

## CONSTITUTION OF "THE VINTAGE CAR CLUB OF NEW ZEALAND INCORPORATED"

### 1. Name

- 1.1. The name of the organisation shall be "The Vintage Car Club of New Zealand Incorporated" referred to in this Constitution as the "Club".

### 2. Registered Office

- 2.1. The registered office of the Club shall be at such place as determined from time to time by the Club Executive.

### 3. Objects

The aims and objects of the Club are:

- 3.1. To foster interest and engage in the preservation and maintenance of motor vehicles in the following categories, viz –
- a) Motor Vehicles constructed prior to 31st December 1918, such vehicles to be known as Veteran Vehicles.
  - b) Motor Vehicles constructed between 1st January 1919 and 31st December 1931, such vehicles to be known as Vintage Vehicles.
  - c) Motor Vehicles constructed between 1st January 1932 and 31st December 1945, such vehicles to be known as Post Vintage Vehicles.
  - d) Motor Vehicles constructed between 1<sup>st</sup> January 1946 and 31<sup>st</sup> December 1960, such vehicles to be known as Post War Vehicles.
  - e) Motor Vehicles constructed between 1st January 1961 and 31st December 1980, such vehicles to be known as Post 1960 Vehicles.
  - f) Motor Vehicles constructed on or after the 1st January 1981 provided that no vehicle is deemed eligible for this category until the day immediately following the 30th anniversary of its original date of construction as determined in accordance with Section 2 of the Club Vehicle Technical Code, such vehicles to be known as Post 1980 Vehicles. (*Refer By-laws*)
  - g) Factory Built and Historic Racing Vehicles (*as described in the By-laws*).
  - h) Period Specials (*as described in the By-laws*).
  - i) Motor Vehicles newly constructed to the exact specification of an original factory production vehicle, to be known as Authentic Reproduction Vehicles (*as described in the By-Laws*)
- 3.2. To obtain and conserve all historical records concerning such vehicles or concerning any aspect of motoring in New Zealand.
- 3.3. To promote Rallies, Touring Expeditions, Competition, Trials and such other events as may be suitable for any of the above classes of vehicles.
- 3.4. To provide facilities for Members to obtain and maintain such vehicles and to this end to provide Members with such information, literature and other assistance by such means as the Club or Executive may from time to time determine.
- 3.5. To foster among Members a system of mutual voluntary assistance for the maintenance and preservation of all vehicles catered for by the Club.
- 3.6. To promote and encourage such meetings, lectures, discussions and other social functions as the Club may from time to time determine.
- 3.7. To foster road courtesy and safe driving and in every way to co-operate with Government and local authorities to this end.

- 3.8. To promote the importance and value of Historic Vehicles so that appropriate legislation continues to ensure the free use of such vehicles on New Zealand road.
- 3.9. To advocate and lobby on behalf of the Members of the Club to protect and advance these objects.

#### **4. Powers**

That the Club shall have power to do all acts and things necessary for the furtherance of its objects or any of them and in particular may exercise the following powers and ancillary objects:-

- 4.1. The Club and its Branches may have headquarters, clubrooms and other facilities at such places as will from time to time be determined.
- 4.2. The Club may liaise with any organisation whose aims are similar to, or compatible with, those of the Club.
- 4.3. The Club may purchase, take on lease or otherwise 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 purpose of the Club, and may erect, maintain, improve or alter any building, premises, works, as it may require.
- 4.4. The Club may for any of its objects borrow or raise money and for the purpose of securing the repayment thereof may charge all or any of its real or personal property.
- 4.5. The Club may invest and deal with the funds of the Club upon which securities or in such manner and upon such terms and conditions, as the Executive may think fit.
- 4.6. The Club may sell, lease, exchange, mortgage, or otherwise deal with all or any of the real financial and personal property of the Club.
- 4.7. The Club may join or affiliate as a Member of any Incorporated Society under "The Incorporated Societies Act, 1908" which has as one of its objects the advancement of the government of automobilism.
- 4.8. The Club may make grants and subsidies in favour of deserving objects, whether the same are similar to the objects of the Club or not.
- 4.9. The Club may subscribe for or purchase, take or acquire shares, debentures or securities or may promote or become Members of or grant financial assistance to any Company, Society or other Corporation or any body of persons not incorporated or any Trust.
- 4.10. The Club may subscribe or apply for and take or acquire by purchase or otherwise and hold shares or otherwise become a Member of any mutual insurance company or association whether the liability of the Members thereof shall be limited by shares or guarantee as a Member of any such company or association the liability of whose Member shall be limited by guarantee.
- 4.11. The Club may act as agents for and introduce business to fire, accident, indemnity and general insurance offices, including any mutual insurance company or association which the Club shall be a Member and especially in relation to motorists and motor vehicles catered for by the Club.
- 4.12. The Club may take any gifts or property, whether subject to any special trusts, or not, for any one or more of the objects of the Club.
- 4.13. The Club may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets, videos, computer disks, C D Roms, (including Internet connection), 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, subject to the terms and conditions of the Privacy Act.

- 4.14. The Club shall open accounts with a savings or trading banks as shall be agreed upon and all moneys received on account of the Club shall be paid into such accounts and all payments made by the Club will be made by cheque on the Club bank accounts, or use other banking systems as are appropriate.
- 4.15. The Club may receive fees, subscriptions and funds.
- 4.16. The Club may employ staff and engage the services of personnel and organisations to assist and advise the Club.
- 4.17. The Club shall determine its membership and/or other appointed personnel.
- 4.18. The Club shall establish committees and delegate its power to those committees.
- 4.19. The Club shall discipline its Members.
- 4.20. The Club shall determine By-laws, policies and procedures to administer the Club.
- 4.21. The Club shall pursue any course of action which will further the aims and objects of the Club.

