

CONSTITUTION OF THE WELLINGTON SPEEDWAY SOCIETY INCORPORATED

Details of the Society

1. The name of the Society shall be: WELLINGTON SPEEDWAY SOCIETY INCORPORATED
2. The Society colours shall be: Black and Yellow.

Charitable status

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

Balance date

4. *The Society's financial year shall commence on 01 May of each year and end on 30 April (the latter date being the Society's balance date).*

Definitions

5. *In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:*
 - a. **'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.
 - b. **'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
 - c. **'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.
 - d. **'Committee'** means the **Society's** governing body.
 - e. **'Constitution'** means the rules in this document.
 - f. **'Deputy Chairperson'** means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.
 - g. **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.
 - h. **'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
 - i. **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
 - j. **'Matter'** means—
 - i. the **Society'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 **Society**.
 - k. **'Member'** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
 - l. **'Notice'** to **Members** includes any notice given by email, post, or courier

- m. **'Officer'** means a natural person who is:
 - i. a member of the **Committee**, or
 - ii. occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.
- n. **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the Act.
- o. **'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- p. **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- q. **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Act & Regulations

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

Registered office

- 7. The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - a. at least five (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**.

Contact person

- 8. The **Society** shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.
 - a. The **Society's** contact person must be:
 - i. At least eighteen (18) years of age, and
 - ii. Ordinarily resident in New Zealand.
 - b. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
 - c. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - i. a physical address or an electronic address, and
 - ii. a telephone numbers.

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

Purpose of the Society

9. The objects of the Society shall be:

- a. To foster and encourage all forms of the speedway racing and other automobile sports. To promote and stage race meetings along with other incidental spectator entertainment.
- b. To protect the rights of Members, speedway competitors and road users and to encourage safe and skilful driving and road safety.
- c. To organise social events for Members and to promote and facilitate the sharing of Members expertise and skills.
- d. To acquire by purchase, lease, hire or otherwise any lands, buildings or premises and to use these facilities for the purpose of conducting speedway racing and other activities consistent with the objects of the Society.
- e. To investigate and register records achieved by Members competing at race meetings held under the rules and authority of the Society and to issue certificates in respect of such records.
- f. To take such measures as may be deemed necessary from time to time for the suppression of any irregularity or abuse, connected with speedway or speedway racing. Up to and including expulsion from the club and/or trespass.
- g. To hear, determine and decide on any appeal arising in regard to any decision of the committee, sub-committee or any official of the Society or any person or persons engaged in the management or conduct of any meeting held under the authority of the Society.
- h. To raise monies by means of subscriptions, levies or debentures on Members, or by any other lawful means, to enable the Society to achieve these objects.
- i. To use funds of the Society in payment of the costs and expenses and to provide facilities, plant, equipment, and other appurtenances as may be deemed necessary or advisable, to enable the Society to achieve these objects.
- j. To invest any funds of the Society not immediately required for the carrying out of any of the objects of the Society on such terms as the Committee shall decide.
- k. To do any lawful acts or things as may be necessary, incidental to or conducive to the fulfilment of any of the above objects.
- l. To promote the sport of speedway and association within that sport in a positive manner and take such measures as may be deemed necessary from time to time for the suppression of any irregularity, abuse or other matters as deemed in contempt of the purpose of the society by the officers.
- m. Have The Committee secure funding for the society's benefit.

National Governing Body Affiliation

- 10.** The Society shall be affiliated to a recognised National body controlling speedway racing in New Zealand, being Speedway New Zealand.

Membership

- 11.** Membership of the Society is open to all persons interested in supporting the objects of the Society.

