

RULES OF

MotorSport Bay of Plenty Incorporated

(Note: Definitions are included at the end of this document as paragraph 28)

THE SOCIETY

1.0 Name

- 1.1 The name of the society is MotorSport Bay of Plenty Incorporated ("the Club).
- 1.2 The Club is constituted by resolution dated 11 October 1996.

2.0 Registered Office

- 2.1 The Registered Office of the Club is 68 Judea Road, Tauranga.

3.0 Purposes of Club

- 3.1 The purposes of the Club are to:

- (a) To foster, organise, arrange and control automotive sports meetings, automotive events, driver training and automotive activities of all kinds.
- (b) To foster, organise, arrange and control motor tours, general outings and social functions.
- (c) To determine records and awards for competitors.
- (d) To join with any other club or association have objectives similar to those of the Club in carrying into effect any of the foregoing purposes.
- (e) To act with the statutes of New Zealand and the rules of MotorSport New Zealand as applicable.
- (f) Do anything necessary or helpful to the above purposes.

- 3.2 Pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

- 4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The President;
- (b) The Vice President;
- (c) The Secretary/Treasurer (1, unless the Members decide by majority vote at a Club Meeting that there be 2 and the roles be split);
- (d) The Club Captains (two, unless the Members decide by majority vote at a Club Meeting that there be 1);

(f) Other Member as the Club shall decide.

4.2 Only Members of the Club may be Committee members.

4.3 There shall be a minimum of four Committee Members, and a maximum of ten.

4.4 The Committee may co-opt the assistance of other Members or non-members as may be required from time to time.

5.0 Appointment of Committee Members

5.1 At a Club Meeting, the Members may decide by majority vote:

(a) How large the Committee will be;

(b) Who shall have the title of President, Vice President, Secretary/Treasurer, and Club Captain;

(c) Whether any Committee Member may have more than one title;

(d) How long each person will be a Committee Member (“the Term”).

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

(a) They resign by giving written notice to the Committee;

(b) They are removed by majority vote of the Club at a Club Meeting;

(c) Their Term expires;

(d) They cease to be a Member for any reason.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club Property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least 14 days before an Annual General Meeting. Nominations at the Annual General Meeting may be accepted by the Chairperson of the Annual General Meeting. Each candidate shall be proposed and seconded by Members.

7.2 If the position of any Committee Member becomes vacant between Club Meetings, the Committee may appoint another Member to fill that vacancy until the next Club Meeting.

7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person’s position to be vacant.

8.0 Role of the Committee

8.1 Subject to the rules of the Club (“the Rules”), the role of the Committee is to:

- Administer, manage, and control the Club
- Carry out the purposes of the Club, and use Money or Other Assets to do that;
- Manage the Club’s bank accounts;

- Ensure that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints;
- Set Membership fees, including subscriptions and levies;
- Make regulations.

8.2 The Committee has all the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.

8.3 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9.0 Roles of Committee Members

9.1 The President's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Club;
- (e) Give a report on the operation of the Club at each Annual General Meeting.
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Vice President's role is to:

- (a) Deputise for the President in his absence;

9.3 The Secretary/Treasurer's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Produce and retain the Club's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Produce a regular newsletter;
- (f) Retain the common seal of the Club;
- (g) On an annual basis recommend to the Committee a membership structure including proposed fees;
- (h) Keep an attendance book recording dates and attendances at any Meeting;

- (i) Collect and receive all payments made to the Club. These payments must be banked promptly and no longer than seven days after the Treasurer receives them;
- (j) Keep a true and accurate record in a recognised accounting format, so that the Club's financial situation can be clearly understood at any point in time;
- (k) Give a financial report and statement of accounts (including any Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Club decides this at a Meeting.
- (l) Forward the annual financial statements for the Club to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

9.5 The Club Captain's Role is to:

- (a) Organise, arrange and control events promoted by the Club;
- (b) Subject to Committee approval, recommend and procure awards for competitors;
- (c) Provide other support as may be required within the Club;
- (d) Increase membership;
- (e) Respond to all new prospective member enquiries.

