

Constitution of the MR2 Owners Club of New Zealand, Incorporated.



1. NAME

The name of the society will be "The MR2 Owners Club of New Zealand, Incorporated" ("The Club").

2. AIMS AND OBJECTIVES

The objects of the Club are:

- (a) To promote, organise and conduct in the Club and with other clubs, local and national events such as rallies, tours, trials, competitions, exhibitions, and social functions for the benefit and enjoyment of members.
- (b) To assist members in the maintenance, restoration and enhancement of their vehicles.
- (c) To maintain the Club website and regularly distribute a newsletter concerning the activities and interests of the Club.
- (d) To obtain and maintain historical, statistical and other records and documents pertaining to the Club and members vehicles.

3. MEMBERSHIP

- (a) Membership will be open to any person with an interest in Toyota MR2s.
- (b) The membership will consist of the following categories:
 - (i) Ordinary Membership Being up to two (2) persons residing at the same address.
 - (ii) Associate Membership Being other Clubs, Companies, Corporations or other Bodies Corporate.
 - (iii) Honorary Membership Refer to Clause 5.
 - (iv) Life Membership Refer to Clause 6.
 - (v) MotorSport Division Membership Being open to any financial or life member of the Club.
- (c) Application for membership will be made to the Executive Committee ("the Committee") for approval. The form of the application may be prescribed from time to time.
- (d) The Committee will have the right to refuse membership. Any refusal will be advised in writing, but the Club will not be obliged to give any reason for declining membership.
- (e) Any member who has not paid the appropriate subscription within two (2) calendar months of the due date will be deemed unfinancial. Any entitlements granted under the Constitution will cease from the due date for membership.
- (f) The amount payable and the due date for membership are to be agreed for each relevant category at an Annual General Meeting (AGM).
- (g) Two (2) named persons residing at the same address under the Ordinary Membership category will be recognised as being two (2) individual financial members.
- (h) Associate members will pay an annual subscription. They will be entitled to nominate a person to attend meetings as an observer. The observer will have no voting rights, unless they are also a financial or a life member of the Club.

4. LIFE MEMBERS

- (a) At an AGM, the Club may, on the recommendation of the Committee, appoint any member a life member.
- (b) Life members will not be required to pay a subscription, but will otherwise retain all of the rights and privileges of ordinary membership.
- (c) The criteria for consideration of life membership will be that agreed by the Committee from time to time.

5. HONORARY MEMBERS

- (a) At an AGM the Club may, on the recommendation of the Committee, appoint an Honorary Member (whether or not such a person is already a member of the Club), who will retain honorary membership for the period determined.

- (b) Honorary members (unless they also hold an ordinary membership or a life membership) will have no right to vote and will not be eligible to hold offices of the Club.
- (c) An Honorary member will not be required to pay a subscription.

6. CLUB PATRON

- (a) At an AGM the Club may, on the recommendation of the Committee, appoint Patron, who will retain the role for the period determined.
- (b) The Club Patron will have no right to vote and will not be required to pay a subscription.

7. EXECUTIVE OFFICERS AND EXECUTIVE COMMITTEE

- (a) The Executive Officers of the Club will consist of President, Vice-President, Secretary and Treasurer, who will be elected at the AGM.
- (b) The Committee will consist of the Executive Officers and not less than two (2) or more than eight (8) additional members of the Club, seven (7) who will be elected at the AGM and the eighth who will be nominated by the financial members of the MotorSport Division (a subcommittee of the Club).
- (c) The Committee will hold Office until the conclusion of the following AGM.
- (d) The Committee will have the power to create subcommittees for the execution of any object the Club it deems necessary. Limitation on the function and powers of each subcommittee will be defined by the Committee. Such functions and powers will be exercised in accordance with the Constitution and any rules of the Club. A subcommittee will not hold powers equal to or greater than those of the Committee.

8. PROCEDURE OF THE COMMITTEE

- (a) The Committee will meet from time to time "as required" or as otherwise as decided by the Committee members.
- (b) The Committee may make, repeal or amend such rules or standing orders as it may consider necessary or convenient for the proper administration of the Club and the efficient utilisation of the Club's assets. Such decisions will be binding on all members until otherwise determined by the Committee, provided that they do not conflict with the Constitution of the Club or The Incorporated Societies legislation.
- (c) The Executive Officers may call Committee meetings subject to at least 7 days notice to consider matters of urgency.
- (d) A quorum of the Committee will be when greater than half have communicated in the agreed manner.
- (e) Any motion will be valid and in full force and effective immediately the result of the vote is declared unless otherwise stated.
- (f) Any member of the Club may attend a Committee meeting but will have no right to vote and may only take part in discussion with the consent of the chair.
- (g) Save as expressly provided, the Committee may determine its Standing Orders for the conduct of Committee meetings.
- (h) The Executive Committee will operate within the Club rules as agreed and published from time to time.

