

Constitution and Rules of the Gisborne American Car Club Incorporated

1 Name

The name of the Club is the Gisborne American Car Club Incorporated.

2 Objects

To establish maintain and conduct a Gisborne American Car Owners' club for the promotion and encouragement of family orientated involvement in events, and the sharing of expertise and knowledge.

2.1 Objectives

- (a) To conduct the organization's operations and activities in such a manner as to bring together vehicle enthusiasts without prejudice.
- (b) To promote safe and enjoyable motoring.
- (c) To encourage and make provision for individual and full family involvement.
- (d) To preserve and protect the rights of the members of the organization, within the objectives of the organization.
- (e) To seek affiliation and co-operate with any other club, association, society or sporting body which may be for the benefit of the organization and its members.

3 Membership

3.1 Categories: There shall be the following categories of membership:

- (a) Individual membership for persons who are not less than 18 years of age and living away from home.
- (b) Junior membership for every young person under the age of 18 years.
- (c) Honorary membership for persons who have completed twenty years unbroken membership and who have been elected honorary members by the members at a general meeting on the recommendation of the Committee or those deemed worthy by the Committee from time to time.
- (d) Family membership on criteria determined by the Committee from time to time.

3.2 First members: Every person who signs the application for incorporation of the club and who satisfies the requirements of Rule 3.1(a), shall be the first individual members of the Club.

3.3 Admission to membership: Every application for membership shall be made on the prescribed form and, in the case of individual membership, shall be accompanied by the entry fee currently in force.

- (a) Every applicant for membership shall forward with his or her application the full amount of the first year's membership subscription.
- (b) The Executive Committee shall retain the discretion to approve or not any member's application for membership.

3.4 Termination of membership: Membership may be terminated in any of the following ways:

- (a) Any member may resign his or her membership at any time by notice in writing delivered personally or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Club, but no such resignation shall relieve the member from payment of any moneys then due by him or her to the Club. No refunds given at termination of membership.
- (b) Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, may be expelled from membership.
- (c) Any member infringing any by-law or regulation or misconducting himself or herself within the club premises shall be answerable to the committee who may suspend such member or may by a majority of not less than three votes, decide that such member be required to furnish to the committee within three days his or her resignation as a member of the club and that failing the receipt of such resignation he or she shall cease to be a member of the club.
- (d) Any member who is liable for expulsion under rules 3.4(b) and 3.4(c) shall be entitled to appear personally before the Committee to offer an explanation verbally or in writing, or to be represented at the meeting at which suspension expulsion or other embargo is to be considered. At least fourteen days' written notice of the meeting shall be given to any member concerned. Any resolution to suspend a member shall be passed by an ordinary majority of the Committee.

3.5 Other Affiliation

If a member of the organization requires affiliation to other bodies to which the organization is affiliated, this may be obtained upon payment of the appropriate fee to the organized Secretary.

3.6 Affiliation

- 1. To be eligible to enter any event(s) held by the organization all participants shall be affiliated to the organization with the following exceptions:
 - (a) Events declared as open days and advertised as such.
 - (b) Prospective members may attend one event at no affiliation cost other than a designated Open Day for the purpose of deciding future membership.
 - (c) Waiver of Affiliation fee by the committee.
 - (d) Single Day Affiliation where applicable.

4 Subscriptions

4.1 Annual subscription: The annual subscription shall be determined by the committee in respect of each membership category.

4.2 Payment: All subscriptions shall be payable in advance first on election and thereafter within thirty days of the beginning of the next financial year.

4.3 Failure to pay: Any member failing to pay his or her subscription within one month from the commencement of the financial year may be struck off the register of members by resolution of the Committee.

4.4 Levies: In addition to the annual subscriptions payable to the Club, every individual member and provisional member of the Club may be required to pay a levy to assist it in funding any special project which the Club may agree to undertake on the recommendation of the Committee.

4.5 Failure to pay: Any member failing to pay any levy properly imposed on members in terms of rule 4.4 within three months of the levy being made may be suspended from membership for such period as the Committee may resolve.

5 Management.

5.1 The Committee: The affairs of the Club shall be managed by a Committee comprising the President, Vice President and seven individual members of the Club to be elected annually at the Annual General Meeting of members.

5.2 Eligibility and nominations:

- (a) Any individual member shall be eligible for election to the Committee except that no member who, at the time of nomination, has been under any financial liability to the Club for a period of at least two months, shall be eligible for election.
- (b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary not less than 48 hours prior to the date of the annual general meeting.
- (c) Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated, unless he or she has previously signified to the Secretary in writing a desire not to seek re-election.
- (d) If in any year the number of members nominated for the Committee is not more than seven, the persons so nominated shall, at the Annual general meeting, be declared the elected members of the Committee for the ensuing year.
- (e) If in any year the number of members nominated for the Committee exceeds seven the candidates to be elected to the Committee shall be determined by a ballot held at the annual general meeting. Only paid-up members under category 3.1(a) of these Rules is eligible to vote accordingly, provided further that family membership entitles each family to one vote only.
- (f) If in any year the number of members nominated for the Committee is less than seven, those nominated shall be deemed to be elected to the Committee at the annual general meeting. At that meeting, the Chairperson shall invite nominations for the remaining positions on the Committee and, if an election is necessary, a ballot shall be held.

