

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

1. Introductory rules

1.1 These Rules rescind and replace all previous Rules.

1.2 Name

The name of the Club is MG Car Club (Wellington Centre) Inc. In this **Constitution** referred to as the '**Club**'.

1.3 Charitable status

The **Club** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.4 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Club** held once per year which, among other things, will receive and consider reports on the **Club's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Committee Meetings**, and who provides leadership for the **Club**.

'**Committee**' means the **Club's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Club**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Classic Race Register**' (**CRR**) means the Club's wholly owned and independently operating entity, with its own Constitution, created for the purpose of registering and licensing the **Club's** members competing in Motorsport New Zealand Incorporated's sanctioned events.

'**Matter**' means—

- i. the **Club's** performance of its activities or exercise of its powers; or
- ii. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

'Member' means a person who has consented to becoming a **Member** of the **Club** and has been properly admitted to the **Club** who has not ceased to be a **Member** of the **Club**.

'Notice' to **Members** includes any notice given by email, post, or courier.

'Written' and **'In Writing'** includes emails and online digital forms.

'Officer' means a natural person who is:

- I. a member of the **Committee**, or
- II. occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**, including any President, Secretary or Treasurer.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'President' means the **Officer** elected at the Annual General Meeting as the primary head of the **Club**.

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

'Treasurer' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

'Special General Meeting' means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

'Working Days' mean as defined in the Legislation Act 2019.

1.5 Purposes and Objects

Any income, benefit or advantage must be used to advance the charitable purposes of the **Club**. The **Club** is established and maintained (including any purposes ancillary to those charitable purposes) to:

- a. Foster and encourage the preservation and use of the MG marque of motor vehicle, and to celebrate its heritage.
- b. Foster road courtesy and safe driving.
- c. Benefit the community by continuing to provide driver training opportunities to the public and to **Club Members** including advanced driver training.
- d. Offering the opportunity to the public to take part in events run by the **Club**.
- e. Benefit the mental wellbeing and camaraderie of the **Club's** members.

In addition to the purposes above the **Club** has the following objectives:

- f. To foster, promote and support the amateur sport and pastime of motoring in all its branches and whether at a local, regional, national or international level.
- g. To extend to owners and drivers of MG motor vehicles and their friends and families and all people interested in MG motor vehicles and in motoring sport generally the hospitality, privileges and conveniences enjoyed in connection with the **Club**.
- h. To assist owners of MG motor vehicles with the restoration, service, maintenance and preservation of their cars by means of information and technical data.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- i. To hold, promote and encourage such meetings, lectures, discussions and other social functions as the **Club** may determine from time to time.
- j. To promote, organise and conduct amateur motorsport events including but not limited to Meetings, Competitions, Motorkhanas, Trials, Speed Events, Hill Climbs, Displays and Shows, Concours, Races, Excursions, Reliability Trials, Rallies, and Autocrosses with power to offer prizes and awards in respect thereof and with power to determine who shall participate in such events, whether **Club Members**, or otherwise.
- k. To be affiliated to and to cooperate on an international level with the MG Car Club Ltd in the United Kingdom or its successors or assigns.
- l. To be affiliated through the **Classic Race Register (CRR)** to Motorsport New Zealand Inc. if required or its successors or assigns being the body for national motorsport administration in New Zealand.
- m. To be affiliated to such other clubs and organisations as would be in keeping with the **Purposes** of the **Club**.
- n. To be a Centre Body Corporate Member of the MG Car Club Incorporated in New Zealand or its successors or assigns.
- o. The **Club** must not, except as a consequence of Purposes and Objects (Section 1.5) operate for the purpose of, or with the effect of:
 - i. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
 - ii. having capital that is divided into shares or stock held by its **Members**; or
 - iii. holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Club** or otherwise).
- p. But the **Club** will not, except as a consequence of Purposes and Objects (Section 1.5), operate for the financial gain of **Members** simply if the **Club**:
 - i. engages in trade,
 - ii. pays a **Member** for matters that are incidental to the purposes of the **Club**, and the **Member** is a not-for-profit entity,
 - iii. distributes funds to a **Member** to further the purposes of the **Club**, and the **Member**:
 - a. is a not-for-profit entity, and
 - b. is affiliated or closely related to the **Club**, and
 - c. has the same, or substantially the same, purposes as those of the **Club**.
 - iv. reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Club** or while pursuing the **Club**'s purposes,
 - v. provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
 - vi. provides benefits to **Members** or their families to alleviate hardship,
 - vii. provides educational scholarships or grants to **Members** or their families,
 - viii. pays a **Member** a salary or wages or other payments for services to the **Club** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Club**),
 - ix. provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Club**.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- x. on removal of the **Club** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