## **5. Membership**

- 5.1. The membership of the Club shall comprise of individuals who agree with the objects of the Club and whom the Club accepts as its members by the determination of its respective branches, and approves as its members by resolution of the Executive, (called "Members").

There are four types of Members namely:

- a) Members - any person interested in furthering the interests of the Club.
  - b) Joint Member - The spouse (or partner) of a Member, or a dependent child of a Member, up to twenty one (21) years of age inclusive, residing with that Member or temporarily residing away from that Member while attending an educational institution.
  - c) Junior Membership – Any member twenty one (21) years of age or younger who does not fall under the category of 'Joint Member', who shall pay 50% of the current Annual Subscription and 50% of any applicable Branch Levy.
  - d) Honorary Life Member - Any Member who shall have rendered the Club outstanding service, which in the opinion of the Club is such that a Member merits the conferment of the status of Honorary Life Membership. (*Refer By-laws*)
- 5.2. Applications for Membership:
    - a) Each applicant for membership must complete the prescribed form of application for membership, which shall be in such form as the Management Committee shall from time to time determine. The form may be completed online and submitted by electronic means or may be completed and submitted in paper form; in either case with or without endorsement by a proposer and seconder, being financial Club Members.
    - b) Each applicant shall indicate on the prescribed form of application for membership the Branch of the Club that the applicant wishes to join, and the application shall be accompanied by the prescribed Initial Annual Subscription as determined from time to time by the Executive. (*Refer Subscriptions By-law*). Once received, each application will be referred to the appropriate Branch.
    - c) Each application for membership shall be processed in accordance with the procedure set out in the Membership By-law and until that process has been completed and an applicant accepted and approved as a "Member" in accordance with Clause 5.1, that applicant retains the status of Prospective Member

5.3. Rules:

- a) Each Prospective Member upon acceptance and approval as a Member shall be issued with a copy of the current rules, the cost of which is covered by their Initial Annual Subscription.
- b) Each Member shall be issued with a Membership Card that shall be renewed each year on payment of the applicable subscription and any applicable Branch levy.
- c) All Members of the Club must recognise the Club as the Historic Vehicle Authority in New Zealand and observe and comply with the Constitution of the Club, By-laws, and any policies and procedures determined by the Club (or by any Branch Committee, other Committee, officer, person or organisation to which or whom delegated authority or empowerment has been given to make or give such decisions or directions).

5.4. Resignation:

- a) Any Member may discontinue their membership upon delivering to the Secretary/Treasurer notice in writing of their intention so to do, and upon paying all fees, subscriptions and other moneys payable by them up to date of such notice, and thereupon such Member shall cease to be a Member.
- b) Any Members being over one month in arrears with a subscription or any other moneys due by them to the Club shall be liable to have their membership cancelled by the Executive, but the Member may not be discharged from liability for any arrears or moneys due at the date of such cancellation.

5.5. Discipline:

No Member may by their conduct or activities be injurious to the welfare or character of the Club or by their actions be in breach of these Rules and By-laws. (*Refer By-laws.*)

5.6. Pecuniary Profit:

- a) Any income, benefit or advantage will be applied to the charitable objects of the club.
- b) 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 any payment to or on behalf of that member or associated person of income, benefit or advantage whatsoever.
  - a. 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).
  - c) The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

**6. The Executive**

6.1. The Executive is the governing body of the Club.

6.2. The Executive consists of: A delegate of each duly established Branch of the Club (who may be the Branch Chairman) or a substitute branch member for the delegate appointed by the branch committee (all of whom must be financial members of the branch they represent who have been elected by such Branch in accordance with their Constitution or Rules) and also the members of the Management Committee.

6.3. Twenty Members shall form a quorum.

6.4. The Executive shall meet twice a year. (*Refer to By-laws.*)

6.5. Power:

The Executive has the following powers.

- a) To govern the affairs of the Club.
- b) To determine the policies of the Club.
- c) The Executive may from time to time appoint any committee, officer or person and may delegate any of its powers and duties to such committee officer or person or to the Management Committee. That committee, officer or person, or the Management Committee, may without confirmation by the Executive, unless otherwise directed, exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive could itself have done.

Any committee, officer or person to whom the Executive has delegated powers or duties will be bound by the charitable terms of the Club and any terms or conditions of the delegation set by the Executive.

The Executive will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive.

It will not be necessary for any officer or person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a Member of the Club.

- d) To do all other things that it considers necessary to further the objects of the Club.

#### 6.6. Voting:

All decisions and resolutions of the Executive meetings shall be passed by a vote of a majority of the Executive in attendance. Voting may be verbal, by show of hands, or secret ballot (if requested by two or more Executive members attending).

There shall be no proxy votes.

## 7. Management Committee

- 7.1. **Composition:** The Management Committee shall consist of the President, Immediate Past President, Club Captain - Northern Region, Club Captain - Southern Region, Secretary/Treasurer, Chairman of Beaded Wheels Editorial Committee, Registrar, Speed Steward and three other committee Members.

The Immediate Past President shall remain a Member of the Management Committee only for the year following the cessation of their term as President.

Six Members shall form a quorum.