9.6 Other Committee members' roles are to:

- (a) Foster new membership;
- (b) Provide other support as may be required within the Club.

CLUB MEMBERSHIP

10.0 Types of Members

10.1 A Member is either an Ordinary Member or a Life Member, but not an Honorary Member.

10.2 An Ordinary Member has the rights and responsibilities set out in these Rules.

10.3 A Life Member is a person who is acknowledged as a longstanding Member of the Club. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions or levies.

10.4 An Honorary Member is a person who is acknowledged as providing or having provided important services to the Club, or to motorsport in general. An Honorary Member has none of the rights or privileges of a Member.

11.0 Admission of Members

11.1 To become an Ordinary Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Committee requires this;
- (b) Supply any other information the Committee requires, and;
- (c) Pay the applicable fee.

11.2 The Committee may interview the Applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

11.4 An Ordinary Member may become a Life Member only if:

- (a) The Committee recommends that the Club should appoint the Ordinary Member as a Life Member; and
- (b) The Club passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds vote of those Members present and voting at a Club Meeting.

12.0 The Register of Members

12.1 The Secretary/Treasurer shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became members.

12.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary/Treasurer.

12.3 Each Member shall provide such other details, as the Committee requires.

13.0 Cessation of Membership

13.1 Any Member may resign by giving written notice to the Secretary/Treasurer.

13.2 A Member may have his or her Membership terminated in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Club.

- (b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote, terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary/Treasurer ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary/Treasurer, the Member will have the right to be fairly heard at the next Club Meeting. If the Member chooses, the Member may provide the Secretary/Treasurer with a written explanation of the events as the Member sees them ("the Member's Explanation), and the Member may require the Secretary/Treasurer to give the Member's Explanation to every other member with 7 days of the Secretary/Treasurer receiving the Member's Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.

14.0 Re-admission of former Members

14.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the Committee or the Club terminated the former Member's membership, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

16.0 Use of Money and Other Assets

16.1 The Club may only Use Money and Other Assets if:

- (a) It is for a purpose of the Club;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) The Use has been approved by either the Committee or by majority vote of the Club.
- (d) Surplus funds are invested in a low-risk interest bearing account with a reputable trading bank, or in an alternate low risk investment provided that the alternate is approved by a majority vote of Members at a Club Meeting.

- (e) In the event that a Major Transaction is to be undertaken then that transaction will require approval by a 75% majority vote of Members at a Club Meeting.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Committee shall decide by majority vote at a Committee meeting;

- (a) What a Member must pay to join the Club (“Joining Fee”); and
- (b) What a Member must pay in order to stay a Member (“Subscription”) and how often this must be paid.

17.2 The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.

17.3 If any Member does not pay a Subscription or levy by the date set by the Committee, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven-day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full.

18.0 Additional Powers

18.1 The Club may:

- (a) Employ people for the purposes of the Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote any Club Meeting.

19.0 Financial Year

19.1 The financial year of the Club begins on 1 October of every year and ends on 30 September of the next year.

20.0 Club Funds

20.1 Any payment made by the Club above a value of twenty dollars must be by Cheque or electronic deposit.

20.2 All Cheques must be authorised in accordance with the authority levels prescribed within the Club’s Financial Authority Levels.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Club may by majority vote appoint someone to audit the Club (“the Auditor”). The Auditor shall audit the Club’s accounts, and shall certify they are correct. The Auditor must be a member of the Institute of Chartered Accountants of New Zealand, and must not be a Member of the Club. If the Club

appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22.0 Club Meetings

22.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year between 1 October and the end of the following February. The Committee shall determine when and where the Club shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary/Treasurer receives a written request signed by at least a quarter of the Members.

