 Club in writing signed under the name of the Club by:
 - i. 2 or more officers of the Club; or

- ii. A Committee Member or other Officer, whose signature or signatures must be witnessed; or
 - iii. 1 or more attorneys appointed by the Club 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 Club in writing by a person acting under the Club'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 Club in writing or orally by a person acting under the Club'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 Club
 - ii. paying all amounts payable on behalf of the Club,
 - 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 Club 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 Club'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 Club funds, in the Club'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 Club 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 Club and as to the rights and privileges (so far as not provided for by this Constitution) which shall be accorded to Members of the Club 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 Club.
- (d) As to the persons to be nominated for election at a meeting of the Club 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 Club 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 Club's Committee;
- (c) The members of a sub-Committee shall be selected from the Members of the Club. Such Members will be selected at the absolute discretion of the Club'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 Club 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 Club'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 Club;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Club 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 Club;
 - 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 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

- (f) 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.

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 Club.

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 Club, 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 Club 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 Club.

10.2 Bank accounts

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

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 Club; and
 - ii. allow the Club 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 Club'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 Club.

10.6 Balance date

The Club's financial year shall commence on 1st June of each year and end on 31st May (the latter date being the Club'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 Club 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 Club may as provided in section 96 of the Act indemnify an Officer, a Member, or an employee of the Club for—
 - i. liability to any person other than the Club for any act or omission in their capacity as an Officer, a Member, or an employee of that Club (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 Club when acting in their capacity as an Officer, a Member, or an employee of the Club.

- (e) The Club may indemnify an Officer, a Member, or an employee of the Club 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 Club 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 Club 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:
 - aa. 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
 - bb. in which they are acquitted.
- (g) The Officers of the Club 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 Club.
- (h) The Officer, Member, or employee who is insured is personally liable to the Club 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 Club at the time the insurance was effected.

12. REGISTERS BRANCHES AND SUB-CENTRES

Members of the Club in a General Meeting may recognise, form or dissolve, as appropriate, Registers, Branches and Sub-Centres of the Club in response to the relevant needs of the Members, as and when they shall consider it expedient in the interests of the Club to do so, and shall determine the rules by which such Register or Branch or Sub -Centre shall operate, provided always

that no such rules shall be inconsistent with, or shall affect or repeal, anything contained in this Constitution.

13. REGISTERED OFFICE AND CONTACT PERSON(S)

13.1 Registered office

- (a) The registered office of the Club 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 Club 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.

13.2 Contact person(s)

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

13.3 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.

13.4 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 Club becoming aware of the change.

14. NOTICES

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

14.1 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 14.1(d).
- (c) A notice published in a newsletter, notification or magazine issued by the Club, posted or emailed or otherwise sent to Club Members, shall be deemed to have been served on all those Club Members who have given that address as their last known postal or email or other address to the Club.
- (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.

14.2 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 14.1(d).

- (f) Any period of notice required to be given under this Constitution shall be computed by excluding the day of service.

14.3 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.

15. RECORDS

15.1 Register of Members

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

15.2 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.

15.3 Change of contact details

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

15.4 Former Members of the Club

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

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

15.5 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.

15.6 Access to information for Members

A Member may at any time make a written request to the Club for information held by the Club. The request must specify the information sought in sufficient detail to enable the information to be identified. The Club 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 Club (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.

15.7 Refusal to provide information for Members

Without limiting the reasons for which the Club may refuse to provide the information, the Club 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 Club 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 Club; or

- (d) the information is not relevant to the operation or affairs of the Club; 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 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
- (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.

15.8 Charges for information

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

- (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.

16. DISPUTE RESOLUTION

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

17. FINANCIAL GAIN AND MATERIAL INFLUENCE

17.1 Financial Gain

- (a) The Club 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 Club;
- (c) the Club may pay reasonable and proper remuneration to any Officer or servant or employee of the Club in return for services rendered to the Club.

17.2 Material Influence

No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club 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.

18. APPROVAL OF INLAND REVENUE

- (a) No addition to or alteration or 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.

19. 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 Club entitled to vote as required by section 31 of the Act.
- (b) The Club may amend or replace this Constitution at a General Meeting by a resolution passed by a seventy-five (75) % majority of those Members of the Club entitled to vote who are present and voting.
- (c) That amendment may be approved 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.
- (d) Any proposed resolution to amend or replace this Constitution shall be signed by at least ten (10) % of eligible Members of the Club 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.
- (e) 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 Club entitled to vote notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- (f) 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.