- (g) Any vacancies on the Committee following an election under Rule 5.2(f) shall be filled by the Committee.

5.3 Vacancies on Committee: Any vacancy occurring on the Committee between one Annual General meeting of the Club and the next may be filled by the Committee. A person appointed to fill such vacancy shall retire at the next Annual general meeting and be deemed to be re-nominated in terms of Rule 5.2(c).

5.4 Sub-committees:

- (a) The Committee may appoint sub-committees from among its members (or from among other members of the Club who are not members of the Committee) and:
 - (i) may fix the quorum;
 - (ii) may delegate any of its powers to such sub-committees; and
 - (iii) may make rules for regulating the proceedings of the sub-committees.
- (a) The role of a sub-committee shall be to undertake special projects, eg, the organization of club competitions, on behalf of the Committee to which it shall report.
- (b) The President shall be an ex-officio member of all sub-committees. A member of the Committee shall be chairperson of a sub-committee.
- (c) Each sub-committee shall have the right to co-opt, as it thinks fit, such member or members of the Club not exceeding three to be a member or members of such sub-committee. A co-opted member shall have the same rights as an ordinary member of a sub-committee.

6 Officers and their elections

6.1 Officers: The officers of the Club shall comprise a President, a Vice President, a secretary and a treasurer. The office of secretary may be held by a paid executive and, if the Committee so decides, it may be combined with the office of treasurer.

6.2 Election: The President and the Vice President shall be elected annually at the annual general meeting, on the recommendation of the Committee.

If for any reason an office in the Club becomes vacant between one Annual General Meeting of the Club and the next, the Committee may fill the vacancy. Any person appointed to fill such vacancy shall retire from office at the next Annual General Meeting and be deemed to be nominated for re-election at the next Annual General Meeting.

6.3 Remuneration: The Secretary and the Treasurer (or a Secretary-Treasurer) shall be appointed by the Committee which shall determine the salary payable, and the terms, conditions and duties of employment. The committee may, at its discretion remove or suspend from office, a secretary or treasurer.

7 The Committee

7.1 Meetings:

- (a) The Committee shall meet monthly except that meetings need not be held in the months of January and December.
- (b) The day and time of each monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) At any meeting of the Committee the President, if present, shall preside. In the absence of the President from any meeting, the Vice President shall preside. In the absence of both the President and Vice President, the members present shall elect one of their number to chair the meeting.
- (d) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.
- (e) Five members personally present at the beginning of, and throughout the meeting shall form a quorum.

7.2 Powers of committee: Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers:

- (a) It shall be responsible for the management of the affairs of the Club including the control and investment of the Club's funds.
- (b) It may make by-laws and regulations for the internal conduct of the Club and engage such staff as may be necessary for the conduct of the Club.
- (c) It may build, purchase, lease, rent, hold and/or furnish any building or premises for the use of members of the Club and may from time to time dispose of some or any part of it.
- (d) It may make and give receipts, releases and other discharges for moneys payable to the Club and for the claims and demands of the Club.
- (e) It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Club.
- (f) It may invest and deal with any money of the Club upon such security and in such manner as it thinks fit, and it may from time to time vary such investments.
- (g) It may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Club (whether present or future) and to purchase, redeem or pay off any such securities.
- (h) It shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of members.
- (i) It shall ensure that proper books of account are kept by the Treasurer who shall present a monthly financial statement to the Committee and an annual statement of income and expenditure, together with a balance sheet to the members at the Annual general meeting.
- (j) It shall exercise all the rights, powers and duties which under these Rules are required to be performed by the Committee.

8 Meetings of members

8.1 Business: An annual general meeting of the members of the Club shall be held in the month of April each year. The business of the Annual general meeting shall be to receive and consider:

- (a) the report of the Committee on the affairs of the Club for the past financial year
- (b) the accounts made up to the previous 31st day of March, such accounts to be signed by the Club's auditor;
- (c) the election of a President and Vice President in accordance with Rules 5.2 and 6 .2;
- (d) the election of the Committee comprising seven members in accordance with Rule 5.2,. and
- (e) the appointment of an auditor for the ensuing year.

8.2 Motions and special meetings:

- (a) A member wishing to bring any motion before the Annual general meeting shall give written notice to the Secretary of the Club on or before the 31st day of March immediately preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting, except it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorized by the Rules.
- (b) A special, or extraordinary, general meeting of members may be called by the Committee at any time and shall be called at the written request of ten financial members of the Club. Such a meeting shall have the same powers as an annual general meeting.