1.6 Act and Regulations

Nothing in this **Constitution** authorises the **Club** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.7 Approval of Inland Revenue

No addition to or alteration of the non-profit aims, payments to Members clause or liquidation clause shall be approved without the approval of Inland Revenue.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

1.8 Payments to Members

No **Member** of the **Club** or any person associated with a Member shall participate in or materially influence any decision made by the **Club** in respect of the payment to or on behalf of that **Member** or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

1.9 Restrictions on the Club's powers

The **Club** must not be carried on for the financial gain of any of its members.

The **Club's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)

1. The **Club** does not have the power to borrow money.
2. The **Club** shall have the power to do all acts and things necessary for the furtherance of its objects or any of them and without limitation except as specified herein may exercise the following powers and ancillary objects:
 - a. may have headquarters, clubrooms and other facilities at such places as may from time to time be determined and may erect, maintain, improve, or alter any buildings, premises, land, works, as it may require.
 - b. may purchase, sell, exchange, take on lease or hire or otherwise deal with or acquire upon such terms as it may think fit, any real and personal property and any rights and privileges either necessary or convenient, for the purposes of the **Club**.
 - c. To invest and deal with the funds of the **Club** upon such securities or in such manner, and upon such terms and conditions as shall be reasonable and proper.
 - d. to join or affiliate with other incorporated bodies.
 - e. to establish and dis-establish Vehicle Registers and sub-centres as hereinafter provided.
 - f. to make grants and subsidies to deserving objects whose objectives are in line with the purpose and objects of the **Club**. For example, gifts, prizes flowers after a death or a book token for good unpaid work.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- g. to subscribe for, purchase, take or acquire, shares, debentures or securities in, or promote, or become members of, any club, incorporated body or other corporation, or company or anybody not incorporated, or any trust whose objectives are in line with those of the **Club**.
- h. to receive gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the **Club**.
- i. to print, publish and distribute, whether by sale or otherwise, any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the **Club**.
- j. to enter into contracts, arrangements, undertakings or any other forms of agreement with any club, incorporated body or other corporation or company or anybody not incorporated or any person or persons or any trust for any one or more of the objects of the **Club**.
- k. to open and operate bank accounts with such banks and upon such terms as the **Committee** shall from time to time determine.
- l. Such bank accounts will require two signatures to authorise any payments. Except in special circumstances the two signatories should not reside at the same address.

1.10 Registered office

The registered office of the **Club** shall be at such place in New Zealand as the **Committee** from time to time determines. (Nominally that of the President.)

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- a. at least 5 working days before the change of address for the registered office is due to take effect, and
- b. in a form and as required by the **Act**.

1.11 Contact person

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

The **Club's** contact person must be:

- a. At least 18 years of age, and
- b. Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a. a physical address
- b. an electronic address, and
- c. a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Club** becoming aware of the change.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

2. Memberships

2.1 Minimum number of members

The **Club** shall maintain the minimum number of **Members** (currently 10) required by the **Act**.

2.2 Types of members

The types of membership and the method by which **Members** are admitted to different types of membership are as follows:

a. **Ordinary Member**

shall be persons aged 15 years or over who subscribe hereto upon such terms and subject to such criteria as the **Committee** may from time to time determine, who have been accepted pursuant to these Rules as financial Members of the **Club**. Ordinary Members who have attained the age of 15 years but not 18 years shall be entitled to vote but not hold office. Ordinary Members who have attained the age of 18 years shall be entitled to vote and hold office.

b. **Life Member**

shall be persons who have been elected by ordinary resolution at an Annual General Meeting to Life Membership on the recommendation of the **Committee**, such election to be made in respect of persons who have rendered a minimum of eight years of outstanding service. Life Members shall be entitled to all the rights and privileges of Ordinary Members including the right to vote and hold office. Life Members shall be exempt from all fees, subscriptions and levies.

c. **Honorary Member**

is a person honoured for services to the **Club** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

d. **Junior Member**

shall be persons under the age of 15 who subscribe hereto upon such terms and subject to such criteria as the **Committee** may from time to time determine, who have been elected pursuant to these Rules as financial Members of the **Club**. Junior Members shall not be entitled to vote or hold office.