- 7.2. The Management Committee is bound by resolutions passed at Executive Meetings and will report to the Executive at each Meeting.
- 7.3. The Management Committee shall elect, from within its own Members, one Member to the position of Deputy Chairman of the Management Committee. The Member so elected shall be given such duties and responsibilities as the Management Committee shall decide, and the position will be reviewed at the first meeting of the Management Committee following the Annual General Meeting.
- 7.4. The President shall allocate various responsibilities to the Management Committee for the year.
- 7.5. The Management Committee shall meet at such place and time as it shall determine, either in the presence of Members of the committee in one venue or by the attendance of Members on a teleconference call.
- 7.6. **Powers:** The Management Committee shall have the following powers.
- a) To plan, manage, administer and report on the affairs and finances of the Club.
  - b) To co-opt or engage the assistance of any persons or organisations to assist or advise

the Club.

- c) To establish Committees or Sub Committees as it considers necessary to assist the administration and functioning of the Club.
- d) The Management Committee may from time to time appoint any committee, officer or person and may delegate any of its powers and duties to such committee, officer or person or to a Branch Committee. That committee, officer or person may without confirmation by the Management Committee, unless otherwise directed, exercise or perform the delegated powers or duties in the same way and with the same effect as the Management Committee could itself have done.

Any committee, officer or person to whom the Management Committee has delegated powers or duties will be bound by the charitable terms of the Club and any terms or conditions of the delegation set by the Management Committee.

The Management Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Management Committee.

It will not be necessary for any officer or person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a Member of the Club.

- e) To implement the policies and procedures as directed by the Executive.
- f) To fill any vacancies in any Committees of the Executive.
- g) To determine the terms and conditions of employees, volunteers and any other persons rendering service to the Club.
- h) To discipline any Member in accordance with this Constitution and the By-laws.
- i) The Management Committee shall have power from time to time to make, alter, amend and repeal any regulation for carrying out any competitions, runs, trials, rallies, speed events or other activities not inconsistent with the object of the Club or for regulating their own proceedings as they may deem expedient provided that such regulations are not inconsistent with these Rules. A record of such regulations shall be kept by the Secretary/Treasurer.

#### **7.7. Voting:**

All decisions and resolutions of the Management Committee shall be passed by a vote of a majority of Management Committee Members in attendance at the Management Committee Meeting.

Voting may be verbal, by show of hands, or secret ballot (if requested by any Management Committee Member attending).

There shall be no proxy votes.

#### **7.8. Conduct of Meetings.**

- a) The President of the Club will be Chairman of all meetings of the Club, Executive and Management Committee and shall be ex-officio, a Member of all committees and sub-committees.
- b) In the absence of the President the Deputy Chairman shall be Chairman of all meetings of the Club, Executive and Management Committee.
- c) The Chairman shall be entitled to exercise a deliberative vote, and in the event of an equality of voting, shall be entitled to a casting vote, which need not be exercised, or if exercised, need not be cast to preserve the "status quo".

### **8. Election of Officers**

- 8.1. Not less than seventy-five clear days before the Annual General Meeting the Management

Committee shall cause notice to be given to all Members, intimating the date for closing nominations for the offices of: President, Club Captain - Northern Region, Club Captain - Southern Region, Secretary/Treasurer, Beaded Wheels Editorial Committee Chairman, Registrar, Speed Steward and three other Members of the Management Committee, and shall invite nominations for such offices to be forwarded in writing to the Secretary/Treasurer to arrive not less than fifty-five clear days before the date appointed for the Annual General Meeting. Every such nomination to be signed by the Member nominated, their nominator and seconder.

- 8.2. Only a Member who has served at least one year upon the Executive of the Club shall hold the Office of President. Members shall be eligible for election to the Management Committee if they shall have paid all moneys due by them to the Club and have been financial Members of the Club for at least six months prior to nomination. If the number of candidates for the Management Committee exceeds the number of respective vacancies to be filled, an election shall take place.
- 8.3. Such election shall be by postal ballot of all Members of the Club and shall be conducted by the Secretary/Treasurer. If an election be necessary, ballot papers for such election shall be prepared by the Secretary/Treasurer and not more than forty-two clear days before the Annual General Meeting a ballot paper shall be posted to every Member.

The ballot paper shall contain the names, Branch, addresses and occupations of Members nominated for each of the offices of President, Club Captain Northern Region and Club Captain Southern Region, Secretary/Treasurer, Beaded Wheels Editorial Committee Chairman, Registrar, Speed Steward and three Members of the Management Committee, in the form of alphabetical lists. With each such ballot paper the Secretary/Treasurer shall also send to each Member an envelope addressed to the Secretary/Treasurer, with the words "Ballot Paper" marked thereon. Each Member who votes shall strike out from their voting paper the name of any candidate for whom they do not desire to vote and shall leave un-cancelled the name of any candidate for whom they desire to vote up to the maximum number of vacancies. After voting, the Member shall then return their voting paper, sealed in the prescribed manner, to the Club's registered office.

- 8.4. For the purposes of a postal ballot a voting paper and the other documents and papers to be posted therewith by the Secretary/Treasurer shall be sent by post to each Member at their address as shown on the list of Members in the office of the Club; but the accidental omission to post to any Member a voting paper and such other documents and papers shall not invalidate any election or in any manner whatsoever prejudice or affect any proceedings or steps relating to the taking of a postal ballot or anything arising out of or consequential on such ballot. No ballot paper on which the number of candidates voted for is more than the number of vacancies, or which is received by the Secretary/Treasurer later than 8 am on the fifth day preceding to the Annual General Meeting, shall be valid.
- 8.5. The Secretary/Treasurer shall notify each candidate of the time and place appointed for the opening and the counting of the voting papers (in these rules called the "ballot") and each candidate or representative duly appointed in writing (who shall in all cases be a Member of the Club) shall have the right to attend, but take no part in the counting of votes.
- 8.6. The Secretary/Treasurer shall open the envelopes at 8 am on the fifth day preceding the Annual General Meeting (or as soon thereafter as practicable) at the office of the Club, and together with such assistants as at their absolute discretion may or shall require to count the votes. The Management Committee shall appoint two official scrutineers to assist the Secretary/Treasurer in the counting of votes. The Members not exceeding the number of vacancies respectively to be filled who obtain the highest number of votes shall be deemed to be duly elected but shall take office only as from the dissolution or first adjournment if any (whichever event shall first happen) of the Annual General Meeting at which the declaration of the results of the poll is announced.
- 8.7. Provided however that where there is an equality of votes between candidates to be declared elected the Secretary/Treasurer shall determine by lot which candidate or candidates shall be elected.