8.3 Notice: Notice of a general meeting shall be given to members in writing at least fourteen clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting.

8.4 Procedure:

- (a) Ten members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of and throughout the meeting.
- (b) The President, and in his or her absence, the Vice President, shall be chairperson of a general meeting. In the absence of both the President and Vice President, the meeting shall elect a chairperson for that meeting.
- (c) Voting shall be on the voices unless a show of hands or a poll is called for. The chairperson shall have a second or casting vote in addition to his or her deliberative vote.
- (d) Resolutions passed at any general meeting shall be conclusive and binding on all members of the Club whether present at the meeting or not.

9 Finance

- 9.1 Money on account:** All moneys received on account of the Club shall be paid into the account of the Club with its bankers and shall be acknowledged by an officer or a paid employee of the Club.
- 9.2 Cheques:** All cheques drawn upon the bankers of the Club shall be signed in such manner and by such persons as the Committee shall from time to time determine.
- 9.3 Endorsement:** Cheques or other negotiable instruments paid or payable to the Club's bankers for collection requiring the endorsement of the Club may be endorsed by such person or persons as the Committee shall from time to time appoint.
- 9.4 Account books:** The Treasurer shall keep, or cause to be kept a proper account of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Club, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the Committee.
- 9.5 Control of funds:** No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization 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 arms 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.
- 9.6 Financial year:** The financial year of the Club shall be from the first day of April in one year to the 31st day of March in the next year.
- 9.7 Audit:** At least once in every year the accounts of the Club made up to the 31st day of March preceding shall be duly audited by the auditor of the Club, and an abstract of the accounts shall be printed and issued to every member, with the notice of the annual general meeting. The auditor shall be appointed at the annual general meeting . The remuneration of the auditor shall be determined by the Committee, which shall have power to fill any casual vacancy in the office of auditor.
- 9.8 Filing requirements:** The Secretary shall file with the Registrar of Incorporated Societies within seven days after the annual general meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

10 Alteration of rules

- 10.1 Alteration:** The rules of the Club may be altered, added to or rescinded at any general meeting provided that notice in writing setting out such alteration, addition or rescission has been posted to members with the notice of the meeting not less than fourteen clear days prior to the meeting.
- 10.2** No addition to or alteration or recession of the Rules shall be approved if it affects or alters in any way the provisions of Rule 9.5 or Rule 13.
- 10.3 Filing requirements:** The Committee shall within seven days register any such alteration addition or rescission with the Registrar of Incorporated Societies.

11 By-laws

- 11.1 Making by-laws:** The Committee shall have power to make, alter or rescind by-laws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Club. By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members pursuant to Rule 8.2(b).
- 11.2 Inspection:** A copy of the rules and by-laws and regulations for the conduct of the Club shall always be open to inspection by members.

12 Common seal

The Club shall have a common seal, which shall be kept in the custody and control of the Secretary for the time being of the Club. The Club shall execute any document pursuant to a resolution of the committee passed for that purpose by affixing the common seal in the presence of two members of the committee.

13 Liquidation of club

The Club may at any time go into liquidation by the resolution of a majority of the financial members present at any general meeting of the Club. Notice of the passing of such resolution shall be given by the committee to the Registrar of Incorporated Societies. In the event of such liquidation the property of the Club shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up be transferred to some other organization or body having objects similar to the objects of the first organization within New Zealand for the general purposes of that association. Under no circumstances shall the said property be transferred or paid to or distributed among the members of the Club.

14 Indemnity

14.1 Indemnity: The members of the Committee, Auditor and Secretary and other officers shall be indemnified by the Club for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.

14.2 Limitation of liability: No member of the Committee, Auditor, Secretary or other officer shall be liable for the acts or defaults of any other member of the Committee, Auditor, Secretary or other officer, or for any loss or expense happening to the Club, unless the same happen from his or her own wilful default.

15 Interpretation

The following words and expressions used in these Rules have the meanings set out below unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say:

"The Club" shall mean the Gisborne American Car Club Incorporated

"The President" shall mean the President for the time being of the Club and shall include an acting President.

"Month" shall mean calendar month.

Words importing only the singular number shall include the plural number and vice versa.

"The Committee" shall mean the Committee of the club as elected in accordance with these Rules.

"In writing", "printed" and "written" shall include handwriting, printing, lithography, telex, telecopy, facsimile and other modes of representing or reproducing words in a visible form. Words importing persons shall include corporations.

A.

“This is the document marked “A” referred to in the annexed
declaration of _____ made at
this _____ day of _____ 20 _____ before me ”

I
declare that I am a member of the Gisborne American Car Club
Incorporated

I
declare that I am a member of the Gisborne American Car Club
Incorporated

I
declare that I am a member of the Gisborne American Car Club
Incorporated