

The Manawatu Car Club (Incorporated) Constitution 2025

1.0 NAME:

The name of the Club is The Manawatu Car Club (Incorporated) hereinafter referred to as the "Club"

1.1 The marketing name of the Club shall be The Manawatu Car Club.

2.0 PURPOSES:

The purposes of the Club are:

2.1 To promote Club membership through motorsport events

2.2 To run events that comply with the rules and regulations of the Club and Motorsport New Zealand Incorporated

2.3 To work with other parties or clubs to further promote the Club

2.4 To further an ongoing relationship with Manfeild Park Trust

2.5 To participate in any activity that further promotes the Club.

3.0 ATTAINING PURPOSES:

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the purposes of the Club.

4.0 PROPERTY OF THE CLUB:

The Club must apply all property and income of the Club towards the promotion of the purposes of the Club and no part of that property or income is to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those purposes.

5.0 POWERS OF THE CLUB:

5.1 To acquire, hold, deal with, and dispose of any assets or property

5.2 To open and operate bank accounts

5.3 To invest its money

(i) in any recognised banking institution

(ii) in any other manner authorised by the by-laws of the Club

5.4 To borrow money upon such terms and conditions as the Club sees fit

5.5 To give such security for the discharge of liabilities incurred by the Club as the Club sees fit

5.6 To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise

5.7 To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club

5.8 Accept donations and gifts in accordance with the purposes of the Club

5.9 Print and publish any information by any media

5.10 Provide gifts and prizes in accordance with the purposes of the Club

5.11 Organise social and competition events for Members

5.12 To enter into any other contract the Club considers necessary or desirable.

6.0 MEMBERSHIP:

6.1 Membership shall be open to any person who wishes to further the interests of the Club.

6.2 Any person seeking membership shall:

6.2.1 make application to the Committee, and the Committee shall determine whether the application is successful or not;

6.2.2 Consent to becoming a member.

6.3 Each person admitted to membership shall;

6.3.1 Be bound by the Constitution and By-laws of the Club.

6.3.2 Become liable for such fees and subscriptions as may be fixed by the Club.

6.3.3 Be entitled to all advantages and privileges of membership subject to clause 6.4.

6.4 Membership Categories:

6.4.1 ORDINARY MEMBER

Any person who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club.

6.4.2 SOCIAL or ASSOCIATE MEMBER

Persons other than ordinary members who are interested in promoting the Club, but who do not wish to compete in sporting activities.

6.4.3 JUNIOR MEMBER

Any person under the age of 18 years may become a Junior Member.

6.4.4 FAMILY MEMBERSHIP

A family membership applies to all immediate family. A family subscription rate applies and members of that family are entitled to hold any office and enjoy the privileges of the Club.

6.4.5 LIFE MEMBERSHIP

The Committee may recommend to the Annual General Meeting (AGM) any financial member who has given 15 years or more outstanding service to the Club, and has been a financial member of the Club for that period of time, be made a Life Member. Any member may nominate a person to the Committee for consideration for Life Membership. A Life Member elected at the AGM shall have full privileges of financial membership without paying any further subscriptions.

6.4.6 PATRON

The AGM may, at its discretion, elect a patron or patrons of the Club. Such patron/s shall not be eligible to vote unless they are financial members of the Club.

6.4.7 AFFILIATED CLUBS

A club desirous of becoming an affiliated club must take application in accordance with the by-laws of the Club. Such application must be lodged with the Committee on or before a date as determined by the Committee of the Club. Each affiliated club shall appoint or elect a delegate as his or her representative to meetings of the Committee. Affiliate club members have no voting rights.

7.0 REGISTER OF MEMBERS

7.1 The Club must maintain an up-to-date Register of Members.

7.2 For each current member the information contained in the Register must include:

7.2.1 Their name; and

7.2.2 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

7.2.3 Their contact details as provided in their application; and

7.2.4 Whether the member is financial or unfinancial.

7.3 The Club must 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:

7.3.1 The former member's name; and

7.3.2 The date the former member ceased to be a member.

8.0 SUBSCRIPTIONS:

The Annual General Meeting (AGM) in each year shall decide the amount of subscription for the current year and in default of any resolution in that behalf, the subscription shall be the same as the previous year. Any increase in subscription fees set at an AGM will apply to new or unfinancial members in the current financial year.

9.0 TERMINATION OF MEMBERSHIP:

9.1 A membership may be terminated by the following events:

9.1.1 Resignation by giving notice in writing to the Secretary;

9.1.2 Expulsion by written notice from the Committee;

9.1.3 A Member's annual membership fee remains unpaid after 60 days falling due;

9.1.4 Upon the death of the member.

- 9.2** The Committee shall have the power to suspend or expel any member of the Club for
- 9.2.1** Any of the events in clause 9.1
 - 9.2.2** False or inaccurate statements made in the member's application for membership of the Club
 - 9.2.3** Breach of any rule, regulation or by-law of the Club and
 - 9.2.4** Any act deemed by the Committee to be detrimental to the Club.
- 9.3** Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose. The decision of the Special General Meeting shall be final.