20. LIQUIDATION AND REMOVAL FROM THE REGISTER

20.1 Resolving to put Club into liquidation

- (a) The Club 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 Club 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 Club into liquidation must be passed by a two-thirds majority of all Members entitled to vote present and voting.

20.2 Resolving to apply for removal from the register

- (a) The Club 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 Club 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 Club from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members entitled to vote present and voting.

20.3 Surplus assets

- (a) If the Club 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 Club, its surplus assets: after payment of all debts, costs and liabilities, shall be vested in the MG Car Club Incorporated in New Zealand or to some other organisation or body having objects similar to the objects of the Club, or to some other charitable organisation or purpose, within New Zealand.
- (c) However, in any resolution under this rule, the Club may approve a different distribution to a different not-for-profit entity from that specified

above, so long as the Club complies with this Constitution and the Act in all other respects.

21. DEFINITIONS AND INTERPRETATION

21.1 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 Club 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 Club and where one Committee Member is a quorum it means that Committee Member so acting alone.

“Club” means the legal entity created under the Act to which this Constitution relates.

“Constitution” means this Constitution of the Club 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 Club.

“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 Club that allows them to exercise significant influence over the management or administration of the Club, including but not limited to any Secretary or Treasurer.

“ordinary resolution” means a resolution of Club Members approved by a simple majority of the votes of those Club 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 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 Club Members held under clause 5.7.

“special resolution” means a resolution of Club Members approved by a majority of seventy-five percent (75%) or more of the votes of those Club 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.

1.2 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, Club 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 Club.

- (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

2025

(Paul Walbran)
President of the MG Car Club Auckland
Centre Incorporated

(Saatyesh Bhana)
Vice President of the MG Car Club
Auckland Centre Incorporated

(Philip Dreadon)
Committee Member of the MG Car Club
Auckland Centre Incorporated

FIRST SCHEDULE

Proceedings at General Meetings shall be held as follows:

1. CHAIRPERSON

- (a) The President of the Club 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 Club Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Club 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 Club Member, does not invalidate the proceedings at the meeting.
- (e) If a meeting of Club 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 Club Members may be held

- (a) By a number of Club 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 Club 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 Club Members entitled to vote if a quorum is not present.

- (b) A quorum for a meeting of Club Members is present if such Club 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 Club 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.
- (b) At a meeting of Club Members, a poll may be demanded by a Club 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 Club 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 Club confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Club Member has the same effect as a demand by the Club 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 Club 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 Club Member entitled to vote may exercise the right to vote either by being present or by proxy.
- (b) A proxy for a Club Member is entitled to attend and be heard and vote at a meeting of Club Members as if the proxy were the Club 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 Club 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:

"Iof 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 Club 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 Club of any resolution or resolutions passed at such meeting or by such entry.

Signed this day of 20.....

Witness: Signed:

6. POSTAL VOTES

A Club 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 Club 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 Club Member entitled to vote may appoint a representative to attend a meeting of Club 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 Club is unpaid by a Club Member that Club Member may not vote at a Club Members' meeting other than a meeting of an interest group.

10. OTHER PROCEEDINGS

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

11. ADJOURNMENTS

The Chairperson of a meeting of Club Members may, at the request of those Club 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 Club 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 Club 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 Club, 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 Car Club Auckland Centre 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 Club 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 Club;
 - 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 Club;
 - vi. 1 or more Members or Committee Members and the Club.
- (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 Club's Constitution, its bylaws or the Act;
 - iii. the Club has breached, or is likely to breach, a duty under the Club'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 Club'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 Club.

3. CLUB MAY MAKE A COMPLAINT

The Club 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 Club is starting a procedure for resolving a dispute in accordance with the Club'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 Club'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 Club'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 Club.

7. HOW COMPLAINT IS MADE BY THE CLUB

The Club 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 Club is starting a procedure for resolving a dispute in accordance with the Club'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 Club'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 Club makes a complaint:
 - i. the Club 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 Club.

Without limiting the manner in which the Member, Committee Member, or Club 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 Club's written or verbal statement or submissions (if any) are considered by the decision maker.

11. INVESTIGATING AND DETERMINING DISPUTE

- (a) The Club 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. CLUB MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

Despite the “Investigating and determining dispute” rule above, the Club 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 Club has materially breached, or is likely to materially breach, a duty under the Club’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. CLUB MAY REFER COMPLAINT

- (a) The Club 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 Club 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 Club;
 - 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 Club's reasonable costs in dealing with the complaint,

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