The Secretary/Treasurer, shall after conferring with the scrutineers, be the sole and absolute judge as to whether any voting paper returned or any vote is valid or invalid, and should or should not be taken in consideration in the count and the decision of the Secretary/Treasurer in every case shall be conclusive and shall not be questioned or contested or impeached for any reason whatsoever. Where a question arises over voting papers returned or any vote is valid or invalid, and should or should not be taken in consideration in the count concerning the position of Secretary/Treasurer, the residing president shall be the sole and absolute judge and in every case his decision shall be conclusive and shall not be questioned or contested or

impeached for any reason whatsoever.

- 8.8. On completion of the count the Secretary/Treasurer shall sign a certificate stating the names of candidates and the number of votes cast for or obtained by each and such certificate shall be conclusive and final evidence of the result of the poll. The Secretary/Treasurer shall deliver such certificate to the President or failing that person, the Deputy Chairman, or failing that person the Chairman of the Annual General Meeting, and the result shall be announced at the Annual General Meeting.

## **9. Meetings**

- 9.1. The Annual General Meeting of the Club shall be held at such place, as the Executive shall determine during the month of August in each year, or such other month as may be determined in any Special General Meetings.
- 9.2. *Notice of Meeting:* Seventy-five clear days' notice in writing or by advertisement shall be given of all Annual or Special General Meetings.
- 9.3. *Agenda and Business:* The business which shall be discussed at the Annual General Meeting includes the annual report, statement of annual audited accounts, items of business, elections and any alterations to this Constitution. An agenda containing the business to be discussed at an Annual General Meeting shall be forwarded to all Members by not more than 42 days before the date of the Meeting.
- 9.4. *Voting:* At all Annual General or Special General Meetings each Member whose subscription has been paid and every other Member whose subscription is not in arrears more than one month shall have one vote which must be given personally. Voting shall be by a show of hands unless a ballot is demanded. The Chairman for the time being shall, in all cases of equal voting, have a casting vote as well as a deliberative vote.
- 9.5. *Special General Meeting:* On a requisition in writing, signed by fifty financial Members of the Club, being given to the Secretary/Treasurer, or on his behalf being directed to do so by the Executive or by the President, shall call a Special General Meeting. The provisions relating to notice of and proceedings at the Annual Meeting shall apply to Special General Meetings, so far as applicable.

A special General Meeting will only consider business related to the reason for which it is called, as notified to members.

- 9.6. *Quorum:* At all Annual General or Special General Meetings of the Club thirty financial Members shall form a quorum.

## **10. Finance**

- 10.1. The Executive in accordance with the By-laws shall determine the financial year of the Club.
- 10.2. The finance of the Club shall be administered and managed by the Management Committee.
- 10.3. The Management Committee shall present at or before the Annual General Meeting an annual report and statement of audited annual accounts.
- 10.4. The Executive shall appoint annually an auditor to audit the finances of the Club.

## **11. Subscriptions Levies and Fees**

- 11.1. All Members shall pay an Annual Subscription to the Club by a date determined by the Executive (refer to By-laws). The amount of the Annual Subscription, the Annual Joint Subscription, and the Initial Annual Subscription for prospective members shall be determined from time to time by the Executive. Each Branch shall determine the annual Branch Levy or Branch Joint Levy payable by its Members and the nature and amount of any incidental fee that may be incurred.

## **12. Common Seal**

- 12.1. The Club shall have a common seal. The Management Committee shall determine by resolution



when the common seal is to be used and make provision for its safe custody in accordance with the Incorporated Societies Act.

### 13. Guests

- 13.1. No Member who for the time being is the subject of any formal disciplinary process, shall, unless first authorised by the Management Committee or under its delegated powers, attend any Club or Branch function, event, activity or meeting.
- 13.2. No Member shall introduce as a guest a person who has been suspended, required to resign, or expelled, or whose name has been struck off the Register of Members either for non-payment of subscription or for any other reason.

### 14. Prizes

- 14.1. Neither the Club nor its Branches and any sponsor shall be permitted to offer a monetary prize to be competed for by any Member in any event.

### 15. Branches

- 15.1. The Club may establish Branches at any place or places it may think fit, and may from time to time fix and determine the boundaries or territories of each such Branch, provided that where any proposed new Branch is less than fifty (50) kilometres from the centre of an existing Branch, the Executive may require a minimum of thirty (30) Members in the new Branch.
- 15.2. The Members of a Branch shall consist of the Members of the Club who for the time being are residing within the boundaries or territory from time to time assigned to the management of a Branch Committee. When a new Branch is formed the existing Members residing in the boundaries or territory of that Branch shall be given the option of joining the newly formed Branch or staying with the original Branch.
- 15.3. Notwithstanding anything herein before contained, the Club's Secretary/Treasurer shall have the power to allocate any Member, on application of that Member, to any Branch of the Club, excepting that where that Member is for the time being the subject of any formal disciplinary process, such allocation shall only be made in accordance with that process. (*Refer By-laws*).
- 15.4. Such Branch Committee is empowered to create local Honorary Officers of the Branch. The numbers of such honorary positions may be limited at the discretion of the Branch Executive and all appointments to such positions, shall be advised to the Club Secretary/Treasurer as they are made. The affairs of each such Branch (subject to direction by the Executive of the Club) shall be managed by a Branch Committee comprising the following: -  
  