9. POWERS OF THE COMMITTEE

- (a) The Committee will have control of the funds and any other assets of the Club.
- (b) The Committee will have all of the administration powers necessary for properly carrying out the objects of the Club in accordance with the Constitution of the Club and The Incorporated Societies Act.
- (c) The Committee will have the powers necessary for enquiring into and resolving any complaints about Club members.
- (d) Without restricting sub-paragraph 9(a) the Committee will have the following additional powers:-
 - (i) Generally to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights and privileges which the Committee may think necessary for the purpose of executing any of the objects of the Club. In particular the Committee may acquire any machinery, equipment or motor vehicles.
 - (ii) To invest any funds of the Club not immediately required in any legitimate investments.
 - (iii) To sell, exchange, lease or dispose of or otherwise deal with all or any part of the Club's property.
 - (iv) To borrow, or raise money by overdraft from any bank or in any manner as may be thought fit and to secure payment provided that no such undertakings are made or given without the prior consent of the members in an AGM or a Special General Meeting.
 - (v) To engage, remunerate and dismiss officers and employees as required.
- (e) The Club will bank with the organisation agreed by the committee and all monies received by or on behalf of the Club will be paid into a Club bank account and cheques or other forms of withdrawal drawn on such accounts shall be signed by two (2) committee members nominated by the committee for that purpose.
- (f) Funds received from charitable or public funding organisations to be applied to specific projects or purposes will be recorded and reported as such, and as much as practicable, will be kept separate from the other Club funds.
- (g) No monies owed by the Club will be paid out or any other payments made except with the authority and resolution of the Committee under the rules made from time to time. Any payments in excess of \$500 need the express prior approval of the committee.
- (h) The Committee will not dispose of property in excess of the value of five hundred dollars (\$500) without the prior approval of the Club at a Meeting.
- (i) The Committee will each year, consider the functions and powers required by the MegaRun subcommittee for the next event. The limitations on the MegaRun subcommittee will be made by way of the MegaRun rules.

- j) The Committee will each year, consider the functions and powers required by the MotorSport Division (a subcommittee of the Club). The limitations on MotorSport Division will be made by way of the MotorSport Division mission statement and rules.
- k) The Committee will have the power to appoint non-executive officers of the Club including but not limited to: the magazine editor, the merchandise coordinator, area coordinators, forum moderators and the web administrator.
- l) The roles and responsibilities of the non-executive officers of the Club will be agreed from time to time and defined in the Clubs rules.

10. ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (a) The AGM will be called by the Secretary to be held during the month of February each year. The notice of the meeting will be in the hands of the members not less than thirty (30) days before the appointed date. The agenda for the meeting will be set out in the notice and will include notices of any motions to be considered at the meeting. Inclusion of the notice and agenda in the Club newsletter will be regarded as sufficient notice.
- (b) A Special General Meeting may be called by the Committee at any time. Notices of such meetings will be in the hands of members not less than fourteen (14) days before the appointed date and be accompanied by an agenda for that meeting.
- (c) A Special General Meeting will be called by the President, Vice-President or Secretary within thirty one (31) days of receipt of a written petition signed by not less than five (5) financial members calling for the said meeting and setting out the motions for consideration.
- (d) A quorum at any Special General Meeting will consist of not less than ten (10) financial members and will include a minimum of half of the Committee.
- (e) Voting at such meetings will be by show of hands, voice, or secret ballot, which ever will be deemed appropriate by the members present.
- (f) Where provided for in the notice of meeting, voting by proxy may also be allowed by one of the following methods:
 - (i) Telephone contact; or
 - (ii) Post; or
 - (iii) By other means.
- (g) Each financial member or life member may exercise one (1) vote on each motion presented to the meeting.
- (h) In the case of equality of voting the chair may exercise a casting vote in addition to their deliberative vote.
- (i) Except as is provided otherwise in this Constitution a simple majority of members may decide any question.
- (j) Any motion will be valid and in full force and effect immediately the motion is put and the voting recorded, unless the motion or this Constitution provides otherwise.

11. GENERAL MEETINGS

- (a) The Committee may in addition to the AGM and any Special General Meetings call General Meetings of the Club.
- (b) A quorum of ten (10) members is required for a General Meeting.