10.0 MANAGEMENT OF THE CLUB:

- 10.1** Management of the Club shall be vested to the Committee elected by the members at the Annual General Meeting. The Committee shall consist of a minimum of eight (8) Officers, to be referred to as Committee Members:
- 10.1.1** President;
 - 10.1.2** Vice President; and
 - 10.1.3** a minimum of 6 and maximum of 10 members not including affiliate club delegates.
- 10.2** A Secretary shall be appointed by the Committee at its first meeting after the Annual General Meeting. Any member of the Club, including those already appointed to the Committee under clause 10.1.3, shall be eligible to be appointed to this role.
- 10.3** A Committee member's term will last from election until the following AGM. The Committee can however appoint members to the Committee to fill casual vacancies or for specific appointments.
- 10.4** The President and Vice-President terms are for two years, with alternate expiring years, as elected at the Club's Annual General Meeting.
- 10.5** The term of office for the Secretary will be from the date of the first Committee meeting until the following AGM.
- 10.6** There is no limit to the number of consecutive terms that a member may hold the position of a Committee Member of the Club.
- 10.7** A quorum of the Committee shall be half of the Committee Members plus one.
- 10.7.1** Each Committee Member shall have one vote.
- 10.8** If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 10.8.1** The chairperson will have a casting vote.
- 10.9** Committee Members may only be removed in accordance with the provisions contained in s.50 of the Incorporated Societies Act 2022, or any subsequent legislation that amends or replaces that Act, or upon the Committee exercising the following power of removal by written resolution. A Committee Member may lose his or her position on the Committee for any of the following;
- Non-attendance from three or more meetings without leave of absence.
 - Found not to be a financial member.
 - Found to be in breach of any conditions of clause 9.
- 10.10** The Committee shall meet at least once bi-monthly.
- 10.11** Any member, life member or patron may attend a Committee meeting and may speak at the chairpersons' discretion.
- 10.12** The President, Vice President and Secretary will be the Club's contact persons.
- 10.13** The Club shall indemnify its Committee Members for all liabilities to any person other than the Club, and costs incurred in relation to that liability, other than liabilities that arose as a result of their failure to act in good faith or in the best interests of the Club, or any other liability prohibited by the Incorporated Societies Act 2022, or any subsequent legislation that amends or replaces that Act. The Club may, with the prior approval of the Committee, obtain appropriate insurance cover in respect of this indemnity provision.

11.0 POWERS OF THE COMMITTEE:

- 11.1** The Committee shall carry out the day-to-day running of the Club and shall have the power to:

- 11.1.1** Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
- 11.1.2** Fix the manner in which such banking accounts shall be operated upon, providing the Committee passes all payments.
- 11.1.3** Decide such levies and charges as is deemed necessary and advisable, and to enforce payment Thereof.
- 11.1.4** Adjudicate on all matters brought before it that in any way affect the Club.
- 11.1.5** Cause minutes to be made of all proceedings at meetings of the Committee, Board and General Meetings of members.
- 11.1.6** Make, amend and rescind decisions and By-laws.
- 11.1.7** Have the power to form and appoint any sub committee/s as required for specific purposes.
- 11.1.8** May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.
- 11.1.9** Should a vacancy occur on the Committee during the year, the Committee may fill that vacancy until the next Annual General Meeting.
- 11.1.10** Appoint a Committee Member/s or agent of the Committee to have custody of the Club's records, documents and securities.
- 11.2** The Committee shall appoint a member to maintain an up to date register of members of the Club as per clause 7.
- 11.3** A member may at any reasonable time inspect the records and documents of the Club.

12.0 AUDITOR:

- 12.1** The Annual General Meeting shall appoint an Auditor.
- 12.2** The Auditor shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts, etc. of the Club and shall provide a written report thereon to the Annual General Meeting.

13.0 GENERAL MEETINGS:

13.1 Annual General Meeting

- 13.1.1** The Annual General Meeting (AGM) of the Club must be held within five months of the end of the Club's financial year.
- 13.1.2** The Committee must present at each AGM:
 - 13.1.2.1** An Annual Report on the operation and affairs of the Club during the most recently completed accounting period; and
 - 13.1.2.2** The Financial Statements of the Club for that period.
 - 13.1.2.3** Notice of the disclosures, or types of disclosures, made under section 63 (disclosure of interests).
- 13.1.3** Written nominations for the office of President, Vice President and Committee members shall be received by the Secretary no later than two (2) days prior to the Meeting. If the required number of nominations is not received prior to the Meeting then additional nominations may be called for at the Meeting.
- 13.1.4** The Committee shall give at least fourteen (14) days' notice of the date of the Annual General Meeting, to members.
- 13.1.5** Members must provide written notice of any proposed motion(s) to the Committee at least seven (7) days prior to the Annual General Meeting.
- 13.1.6** All financial members may attend the Annual General Meeting.
- 13.1.7** The quorum at the Annual General Meeting shall be a minimum of 10% of the financial membership or a lesser number to a minimum of 25 financial members. If at the end of 10 minutes after the time appointed in the notice for the opening of the Meeting there is no quorum, the meeting shall stand and adjourn for 20 minutes. After such time a subsequent meeting shall start immediately and if there is no quorum then those financial members present shall be empowered to discharge the business of the meeting.
- 13.1.8** The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Financial Report
- Adoption of Financial Report
- Presentation of Conflict of Interest Report, summarising any disclosures made by Committee Members since the previous Annual General Meeting
- Election of Committee Members
- Appointment of Auditor
- Determination of Annual Membership Fee
- Notice of and voting on any motion(s) received in accordance with clause 13.1.5
- General business
- Closure

