

SPORTS CAR CLUB OF NEW ZEALAND INCORPORATED

CONSTITUTION

1. Application

The organisation to which this Constitution will apply shall be known as “Sports Car Club of New Zealand Incorporated”, hereinafter referred to as “SCCNZ”.

2. Registered Office

The registered office of SCCNZ shall be at such a place as determined from time to time by the Executive Committee.

3. Aims and Objectives

The aims and objectives of SCCNZ are to:

3.1 Promote Sports and GT cars, and their use thereof in friendly sportsmanlike competition, touring and social activities.

3.2 Make a register of all Sports and GT cars within New Zealand that are not catered for by clubs promoting single makes or models of such cars.

3.3 Encourage the rebuilding, construction and restoration of Sports and GT cars for both road and track and where appropriate and to this end, provide regulatory and technical assistance to members.

3.4 As and when deemed appropriate by the Executive Committee, provide advice to Government and other regulatory bodies on matters relating to the re-building and construction of Sports, GT and performance cars.

3.5 Promote, encourage participation in and administer sporting activities involving Sports and GT cars in New Zealand by:

3.5.1 Arranging and controlling competitions for such vehicles.

3.5.2 Determining records and awards for such competitions.

3.5.3 Providing and marketing information, advice and resources to its members.

3.5.4 Servicing the needs and requirements of members, supporters and sponsors of SCCNZ.

4. Powers

To further the aims and objectives detailed in Section 3 above, SCCNZ shall empower its Executive Committee to:

4.1 Invest, borrow or advance monies, with or without securities and to execute mortgages over any property of SCCNZ, or issue debentures as securities for the repayment of any such monies.

4.2 Receive subscriptions, grants and funds.

4.3 Employ staff and engage the services of appropriate people and organisations to assist and advise SCCNZ.

4.4 Join, contract, engage or make arrangements with any other person or organisation.

4.5 Discipline its members, office bearers, and/or other appointed or elected persons who may be associated with or part of SCCNZ.

4.6 Establish committees and delegate such powers as it deems appropriate to these committees.

4.7 Determine and establish policies and procedures to effectively administer SCCNZ.

4.8 Acquire, lease, sell, dispose of, or otherwise deal with facilities, financial instruments, property and other such assets as and when required.

4.9 Register and licence individuals, clubs and organisations to participate and arrange competitions and events for motor sport.

4.10 Do any other acts or procedures which appear appropriate, to further the aims and objectives of SCCNZ.

5. Membership

5.1 The following classes of membership shall be available to SCCNZ club members (herein referred to as “members”):

5.1.1 Full Membership of SCCNZ - restricted to owners of Sports and GT cars as defined in Appendix A.

5.1.2 Family Membership of SCCNZ - restricted to the immediate family of a Full or Associate member, domiciled in the same residence as the full member.

5.1.3 Associate Membership of SCCNZ - available to non-owners of Sports and GT cars who, in the opinion of, and at the absolute discretion of the Executive Committee, have a genuine interest in such vehicles.

5.2 Benefits of Membership:

5.2.1 Full Members enjoy all the benefits and privileges of membership as detailed in this Constitution and its associated By-laws.

5.2.2 Family Members enjoy all the benefits and privileges of full membership, with the exception that they shall have no voting rights and, to retain this form of membership, they shall not hold or become the holder of a MotorSport New Zealand Competition Licence.

5.2.3 Associate Members enjoy all the benefits and privileges of full membership, but may be excluded from certain events and competitions, as determined appropriate by the Executive Committee.

5.3 Application for Membership:

5.3.1 Applications from candidates for membership of SCCNZ shall be submitted to the Executive Committee in writing. For an application to be accepted it must be approved by a majority of the Executive Committee and acceptance of such an application is at the sole discretion of the Executive Committee.

5.4 Effect of Membership:

5.4.1 Members may make or receive a pecuniary gain as a result of the activities of SCCNZ, only as permitted by the Incorporated Societies Act 1908 and any amendments thereto.

5.4.2 Notwithstanding the requirements of Section 5.4.1, no person joining the Club as a Full, Associate, or Family Member may derive gain by virtue of their membership of the Club, as a result of any discount, fee reduction or reimbursement offered to members by the Club, for a period of ninety (90) days from the date of their joining the Club.