Chairman, Club Captain, Secretary/Treasurer and a Committee of at least three;  
  
Or such other combination of Officers as the Executive of the Branch may from time to time approve. Provided that should the Branch Secretary/Treasurer become a salaried appointee of the Branch then they shall have no further power to take part in management of the affairs of the Branch and one further Member shall be elected to the Committee.
- 15.5. Except as elsewhere provided in these Rules the Officers and Committee of the Branch shall be elected by the Members of the Branch.
- 15.6. Any Rules, By-laws and Regulations relating to any formal disciplinary process, including suspension from attendance at any Branch or Club function, event, activity or meeting, shall not be acted upon by a Branch Committee, unless and until that proposed disciplinary process or action is first transmitted to the Management Committee for authorisation and approval. That approval or otherwise shall be promptly forthcoming, depending on the circumstances, and not unreasonably withheld. The details of the matter shall be recorded by the parties so that they are available if the matter is not satisfactorily resolved or escalates to a more serious level at a later time.

Alternatively, any Member or Branch Committee or other person or organisation may, at any time, transmit the details of any complaint regarding a Member or Members in writing to the Management

Committee for its attention.

Any proposal to expel a Member may only be considered and investigated by the Management Committee. (*Refer By-laws*).

- 15.7. The general rules of the Club shall (so far as the same are applicable, and except as hereinafter mentioned) govern the conduct of the affairs and meetings of the Branch.
- 15.8. The Delegate so elected (*in accordance with Clause 6.2*) shall be responsible to the Branch Committee in respect of their position on the Executive of the Club.
- 15.9. The Members of each Branch shall be entitled to all the rights and privileges of Members of the Club including eligibility to elected positions as laid down in the Constitution; Section 8, Election of Officers.
- 15.10. Each Branch shall become a duly incorporated Branch of the Club and register as such under the provisions of the Incorporated Societies Act 1908, and any amendments thereof and with the sanction of the Executive shall adopt Branch Rules not inconsistent with these Rules.
- 15.11. Unless for the time being subject to a decision or directive of the Club or a Branch pursuant to the Constitution, By-laws or any other regulation, any Member of any Branch shall be entitled to all the rights and privileges of Members of the Club including eligibility for election to positions as laid down in the Constitution, Section 8, Election of Officers.

## **16. By-laws.**

16.1. The Executive may make new or amend existing By-laws provided the following has occurred:

- a) The additional By-law(s) or amendment is proposed either by the Management Committee or any Member (through their delegate) at a meeting of the Executive.
- b) All Branches are notified of the proposed addition or amendment forty-two days prior to the Executive Meeting in which they are to be considered.
- c) The Executive shall then vote on the proposed addition or amendment at the Executive Meeting.
- d) Resolutions shall be passed by a vote on a majority of Executive Committee members in attendance.

16.2. The By-laws have the same effect as this Constitution and shall be observed accordingly. If there is any inconsistency between the By-laws and this Constitution, then this Constitution shall prevail.

## **17. Alteration to the Constitution.**

17.1. This Constitution may only be amended, added to or repealed by resolution of a seventy five per cent majority of financial Members voting by postal ballot as set out in the By-laws.

## **18. Mediation & Arbitration**

18.1. Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.

18.2. The mediation shall be terminated by-

- a) The signing of a settlement agreement by the parties; or
- b) Notice to the parties by the mediator, after consultation with the parties, to the effect that further

- c) efforts at mediation are no long justified; or
- d) Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
- e) The expiry or sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

18.3. If the mediation should be terminated as provided in (b), (c) and (d) any dispute or difference arising out of or in connection with this constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

## 19. Winding Up

19.1. If at any Annual General Meeting or any Special General Meeting the majority resolves that the Club shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty days after the date of the meeting at which the resolution was passed, to confirm or reject the resolution. If the resolution is confirmed at the further Special General Meeting the Club shall be wound up and the delegates present shall direct the disposal of all the Clubs assets and finances to be paid to an Inland Revenue approved non-profit or charitable organisation once all debts and liabilities have been settled.

## 20. Matters not Provided For

20.1. The Executive shall decide any matters which are not provided for in this Constitution.

## 21. Interpretation

21.1. "Branch" means a duly established Branch of the Club.

21.2. "Club" means "The Vintage Car Club of New Zealand Incorporated".

21.3. "Club Members" mean all Members as defined.

21.4. "Executive" means the Executive of the Club as defined.

21.5. "Notices". For the purpose of these Rules and By-laws and any Regulations, any notice required to be given to any Member hereunder shall; be deemed to be properly given if posted to such Member at his last known address recorded in the Club Register of membership.

21.6. "Property" means all property both real and personal in the widest sense of the terms.

21.7. "Secretary/Treasurer" The person elected to administer the secretarial and financial affairs of the Club.

21.8. "Beaded Wheels Editorial Committee". The Committee ratified by the Club to administer the production of the Club's official publication "Beaded Wheels".

21.9. "Beaded Wheels Editorial Committee Chairman" The person elected to chair the meetings of the Beaded Wheels Editorial Committee, and to be a Member of the Management Committee.

21.10. Club Captain Northern Region shall be elected by members residing in the North Island only.

21.11. Club Captain Southern Region shall be elected by members residing in the South Island only.

21.12. "Registrar". The person elected to administer the Vehicles Registration System of the Club, and to be a Member of the Management Committee.