e. **Visitor Member**

shall be persons who are Members of an MG Car Club Regional Centre in New Zealand or an overseas affiliated MG Car Club who, for the duration of their visit to the **Club**, may be extended reciprocal hospitality and day membership at the **Club's** events. Visitor Members shall not be entitled to vote or hold office.

f. **Provisional Member**

shall be persons who are enabled by provisions in the Motorsport New Zealand National Sporting Code or its appendices to take part in **Club** events via the **MG Classic Race Register (CRR)** without completing membership requirements. Provisional Members shall

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

not be entitled to vote or hold office.

g. Further Categories of Membership

The Members of the **Club** entitled to vote may by Special Resolution resolve to create such further categories of membership whether of natural persons or body corporate either with or without the right to vote and (in the case of natural persons) hold office and otherwise on such terms as they feel is in the interest of the **Club**.

2.3 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

2.4 Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Club Member** shall be retained in the **Club's** membership records.

2.5 Members' obligations and rights

Every **Member** shall provide the **Club** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Club** in writing of any changes to those details.

- a. All **Members** shall promote the interests and purposes of the **Club** and shall do nothing to bring the **Club** into disrepute.
- b. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Club's** premises, facilities, equipment and other property, and participating in **Club** activities) if all subscriptions and any other fees have been paid to the **Club** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Club** by reason only of being a **Member**.
- c. Any **Member** that is a body corporate shall provide the **Committee**, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- d. The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Club**, and under what circumstances they may participate in **Club** activities, including any conditions of and fees for such access, use or involvement.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

2.6 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 60 **Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Club** activity or to access or use the **Club's** premises, facilities, equipment and other property until all the arrears are paid. The committee will have the right to wave payment in special circumstances. If such arrears are not paid within 90 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**:

- a. by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
- b. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d. by resolution of the **Committee** where the member has failed to pay a subscription, levy or other due amount, within 90 working days of the due date for payment.
- e. if in the opinion of the **Committee**, the **Member** has brought the **Club** into disrepute.
- f. Membership shall cease or terminate in the following circumstances:
 - i. Any **Member** may discontinue membership upon delivering to the registered office of the **Club** or by delivering to a Committee Member of the **Club** notice in writing of the resignation of that Member and thereupon such Member shall cease to be a Member.
 - ii. In the case of any Member being over three months in arrears with a subscription or any other moneys due by such Member to the **Club** if the Committee shall resolve by a three-fourths majority to terminate such membership then such membership shall terminate upon such resolution being made and there shall be no right of appeal from or review of such resolution.
 - iii. If the Committee shall resolve by a three-fourths majority that a Member's behaviour or conduct has been injurious to the welfare or character of the **Club** or is in breach of these Rules or any regulations made thereunder then such membership shall forthwith

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

terminate upon such resolution being made and there shall be no right of appeal from, or review of, such resolution.

- iv. Cessation or termination membership shall not relieve such Member from liability in respect of any moneys payable by such Member to the **Club** as at the date of such cessation or termination of membership.
- g. with effect from (as applicable):
 - i) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
 - ii) the date of termination of the **Member's** membership under this **Constitution**, or
 - iii) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - iv) the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**:

- a. remains liable to pay all subscriptions and other fees to the **Club's** next balance date,
- b. shall cease to hold himself or herself out as a **Member** of the **Club**, and
- c. shall return to the **Club** all material provided to **Members** by the **Club** (including any digital data, membership certificates, badges, handbooks and manuals).
- d. shall cease to be entitled to any of the rights of a **Club Member**.

2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants however, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

3. General meetings

3.1. Procedures for all general meetings

The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Club** and recorded in the **Club's Register of Members**. The **General Meeting** and its business will not be

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend, speak and vote at **General Meetings**:

- a. in person, or
- b. by a signed original written proxy (An email or online form is acceptable. A copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- c. through the authorised representative of a body corporate as notified to the **Committee**, and
- d. no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 5 percent of eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Club**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **chairperson** or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The **Club** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- e. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- f. All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- g. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- h. Any person chairing a **General Meeting** may:
 - i. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- ii. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- iii. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- i. The **Committee** may propose motions for the **Club** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- j. Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2. Minutes

The **Club** must keep written minutes of all **General Meetings** and all **Committee Meetings**. Minutes may include voice and video recordings and transcripts thereof.

3.3. Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following:

- a. 6 months after the balance date of the **Club**
- b. 15 months after the previous annual meeting.