5.5 Termination of Membership

Membership of SCCNZ may be terminated under the following circumstances:

5.5.1 A member may resign by giving twenty one (21) days notice in writing to the Executive Committee, provided that the member has, at the time of giving notice, satisfied all debts outstanding to SCCNZ.

5.5.2 Membership may be terminated by resolution of the Executive Committee. A two thirds majority of committee members present is necessary to pass such a resolution. Before any such resolution is proposed, the member concerned shall be given at least twenty one (21) days notice of the proposed resolution and shall have the right to be heard at any meeting at which the resolution is put.

5.5.3 Membership will be terminated if subscriptions, levies or fees are not paid pursuant to Section 11 of this Constitution. Before such termination can occur, SCCNZ must give the member seven (7) days notice in writing of termination for non-payment. This notice must also specify the amount of payment due and require evidence of receipt of payment by the expiry of those seven (7) days. If such amounts are paid, membership may not be terminated.

5.5.4 Notwithstanding the disciplinary provisions of Section 9 of this Constitution, membership may be terminated as specified in Section 5.5.2, for gross and/or repeated misconduct by a member in respect of the National Sporting Code, or for actions which, in the opinion of the Executive Committee, bring SCCNZ or motor sport in general into disrepute.

6. Executive Committee

6.1 *Composition:* The Executive Committee shall consist of the President, Club Captain, Secretary, Treasurer, Technical Officer and Magazine Editor, and other such members as may be elected or appointed from time to time. All members of the Executive Committee must be financial members of SCCNZ. While one member may hold more than one position, the Executive Committee shall not consist of more than ten (10) or less than six (6) persons at any one time.

6.2 *Election:* An election is required for the position of President and for the remaining members of the Executive Committee. A member shall be available for election to the Executive Committee following nomination by at least one other financial member. A simple majority of votes at an Annual General meeting shall be sufficient to elect a member to the committee.

6.3 *Term of Office:* Each member of the Executive Committee shall be elected to a term of office of two (2) years and then shall retire, but may be available for re-election. The expiry of the two year term shall occur automatically at the conclusion of the Annual General Meeting of the second year.

6.4 *Vacancies:* Any vacancy during the term of office of a member of the Executive Committee shall be filled in the first instance by appointment, by and from that Committee. Should, however, such a vacancy result in the number of committee members falling below the minimum set in Section 6.1, the Executive Committee may appoint such persons as it sees fit to the Committee, in order to comply with the minimum requirements of Section 6.1. Such persons appointed shall be financial

members of SCCNZ and their appointment shall terminate at the next Annual General Meeting.

6.5 *Meetings:* The Executive Committee shall meet at such places and times as it shall determine. The President or any three (3) members of the Executive Committee may call Executive Committee meetings as necessary. The Chairperson of Executive Committee meetings shall be the President or in his/her absence, the Club Captain. In the absence of both these members, the Executive Committee shall elect a Chairperson *pro tem* from the remaining members present. The person so elected shall remain in that position for the duration of that meeting only. Members may attend and, with the approval of the Chairperson, speak at Executive Committee meetings in accordance with this Constitution and its associated By-laws, but shall not have any voting rights.

6.6 *Functions and Responsibilities:* In respect of the powers vested in it under Section 4 of this Constitution, the Executive Committee shall have the following responsibilities and perform the following functions:

6.6.1 Plan, manage and control the affairs of SCCNZ.

6.6.2 Plan, manage and control the finances of SCCNZ.

6.6.3 Appoint such sub-committees and specialist commissions as it deems necessary from time to time to assist it to carry out its duties.

6.6.4 Co-opt or engage the assistance of any persons or organisations to assist or advise SCCNZ.

6.6.5 Delegate such powers as it may deem necessary to employees or committees of SCCNZ.

6.6.6 Develop policies and procedures as it deems necessary.

6.6.7 Appoint employees and fill any vacancies in any committees appointed by it.

6.6.8 Determine the terms and conditions of service pertaining to employees, volunteers and any other persons rendering services to SCCNZ.

6.7 *Voting:* All decisions and resolutions of the Executive Committee shall be passed by a vote of a majority of committee members present at an Executive Committee meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any Executive Committee member present). The Chairperson of the meeting shall have a casting vote. There shall be no proxy voting.