21.13. "Archivist" The person appointed by the Executive to effect the compilation, recording and storage of the Club records, the ongoing maintenance of the history of the Club, and to attend when requested and in an advisory capacity, the meetings of the Management Committee and the

Executive.

- 21.14. "Speed Steward". The person elected to be responsible for the conduct of speed events, promoted by, or for, the Club, and/or its Branches.
- 21.15. "Northern Region". All branches of the Club which have prescribed boundaries within the North Island.
- 21.16. "Southern Region". All branches of the Club which have prescribed boundaries within the South Island.
- 21.17. "Gender". Where any word, words, or phrases, in these Rules indicate a gender, both genders are applicable.
- 21.18. "Committee Member" is a Member of the Management Committee duly elected at the Annual General Meeting by postal ballot.
- 21.19. "By-laws". By-laws are regulations that govern the Club in the same way as does the Constitution. They can be made or amended by the Executive. If there are any inconsistencies between By-Laws and the Constitution, then the Constitution shall prevail.

**BY LAWS OF THE VINTAGE CAR CLUB OF NEW ZEALAND INCORPORATED**

**Honorary Life Member**

**1. Nomination**

- a) The nominee must be a financial member of the Vintage Car Club of New Zealand Incorporated.
- b) The nominee must be nominated and seconded by financial members of the Vintage Car Club of New Zealand Incorporated.
- c) Each nomination shall be forwarded to the National Secretary/Treasurer by 31<sup>st</sup> December, in writing, and giving reasons for the nomination.
- d) The National Secretary/Treasurer shall forward the nomination to the committee of each branch of which the nominee has been a member, for written comment. Any comment submitted shall represent the majority view of the Branch Committee concerned, as discussed and determined at a branch committee meeting. Anonymous comments and submissions will not be accepted.
- e) Once the comments of each Branch Committee concerned have been received, or after 30<sup>th</sup> April, whichever comes first, the nomination shall be tabled at a Management Committee meeting for consideration. The Management Committee shall make whatever follow-up enquiries it deems necessary in order to obtain additional information, or to clarify or confirm any comments that may have been received from the nominator, the seconder, or any Branch Committee.
- f) A nomination may not necessarily lapse as a result of any particular comment or lack of comment that may be made by a Branch Committee. However, in approving or dismissing any nomination, the Management Committee shall consider all of the information and valid comments that have been submitted to it.

**2. Presentation**

- a) Where the nomination to confer Honorary Life Membership is approved, presentation of a Life Membership Badge and a framed certificate in recognition of the award should be made at the next Annual General Meeting of the Club wherever possible.
- b) Where this is not practical, a National Event or suitable alternative event shall be agreed to by the Management Committee in consultation with those concerned.

**3. Benefits**

- a) Exemption from VCC membership subscriptions and branch levies for the Honorary Life Member and their partner as determined by the Management Committee.
- b) Continued acknowledgment of the Honorary Life Member at future club functions e.g. the AGM, International Rallies, special events or gatherings. If the Management Committee invites any Life Member to attend such an event, approved costs shall be covered by the Club and managed by the National Secretary/Treasurer.

**4. Maximum Number of Honorary Life Members.**

- a) The maximum number of living Honorary Life Members shall be limited to one per 1000 VCC Members.

**Subscriptions**

The subscription year shall commence on 1<sup>st</sup> November in each year and end on 31st October the following year.

- a) Annual Subscription rates for Members and Joint Members will be determined annually by the Executive and the setting of the Annual Subscription rate will determine the Annual Subscription for Junior Members.

- b) Annual Subscriptions and Branch Levies (if applicable) shall be payable in advance on the appointed due date of each year and all persons who are Members for any part of the Subscription Year shall be liable for the full subscription for such year. Honorary Life Members shall be exempt from payment of Annual Subscriptions and Branch Levies.
- c) Current payments include:
  - Annual Subscription (as set by the Executive Annually)
  - Annual Joint Subscription(s), if applicable (as set by the Executive Annually)
  - Branch Levy (as set by each Branch)
  - Branch Joint Levy (as set by each Branch)
  - Goods and Services Tax as applicable
- d) A discount as determined by the Executive is applicable to the Annual Subscription if that subscription is paid by the 20<sup>th</sup> of the month in which it is due.
  - i. The imposition of any other incidental fee that may be prescribed by a Branch for payment by any Branch Member from time to time shall be managed by the Branch.
  - ii. Pursuant to Clause 5.2 of the Constitution, such incidental fee do not form part of the initial Annual Subscription payable by a prospective Member.
- e) The initial Subscription for Prospective Members, Prospective Joint Members and Prospective Junior Members will be determined annually by the Executive, as well as the portion of the Initial Annual Subscription that is to be allocated to the respective Branch into which New Members have been accepted.
- f) Prospective Members approved as Members by the Executive at its March meeting shall have paid an initial Annual Subscription that affords financial membership status through to the end of the current Subscription Year, while Prospective Members approved as Members by the Executive at its August meeting shall have paid an initial Annual Subscription that affords financial membership status to the end of the following Subscription Year. (refer Application for Membership d) ii) below).