22.4 The Secretary/Treasurer shall give all Members at least 14 days written notice of:

- (a) The business to be conducted at any Club Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Club Meeting is an Annual General Meeting;
- (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary/Treasurer must not provide Members with information exceeding one side of an A4 sheet of paper per nominee).
- (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary/Treasurer has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend and vote at Club Meetings.

22.6 No Club Meeting may be held unless at least ten, or ten percent (whichever is the greater) of Members attend.

22.7 All Club Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the Club Meeting. If the Vice President is also absent, the Secretary/Treasurer shall chair the Club Meeting. If the Secretary/Treasurer is also absent the Club shall elect another Committee Member to chair that meeting. Any person chairing a Club Meeting has a casting vote.

22.8 On any given motion at a Club Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.

22.9 The business of an Annual General Meeting shall be;

- (a) Confirmation of any minutes of the previous Meeting(s);
- (b) The President's report on the business of the Club;
- (c) The Secretary/Treasurer's report on the finances of the club, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years, if tabled.

23.0 Motions at Club Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion) at a particular Club Meeting, by giving written notice to the Secretary/Treasurer at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information). The information is to be provided at the same time that the motion is provided. The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- (a) It must be voted on at the Club Meeting chosen by the Member; and
- (b) The Secretary/Treasurer must give the Member's Information to all Members at least 7 days before the Club Meeting chosen by the Member; or
- (c) If the Secretary/Treasurer fails to do this, the Member has the right to raise the Motion at the following Club Meeting.

23.2 The Committee may also decide to put forward motions for the club to vote on ("Committee Motions").

24.0 Committee Meetings

24.1 No Committee Meeting may be held unless more than half of the Committee Members attend.

24.2 The President shall chair Committee Meetings, or if the President is absent, the Vice President shall chair the Committee Meeting. If the Vice President is also absent the Secretary/Treasurer shall Chair the Committee Meeting. If the Secretary/Treasurer is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.3 Decisions of the Committee shall be by majority vote.

24.4 The President or person acting as President has a casting vote.

24.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

24.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

25.0 Signing of Documents

25.1 The Club shall have a common seal. A document shall be executed on behalf of the Club if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by two Members of the Committee, one of whom must be any one of the President, the Vice President, or the Secretary/Treasurer.

ALTERING THE RULES

26.0 Altering the Rules

26.1 The club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

26.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 Members and given in writing to the Secretary/Treasurer at least 14 days before the Club Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

26.3 At least 7 days before the General Meeting at which any Rule change is to be considered, the Secretary/Treasurer shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.4 When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

27.0 Winding Up

27.1 If the Club is wound up:

- The Club's debts, costs and liabilities shall be paid.
- Surplus Money and other Assets of the Club may be disposed of :
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but

- No distribution may be made to any Member.
- The surplus Money and Other Assets shall be distributed to:
 - (i) Any other organisation within New Zealand that has similar purposes to those herein.

28.0 Definitions

28.1 In these Rules:

- (a) “Cheque” means a personal cheque or a bank cheque.
- (b) “Club Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (c) “Club Property” means any tangible or intangible possession that is owned, held or used by the Club. It includes but is not limited to documents and records, intellectual property, physical assets, rights, electronic files and programs, funds and securities and shall include items loaned, hired, leased, or gifted to the Club by a third party or parties.
- (d) “Club Financial Authority Levels” means the financial authority levels for financial transactions as recommended by the Committee and as approved by a Majority vote at a Club meeting.
- (e) “Committee” means the Committee of the Club.
- (f) “Committee Meeting” means a meeting of the Committee.
- (g) “Committee Member” means any Member who is on the Committee.
- (h) “Majority Vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (i) “Major Transaction” means any Transaction where more than 30% of the Club’s financial assets are to be expended or invested.
- (j) “Meeting” means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (k) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- (l) “Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (m) “Rules” means these rules, being the rules of the Club.
- (n) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

- (o) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods, deemed to be served one calendar day after being sent.

Signed by the following Members of the Society:

Geoff Andrews, President

Linda Loughlin, Secretary

Tony Don, Member

Dated: 9 December 2008