12. *The **Society** shall maintain the minimum number of **Members** (being a minimum of ten (10) required by the **Act**.*
13. *Every applicant for membership must consent in writing to becoming a **member**.*
14. The following classes of membership are available:
 - a. Competitor Member
 - b. Non-Competitor Member
 - c. Life Member
 - d. Social Clubrooms Member (non-voting)
15. The membership year shall run from 1 September through to 30 August in the following year
16. Applications for all new and renewal memberships shall be in writing, addressed to the Committee. Electronic format will also be accepted. The Committee shall have the sole and absolute discretion to approve all new memberships and renewal membership applications.
17. 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.
18. The signed written or digital consent of every Member to become a Society Member shall be retained in the Society's membership records.
19. All new Members shall be required to pay together with and in addition to their first annual subscription, a Society joining fee, as agreed from time to time at a General Meeting. A new Members first annual subscription may be reduced by up to 50% (at the discretion of the Committee) if the new Member applies to join the Society after the 1st day of January.
 - a. Members who join the society after 1st of February in a membership term will not have voting rights at that year's Annual General Meeting or Special General Meeting.
20. All new member candidates applying for Membership of the Society, once accepted by the Committee, will be entitled to the same privileges of the Society as existing Competitor or Non-Competitor Members as the case may be, with the only exceptions being that for the **first two (2) years of Membership**.
 - a. A new Member will not have the right to exercise a vote on matters relating to property ownership or racetrack operating policy.
 - b. A new Member will not have the right to stand for Committee or Executive positions.
21. The annual Competitor Membership, Non-Competitor Membership and Social Membership renewal subscriptions shall be fixed at the Annual General Meeting and shall be due for payment at the commencement of the Membership Year or on members joining date.
22. All competitors who wish to contract to Wellington Speedway will be required to join the Society as a Competitor Member.
 - a. All members must be seventeen (17) years or older at the time of joining
 - b. Any Competitors under the age of seventeen (17) must nominate parent/guardian to hold the competitor's membership on their behalf
23. The Society may from time to time decide to establish other classes of Membership and agree appropriate subscription levels at an Annual General Meeting.
24. On admission as a Member, each Member shall have made available to them a copy of these Constitution & Rules of the Society and they shall be deemed to have read and understood these documents and agree to be bound by them. These documents can be found on the societies register and club website.

25. On payment of their annual subscription each Member shall be issued by the Secretary with a membership card or digital alternative as directed by the society showing that they are a financial member of the Society.

Register of Members

26. The Society shall keep an up-to-date 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. An electronic address
 - iii. A telephone numbers.
27. Every current Member shall promptly advise the Society of any change of the Member's contact details.
28. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven (7) years, the Society will record:
- a. The former Member's name, and
 - b. The date the former Member ceased to be a Member.

Life Membership

29. The privilege of Life Membership of the Society may be granted by the Society in recognition of a Members exceptional service to the Society. Life Membership shall normally be restricted to Members having completed fifteen (15) years membership, but the Society may agree to relax this requirement in extraordinary circumstances at the discretion of the Executive Committee.
30. Nominations for Life Membership must be provided to the Committee for consideration and must be proposed and seconded by four (4) Members who have been members of the Society for at least five (5) years. The Committee shall consider the nomination and if the Committee agrees that the nominee qualifies for Life Member status the Secretary shall include a notice in the agenda for the next AGM advising that the person has been nominated. A vote to accept the nomination will be held at the Annual General Meeting and will be binding if passed by a majority of the Members present.
31. Life Members shall be entitled to all privileges & benefits of full Membership to the Society but any future requirement to pay annual Membership subscription shall be waived.
32. Life Members are bound by the code of conduct of the society and are still susceptible to the penalties imposed by the section 35.

Cessation of Membership

33. Any Member who desires to resign from the Society may do so by giving notice in writing to the Secretary of the Society.

34. Members who fail to pay their annual subscriptions in accordance with these Rules will be deemed to have resigned from the Society and may be struck off the Membership list following a review of the circumstances of each case by the Committee.
35. The Society may impose penalties on, or expel Members (of all four (4) membership types listed in clause 14) by resolution at an Annual or Special General Meeting provided that the proposed penalty or expulsion must have been included in the Notice of Meeting and the Resolution passes by a majority of the Members present.
36. The officers may impose penalties on, or expel Members by resolution at it deems appropriate for misconduct or bringing the society into disrepute. The resolution must pass by full agreement of the committee.
37. Termination of Membership, either by the Member, the Committee & its officers or the Society shall not release the Member from any obligation to pay any subscription, levies or other outstanding liabilities to the Society either due before or rising after termination.