## **Membership**

- a) The Membership Year for a Member shall commence on the date of the Executive Meeting at which they were approved by the Executive as a Member, and thereafter on the anniversary of that date each year.
- b) Cessation of membership shall take effect from the date of receipt of resignation of a Member pursuant to the Constitution or from the date of the Executive Meeting at which it may be resolved that such Member be struck off the register for remaining un-financial for the current subscription year.
- c) For the determining of length of membership of a Member where that Member has ceased to be a Member under b) above and has later re-applied to become a Member once again, membership shall be deemed to have newly commenced under a) above, irrespective of the duration of non-membership.
- d) **Application for Membership**
  - i. Any person interested in furthering the interests of the Club may become a Prospective Member by completing an online Application for Membership form or by submitting a paper-copy of the same form.
  - ii. An online application form shall be submitted to the electronic address on the form, and a paper-copy of the application form may be submitted either directly by a Prospective Member or by a Branch.
  - iii. An Application for Membership form, whether submitted online or in paper form personally or through a Branch, shall in all cases be accompanied by the full amount of the prescribed Initial Annual Subscription specified on the Club's website as being applicable for the "date submitted" as stated on the form.

## **Executive Meeting**

Two Executive Committee Meetings will be held annually. One Meeting in March will be held in Wellington or an alternative location designated by the Management Committee. The second meeting will be held at the same location as the Annual General Meeting, in August.

## **Discipline**

1. Under the provisions of the National Constitution a Branch may adopt rules to discipline its own branch members. These rules must not conflict with the provisions of the national Club Constitution and a branch does not have the power to make any decision affecting a branch member's status as a member of the Club.
2. Any member(s) may at any time make a complaint about another member(s). Such complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the member(s) making the complaint and the member(s) whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
3. If a satisfactory outcome does not result or is unlikely to result from discussion between the members concerned, then the complaint must be made in writing.
4. Any written complaint about members must, if it is to be acted upon, include the following details:
  - a) The date the written complaint is being made.
  - b) The name of the member(s) subject of the complaint.
  - c) The factual details of the complaint including the date(s) on which the conduct complained of took place.
  - d) An assessment of the impact of that conduct on other members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the branch or the Club into disrepute.
  - e) The remedy sought by way of discipline of the member(s) complained about.
  - f) The names, membership numbers and signatures of the members complaining.

A copy of any written complaint must be kept by the members making that complaint.

5. Any written complaint about a member(s) may be transmitted to the Branch Committee of the branch to which the member(s) complained of belong, or may be transmitted directly to the Secretary/Treasurer of the Club for the attention of the Management Committee under delegated power from the Club's Executive.
6. A Branch Committee may proceed to deal with any written complaint received by them in accordance with clauses 3 – 5 above, if the Branch Committee has the capacity to efficiently and effectively deal with that complaint in accordance with the Branch Constitution, the Club Constitution and these Bylaws. If not, the complaint must be promptly transmitted to the Secretary/Treasurer of the Club for attention.
7. Where a Branch Committee has the capacity to manage a complaint about the conduct of any branch members, the Chairman of the Branch shall promptly investigate to determine the facts and advise the member(s) concerned of the complaint and record any explanations given. If the situation is considered serious enough to invoke the sanctions available to the branch under this bylaw, as defined in clause 9 below, the Chairman shall immediately advise the Secretary/Treasurer of the Club of the circumstances, also advising which of these sanctions would be considered against the member in accordance with the Branch Constitution.
8. If the Secretary/Treasurer receives advice of a written complaint about the conduct of a member(s), he/she will urgently consult with the Management Committee and promptly advise the Branch Committee as to whether the matter can be dealt with by the Branch Committee or whether it should be referred to the Management Committee for determination pursuant to the Discipline provisions of Section 5.5 of the National Constitution.
9. After consideration of the facts and any explanation given by any branch member(s) who are the subject of the complaint, a Branch Committee may impose one or more of the following penalties:

- 10.
- a) Admonish the member(s) if they agree not to repeat the conduct that gave rise to the complaint.
  - b) Require the member to apologise to the affected member(s), and any other affected person if appropriate.
  - c) Ban the member(s) from entering onto branch premises or participating in any specified branch event (s) held by the branch to which the member belongs, for a period of up to six months maximum, as agreed to and condoned by the Secretary/Treasurer in consultation with the Management Committee.
  - d) Require compensation by a specified time for any material damage to, or loss of a Branch asset(s).
11. A full written record of the proceedings in dealing with any complaint against a member(s) shall be retained by the Branch in chronological and dated order and made available on request if the matter is subsequently referred to the Management Committee or the Executive of the Club in accordance with the Club Constitution and Bylaws.
- The procedure for expulsion of members will be as follows:
12. Any person or organisation may make a complaint to the Management Committee that the conduct of a member of the Club is or has been injurious to the character of the Club. Every such complaint will be in writing and addressed to the Secretary/Treasurer.
13. If the Management Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Management Committee and to offer a written and/or oral explanation of the member's conduct.
14. They will give the member at least fourteen (14) days written notice of the meeting. The notice will:
- a) Sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
  - b) Inform the member that if the Management Committee is not satisfied with the member's explanation the Management Committee may suspend or expel the member from the Club.
15. If in the meeting the Management Committee decides to expel the member from the Club the member will cease to be a member of the Club.
16. A member expelled may within 14-days give written notice of appeal to the Secretary/Treasurer.
- a) The Secretary/Treasurer will then arrange for the complaint to be heard by the Executive when they next meet. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

## **CODE OF CONDUCT**

Members shall;

- a) Actively engage in, or support, the restoration, documentation, preservation and appreciation of historic vehicles and vehicles of potential interest for the future, recognising these vehicles as a distinct and valuable facet of New Zealand's cultural, technical and pioneering heritage.
- b) Display honesty, courtesy, fairness, respect and sensitivity through their interactions with Members and others, in a manner that is mindful of the differences of opinions that may arise.
- c) Adopt behaviours that are free from harassment, intimidation, exploitation or discrimination.
- d) Recognise and acknowledge the contributions, experience, skills and endeavours of others, many of whom may, for the time being, be serving in elected or appointed roles or offices.
- e) If serving the Club or its members in some capacity, do so with due care, diligence and integrity.
- f) Be mindful of complying with applicable laws, regulations and reasonable expectations that may