6.8 *Quorum:* At least half of the Executive Committee must be present at a meeting of the Executive Committee to constitute a quorum.

6.9 *Absence from Executive Committee Meetings:* Any Executive Committee member, who without sufficient reason, absents themselves from three (3) consecutive Executive Committee meetings, may be called upon by the Chairman to resign from that committee.

6.10 *Expenses:* All actual and reasonable expenses incurred by members of the Executive Committee in carrying out their duties for SCCNZ, shall be reimbursed by SCCNZ.

6.11 *Indemnity:* Every member of the Executive Committee shall be indemnified against any liability (including costs) incurred by them in or in connection with the discharge of any duty undertaken by them as an office-bearer of SCCNZ.

7. General Meetings

7.1 *Annual General Meeting:* The Annual General Meeting of SCCNZ shall be held no later than 31st May each year.

7.2 *Special General Meeting:* A Special General Meeting may be called at any time by a minimum of eight (8) financial members.

7.3 *Notice:* Not less than three (3) months notice shall be given to all members by the Executive Committee of the date and place for the Annual General Meeting, the closing date for nominations for election to the Executive Committee and items of business to be submitted. On receipt of a request for a Special General Meeting by members or the Executive Committee, not less than twenty one (21) days notice must be given by the Executive Committee of the date and place for the Special General Meeting and the item(s) of business to be discussed.

7.4 *Agenda and Business to be discussed:* The business which must be discussed at the Annual General Meeting includes the annual report, statement of annual accounts, and election of office-bearers and items of other business. Alterations to this Constitution and By-laws may be discussed as necessary. An agenda containing the business to be discussed at the Annual General Meeting shall be forwarded to all members by no later than twenty one (21) days before the date of the meeting.

7.5 *Voting:* Each member present at a General Meeting shall be entitled to one vote. For a vote to succeed, a simple majority in favour of the motion, of those present and entitled to vote, shall be required. Except that for alterations or amendments to this Constitution, or the appointment of a liquidator, a two-thirds majority shall be required for such a motion to succeed. Voting may be by a show of hands or secret ballot, if requested by two (2) members at the meeting. The Chairperson of the meeting shall have a casting vote. There shall be no proxy voting.

7.6 *Quorum:* At least twenty (20) or half of the financial members (whichever is the lesser) must be present at a General Meeting of the SCCNZ to constitute a quorum.

8. Life Membership

8.1 The Executive Committee may recommend, for ratification at the Annual General Meeting, the title of Life Member of SCCNZ upon a person or persons whom it considers has given distinguished service to SCCNZ, to one of its committees, or to motor sport in New Zealand.

8.2 The title shall be held by a person for their lifetime without further payment of annual subscription, unless they are required to relinquish it by the Executive Committee as a result of behavior bringing the SCCNZ into disrepute.

8.3 The Life Member shall be entitled to all benefits and privileges of a full member, and may attend and vote at Annual and Special General Meetings.

9. Discipline

9.1 Any member, Life Member, or office-bearer of SCCNZ who, in the opinion of the Executive Committee, acts or omits to act in a manner that is prejudicial to SCCNZ or motor sport in general, or brings SCCNZ or motor sport in general into disrepute, (hereinafter referred to as misconduct) may be disciplined by SCCNZ.

9.2 For misconduct which occurs during an event, competition, or meeting as defined in the National Sporting Code, the member or office-bearer may be disciplined by the Executive Committee in accordance with the National Sporting Code. Such disciplinary action however, must take into account actions contemplated or taken by the National Sporting Body, or by the civil authorities, in respect of this misconduct.

9.3 Any other misconduct which is not dealt with under Section 9.2 of this Constitution may be dealt with by the Executive Committee.

9.4 The Executive Committee shall have the power to hear and determine those matters set out in the National Sporting Code and impose the penalties set out in the Code. It may regulate its own procedure, but in any event, should comply with the principles of natural justice.

9.5 Any member or office-bearer who is disciplined by SCCNZ has the right of appeal to the MotorSport New Zealand, National Court of Appeal, and then to the International Court of Appeal, in accordance with the National Sporting Code.

