

**RULES AND REGULATIONS OF
HAWKE'S BAY CAR CLUB INCORPORATED**

1. NAME

The name of the Club shall be HAWKE'S BAY CAR CLUB INCORPORATED (hereinafter referred to as "The Club")

Justice Department Company Number NA-IS-438727.

2. OBJECTS AND POWERS

The objects for which the Club is established are:-

- (a) To encourage and foster motor car sports of all kinds.
- (b) To promote and hold either alone or jointly with any other association, club, or persons, motor sports, motor trials, and motor competitions and to offer, give or contribute towards prizes and awards therefore.
- (c) To purchase, take on lease or other form of tenancy or in exchange, or on hire, or otherwise acquire, hold mortgage and dispose of any real or personal property, and any rights and privileges which the Club shall think necessary, or expedient for the purpose of attaining the objects of the Club, or any of them, or promoting the interests of the Club, or of its members.
- (d) To borrow, or raise, or to secure the payment of money in such manner as the Club shall think fit, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club, or by mortgage, or charge upon all, or any part of the property and assets of the Club.
- (e) To raise money by way of subscription, and to grant any rights and privileges to subscribers.
- (f) To make donations to such associations, clubs, persons, companies or corporations as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (g) To invest and deal with any funds of the Club not immediately required for current expenditure in such securities, or in such manner as may from time to time be determined.
- (h) To enter into any agreement or arrangements with any government or authority, supreme or subordinate, national or local or with any organisation, corporation, company, association, club, firm or individual that may appear to the Club to be likely to further its objects or interest, or the interests of the members or any of them, or, which may be otherwise to the advantage of the members or any of them, and to execute any deed, contract or other document for the purpose of giving effect to any such agreement or arrangement.

- (i) Generally to do and perform all such acts and things as may be considered necessary or desirable, and which may conveniently be done by the Club for the purpose of implementing its Objects, as herein set out, or any of them, AND ALSO such acts and things as the Club may deem to be directly or indirectly conducive to, or calculated to enhance the interest of its members.

3. MEMBERSHIP

- (a) The number of the Club shall not be less than 15 and the Club shall consist of all persons who at the date of adoption of these rules were already members of the Hawke's Bay Car Club Incorporated together with such other persons as may hereafter be elected.
- (b) All members shall be bound by these rules and by any regulations and by-laws not inconsistent with these rules which may from time to time be made by the Committee.

4. NOMINATION AND ELECTION OF MEMBER5

- (a) Every candidate for election as a member of the Club shall make application on the prescribed form to the secretary. Every applicant for membership shall be considered at the next meeting of the committee.
- (b) At the meeting of the Committee the candidate may be elected to membership of the club by a simple majority.
- (c) Life Members may be elected at any General Meeting of the Club. Election of Life Membership shall recognise a member's exceptional contribution to the Club over a minimum period of 15 years' service to the Club. Each nomination for Life Membership shall be made in writing, proposed and seconded by members of the Club and such proposal to be in the hands of the Secretary no less than 60 days before the General Meeting of the Club. The Committee will consider the nomination and must be satisfied the member is current, of good standing and that the criteria of exceptional service and period of membership has been met and may propose the nomination to the General Meeting. The Committee may also decline the proposal without cause. The election will be by ballot of all the members present and require at least 75% of the votes cast to support the nomination. Life Members will enjoy all the benefits of ordinary members and any other privileges as will be decided from time to time by the Club without any obligation to pay further fees.

5. MEMBERSHIP SUBSCRIPTIONS

The annual subscription shall be such sum as the Committee shall from time to time decide and shall be payable in the case of new members on their election to membership and in all other cases on the 1st January in each year. A member elected after the 1st July in any year shall be required to pay such lesser sum as the Committee shall from time to time decide.

6. PAYMENT OF SUBSCRIPTIONS

If any member fails to pay their subscription within 6 calendar months after the same shall have become due, the Committee may at its discretion cause their name to be erased from the list of members and such person shall thereupon cease to be a

member of the Club but may be re-admitted on explaining the delay to the satisfaction of the Committee and upon making payment of the moneys payable by them. No member shall be competent to vote at any meeting or to take part in any sports, trials or competitions while their subscription is in arrears.

7. COPY OF RULES

Every member of the Club upon election as a member shall be furnished free of charge with a copy of the Rules of the Club.

