

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".

1.2. **The Club is acknowledged in New Zealand statutes as being "The Historic Vehicle Authority of New Zealand", and may, when dealing with and supplying services to other bodies, refer to itself by such name with the Club's registered name shown as a supplementary reference.**

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 1st January 1946 and 31st 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 all New Zealand roads.
- 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, and did exercise this power by becoming a founder member of both the worldwide body named the Federation Internationale Vehicules Anciens (FIVA), of which the Club is the authorised New Zealand representative; and also a founder member of the New Zealand Federation of Motoring Clubs Incorporated, (NZ FoMC).**
- 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:

- d) 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.
- e) 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.

- f) 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:

- g) 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.
- h) 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.
- c) 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).
- d) 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.
- e) 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.

- f) To implement the policies and procedures as directed by the Executive.
- g) To fill any vacancies in any Committees of the Executive.
- h) To determine the terms and conditions of employees, volunteers and any other persons rendering service to the Club.
- i) To discipline any Member in accordance with this Constitution and the By-laws.
- j) 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.
- 8.8. 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.
- 8.9. 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 efforts at mediation are no long justified; or
- c) Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
- d) 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.