- g) relate to the events and activities of the Club, its Branches, its Members and its guests.
- h) Comply with the constitutional policies and procedures set down by the club and its Branches.
- i) In any given situation, adopt an appropriate course of action to the best of their ability, or refrain from a particular course of action as the case may be, in the best interests of the Club.
- j) Conduct themselves in a manner that reflects positively upon the Club and its Branches, and, to that end, demonstrate sound 'driver etiquette' and common sense when motoring club-eligible vehicles on Club events or at any other time when other motorists are a consideration. [*Sound 'road and driver etiquette' are referred to in Section 20 of the Club's Branch Manual*]
- k) At all times, and as a priority, consider the safety of themselves and others.
- l) Be made aware that some Members may have elected to have the details of their Club membership and Club-eligible vehicles, perhaps including images, withheld from publication, and shall respect this wish.

### **Financial Year**

In accordance with Rule 11.1 of the Constitution the Executive shall determine the financial year of the Club.

The financial year shall commence on the 1st April in each year and end 31st March the following year.

### **Alteration to the Constitution**

The following procedure shall be followed:

- a) A "proposed" Notice of Motion must be moved and seconded by two financial Members and received by the Club Secretary/Treasurer no later than 10 January.
- b) Any "proposed" Notice of Motion received by the prescribed date shall be discussed by the Management Committee at its next meeting and an objective assessment of that proposed Notice of Motion shall be undertaken by or on behalf of the Management Committee. This is for the purpose of facilitating discussion by the Executive at its next meeting. The assessment shall set out to identify any perceived advantages or disadvantages relating to the intent of the proposed motion when measured against the current aims and objects of the Club, and shall address any favourable or unfavourable implications of what is proposed, perhaps also exploring related opportunities and refinements.
- c) The Executive shall, after discussing a "proposed" Notice of Motion together with the assessment of that motion, resolve to accept it as currently presented and give it "formal" Notice of Motion status, or resolve to defer it subject to a defined and minuted course of action prior to reconsideration by the Executive in accordance with this by-law.
- d) Any "proposed" Notice of Motion that the Executive resolves to give formal status to, worded as currently presented, shall be emailed to all Branches so it can be discussed by the Members, who shall then have the opportunity to make comment or submissions. Such submissions must be received by the proposers no later than 30 April.
- e) The proposer and seconder of a Notice of Motion that has been given formal status under clause c) will be responsible for ensuring it is clearly worded and free from ambiguity after considering any submission received.
- f) In order to proceed through the voting process, a "formal" Notice of Motion in its final wording must be received by the Club Secretary/Treasurer no later than 10 May and must have been subject to clauses a) to e) above.
- g) A "formal" Notice of Motion that has satisfied the requirements must be forwarded to Branch Secretaries by 20 May and published in the June/July issue of Beaded Wheels.
- h) Voting papers as prepared by the Club Secretary/Treasurer must be supplied to all financial Members not more than 42 clear days and not less than 26 clear days before the Annual

General Meeting.

- i) Completed voting papers must be in the hands of the Club Secretary/Treasurer not later than 8 am on the 5th day preceding the Annual General Meeting.
- j) The general provisions of Rule relating to receipt, validity and counting of votes will apply as they affect this rule.
- k) The Constitution may only be amended, added to or replaced by a resolution of seventy five percent majority of financial Members voting by postal ballot.

### **Factory Built and Historic Racing Vehicles**

These are individual vehicles that have been firstly approved by the committee of a Branch of the Club and have been, secondly, approved by a meeting of the Management Committee.

There shall be a right of appeal to the Executive of the Club against any Branch Committee declining an application for approval.

The Registrar of the Club shall keep a register of Factory Built and Historic Racing Vehicles having been approved by the Executive.

### **Period Specials**

A Period Special is a vehicle which has been built up for a special purpose to represent a particular period and facet of motoring history such as; sports, racing, trials, commercial vehicles. These vehicles may be built utilising: a) Production components (Vehicle Identity Card code B4 & B5) or b) newly manufactured components (Vehicle Identity Card code C4 & C5). These vehicles must comply with the VCC of NZ Incorporated Code for Period Specials and have the approval of the Management Committee.

### **VCC Vehicle Identity Cards for VCC Speed Events**

All vehicles competing in Speed Events conducted by the Vintage Car Club of NZ Incorporated and its branches must be in possession of a current Vintage Car Club of NZ Incorporated Vehicle Identity Card.

### **Vehicle Eligibility**

Vehicles shall be Club-eligible when they are 30 years of age or older. The date of construction of a vehicle shall be determined in accordance with section 2 of the Club Vehicle Technical Code, by establishing the first available proven date commencing with;

- a) Date of availability from the manufacturer if documented; *then*
- b) Date of shipping or leaving the place of manufacture if documented; *then*
- c) Date of delivery (which could also be the date of first registration in the country delivered to); *then*
- d) Date of completion (if the vehicle has been significantly modified or altered); *then*
- e) If none of the above dates can be established, a vehicle shall be deemed to be Club-eligible after the 31st December of the year that is 30 years after its determined 'year of manufacture'.

### **Historic Vehicle**

A Historic Vehicle is a mechanically propelled vehicle, manufactured more than 30 years ago, preserved and maintained in a historically appropriate condition and for the time being in the care of a person or organisation keeping it for its historic, cultural and technical interest or pioneering significance, and using and appreciating it as is practicable.