3.4. Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- a. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- b. adopt the annual report on the operations and affairs of the **Club**,
- c. adopt the **Committee's** report on the finances of the **Club**, and the annual financial statements,
- d. set any subscriptions for the current financial year
- e. hold an election of officers to form the incoming committee
- f. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- g. consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information:

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- h. an annual report on the operation and affairs of the **Club** during the most recently completed accounting period,
- i. the annual financial statements for that period, and
- j. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5. Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 15 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

4. Committee

4.1 Committee composition

The **Committee** will consist of at least 3 **Officers** and no more than 11 **Officers**.

A majority of the **Officers** on the **Committee** must be either **Members** of the **Club**, or representatives of corporate bodies that are **Members** of the **Club**.

- a. A majority of the **Officers** on the **Committee** must be either **Members** of the **Club**, or representatives of corporate bodies that are **Members** of the **Club**.
- b. The minimum **Committee** shall consist of the following members:
President, Secretary and Treasurer.
- c. Other **Committee** positions shall include but not be limited to Vice President and Club Captain and any other positions as may be decided upon by the **Committee** from time to time.
- d. The **Committee** will have a maximum of eleven (11) **Members** including all positions.
- e. The position of the **President** shall only be open to a member of the retiring Committee except where there are no written nominations out of the retiring Committee the retiring President shall call for nominations from the Annual General Meeting. Such nominations will be valid but, in the event of there being nominations from the Annual General Meeting, both from the retiring Committee and persons not of the retiring Committee, the latter shall not be

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

considered for election, and, only in the event of there being no nominations from the retiring Committee, shall such nomination be considered.

- f. Should any of the President, Secretary or Treasurer become a salaried appointee of the **Club** then he/she shall have no further power to take part in the management of the affairs of the **Club**.
- g. If the number of Committee Members shall at any time fall to less than five (5) in all, the remaining Committee Member or Committee Members may, by notice in writing, appoint from the Members entitled to vote another Committee Member or other Committee Members to bring the number of Committee Members up to but not exceeding the minimum number of Committee Members. Such appointed Committee Members shall thereafter hold office as if duly elected at a Members meeting.
- h. If one of the positions in a. or b. above becomes vacant before the next Annual General Meeting the remaining Committee Members may, by notice in writing, appoint another Member of the Committee to that position until the next Annual General Meeting.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Club** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

The **Committee** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Club**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.4 Sub-committees

The **Club Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Club**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- a. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- b. no sub-committee shall have power to co-opt additional members,
- c. a sub-committee must not commit the **Club** to any financial expenditure without express authority from the **Committee**, and
- d. a sub-committee must not further delegate any of its powers.

The first subcommittee shall be the Classic Race Committee (CRC). The subcommittee Chairperson shall be appointed at the **Club's** AGM from financial **Members** of the **Club**.

The **CRC** subcommittee Chairman may appoint a maximum of six further **Club Members** to this subcommittee.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

The **CRC** subcommittee duties include but are not limited to:

- a. preparing a budget, which includes all Gifts, Prizes or Subsidies to promote Classic Events, to be presented to and passed by the **Club Committee** before the event.
- b. having, managing and recording its own bank accounts and financial and general records in accordance with the **Club** rules. All payments will require 2 signatories from the CRC subcommittee or the Club committee.
- c. using all income for the benefit of **Members** and to promote Classic events and the **Club**.
- d. shall be able from time to time approve thank you gifts for unpaid services rendered.

4.5 General matters: committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5. Committee meetings

5.1 Procedure

The quorum for **Committee** meetings is at least one more than half of the number of members of the **Committee**.

A meeting of the **Committee** may be held either:

- a. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b. by means of audio, or audio and visual communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

5.2 Frequency

The **Committee** shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

6.1 Qualifications of officers

Every **Officer** must be a natural person who:

- a. has consented in writing to be an officer of the **Club**, and
- b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Club**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Club**, namely:

- c. a person who is under 16 years of age
- d. a person who is an undischarged bankrupt
- e. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- f. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- g. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the **Act**
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- h. a person subject to:
 - i. a banning order under subpart 7 of Part 4 of the **Act**, or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- i. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- j. Is resident outside of New Zealand.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

Prior to election or appointment as an **Officer** a person must—

- k. consent in writing to be an **Officer**, and
- l. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Club's** records.