9.6 Any member or office-bearer who is disciplined by SCCNZ must first exhaust their appeal rights within SCCNZ, MotorSport New Zealand and FIA, if applicable, before initiating any proceedings in any court.

10. Finance

10.1 The financial year of SCCNZ shall commence on 1st April and end on 31st March each year.

10.2 The finances of SCCNZ shall be controlled and managed by the Executive Committee, provided that it may delegate such responsibility to specified employees, or other representatives of SCCNZ.

10.3 Any capital expenditure not previously authorised by a General Meeting of SCCNZ, but approved by the Executive Committee under Section 4.8, shall be notified to members. Such notification shall be by way of promulgation in the SCCNZ Magazine.

10.4 The Executive Committee shall present to the Annual General Meeting an Annual Report and statement of annual accounts.

11. Subscriptions

11.1 Each member shall pay an annual subscription no later than 30th June each year. The amount of such subscription shall be set each year by the Annual General Meeting.

11.2 A new member joining SCCNZ in the second half of the subscription year may, at the discretion of the Executive Committee, have their initial subscription adjusted to reflect the number of whole and part calendar months remaining from their date of joining to the end of the current subscription year.

11.3 The Executive Committee may, from time to time, require members to pay such other fees or levies as it may determine. The Committee may however, be required to justify any such fee or levy at a Special or Annual General Meeting called in accordance with Section 7 of this Constitution.

12. Common Seal

12.1 SCCNZ shall have a Common Seal.

12.2 Subject to the Incorporated Societies Act, the Executive Committee shall determine when the Common Seal is to be used and make provision for its safe custody.

13. By-Laws

13.1 The Executive Committee may, from time to time, make and amend By-laws, provided the following has occurred:

13.1.1 All members have been notified of the proposed addition or amendment at least thirty (30) days prior to the meeting at which they are to be considered by the Executive Committee. Notification of the proposed By-law or any proposed amendment to a By-law in the SCCNZ Magazine, together with the date and time of its consideration by the Executive Committee, shall be sufficient notice.

13.1.2 Such notification shall invite written submissions on the proposed change from members, to be provided not less than fourteen (14) days prior to the specified meeting date.

13.1.3 The Executive Committee shall consider such submissions, and if it considers necessary, may invite the member/s or their representative/s to make verbal presentations of their submissions to the Executive Committee.

13.1.4 Should written or verbal submissions received by the Executive Committee indicate that more than one third of the members as at the date of the Executive Committee meeting oppose the proposed addition or amendment, the Executive Committee may not proceed to consider it, but must place it on the agenda for the next Annual General Meeting.

13.2 The By-laws have the same effect as this Constitution and shall be observed accordingly. If there is any inconsistency between the By-laws and this Constitution, then this Constitution shall prevail.

14. Alteration or Amendment to this Constitution

14.1 This Constitution may only be amended, added to or rescinded by resolution of a two-thirds majority vote of those financial members present at a General Meeting of SCCNZ. Notice of an intention to alter this Constitution must be given to the Executive Committee no later than ninety (90) days prior to an Annual General Meeting or Special General Meeting.

15. Liquidation

15.1 SCCNZ may be voluntarily put into liquidation if the following conditions are complied with:

- 15.1.1 A majority of votes at a General Meeting passes a resolution appointing a liquidator.
- 15.1.2 Such a resolution is confirmed in a subsequent General Meeting, called for that purpose and held not earlier than thirty (30) days after the date on which the original resolution to be confirmed was passed.

15.2 Upon the appointment of a liquidator, the provision of Part XVI of the Companies Act 1993, where appropriate, shall apply to the liquidation of SCCNZ.

15.3 Any surplus assets of SCCNZ, after payment of all costs, debts, and liabilities, shall be disposed of by distributing them to members or organisations which have an interest in motor sport in New Zealand, as determined by the financial membership of SCCNZ.

16. Dispute Resolution

16.1 In the event of any difference or dispute arising between or within SCCNZ, its members or its office-bearers in respect of any matters contained in this Constitution or its associated By-laws, or its application or interpretation, (but excluding Section 9 of this Constitution), those concerned shall use their best endeavours to resolve the difference or dispute by agreement between themselves and if necessary, use an agreed mediator for that purpose.

17. Matters Not Provided For

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