8. REPRIMAND, SUSPENSION, EXPULSION OR RESIGNATION OF MEMBERS

- (a) Any member of the Club who shall fail in the observance of any lawful rule, regulation or by-law of the Club or whose conduct or whose manner of driving a motor vehicle in the opinion of the Committee be prejudicial to the good name, order and interests of the Club, who has been given the opportunity to answer any charges laid against them, may be reprimanded, suspended or expelled from membership of the Club by a special resolution of the Committee to that effect. Such resolution shall be passed by a majority of at least two-thirds of the members of the Committee who are present in person and vote at a special meeting of the Committee of which not less than 14 days previous notice specifying the intention to propose such special resolution shall have been sent to all members of the Committee and to the member whose conduct is in question. At such special meeting the Chairman and the offending member shall be entitled to be represented by Counsel and/or to call witnesses to the case in question before the Committee.
- (b) Any member may at any time resign from the Club giving notice in writing to that effect to the Secretary PROVIDED THAT the member shall be liable and required to pay any subscription or other payment which may be due by that member unpaid at the date of that member's resignation.
- (c) Any member who shall be expelled from the Club or who shall for any reason whatever cease to be a member of the Club shall have no claim to or interest in the property or funds of the Club and shall contemporaneously with their ceasing to be a member return to the Secretary any of the property of the Club in their possession.
- (d) As Club Insignia remain the property of the Club at all times, and as the fees paid are hire fees only and not refundable on return of insignia, all members must, on resignation or expulsion from the Club, return to the Secretary all Club insignia held by them, or attached to their vehicle. Removal of window transfers and bumper badges on disposal of vehicle, is also compulsory.

9. OFFICE BEARERS AND COMMITTEE

- (a) The Committee shall consist of the Patron, Club President, Vice President, Club Captain, Secretary, Treasurer (or the Secretary/Treasurer, if in any year there shall be one person elected to fulfil both functions as hereinafter set forth), (the aforesaid members of the Committee being referred to in the Rules as "Office Bearers") and not more than 10 ordinary members.
- (b) The Office Bearers shall be elected at each Annual General Meeting for the ensuing year and shall remain in office until the dissolution of the Annual

General Meeting at which their successors are appointed. Retiring Office Bearers shall be eligible for re-election.

- (c) Five members of the Committee shall retire at each Annual General Meeting. Those to retire shall be the five members of the Committee (not being the office bearers) who have held office for the longest period. Where more members of the Committee than the number to retire have held office for an equal length of time the members to retire shall, in default of agreement among themselves, be determined by lot. A retiring member of the committee shall hold office until the dissolution of the Annual General Meeting at which a successor is appointed.
- (d) The length of time a Committee member has held office shall be computed from his/her last election, or if appointed to fill a vacancy from the date when the person in whose place they were appointed was last elected. Retiring committee members shall be eligible for re-election.

10. MANAGEMENT

- (a) The Committee shall have the entire management of the affairs of the Club and shall have all the powers of the Club which are not expressly required to be done or exercised by the Club in General Meeting or as otherwise provided by these Rules. In particular and without in any way limiting or derogating from any other powers of the Club the Committee shall have and may exercise and perform the following powers and duties, namely:-
 - (i) It shall have complete control of the Club.
 - (ii) It shall have power to engage or dismiss servants of the Club and decide remuneration of such servants.
 - (iii) It shall have power to fill any vacancy occurring in the Committee PROVIDED THAT the person so appointed shall hold office only for the remainder of the term of office of the person in whose place he was appointed. If any such vacancy shall not be filled by the Committee it shall be filled at the next Annual General Meeting but in that case if the vacancy is not that of an office bearer the number of members of the committee to retire shall be reduced by one for each such unfilled vacancy so that the total number of vacancies in the members of the Committee (other than among the Office Bearers) to be filled at any Annual General Meeting shall not exceed 5.
 - (iv) It may from time to time convene and hold General Meetings of the Club.
 - (v) It may from time to time at its discretion make such by-laws as it may think necessary or proper for the due administration of the affairs and business of the Club and may from time to time at its discretion alter or revoke any such by-laws.
 - (vi) It may delegate any of its powers and duties (except the appointment and removal of members of the Committee and of the Club) to Sub-Committees of any number (being not less than three) and from time to time, make, alter or rescind regulations and by-laws for conducting the business delegated to such Sub-Committees.

- (vii) It may expel or remove any members of the Club in manner hereinbefore provided.
- (b) All resolutions passed at meetings of the Committee in accordance with these rules shall be binding on all members of the Club.
- (c) At all Committee meetings the President and in his/her absence, the Vice President or failing him/her, such member of the Committee present as shall be elected for that purpose shall take the chair.
- (d) At all meetings of the Committee the Chairman shall have an original as well as a casting vote in the case of a tie.
- (e) Any member of the Committee who shall be absent without leave from three consecutive meetings of the Committee shall be deemed to have resigned therefrom unless the member gives to the Committee a reason for his/her absence which the Committee resolves to accept. In the event of a member of the Committee being deemed to have resigned as provided for in this paragraph the secretary, shall notify such person of his having ceased to hold office.
- (f) Any member of the Committee ceasing to be a member of the Club shall ipso facto cease to be a member of the Committee.
- (g) The Committee shall meet at such times and places as shall from time to time be determined by the Committee PROVIDED THAT the Secretary shall upon the written request of not less than three members of the Committee convene a meeting of the Committee. At least seven days notice in writing shall be given by the Secretary to each member of the Committee of the place, date and time of all meetings.