12. ALTERATION OF THE CONSTITUTION

- (a) The Constitution of the Club may be altered, rescinded or added to by resolution passed at any AGM or Special General Meeting if the motion is passed with a sixty percent (60%) majority of those who are entitled to vote.
- (b) Notice regarding proposed alterations to the Constitution will be given in general terms in the notice calling the meeting.
- (c) Any change to the Constitution will be presented to the Registrar of Incorporated societies for registration as soon as possible.

13. DUTIES OF THE SECRETARY

- (a) The Secretary may conduct the Club correspondence and will ensure records are kept.
- (b) The Secretary will ensure minutes of all Committee meetings, General Meetings, AGMs and Special General Meetings are kept.
- (c) The Secretary will also ensure that a register is kept in accordance with section 22 of The Incorporated Societies Act 1908.
- (d) Other duties of the Secretary are as agreed from time to time by the Committee and outlined in the Clubs rules.

14. DUTIES OF THE TREASURER

- (a) The Treasurer will ensure all bookkeeping and accounting is undertaken in accordance with the Constitution.

- (b) The Treasurer will ensure that the Club accounts are presented to the AGM.
- (c) Other duties of the Treasurer are as agreed from time to time by the Committee and outlined in the Clubs "Roles & Responsibilities" which constitute standing orders of the Club.

15. THE SEAL

- (a) The common Seal will be kept in the custody of one of the Executive Officers. It will not be affixed to documents except following a resolution of the Committee.
- (b) The Seal will be affixed by a Committee member in the presence of at least (1) other member of the Committee.

16. SERVICE OF MEMBERS

- (a) Any notice which by this Constitution is required to be served on a member will be served by posting to their last named address by "advice received" post or its equivalent.
- (b) The notice will be deemed to have been delivered in the ordinary course of the post.
- (c) Any notice of meeting will be provided to members by ordinary post to the member's last known address and will be deemed to have been delivered in the ordinary course of the post.
- (d) No meeting will be deemed improperly constituted and no decision reached at any meeting will be invalidated solely on the grounds that due to accident or inadvertence the requisite notice has not been given to any member or members.

17. RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS

- (a) Any member of the Committee may resign from the Committee by giving notice in writing.
- (b) A member of the Committee can be removed from office by a sixty percent (60%) majority vote at a Special General Meeting, provided that notice of the resolution has been given in the calling of the meeting.
- (c) The Committee member will be served with the notice of the resolution in accordance with Clause 16(a) of this Constitution and will have at least fourteen (14) days notice of the meeting.
- (d) The Committee member will be given the opportunity to address the meeting, or may have read to the meeting, a statement of reasonable length before the vote is taken.
- (e) Any vacancy in the Committee between AGMs may be filled by the Committee.

18. DISCIPLINE AND EXPULSION OF MEMBERS

- (a) If it is considered that any member is or has been acting in a manner contrary to this Constitution or in any way likely to bring the Club into disrepute, the Committee may enquire into their conduct.
- (b) Written notice will be served on the member providing at least fourteen (14) days notice of intention to conduct the enquiry.
- (c) The member concerned will be invited to provide relevant information to the Committee for its consideration.
- (d) If it appears that there is proper cause the Committee may admonish or expel the member.

19. RESIGNATION

- (a) A member of the Club may resign from membership by giving notice in writing but will remain liable for any subscriptions remaining due at the time the resignation takes effect.

20. ACCOUNTS

- (a) The financial year will conclude on the 31st day of December each year.
- (b) By the time of the AGM in February the accounts of the Club will be finalised to enable their presentation to the AGM.

21. AUDITOR

- (a) An auditor for the Club may be appointed at an AGM or by the Committee. Membership of the Club will not disqualify any person from acting as Auditor.

22. REGISTERED OFFICE

- (a) The registered office of the Club will be at an address to be determined by the Committee from time to time.

23. SOLICITOR

- (a) A solicitor for the Club may be appointed by the Committee from time to time. Membership of the Club will not disqualify any person from acting as solicitor.

24. CASES NOT PROVIDED FOR

- (a) In the event of any question arising out of the interpretation of this Constitution, or in the event of any case arising for which no provision is made, that question of interpretation or matter for which no provision is made will be settled by the Committee

25. DISSOLUTION

- (a) Upon winding up the Club and after payment of all liabilities has been made, the remaining assets will be disposed of by transferring those assets to any other association, society or Club having similar aims and objectives, or any organisation, charity or trust established exclusively or partly for similar aims and objectives.
- (b) Disposal of assets will be by special resolution passed at the meeting where the resolution for winding up is confirmed.
- (c) The minimum time between the meeting at which it is resolved to wind up the Club and the meeting confirming the resolution will not be less than thirty (30) days.
- (d) At each meeting a simple majority is needed to pass the resolution.