Obligations once membership has ceased

38. ***A Member who has ceased to be a Member under this Constitution—***
 - a. *remains liable to pay all subscriptions and other fees to the Society's next balance date,*
 - b. *shall cease to hold himself or herself out as a Member of the Society, and*
 - c. *shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).*
 - d. *shall cease to be entitled to any of the rights of a Society Member.*

Becoming a member again

39. *Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.*
40. *But, 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.*
41. Former members who have been accepted to re-join as a member may be nominated at the Annual General Meeting to the committee; **to be eligible the member must have held membership for two (2) of the last five (5) years.** Or has held an Executive position in the past.

Access to information for members

42. ***A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society 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 Society (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.*

43. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - c. 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 **Society**, or
 - d. the information is not relevant to the operation or affairs of the society, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - g. the burden to the **Society** 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
 - h. the request for the information is frivolous or vexatious, or
 - i. 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**.
44. If the **Society** 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 ten (10) **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
- a. that the **Member** will pay the charge; or
 - b. 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.

Alteration to the constitution

45. The Constitution may only be altered, added to or deleted by way of a resolution passed at an Annual or Special General Meeting of the Society **provided** that the details of any such proposed alterations, additions or deletion must have been included in the Notice of Meeting and the resolution for the proposed changes must have been passed by a two- thirds majority.

Summoning Meetings of the Society

Annual & Special General Meeting

46. All Annual General and Special General Meetings of Members shall be called by Notice of Meeting issued by the Committee.
47. A Notice of Meeting shall contain advice of the date, time and location of the Meeting and an agenda of business to be dealt with at the meeting. The Notice of Meeting shall be emailed or posted to each Member at their last known address not less than fourteen (14) days before the date fixed for the meeting.

48. The Annual General Meeting of the Society will be held during the month of July in each and every year on a date and at a time and place determined and notified by the Committee.

The agenda for the Annual General Meeting shall (as a minimum) include;

1. *Apologies*
 2. *Minutes of the last AGM*
 3. *Matters arising from the minutes of the last AGM*
 4. *President's report*
 5. *Treasurer's financial report*
 6. *Presentation of the annual accounts*
 7. *Setting of Membership fees*
 8. *Election of Officers*
 9. *General Business*
49. The Society's books and accounts will be closed as at the 30th April in each year and the financial statement and balance sheet shall be prepared as at that date for presentation to and approval by the Members at the Annual General Meeting.
50. The Committee may call a Special General Meeting at any time.
51. Members may call a Special General Meeting by notice in writing given to the President, signed by no less than thirty (30) Members. The Members written request shall state the reason for calling the meeting.
52. Where Members request a Special General Meeting in accordance with Clause 43, the Committee shall be obliged to issue a Notice of Meeting within five (5) working days of receiving the written notice from Members.
53. Special General Meetings shall only deal with and decide on matters notified in the Notice of Meeting. Issues raised under general business at a Special General Meeting shall be referred back to the Committee and if required a further Special General Meeting shall be called to decide on such issues.

Annual and Special General meeting grounds for removal from meeting

54. The Chairperson at any meeting may 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

Procedure

55. The Society President shall be the Chairman at all Committee Meetings, Annual General Meetings and Special General Meetings. If the President is unable to attend, the Vice President shall Chair the meeting, or if both the President and Vice-President are absent a Member elected by a majority vote of those present shall be appointed as the Chairman.
56. The Society Secretary shall be responsible for the recording of the Minutes of Committee Meetings, Annual General Meetings and Special General Meetings.
57. *The **Society** must keep minutes of all **General Meetings**.*
58. Written resolutions may not be passed in lieu of a General Meeting.

Mode of Voting

59. Voting at Committee Meetings, Annual General Meetings and Special General Meetings shall be by show of hand unless otherwise required by these Rules. On application by not less than three (3) Members present, a ballot will be taken.
60. The Chairman shall have a casting vote.