11. NOMINATION AND ELECTION OF OFFICE BEARERS AND MEMBERS OF THE COMMITTEE

- (a) All nominations of officers and other members of the Committee must be made and be seconded by financial members of the Club and may either be made at the Annual General Meeting of the Club or may be submitted in writing to the Secretary before the Annual General Meeting.
- (b) The election of office bearers and other members of the Committee shall be by ballot at the Annual General Meeting.

12. GENERAL MEETINGS and ANNUAL GENERAL MEETINGS

An annual General Meeting of the Club shall be convened and held once in each year in such month and on such day and at such place and time as the Committee shall from time to time decide. All other General Meetings of the Club shall be called Extraordinary General Meetings.

13. CONVENING OF GENERAL MEETINGS

A minimum of 14 days' prior notice of any General Meeting of the Club shall be provided to each member of the Club at his/her last known contact address. Such notice shall state the time place and date and business of the meeting.

14. BUSINESS OF ANNUAL GENERAL MEETING

At the Annual General Meeting of the Club each year, the following business shall be transacted:-

- (a) Consideration of the report and balance sheet.
- (b) Election of the Office Bearers and five other members of the Committee.
- (c) The alteration, amendment or rescission of any existing rule of the Club, or adoption of any new rule or rules.
- (d) Special and general business.

15. EXTRAORDINARY GENERAL MEETINGS

The committee may whenever it thinks fit and shall upon requisition in writing by not less than 15 members of the Club convene an Extraordinary General Meeting.

16. REQUISITIONS FOR EXTRAORDINARY GENERAL MEETINGS

Any requisition for an Extraordinary General Meeting made by members shall express the object of the meeting proposed to be called and shall be delivered to the Secretary at the time of making such requisition.

17. CONVENING OF MEETING CALLED BY REQUISITION

Upon receipt of any requisition by members for an Extraordinary General Meeting the Secretary shall as soon as practicable proceed to convene an Extraordinary General Meeting. If the Secretary does not proceed to convene the same within 10 days from the date of requisition the requisitionists may themselves convene an Extraordinary General Meeting.

18. ADJOURNMENT

Any General Meeting may be adjourned if the majority of the members thereat so resolve.

19. CHAIRMAN OF MEETINGS

At all General Meetings the Club Captain and in his/her absence the Vice-Captain, or in their absence any member then elected for that purpose by the members of the Club present, shall take the chair.

20. VOTING

All questions and matters brought before General Meetings shall, except where otherwise provided by these rules, be decided by a majority of the votes of the financial members there present. Each member shall be entitled to one vote and in the case of an equality of votes, the Chairman shall have a casting vote in addition to their vote as a member. Voting shall be by a show of hands, or if the majority of the financial members present at the meeting so decide, by ballot.

21. QUORUM AT GENERAL MEETINGS

At any General Meeting, 10 per cent of the total number of financial members of the Club shall form a quorum.

22. MINUTES

Minutes of the proceedings of all General Meetings of the Club and the meetings of the Committee shall be kept on file by the Secretary and shall be read and confirmed at the next General Meeting or Committee meeting respectively. The Minutes of the Club shall be open to the inspection of the members at all reasonable times.

23. FUNDS AND INCOME OF THE CLUB TO BE APPLIED

GENERAL APPLICATION OF FUNDS AND INCOME

The income, property and funds of the Club from whatever source shall be applied solely towards the promotion of the objects hereinbefore set forth and no portion of the funds shall be transferred directly or indirectly by way of dividend, bonus or otherwise to members unless by way of loan in accordance with these Rules.

24. PARTICULAR APPLICATION OF FUNDS

In particular but without derogating from the generality of the foregoing rule and subject to the provision of the Rules of the Club, the funds of the Club shall be applied as follows:-

- (a) In payment of the legal and other expenses incurred by the Club.
- (b) In payment of the expenses of the Club.
- (c) In payment of the salaries and wages of any officers and servants for the time being of the Club or of any other person in return for any services rendered to the Club.
- (d) In payment of any award or prizes given by the Club.
- (e) In payment of the purchase money or rent of any premises, land, goods, chattels or effects purchased or hired by the Club or any repairs or other outgoings in respect of such premises and in paying for any other properly acquired by the Club.
- (f) In payment of any principal interest and other moneys owing and payable by the Club or in constituting a reserve fund to meet future contingencies.