13.2 Special General Meetings

13.2.1 May be called by the Committee or on the written request of no less than 15 financial members. Special General Meetings must be called by the Committee to discuss any matter in respect of which more than 50% of Committee members have disclosed a conflict of interest.

13.2.2 The Committee shall give at least fourteen (14) days' notice, in writing, of the date of the Meeting to the members. Notice of the Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Meeting.

13.2.3 The quorum at the Special General Meeting shall be a minimum of 10% of the financial membership or a lesser number to a minimum of 25 financial members. If at the end of 10 minutes after the time appointed in the notice for the opening of the Meeting there is no quorum, the meeting shall stand and adjourn for 20 minutes. After such time a subsequent meeting shall start immediately and if there is no quorum then those financial members present shall be empowered to discharge the business of the meeting.

13.3 Minutes

13.3.1 Minutes must be kept of all General Meetings.

13.4 Written Resolutions

13.4.1 Written resolutions may not be passed in lieu of a General Meeting.

14.0 VOTING:

14.1 Voting powers at the Annual General Meeting and Special General Meetings:

14.1.1 Each financial member present shall be entitled to one vote and in the event of a tied vote the President may exercise a casting vote.

14.2 Voting powers at Committee Meetings:

14.2.1 Each Committee Member shall be entitled to one vote and in the event of a tied vote the chairperson may exercise a casting vote.

14.2.2 Voting at Committee meetings may occur by proxy. Written notice of the appointment of a proxy must be provided to the President in advance of the meeting.

15.0 FINANCE:

15.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Committee may determine.

15.2 All accounts due by the Club shall be paid after having been passed for payment at a Committee Meeting. When a meeting is not held that month or when immediate payment is necessary, account/s may be approved by proxy or approved in accordance with the provisions of clause 15.2.1 and the action endorsed at the next Committee Meeting.

15.2.1 The President shall have the power to approve immediate payment of accounts up to a maximum value of \$1,000 including GST.

- 15.3** A statement showing the financial position of the Club shall be tabled at each Committee Meeting.
- 15.4** A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 15.5** The financial year of the Club shall commence on **1 October** each year. A member becomes unfinancial if dues are not paid by this date. The accounts, books and all financial records of the Club shall be audited each year.
- 15.6** The signatories to the Club's bank account/s will be at least any 2 of the following;
- President
 - Vice President
 - Any member specified by Committee
- 15.7** All property and income of the Club will apply solely to the promotion of the purposes of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.
- 15.8** The Club's Balance Date is 30 September.

16.0 COMMON SEAL:

The Committee will have control of the Common Seal of the Club. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee or AGM and in the presence of at least the President and one other member of the Committee, both of whom shall subscribe their names as witnesses.

17.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 17.1** No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or Special General Meeting, called for that purpose.
- 17.2** The Secretary shall forward notice to all members of all motions to alter, repeal or add to the Constitution at least fourteen (14) days prior to the AGM or Special General Meeting.
- 17.3** Alterations to the By-laws can be made only at Committee Meetings by a two thirds majority vote provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 17.4** Constitutional changes or Special Resolutions presented at an AGM or Special General meeting shall have no effect unless passed by a two-thirds majority of financial membership in attendance at the meeting.
- 17.5** When an alteration to the Constitution is passed, the Committee shall notify the Registrar of Incorporated Societies of such changes for registration in the form and manner specified in section 33 of the Incorporated Societies Act 2022 or any subsequent legislation that amends or replaces that Act.
- 17.6** The Committee may make minor or technical amendments to the Constitution in accordance with s.31 of the Incorporated Societies Act 2022, or any subsequent legislation that amends or replaces that Act.

18.0 DISSOLUTION:

On the winding up of the Club, after payment of all costs, debts, and liabilities, any surplus assets remaining shall be disposed of by distributing to other approved non-profit bodies within New Zealand that have an interest in automobile sport as determined by a General Meeting. No member of the Club shall be entitled to any distribution.

19.0 DISPUTE OR COMPLAINT RESOLUTION

The procedures for dealing with disputes and complaints shall follow the procedures set out in Schedule 2 of the Incorporated Societies Act 2022, or any subsequent legislation that amends or replaces that Act.

20.0 MATTERS NOT PROVIDED FOR:

Any matters which are not provided for in this Constitution shall be decided by the Committee.