Appointment of Officers

61. *From the end of each **Annual General Meeting** until the end of the next, the **Society** 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**.*
62. Three non-financial independent persons will be appointed to count votes at the Annual General Meeting & Special General Meeting to ensure impartiality.
63. The Executive of the Society shall consist of the President, Vice President, Secretary, Treasurer and Club Captain.
64. The Committee shall consist of a minimum of **four (4) to a maximum of six (6) other Committee Members**.
65. The Executive of the Society and other Committee members shall be elected by the Members by ballot at the Annual General Meeting. Committee Members may stand for re-election. In order to ensure a degree of management continuity, **the three (3) highest polling Committee Members from previous term who seek re-election** must be re-elected to the new Committee. If only the maximum amount of people stands for election to fill available positions a Yes / No vote for each will be accepted.
66. To stand for the roles of President, Vice-President or Treasurer of the society, a member must have served a minimum of **two (2) years on the committee either current or within the past ten (10) years** to be eligible.
67. Committee members will not be paid honorariums for performing required tasks of their committee position unless by resolution at a General Meeting of the members. Any club operational roles that are specified to have a financial reward can be occupied by an officer of the committee and can receive financial payment.
68. Officers of the committee will not be required to pay club fees for the duration of their service on that year's committee and will retain full rights as a financial member.

Roles of the officers of the Society

69. The key roles of the **President** is the chief leader and representative of the club, responsible for overseeing of operations, guiding the club's strategic direction, and ensuring the success of racing events and activities. Provide overall vision and direction for the club. Chair meetings and manage board and committee activities. Oversee race events, logistics, and safety protocols. Communicate with members and foster positive club culture. Lead sponsorship and fundraising efforts to support the club. Ensure adherence to regulations and legal standards, address disputes and ensure transparency and fairness.
70. The key roles of the **Vice President** is to assist the President in managing the club's operations and takes on leadership duties in the President's absence. Support the President in implementing the club's vision and strategy. Help oversee race events and logistics, step in as Acting President when needed and

represent the club in the President's absence. Foster positive relationships with members and assist with communication & support board and committee activities.

71. The key roles of the **Secretary** are to keep a register of members, prepare notices for general meetings, keep minutes of all meetings, and keep the official stamp or common seal of the Society in safe keeping. Issue memberships, licences and other club related communications to members.
72. The role of the **Treasurer** is to keep proper financial records, to bank all money received by the Society, to pay all accounts, to prepare annual accounts, and to file the annual accounts with the Registrar of Incorporated Societies. The Treasurer shall submit to each Annual General Meeting reviewed statements of income and expenditure of the Society for the Society's financial year, a statement of the assets and liabilities of the Society at the close of the financial year, and details of all mortgages, charges etc. affecting the property of the Society as at the close of the financial year. As required under Section 102 of "The Incorporated Societies Act 2022" the above reviewed financial statements shall be delivered annually to the Registrar of Incorporated Societies together with a certificate signed by the Society President to the effect that the financial statements have been submitted to and approved by the Society Members at the General Meeting
73. The **Club Captain** shall take charge of all Society run social events and shall look after the welfare of all Society Members. The Club Captain shall record the results of all Society runs, social and sports events and supervise the distribution of all trophies. If the Club Captain is unavailable a Committee Member shall be appointed by the Committee to stand in for the Club Captain

Term

74. *The term of office for all **Officers** elected to the **Committee** shall be one (1) year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.*
75. Officer have no maximum consecutive terms.
76. President shall serve for no more than 5 consecutive years as Chairperson unless;
- By vote at a meeting of the society to allow the officer to re-stand in the position
 - Due to no other member being eligible or choosing to stand breaches clauses in "Appointment of officers"

Qualifications of officers

77. *Every **Officer** must be a natural person who—*
- has consented in writing to be an officer of the **Society**, and*
 - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.*
78. **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—
- a person who is under) sixteen (16) years of age*
 - a person who is an undischarged bankrupt*
 - 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*

- d. *A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005*
- e. *a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (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*
- f. *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.*
- g. *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**.*

Officers' duties

79. 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 **Society**,*
- b. *must exercise all powers for a proper purpose,*
- c. *must not act, or agree to the **Society** 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 **Society**,*
 - 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 **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and*
- f. *must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.*
- g. *The officer will not bind the club to any future contracts, revenues or liabilities with any party, business or individual for more than five (5) years. Only excluding mortgages or purchases of large assets when financed through a nationally recognised financial institution or council.*

Removal of officers

80. An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —
- The **Officer** elected to the **Committee** has been absent from two consecutive committee meetings without leave of absence from the **Committee**.
 - The **Officer** has brought the **Society** into disrepute.
 - The **Officer** has failed to disclose a conflict of interest.
 - The **Committee** passes a vote of no confidence in the **Officer**.