6.2 Officers' duties

At all times each **Officer**:

- a. shall act in good faith and in what he or she believes to be the best interests of the **Club**,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Club** acting, in a manner that contravenes the **Act** or this **Constitution**,
- d. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - i. the nature of the **Club**,
 - ii. the nature of the decision, and
 - iii. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- e. must not agree to the activities of the **Club** being carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, or cause or allow the activities of the **Club** to be carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, and
- f. must not agree to the **Club** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Club** will be able to perform the obligation when it is required to do so.
- g. The **President** is responsible for Chairing all meetings of the **Club** unless another Chairperson for a **Club** meeting is appointed pursuant to this **Constitution**
- h. It shall be the duty of the **Secretary** to arrange, organise and keep a true record of all Members, General and Special meetings and Committee meetings and generally attend to correspondence where another person is not responsible for such correspondence.
- i. It shall be the duty of the **Treasurer** to receive all monies due to the **Club** and to pay all amounts payable on behalf of the **Club**, keep a full and correct account of all receipts and payments, produce a statement of accounts to the Committee at each meeting and to report generally upon the finances of the **Club** and pay all monies received as soon as practicable and without deduction to the credit of the **Club's** bank accounts.

6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

- a. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

- b. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Club** at least 10 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- d. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- f. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Club**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

6.4 Term

The term of office for all **Officers** elected to the main **Committee** shall be one (1) year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

The term for the **Chairperson** of the **Classic Race Committee (CRC)** shall be two (2) years.

6.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Club** where in the opinion of the **Committee** or a breach of the **Club** rules, section 'Qualification of officers' above

- a. The **Officer** elected to the **Committee** has been absent from 4 committee meetings without leave of absence from the **Committee**.
- b. The **Officer** has brought the **Club** into disrepute.
- c. The **Officer** has failed to disclose a conflict of interest.
- d. The **Committee** passes a vote of no confidence in the **Officer**.

with effect from the date specified in a resolution of the **Committee** or **Club**.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

6.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all digital data, books, papers and all other property of the **Club** held by such former **Officer**.

6.7 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- a. to the **Committee** and or sub-committee, and
- b. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

- c. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- d. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- e. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

7. Records

7.1 Register of Members

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

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

It shall be the duty of the **Secretary** to keep the **Register of Members**. The **Secretary** may delegate the function of keeping the **Register of Members**.

For each current **Member**, the information contained in the Register of Members shall include:

- a. their name, and
- b. the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- c. their contact details, including —
 - i. a physical address
 - ii. a email address (if any) and
 - iii. a telephone number (if any)
- d. The register will also include each **Member's**
 - i. postal address
 - ii. whether the **Member** is financial or unfinancial

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

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

- e. the former **Member's** name, and
- f. the date the former **Member** ceased to be a **Member**.

7.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

7.3 Access to information for members

A **Member** may at any time make a written request to the **Club** for information held by the **Club**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Club** must, within a reasonable time after receiving a request:

- a. provide the information, or
- b. agree to provide the information within a specified period, or
- c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Club** (which must be specified and explained) to meet the cost of providing the information, or
- d. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Club** may refuse to provide the information, the **Club** may refuse to provide the information if:

- e. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- f. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Club** or of any of its **Members**, or
- g. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Club**, or
- h. the information is not relevant to the operation or affairs of the Club, or
- i. withholding the information is necessary to maintain legal professional privilege, or
- j. the disclosure of the information would, or would be likely to, breach an enactment, or
- k. the burden to the **Club** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- l. the request for the information is frivolous or vexatious, or
- m. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Club** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Club**:

- n. that the **Member** will pay the charge; or
- o. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8. Finances

8.1 Control and management

The funds and property of the **Club** shall be:

- a. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- b. devoted solely to the promotion of the purposes and objectives of the **Club**.
- c. bank accounts with signatories appointed from **Officers** of the **Club**.

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

All money received on account of the **Club** shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment. All payments require 2 signatories.

The **Committee** must ensure that there are kept at all times accounting records that:

- d. correctly record the transactions of the **Club**, and
- e. allow the **Club** to produce financial statements that comply with the requirements of the **Act**, and
- f. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Club's Constitution**).

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

The **Committee** must establish and maintain a satisfactory system of control of the **Club's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Club**.

The Treasurer shall not pay any amount exceeding such limit figure or purpose as the Committee may from time to time determine without its having been previously passed for payment by the Committee.

The Treasurer shall have the power to invest current excess **Club** funds, in the **Club's** name into fixed deposit accounts not exceeding one year at any of the major trading banks and must seek approval of the **Committee** before doing so.

8.2 Balance date

The **Club's** financial year shall commence on 1st July of each year and end on 30th June (the latter date being the **Club's** balance date).