25. PERSONAL BENEFITS

Any income, benefit or advantage shall be applied to the objectives of the Club. 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 shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

26. ACCOUNTS AND AUDIT

True accounts shall be kept of all moneys received and expended by the Club and the matters in respect of which such receipts and expenditure shall take place and of the assets, credits and liabilities of the Club in records of account which shall be kept at such place or places as the Committee shall from time to time think fit. The Committee in every year shall appoint an Auditor or Reviewer as per the requirements for Incorporated Societies who shall audit or review the accounts of the

Club for presentation to the Annual General Meeting with a statement showing the financial position of the Club as examined and certified by the Auditor or Reviewer. These accounts and statements shall be available for inspection at all reasonable times by any member of the Club.

27. ALTERATION OF RULES

- (a) The Club in General Meeting may alter, rescind or add to these rules PROVIDED HOWEVER that no alteration, rescission or addition to such rules shall be made without:- Notice of the proposed new rule alteration or addition having been signed by two financial members of the Club and deposited with the Secretary at least 28 days before the meeting at which such alteration, rescission or addition is to be proposed.
- (b) A copy of such proposed new rule alteration or addition having been sent to each member of the Club at least 14 days before the date of the meeting at which the same is to be considered.
- (c) The approval of two-thirds of the members voting in person at a General Meeting of the Club at which the same is proposed.
- (d) No addition to or alteration of the non-profit aims, personnel benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department and 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.

28. DUTIES OF SECRETARY

The Secretary under the direction and control of the Committee shall attend to all the business of the Club, and shall attend all meetings and record the Minutes thereof and attend to all correspondence. The Secretary shall keep a complete register of all members of the Club and generally perform such other duties as are consistent with the office of Secretary.

29. DUTIES OF TREASURER

The Treasurer shall adequately record all dealings with funds and assets of the Club and shall receive all moneys due to the Club and attend to the banking and safety thereof, pay all debts, outgoings and periodical payments due, payable and contracted by it and keep proper books of account. At such times and from time to time when directed so to do by the Committee, the Treasurer shall furnish statements of all the financial transactions of the Club; and shall furnish to each Annual General Meeting of the Club a duly audited or reviewed Income and Expenditure account and Balance Sheet and generally perform such other duties as are consistent with those of a Treasurer.

30. SECRETARY/TREASURER

Any Annual General Meeting of the Club may if it sees fit time to time appoint any person to fulfil the duties of Secretary and Treasurer and any General Meeting of the Club may terminate any such appointment and appoint separate persons to fulfil such duties.

26 October 2017

31. CHEQUES

All Cheques and other banking documents drawn or endorsed by the Club shall be signed by the Treasurer and/or countersigned by either the Secretary or such other person appointed by the Committee for that purpose. If there shall be a Secretary/Treasurer or Secretary/Manager holding office, the same shall be countersigned by either of two other persons appointed by the Committee for that purpose.

32. NOTICES

A notice may be served by or on behalf of the Club upon a member personally or by sending the same through the post in a prepaid letter addressed to the member at their last known place of abode.

33. COMMON SEAL

The Club shall have a common seal which shall be under the control of the Secretary and shall be affixed by such person to documents only in pursuance of a resolution of the Committee or of a General Meeting of the Club. The Common Seal shall be affixed in the presence of the Club Captain, or failing him/her, the Vice Captain, the Secretary and one other member of the Committee.

34. INDEMNITY

The Committee and every member shall be indemnified from and out of the funds of the Club against any loss, damages, expense, liability or costs incurred by reason of or in connection with any proceedings instituted against the Committee or any member or members for any act done, omitted or suffered in relation to the performance, or attempted performance of any official duty for the Club. If, in the course of performing an official Duty for the Club, a member is found to have breached any constitutional rule of the Club, law, or by-law of the Club, Motorsport Association of New Zealand rule or law of the land, then at the Committee's discretion, the Club shall or shall not accept any liability.

35. CONSTRUCTION OF RULES

These rules shall be read and construed in accordance with the provisions of "The Incorporated Societies Act 1908" and any amendments thereof and any regulations made thereunder and the terms used in these rules shall be taken as having the same respective meanings as they have when used in the Act except where inconsistent with the context thereof.

36. WINDING UP

If upon winding up of the Club there remains after the satisfaction of all debts and liabilities any property whatever the same will not be paid or distributed among the members of the Club but will be given or transferred to some other organisation or body having objectives similar to the objectives of this Club, or some other charitable organisation or purpose within New Zealand.