Ceasing to hold office

81. 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**.
82. Each **Officer** shall within five **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

Meetings of the Officers of the Society (Committee)

Frequency

83. 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 electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
84. The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than five (5) **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Meeting Quorums

85. At any Committee Meeting five (5) Committee Members shall form a quorum and at any Annual General Meeting or Special General Meeting, twenty (20) Members who are eligible to vote shall form a quorum.

Procedure

86. 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.
87. The members of the **Committee** shall elect one (1) 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**.
88. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Interests Register

89. *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.*

Powers of the Committee

90. The Committee shall have the power to borrow money for the promotion of any of the objects of the Society from such persons and on such terms as the Committee in its absolute discretion shall think fit and may, to secure the repayment of such advance grant without security over all or any of the assets of the society. All secured lending is required to have a resolution from a General Meeting
91. The Committee shall be responsible for the general management and control of the Society as regards its finance, conducting of sports and racing meetings, touring and social affairs and carrying out of any of the objects of the Society.
92. The committee will not bind the club to any future contracts, revenues or liabilities with any party, business or individual **for more than five (5) years**. Excluding only mortgages or purchases of large assets when financed through a nationally recognised financial institution or council. All Contracts and agreements must be in writing and filed by the secretary and treasurer with the society's files
93. In the event of any matter arising which is not provided in this Constitution and Rules of the Society it shall be dealt with in such a manner as the Officers of the Committee in its absolute discretion shall think fit.
94. The Committee shall have the power to appoint stewards for the purpose of conducting, managing or assisting in the management of any sports or racing meetings organised by the Society for such period as deemed fit by Committee.
95. The Committee shall appoint a representative who shall supervise race meetings and other sporting events to ensure that:
- They are run in accordance with the rules, by-laws and regulations of the Society
 - Adequate precautions have been taken for the safety of the spectators, officials and competitors.
 - Adequate equipment and/or personnel are available in the case of emergency.
96. The Committee may choose to delegate the powers of the Club Steward to the national governing body to which the Society is affiliated in accordance with clause 10.
97. The Committee may not confirm or be party to accepting an application for neighbouring property or nearby resident obtaining consent for building. This must be brought to a quorum of no less than six (6) life members and the executive of the society.

Sub-committees

98. *The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. In the advice of the subcommittee under the direction & control of the Officers of the Committee. Unless otherwise resolved by the **Committee**—*
- The quorum of every sub-committee is half the members of the sub-committee but not less than two (2),*
 - No sub-committee shall have power to co-opt additional members,*
 - A sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and*

- d. A sub-committee must not further delegate any of its powers.

General matter: committees

99. 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.
- a. Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Confits of interest

100. An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, 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**.
101. 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**.
- a. An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
- i. 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
- ii. 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
- iii. 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).
102. 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.
- a. Where fifty (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.
- b. Where fifty (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**.

Control and management

103. The funds and property of the **Society** 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 of the **Society**.
104. The **Committee** shall maintain bank accounts in the name of the **Society**.
105. All money received on account of the **Society** shall be banked within ten (10) **Working Days** of receipt.

- 106.** All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- 107.** The **Committee** must ensure that there are kept at all times accounting records that—
- a. correctly record the transactions of the **Society**, and
 - b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 108.** The **Committee** must establish and maintain a satisfactory system of control of the **Society'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 Seven (7) completed accounting periods of the **Society**.

The Common Seal

- 109.** The Common Seal of the Society shall be held by the Secretary and kept in their custody. The seal shall be affixed only to such documents as the Committee directs and when affixed shall be witnessed in the presence of the President and the Secretary or any other three (3) Committee Members.

Control and Investment of Funds

- 110.** The Committee shall establish such bank accounts as they decide are necessary for the efficient running of the Society's financial affairs.
- 111.** The Treasurer shall be responsible for the safe keeping of the Society's cards, digital transfer & banking. All payments drawn on the Society's bank account shall be authorised by the Treasurer and by either the Secretary, President or other society authorised person.
- 112.** A suitably qualified person in public practice, who is not a Member of the Society, shall be appointed as reviewer at the Annual General Meeting. His/her duties shall be to review the finances of the Society, examine all books of accounts and to review the financial statements prepared by the Treasurer.
- 113.** The property and effects of the Society shall be vested in the Society.