9. Dispute resolution

9.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Club** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:

- a. 2 or more **Members**
- b. 1 or more **Members** and the **Club**
- c. 1 or more **Members** and 1 or more **Officers**
- d. 2 or more **Officers**
- e. 1 or more **Officers** and the **Club**
- f. 1 or more **Members** or **Officers** and the **Club**.

The disagreement or conflict relates to any of the following allegations:

- g. a **Member** or an **Officer** has engaged in misconduct
- h. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or the **Act**
- i. the **Club** has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or the **Act**
- j. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by following the process set out in 9.2.a "How a complaint is made."

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

The **Club** may make a complaint involving an allegation against a **Member** or an **Officer** by following the process set out in 9.2 b.

A complaint may be made in any other reasonable manner permitted by the **Club's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Club's** activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a other agreed means. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

9.2 How a complaint is made

- a. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that:
 - i. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Club's Constitution**; and
 - ii. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - iii. sets out any other information reasonably required by the **Club**.
- b. The **Club** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:
 - i. states that the **Club** is starting a procedure for resolving a dispute in accordance with the **Club's Constitution**; and
 - ii. sets out the allegation to which the dispute relates.
- c. The information given under subclause (9.2.a.i) or (9.2.a.ii) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- d. A complaint may be made in any other reasonable manner permitted by the **Club's Constitution**.

9.3 Person who makes the complaint has right to be heard

- a. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b. If the **Club** makes a complaint—
 - i. the **Club** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - ii. an **Officer** may exercise that right on behalf of the **Club**.
- c. Without limiting the manner in which the **Member**, **Officer**, or **Club** may be given the right to be heard, they must be taken to have been given the right if:

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iii. an oral hearing (if any) is held before the decision maker; and
- iv. the **Member's**, **Officer's**, or **Club's** written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is subject of complaint has right to be heard

- a. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Club** (the 'respondent'):
 - i. has engaged in misconduct; or
 - ii. has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or this **Act**; or
 - iii. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- b. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c. If the respondent is the **Club**, an **Officer** may exercise the right on behalf of the **Club**.
- d. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iv. an oral hearing (if any) is held before the decision maker; and
 - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining dispute

- a. The **Club** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- b. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 Club may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Club** may decide not to proceed further with a complaint if:

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

- i. that a **Member** or an **Officer** has engaged in material misconduct:
 - ii. that a **Member**, an **Officer**, or the **Club** has materially breached, or is likely to materially breach, a duty under the **Club's Constitution** or bylaws or the **Act**:
 - iii. that a **Member's** rights or interests or **Members' rights** or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
 - f. there has been an undue delay in making the complaint.

9.7 Club may refer a complaint

- a. The **Club** may refer a complaint to:
 - i. a subcommittee or an external person to investigate and report; or
 - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- b. The **Club** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or other agreed means

9.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- a. impartial; or
- b. able to consider the matter without a predetermined view.

10. Liquidation and removal from the register

10.1 Resolving to put Club into liquidation

The **Club** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 25 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Club** into liquidation.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

Any resolution to put the **Club** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

The **Club** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 25 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Club** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Club** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

10.3 Surplus assets

If the **Club** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member** unless an official invoice is outstanding and all parts of payments to members have been followed (at arms length procedures) and if any funds or property remains after the settlement of the **Club's** debts and liabilities, those funds and property shall be vested in some other organization or body having objects similar to the objects of the **Club**, or to some other charitable organization or purpose within New Zealand.

11. Alterations to this constitution

The **Club** may not delete or alter the **Approval of Inland Revenue** nor the **Payments to Members** sections of this constitution.

All other amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Club** may amend or replace this **Constitution** at an **Annual General Meeting** or **Special General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be given in writing to the **Committee** at least 20 **Working Days** before the **Annual or Special General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Working Days** before the **Annual or Special General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

Constitution of MG Car Club (Wellington Centre) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 2022

When an amendment is approved by a **Annual or Special General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

12. Other

12.1 Common seal

The **Club** may have a common seal that must be kept in the custody of the Secretary and may be affixed to any document:

- a. by resolution of the **Committee**, and must be countersigned by 2 **Officers** or
- b. by such other means as the **Committee** may resolve from time to time.

12.2 Motto and Logos of the Club

The Club recognizes and adopts the international MG mottos' and logos' being:

- a. "MG – The Marque of Friendship"
- b. "MG – Safety Fast"
- c. The use of MG marque related logos as granted by the M.G. Car Club UK.

12.3 Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Club** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.