Resolving to put society into liquidation

- 114.** The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 115.** The **Committee** shall give (60) sixty days **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** 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**.
- a. Any resolution to put the **Society** into liquidation must be passed by a two thirds majority of all **Members** present and voting.

Resolving to apply for removal from the register

- 116.** The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 117.** The **Committee** shall give ten (10) **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

- 118.** *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**.*
- 119.** *Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two thirds majority of all **Members** present and voting.*

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Surplus assets

- 120.** If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 121.** On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in NZ Brain injury Association. However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

Meanings of dispute and complaint

- 122.** A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 123.** The disagreement or conflict may be between any of the following persons—
- two (2) or more **Members**
 - one (1) or more **Members** and the **Society**
 - one (1) or more **Members** and one (1) or more **Officers**
 - two (2) or more **Officers**
 - one (1) or more **Officers** and the **Society**
 - one (1) or more **Members** or **Officers** and the **Society**.

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

- a **Member** or an **Officer** has engaged in misconduct
 - a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 124.** A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the **Society**.
- 125.** The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response. A complaint may be made in

any other reasonable manner permitted by the **Society's Constitution**. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society'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 tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement

How complaint is made

126. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - sets out any other information reasonably required by the **Society**.
127. The **Society** 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—
- states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation to which the dispute relates.
128. The information given under subclause (1b.) or (2b.) 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.
- A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

129. 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.
130. If the **Society** makes a complaint—
- the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an **Officer** may exercise that right on behalf of the **Society**.
 - Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

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

- 131.** This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
- a.** has engaged in misconduct; or
 - b.** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - c.** has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 132.** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 133.** If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 134.** 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—
- a.** 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
 - b.** the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c.** an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d.** an oral hearing (if any) is held before the decision maker; and
 - e.** the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 135.** The **Society** 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.
- 136.** Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

- 137.** Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
- 138.** the complaint is considered to be trivial; or
- 139.** the complaint does not appear to disclose or involve any allegation of the following kind:
- a.** that a **Member** or an **Officer** has engaged in material misconduct;
 - b.** that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - c.** that a **Member's** rights or interests or **Members' rights** or interests generally have been materially damaged;
- 140.** the complaint appears to be without foundation or
- a.** there is no apparent evidence to support it; or
 - b.** the person who makes the complaint has an insignificant interest in the matter; or
 - c.** the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or there has been an undue delay in making the complaint.

Society may refer complaint

- 141.** The **Society** may refer a complaint to—
- a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 142.** The **Society** 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 a tikanga-based practice)

Decision makers

- 143.** A person may not act as a decision maker in relation to a complaint if two (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.

Right to Appoint

- 144.** The Committee on behalf of the club shall have full power to;
- a. engage, hire or appoint persons, upon such terms and conditions as it shall think fit, and when payment is made at such remuneration as the committee shall think fit.
 - b. Appoint associate committee members to assist in functions as required by the officers of the committee
- 145.** The Committee shall prescribe the respective duties of such person and must follow New Zealand Employment Law in respect to any salaried employees. The Committee can elect to appoint a replacement for any committee member that decides to vacate their position on that committee
- a. A maximum of two replacements during the elected term of that committee is allowed and they shall have full voting ability.

Amending this constitution

- 146.** All 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**.
- 147.** The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by two (2) thirds majority of those **Members** present and voting.
- 148.** That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 149.** Any proposed resolution to amend or replace this **Constitution** shall be signed by at least two thirds per cent of eligible **Members** and given in writing to the **Committee** at least fourteen (14) **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 150.** At least fourteen (14) **Working Days** before the **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.

151. When an amendment is approved by a **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.

Bylaws (club rules)

152. The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** 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.

153. Club rules will can be provided by the secretary to any member who requests them, these rules will be updated by the committee as required.

Communication

154. Email is the preferred acceptable means of communication with the Members.

We, the several persons whose names are subscribed here to being Members and Officers of the above-mentioned Society, hereby confirm that these Rules have been presented to the Members of the Society at their Annual General Meeting ___/___/___ where it was Resolved by the Members that these Rules replace any and all previous Rules or Amendments and be registered with the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 2022.

DATED this day of 2025

Signed for and on behalf of the Members of the Society

Society President

Name:

Society Secretary

Name:

Society Seal: