

CONSTITUTION RULES OF THE VINTAGE CAR CLUB OF NEW ZEALAND CANTERBURY BRANCH INCORPORATED

The former Constitution Rules of "The Vintage Car Club of New Zealand Canterbury Branch Incorporated" are hereby repealed and are replaced by the following;

1. INTERPRETATION

- 1.1 "CLUB" means "THE VINTAGE CAR CLUB OF NEW ZEALAND INCORPORATED", recognised as The Historic Vehicle Authority of New Zealand.
- 1.2 "ACT" means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- 1.3 "CLUB MEMBERS" means members of the Club as may from time to time be defined by the Club.
- 1.4 "CLUB RULES" means the Constitution Rules of the Vintage Car Club of New Zealand Incorporated.
- 1.5 "NATIONAL COMMITTEE" means the National Committee of the Club as defined by the Constitution Rules of the Club, being the governing body of the Club.
- 1.6 "NATIONAL SUPPORT OFFICE" means the national office of the Club comprising of employees of the Club that provides administrative support to the Club and Branches.
- 1.7 "CLUB SECRETARY/TREASURER" means the Secretary/Treasurer of the National Committee of the Club.
- 1.8 "BRANCH" means "The Vintage Car Club of New Zealand Canterbury Branch Incorporated".
- 1.9 "BRANCH MEMBERS" means those Club Members assigned to the Branch.
- 1.10 "BRANCH OFFICER" means any Branch Member elected or appointed as such at any Annual General Meeting of the Branch, and any other Branch Member or person, honorary or not, as may from time to time be appointed or co-opted as such by the Branch Committee.
- 1.11 "BRANCH COMMITTEE" means those Branch Officers from time to time elected, appointed or co-opted as such that for the time being constitute the Branch Committee.
- 1.12 "BRANCH EXECUTIVE" means the elected members of the Branch Committee.
- 1.13 "BRANCH CHAIRMAN" means the elected Chairman of the Branch.
- 1.14 "BRANCH SECRETARY" means the elected Secretary of the Branch.
- 1.15 "BRANCH TREASURER" means the elected Treasurer of the Branch.
- 1.16 "FINANCIAL BRANCH MEMBERS" or "FINANCIAL MEMBERS OF THE BRANCH" means each Branch Member whose subscription has been paid and every other member whose subscription is not in arrears more than one month and is therefore eligible to vote.
- 1.17 "MEMBERSHIP SUBSCRIPTION" means that amount, as determined from time to time by the National Committee, that shall be payable to the Club annually by each class of Club Member.
- 1.18 "BRANCH LEVY" means that amount, as may be determined from time to time by the Branch, that shall be payable to the Branch annually by each Branch Member, and which may vary in accordance with the applicable class of membership of the Club.
- 1.19 "PROPERTY" means all property, both real and personal, in the widest sense of the term.
- 1.20 "VEHICLE" means all vehicles in the categories covered by the Club Constitution Rules.

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2. NAME

- 2.1 The name of the society shall be "The Vintage Car Club of New Zealand Canterbury Branch Incorporated".

3. REGISTERED OFFICE AND CONTACT PERSON

- 3.1 The Registered Office of the Branch shall be at such place as the Branch Committee may from time to time determine.
- 3.2 The Branch Secretary will be the Branch's contact person, unless otherwise determined by a majority resolution of the Branch Committee. The Branch must have one (1) or up to three (3) contact persons at all times and must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s. The contact person must be at least 18 years of age and ordinarily resident in New Zealand.

4. OBJECTS

The objects of the Branch are;

- 4.1 To exist as a duly incorporated branch of The Vintage Car Club of New Zealand Incorporated in accordance with the Constitution Rules of the Club.
- 4.2 To foster interest in, and engage in the preservation, restoration, maintenance and use of vehicles in such categories as are catered for by the Club from time to time.
- 4.3 To obtain and conserve historical records concerning such vehicles or concerning any aspects of motoring in New Zealand.
- 4.4 To promote Rallies, Touring Expeditions, Gymkhanas, Competitions, Trials and such other events as may be suitable for any categories of vehicles catered for by the Club.
- 4.5 To assist Club Members to obtain and maintain such vehicles and to this end to assist by providing Club Members with such information, literature and other assistance by such means as the Branch Committee may from time to time determine.
- 4.6 To foster among Club Members a custom of mutual voluntary assistance, to enhance the degree of preservation and maintenance of all vehicles catered for by the Club.
- 4.7 To foster liaison and reciprocal relations with organisations within New Zealand and overseas that have objects that are similar to, or compatible with, those of the Club.
- 4.8 To promote and encourage such meetings, lectures, discussions, workshops and social functions as may benefit Club Members through the interchange of thoughts and knowledge.
- 4.9 To foster road courtesy and safe driving, and to cooperate with central and local government authorities so as to protect and advance the objects of the Club and to facilitate a greater appreciation of those objects by the authorities and the general public.
- 4.10 To promote the importance and value of historic vehicles, their heritage and the significance of their contribution to the development of our nation, to strive to ensure that appropriate legislative provisions remain in effect that will enable the use of these vehicles on all public roads within New Zealand, and to determine and adopt any further object that enhances these objects.
- 4.11 To publish a Branch Magazine, and to distribute a copy of each issue to every Branch Member, each Branch of the Club and to such other person or organisation as directed by the National Committee,

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such distribution to be by whatever means and at what direct cost to members the Branch Committee may determine from time to time.

- 4.12 To maintain suitable headquarters in Canterbury and to allow Branch Members to enjoy the use of such headquarters in such a manner and to such an extent as the Branch Committee may from time to time determine.

5. POWERS

- 5.1 The Branch has full capacity, powers and privileges, as set out in section 18 of the Act. Without in any way limiting this, the Branch may exercise any of the following powers in furtherance of its objects;
- 5.2 The Branch may purchase, take on lease, hire or otherwise rightfully acquire, upon such terms as it may think fit, any real or personal property, rights or privileges which it deems necessary or convenient to do so, and may erect, maintain, improve or alter any building, premises or work as it may require.
- 5.3 The Branch may borrow or raise money upon mortgage of any of its real or personal property, or such other obligations or securities of the Branch.
- 5.4 The Branch may invest or deal with its funds upon such securities or in such manner, and upon such terms or conditions, as it may deem fit.
- 5.5 The Branch may sell, lease, exchange, mortgage or otherwise deal with all or any of its real or personal property, subject to compliance with any other clause within these Constitution Rules.
- 5.6 The Branch may make grants, donations or subsidies in favour of any deserving object, whether or not such object is similar to the objects of the Branch, but providing it is not contrary to those objects.
- 5.7 The Branch may acquire shares, debentures or securities in, or may promote, subscribe to or become a member of, or grant financial assistance to, any Company, Association, Corporation, Body, Trust, Incorporated or Non-incorporated Society having objects consistent with those of the Branch, or having as one of its objects the publication of any newspaper, journal, periodical or work containing information of interest or benefit to Club Members.
- 5.8 The Branch may enter into any contract, arrangement, undertaking or other agreement with any person, firm, company or body, for the furtherance of any of its objects.
- 5.9 The Branch may require Branch Members to pay an annual Branch Levy, the amount of which it may from time to time determine for each class of membership of the Club.
- 5.10 The Branch may accept any gift or property, whether subject to any trust or not, for the furtherance of any of its objects.

6. MEMBERSHIP

- 6.1 Membership of the Branch shall consist of those Club Members that are defined as Branch Members by these Constitution Rules, and the classes of membership shall be as defined by the Club.
- 6.2 Each Financial Branch Member shall be entitled to all of the rights and privileges of Club Members.
- 6.3 A Branch Member shall not be deemed to be financial unless both his or her membership subscription and any applicable Branch Levy have been fully paid for the current subscription period or whose subscription is not in arrears more than one month.

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7. APPLICATION FOR MEMBERSHIP

- 7.1 Any application for membership must be made in accordance with the procedure for the time being set down in the Club Constitution and more specifically described in the Club Bylaws and as set down in the Branch Bylaws.
- 7.2 Any person, who agrees with the objects of the Vintage Car Club of New Zealand Incorporated may subject to the approval of the National Committee at its next scheduled meeting, become a member of the Club. By applying to become a Member, an individual consents to becoming a Member of the Branch and the Club.

8. CONSTITUTION RULES

- 8.1 Each applicant that is accepted to membership of the Club shall be entitled to a copy of the Club Rules incorporating the Club By-laws, and each Club Member on becoming a Branch Member shall be entitled to a copy of the Constitution Rules of the Branch.
- 8.2 Each Branch Member shall be held to consent to and be bound by the Constitution Rules of the Branch and any policies, procedures, directions or decisions as may be determined by the Branch.

9. REGISTER OF MEMBERS

- 9.1 The National Support Office shall keep an up-to-date register of Club Members that are defined as Branch Members by these Constitution Rules containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (c) any other information required by the National Support Office or by the Act.
- Branch members must notify the National Support Office of any change to their information recorded on the register of Members.

10. CESSATION OF MEMBERSHIP

- 10.1 Any Club Member shall cease to be a Branch Member if either;
- (a) He or she has been allocated to another branch of the Club following written application to the Club Secretary/Treasurer, and upon completion of the prescribed form or procedure as may from time to time be determined by the Club, or;
 - (b) He or she ceases to be a Club Member, either voluntarily or as determined by the National Committee, in accordance with the Constitution Rules of the Club.
- 10.2 Cessation of Club Membership or Branch Membership may not discharge a former Club Member or Branch Member from liability for payment of any moneys owed by that former member to the Club or to the Branch.

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11. CONDUCT AND DISCIPLINE

- 11.1 No Branch Member may, by his or her conduct or activities, or by any action in breach of the Branch Constitution Rules or Club Rules or By-laws, cause damage to the welfare, character, esteem or reputation of the Club or of the Branch.
- 11.2 The Branch shall monitor the compliance of Branch Members with any Code of Conduct set down by the Club or by the Branch, and shall discipline Branch Members, as necessary, pursuant to the procedures for the time being defined in the Club By-laws.
- 11.3 Any disciplinary action taken against a Branch Member, or the outcome of any appeal against such disciplinary action as may be heard by the National Committee, shall be binding on the Branch Member and the Branch.

12. MANAGEMENT OF THE BRANCH

- 12.1 The affairs of the Branch shall, subject to any directive that may from time to time be given by the National Committee, and subject to Clauses 12.2 to 12.7, be managed by a Branch Committee comprised of a minimum of ten (10) Branch Officers in accordance with clause 12.5, made up of the following elected Branch Officers;

- Branch Chairman
- Branch Secretary
- Branch Treasurer
- Club Captain
- Six committee members
- Motorcycle section, elected by the Motorcycle committee
- Swap Meet, elected by the Swap Meet committee
- Parts Shed, elected by the Parts Shed committee

And representatives for;

- Bar Manager
- Grounds maintenance
- Building maintenance

- 12.2 All members of the Branch Committee shall be Financial members of the Branch.
- 12.3 The Branch may declare the offices of Branch Secretary and/or Branch Treasurer to be honorary, or may from time to time appoint any person as a salaried officer to perform some or all of the duties of either or both of those offices, and to perform such other additional duties as it may determine.
- 12.4 Any Branch Secretary or Branch Treasurer who is a salaried appointee of the Branch shall have no power to take part in the management of the affairs of the Branch, and shall be substituted on the Branch Committee by one additional honorary Branch Officer.
- 12.5 The Branch Committee shall have the power to appoint or co-opt any person to fill any Branch Officer vacancy that may arise as soon as practicable, providing that a vacancy of any honorary office shall only be filled by a Financial Branch Member who meets the criteria set down in Clause 12.2. Branch Officers appointed or co-opted by the Branch Committee to fill any vacancy may hold office until the next election of a Branch Committee or until such earlier time as the Branch Committee may determine.
- 12.6 Prior to election or appointment, every Branch Officer must consent in writing to becoming a Branch Officer and certify that they are not disqualified from being elected or appointed under these Constitution Rules or section 47(3) of the Act. All Branch Officers must be natural persons.

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- 12.7 Subject to any direction given by resolution of the Financial Branch Members at an Annual General or Special General Meeting, the Branch Committee shall be responsible for and have the powers necessary for the entire management of the operations and affairs of the Branch and the control of its property and funds, and is empowered on behalf of the Branch to do, execute or carry out all of the matters and things that the Branch is authorised to do, execute or carry out but shall so far as is practical conduct the affairs of the Branch in accordance with the Club Rules.

13. ELECTION OF BRANCH COMMITTEE

- 13.1 The election of the Branch Committee shall be carried out at each Annual General Meeting of the Branch, with nominations for each position on the Branch Committee being considered in turn in the order in which those positions are listed in Clause 12.1 of these Constitution Rules.
- 13.2 Election to positions on the Branch Committee shall be conducted by secret ballot, excepting that, where there is only one (1) nominee for any specific position, the Branch Members, personally present, may resolve, by unanimous vote, to confirm election to that position by show of hands or by voice, and providing that where election to any position is conducted by voice alone it shall be confirmed by show of hands if any Branch Member, personally present, so requests.
- 13.3 Where a secret ballot is conducted to determine election to any position on the Branch Committee, two (2) Financial Club Members, personally present, shall be elected to serve as scrutineers in the counting of votes cast. Each such scrutineer shall be neither an aspiring nominee for any position on the Branch Committee nor an outgoing Branch Committee member.
- 13.4 The successful nominee(s) in any secret ballot that is conducted, but not the number of votes cast for each nominee, shall be announced to the meeting by one of the scrutineers, together with the number of informal votes cast if any, after which time election to any remaining positions may proceed. The scrutineers shall deem informal any vote cast without clear intent.
- 13.5 Election to any position on the Branch Committee, shall be determined by a simple majority of votes cast by Financial Branch Members personally present or present by way of a validly appointed proxy, and election to any remaining positions shall only proceed once election to prior positions in the order of election has been determined. Where there is an equality of votes for two (2) or more nominees for any position, voting in the election to that position shall be repeated forthwith, and shall be conducted by secret ballot.
- 13.6 Any Financial Branch Member unable to be personally present at any Annual General Meeting may appoint another Financial Branch Member as a proxy to vote on his or her behalf in the election of the Branch Committee at that meeting.
Any such appointment of a proxy shall be invalid unless received in writing by the Branch Secretary two (2) clear days prior to the Annual General Meeting at which that proxy may be exercised.
- 13.7 Nominations for positions on the Branch Committee shall be called for not later than Forty Two (42) clear days prior to any Annual General Meeting, by written notification given to each Branch Member.
- 13.8 Nominations for any position on the Branch Committee may be received in writing by the Branch Secretary up to Twenty Eight (28) clear days prior to any Annual General Meeting, and nominations shall also be called for from the floor by the chairman at such Annual General Meeting.
- 13.9 Each written nomination for a position on the Branch Committee shall be invalid unless it bears the names and signatures of both the proposer and the seconder and includes a signed statement by the nominee that he or she is prepared to serve in the position proposed.

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- 13.10 Each nomination from the floor for a position on the Branch Committee shall have a proposer and a seconder who shall be financial Branch Members, and, for that nomination to be valid, the nominee shall, at the time the nomination is made, indicate his or her willingness to stand for the position proposed.
- 13.11 Any candidate may accept nomination for more than one position, but may only occupy one position.
- 13.12 Branch Committee members shall respectively hold office until the next succeeding Annual General Meeting when they shall retire but be eligible for re-election in accordance with these Constitution Rules.
- 13.13 The position of the Chairperson shall refer to all genders, and be open to anyone who has served at least one term as a Branch Committee member.
- 13.14 Upon retiring the Chairman shall serve one year as Immediate Past Chairman.
- 13.15 Two Vice Chairmen shall be elected from the incoming Committee by the Committee, namely Senior Vice Chairman and Junior Vice Chairman.

14. BRANCH DELEGATE

- 14.1 The Chairman shall, at each Annual General Meeting, following the election of the Branch Committee, call for nominations of any financial Branch Member for the position of Branch Delegate.
- 14.2 In the event of their being more than one nomination for Branch Delegate, the Branch Delegate shall be selected by voting in the same manner as for election of the Branch Committee.

15. REMOVAL FROM BRANCH COMMITTEE

- 15.1 A Branch Officer will cease to hold the office of the Branch Committee if the Branch Officer:
 - (a) retires or resigns as a Branch Officer by giving prior written notice of their resignation to the Branch Committee;
 - (b) dies;
 - (c) becomes disqualified to be a Branch Officer of a society in accordance with the Act; or
 - (d) becomes disqualified to be a Branch Officer of the Branch in accordance with these Constitution Rules.
- 15.2 If a Branch Officer is requested to resign following a vote of not less than two-thirds (2/3) of the Branch Committee, then that Branch Officer shall be removed as a Branch Officer immediately (unless the resolution states otherwise).
- 15.3 Subject to clause 10, removal from the Branch Committee as a Branch Officer will not equate to removal as a Branch Member or Club Member.

16. SUB-COMMITTEES

- 16.1 The Branch Committee may from time to time, if it deems it expedient to do so, resolve to appoint one or more Sub-Committees consisting of two or more members of the Branch Committee, may co-opt onto and subsequently dismiss from any such Sub-Committee any other financial Branch Member as it may see fit, and may resolve to disestablish any such Sub-Committee as it may determine.
- 16.2 Any Sub-Committee as may be appointed shall be charged with the management of specific aspects of the affairs or activities of the Branch as shall be determined and set down by resolution of the Branch Committee.

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- 16.3 Any Sub-Committee as may be appointed shall at all times be responsible to the Branch Committee, and shall maintain such records and report back to the Branch Committee as directed.

17. MEETINGS

- 17.1 The Branch Committee shall meet at least once in each calendar month, except it may decide, from year to year, to dispense with meeting in one or other of the months of December and January.
- 17.2 Branch Committee Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Branch Officers can hear each other well enough to follow the discussion throughout the meeting. Branch Officers present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 17.3 A member of the Branch shall be able to attend any Branch Committee meeting but shall not have voting rights. Speaking rights may be given at the discretion of the Chairman.
- 17.4 Meetings of any Sub-Committee shall be held as deemed expedient by that Sub-Committee, or as directed by the Branch Committee.
- 17.5 The Annual General Meeting of the Branch shall be held during either the months of July or August in each year, at such place and time as determined by the Branch Committee, or during such other month or at such other place or time as may be determined by the Branch Members at an Annual or Special General Meeting, provided that the Annual General Meeting of the Branch is held no later than six (6) months after the Branch's balance date and no later than fifteen (15) months after the previous Annual General Meeting of the Branch.

The information that must be presented at each Annual General Meeting of the Branch includes:

- (a) an annual report on the operations and affairs of the Branch during the most recently completed accounting period;
 - (b) the financial statements of the Branch for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 17.6 Special General Meetings of the Branch may be called as deemed expedient by the Branch Committee, or shall be called by the Branch Committee at the written request of not less than Twenty Five (25) Financial Branch Members whose names and signatures must appear on such request together with details of the item or items that those members wish to have notified on the agenda for discussion, and the wording of any notice of motion that is proposed to be tabled for discussion at such meeting.
- 17.7 Each Branch Member shall be given not less than Fourteen (14) clear days notice in writing of the date, time and place of any Annual General Meeting or Special General Meeting being called, the items on the agenda for such meeting, and, in the case of any Special General Meeting, the wording of any notice of motion that is proposed to be tabled for discussion.
- 17.8 Notices of Motions or resolutions to be proposed at any Annual or Special Meeting must be received by the Branch Secretary at least Twenty Eight (28) clear days before such meeting.
- 17.9 Ordinary meetings of the Branch shall be held monthly or at such frequency as the Branch Committee may decide from time to time.
- (a) Notices of the date and time for holding each month's meeting shall be noted in the Branch magazine.
 - (b) The purpose of every monthly ordinary meeting shall be to promote generally all of the objects of the Branch and to encourage free discussion among members of matters concerning the Branch.

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- 17.10 Where written notice is required to be given to any Branch Member in accordance with these Constitution Rules, it shall be deemed to have been given if such notice is in writing and has been delivered in person to the addressee or mailed to the last known physical or electronic address of the addressee.
- 17.11 No Branch Member shall introduce as a guest at any Committee Meeting, Sub-Committee Meeting, Annual General Meeting, Special General Meeting or Ordinary Meeting of the Branch any person who, for the time being, has had his or her membership of the Club suspended, has been required to resign, has been expelled from the Club or has otherwise ceased to be a Club Member as a result of non-compliance with the Club Rules or of the Constitution Rules Branch.
- 17.12 In the event of the Branch Chairman not being present at any meeting of the Branch Committee, Annual General Meeting, Special General Meeting or Ordinary Meeting, the Branch Committee shall, for the time being, appoint one of their number to chair such meeting and that person shall exercise, as appropriate, any of the powers of that office.
- 17.13 Minutes must be kept for every Annual General Meeting, Special General Meeting and Branch Committee Meeting.
- 17.14 A member of the Branch shall upon written notice to the Secretary be able at the Secretary's discretion to research the meeting minutes of the Branch

18. QUORUM

- 18.1 The quorum for a meeting of the Branch Committee shall be Fifty (50) percent of the members of that Committee, inclusive of either the Branch Chairman or Branch Secretary or Branch Treasurer.
- 18.2 The quorum for an Annual General Meeting or Special General Meeting of the Branch shall be Ten (10) percent of the current number of Financial Branch Members, or Thirty (30) members, whichever is lesser.

19. VOTING

- 19.1 At any Branch Committee meeting, as defined by these Constitution Rules, each Branch Officer shall be entitled to one vote on any motion that is put to the meeting, excepting that in the event of an equality of votes, the Chairman of that meeting shall exercise a casting vote. Voting may be verbal, by show of hands, or secret ballot (if requested by two or more Branch Officers attending).

Where half (1/2) or more of the Branch Officers present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, a Special General Meeting of the Branch must be called to determine the matter.

- 19.2 At any Branch meeting, as defined by these Constitution Rules, each Financial Branch Member, personally present, shall be entitled to one vote on any motion that is put to the meeting, excepting that in the event of an equality of votes by show of hands or secret ballot on any matter, other than pertaining to the election of any member of the Branch Committee, the Chairman of that meeting shall exercise a casting vote.
- 19.3 At any Branch meeting, voting on any motion that is put to a meeting shall, at the discretion of the chairman of that meeting, be conducted by show of hands or by voice, providing that any vote that is conducted by voice alone shall be confirmed by show of hands if any Financial Branch Member, personally present, so requests, and providing that where at least Ten (10) Financial Branch Members, personally present, so request, the voting on any matter shall be carried out by secret ballot, with two (2) Financial Club Members appointed to serve as scrutineers, and following the same procedure as for an election.

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20. FINANCE

- 20.1 The Branch Financial Year shall commence on the 1st day of April in each year and shall end on the 31st day of March in the following year.
- 20.2 The Branch Treasurer shall cause to be kept true accounts of all sums of money received and expended by the Branch, and all assets, credits, investments, securities, grants, contracts, loans, leases and liabilities pertaining to the Branch. The books of account shall be kept in such standard form as shall be deemed to fulfil the Branch's obligations and responsibilities in this regard. At the completion of each financial year, the financial statements for the past year shall be audited or reviewed by the appointed Reviewer or Auditor who may be a member of Chartered Accountants Australia and New Zealand.
- 20.3 The Branch shall operate accounts with Banks as determined by the Branch Committee and all monies received on account of the Branch shall be paid into such accounts and all payments made by the Branch will be made by electronic banking transactions on the Branch bank accounts.
- 20.4 The Registered Signatories for the principal operating account operated by the Branch Committee shall be the Branch Treasurer and up to three (3) other Branch Officers on the Branch Committee, appointed by and from within that committee.
- 20.5 Branch sub-groups may, with the consent of the Branch Committee, operate bank accounts where members of that sub-group's committee may be the registered signatories.
- 20.6 All approved payments of Branch and sub-group monies shall be drawn on the appropriate bank account and authorised by two (2) Registered Signatories, except as allowed in clause 20.7.
- 20.7 The Branch Committee may allow debit cards to be used by approved branch committee members against a separate branch account where only one signatory is required to authorise payments.
- 20.8 The Branch Committee shall furnish, on behalf of the Branch, such statements and returns as are required under section 101 of the Act, or under any such other applicable statute or regulation as may be in force.
- 20.9 The Branch Committee shall, to such extent as may be permissible by the National Committee, have the power to determine the amount of the Branch Levy applicable to each class of membership of the Club for the forthcoming annual subscription period, and to require Branch Members to pay such levy to the Branch as applicable.
- 20.10 Any income, benefit or advantage shall be applied to the objects of the Branch. No part of the funds of the Branch shall be used or available to be used for the private pecuniary profit of any proprietor, Branch Member or office holder within the Branch.
- 20.11 No Branch Member or any person associated with a Branch Member shall participate in or materially influence any decision made by the Branch in respect of the payment to or on behalf of that Branch Member or associated person of any income, benefit or advantage whatsoever.
- 20.12 Any such income or benefit paid to or on behalf of a Branch Member shall not be more than what would be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 20.13 Any financial commitment exceeding the Branch's gross annual revenue income for the previous financial year shall require the approval of 75 percent of Financial members of the Branch present personally and voting at any Annual or General Meeting of the Branch called for such purpose and of which specific notice in writing has been given to the Financial Members of the Branch.

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- 20.14 A contract or other enforceable obligations may be entered into by the Branch pursuant to resolutions of the Branch Committee by;
- (a) an obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Branch in writing signed under the name of the Branch, by:
 - (i) two (2) Officers, or;
 - (ii) an Officer or any other person or class of persons authorised by the Branch for the purpose whose signature or signatures must be witnessed, or;
 - (iii) any other method approved in the Act.
 - or;
 - (b) an obligation which, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Branch in writing by a person acting under the Branch's express or implied authority.
 - or;
 - (c) an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Branch in writing or orally by a person acting under the Branch's express or implied authority.

21. DISPUTES RESOLUTION PROCEDURES

- 21.1 The Branch's disputes resolution procedures are the same as those set out in the Club Constitution, as set out in Schedule One of this Constitution forming part of this Constitution.

22. AMENDMENT TO CONSTITUTION RULES

- 22.1 These Constitution Rules may only be amended by a resolution of a 75 percent majority of those Financial Branch Members personally present and voting at any Annual General or Special General Meeting of the Branch called to consider such amendment. Any amendments to these Constitution Rules must be made in writing.
- 22.2 Notice of Motion of any proposed amendment must be given in writing to the Branch Secretary under the signatures of the Proposer and Seconder (who must be financial members of the Branch) Twenty Eight (28) clear days before any such meeting. Any such amendments shall take effect as from the date the amendment is registered with the Registrar of Incorporated Societies.
- 22.3 No addition to or alteration to the non-profit aims, personal benefit clause or the winding up clause shall be made which would allow personal pecuniary profits to any individuals, and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 22.4 The Branch Committee may amend the terms of these Constitution Rules by a unanimous resolution of the Branch Committee if the amendment:
- (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations,
- PROVIDED THAT the Branch Committee provides written notice of the amendment to every Financial Branch Member, with the notice stating:
- (i) the text of the amendment; and
 - (ii) the right of the Financial Branch Member to object to the amendment.
- (c) If no Financial Branch Member objects within twenty (20) working days after the date on which the notice is sent, the Branch Committee may make the amendment.
 - (d) If a Financial Branch member objects to the amendment made under clause 22.4 within twenty (20) working days after the date on which the notice is sent, the Branch may not make the amendment under this clause.

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- 22.5 Any amendment to these Constitution Rules shall be subject to the approval of the Club Secretary/Treasurer in liaison with the National Committee.

23. BY-LAWS

- 23.1 The Branch Committee may from time-to-time make, alter or rescind by-laws for the general management of the Branch, so long as these are not inconsistent to these Constitution Rules or to the provisions of law. All such by-laws shall be binding on members of the Branch.
- 23.2 The By-laws have the same effect as these Constitution Rules and shall be observed accordingly. If there is any inconsistency between the By-laws and these Constitution Rules, then these Constitution Rules shall prevail.

24. INDEMNITY AND INSURANCE

- 24.1 The Branch may, with the authority of the Branch Committee, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Branch; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 24.1(a).
- 24.2 The Branch may indemnify or obtain insurance for an officer, Branch Member or employee in accordance with the Act.
- 24.3 In this Clause 24 the term "officer" is to be interpreted in accordance with section 5 of the Act.

25. WINDING UP

- 25.1 If, at any Special General Meeting of the Branch, a resolution is carried to the effect that the Branch be wound up, then a further Special General Meeting shall be held not sooner than thirty (30) clear days thereafter to confirm or rescind such resolution.
- 25.2 If such resolution is confirmed at that further meeting, then the Branch shall be wound up under the provisions of the Act. If there remains after the satisfaction of all its debts and liabilities any property whatsoever, such property shall not be paid to or distributed among Members of the Branch but shall be donated, as the Branch in Special General Meeting shall determine, to the Club (so long as it is a not-for-profit entity), some other Branch or Branches of the Club (so long as it is a not-for-profit entity) or to such other not-for-profit or charitable organisation as approved by the Club Secretary/Treasurer.

26. AMALGAMATION

- 26.1 Any amalgamation proposal under section 194 of the Act must also be approved by the Club Secretary/Treasurer in liaison with the National Committee.

27. CLUB RULES

- 27.1 These Branch Rules are to be read and construed subject to the provisions of the Club Rules and in the event of any conflict between these Constitution Rules and the Club Rules the provisions of the Club Rules shall prevail.

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28 MATTERS NOT PROVIDED FOR

28.1 The Branch Committee shall decide any matters which are not provided for in this Constitution.

29. COMMON SEAL

29.1 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairman and countersigned by the Secretary or a member of the committee.

SCHEDULE ONE: DISPUTES RESOLUTION PROCEDURES

1. Branch Complaints

- 1.1. A complaint can only be made against a Branch Officer in their capacity as a member of the Branch Committee where the person or people making the complaint are member(s) or Branch Officer(s) of the same Branch, or the Branch itself.
- 1.2. A complaint can only be made against a Branch where the person or people making the complaint are member(s) or Branch Officer(s) of the same Branch.
- 1.3. A Branch Officer can only make a complaint in their capacity as a member of the Branch Committee against a member(s) of the same Branch, Branch Officer(s) of the same Branch or the Branch itself.
- 1.4. A Branch can only make a complaint against a member(s) of the same Branch or a Branch Officer(s) of the same Branch.

2. Branch or Club Representative

- 2.1. Where a complaint is made by or against a Branch, the Branch Committee may appoint a Branch Officer or other suitable representative (sometimes referred to as the “**Branch Representative**”) to exercise the Branch’s rights set out in this Schedule.
- 2.2. Where a complaint is made by or against the Club, the National Committee may appoint an Officer or other suitable representative (sometimes referred to as the “**Club Representative**”) to exercise the Club’s rights set out in this Schedule.

3. Discipline and Dispute Resolution - Members

- 3.1. Under the provisions of the National Constitution a Branch may adopt rules to discipline its own Branch members. These rules must not conflict with the provisions of the national Club Constitution and a Branch does not have the power to make any decision affecting a branch member’s status as a Member of the Club.
- 3.2. Any Member(s), Branch Officer(s), Officer(s), Branch or the Club (referred to in this clause 3 as the “**Complainant(s)**”) may at any time make a complaint about a Member(s). Such complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Complainant(s) and the Member(s) whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
- 3.3. If a satisfactory outcome does not result or is unlikely to result from discussion between the Complainant(s) and the Member(s) concerned, then the complaint must be made in writing.
- 3.4. Any written complaint about Member(s) must, if it is to be acted upon, include the following details:
 - a) The date the written complaint is being made.
 - b) The name of the Member(s) subject of the complaint.
 - c) The factual details of the complaint including the date(s) on which the conduct complained of took place.
 - d) An assessment of the impact of that conduct on other Members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the Branch or the Club into disrepute.
 - e) The remedy sought by way of discipline of the Member(s) complained about.

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- f) The names, membership numbers (if applicable) and signatures of the Complainant(s).

A copy of any written complaint must be kept by the Complainant(s).

- 3.5. Any written complaint about a Member(s) may be transmitted to the Branch Committee of the branch to which the member(s) complained of belong, or may be transmitted directly to the Secretary/Treasurer of the Club for the attention of the National Committee.
- 3.6. A Branch Committee may proceed to deal with any written complaint received by them in accordance with clauses 3.3-3.5 above, if the Branch Committee has the capacity to efficiently and effectively deal with that complaint in accordance with the Branch Constitution, the Club Constitution and this Schedule. If not, the complaint must be promptly transmitted to the Secretary/Treasurer of the Club for attention.
- 3.7. Where a Branch Committee has the capacity to manage a complaint about the conduct of any branch members, the Chairman of the Branch (or where the Chairman has a personal interest in the complaint, the most senior member of the Branch Committee without a personal interest in the complaint) shall promptly investigate to determine the facts and advise the member(s) concerned of the complaint and record any explanations given. If the situation is considered serious enough to invoke the sanctions available to the branch under this Schedule, as defined in clause 3.9 below, the Chairman shall immediately advise the Secretary/Treasurer of the Club of the circumstances, also advising which of these sanctions would be considered against the Member in accordance with the Branch Constitution.
- 3.8. If the Secretary/Treasurer of the club receives advice of a written complaint about the conduct of a Member(s), he/she will urgently consult with the National Committee and promptly advise the Branch Committee as to whether the matter can be dealt with by the Branch Committee or whether it should be referred to the National Committee for determination pursuant to the Discipline provisions of Clause 6.6 of the Club Constitution.
- 3.9. After consideration of the facts and any explanation given by any Branch member(s) who are the subject of the complaint, a Branch Committee may impose one or more of the following penalties:
- a) Admonish the Member(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Member to apologise to the affected Member(s), and any other affected person if appropriate.
 - c) Ban the Member(s) from entering onto branch premises or participating in any specified branch event(s) held by the branch to which the member belongs, for a period of up to six months maximum, as agreed to and condoned by the Secretary/Treasurer in consultation with the National Committee.
 - d) Require compensation by a specified time for any material damage to, or loss of a Branch asset(s).
- 3.10. A full written record of the proceedings in dealing with any complaint against a Member(s) shall be retained by the Branch in chronological and dated order and made available to the National Committee of the Club on their request in accordance with the Club Constitution and this Schedule.

The procedure for expulsion of Members will be as follows:

- 3.11. A Complainant, any person or organisation may make a complaint to the National Committee that the conduct of a Member of the Club is or has been injurious to the character of the Club. Every such complaint will be in writing and addressed to the Secretary/Treasurer of the club.
- 3.12. If the National Committee considers that there is sufficient substance in the complaint, it may invite the Member to attend a meeting of the National Committee and to offer a written and/or oral explanation of the Member's conduct.
- 3.13. The National Committee will give the Member at least fourteen (14) days written notice of the meeting. The notice will:
- a) Sufficiently inform the Member of the complaint so that the Member can offer an explanation of

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the Member's conduct; and

- b) Inform the Member that if the National Committee is not satisfied with the Member's explanation the National Committee may suspend or expel the Member from the Club.

3.14. If in the meeting the National Committee decides to expel the Member from the Club, the Member will cease to be a Member of the Club.

3.15. A Member expelled may within 14-days give written notice of appeal to the Secretary/Treasurer.

- a) The Secretary/Treasurer of the club will then arrange for the complaint to be heard by the National Committee when they next meet. If that meeting passes a resolution rescinding the expulsion, the Member will be reinstated immediately.

4. Dispute Resolution – Branch Officers or Branch

4.1. Under the provisions of the National Constitution a Branch may adopt rules to resolve complaints against its own Branch Officer(s) in their capacity as a member of the Branch Committee, or against the Branch itself. These rules must not conflict with the provisions of the national Club Constitution and a Branch does not have the power to make any decision affecting a branch member's status as a Member of the Club.

4.2. Any member(s), Branch Officer(s) or Branch may at any time make a complaint about a Branch Officer(s) in their capacity as a member of the Branch Committee, or the Branch. Such complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Member(s) or Branch Officer(s) or the Branch making the complaint and the Branch Officer(s) or the Branch whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.

4.3. If a satisfactory outcome does not result or is unlikely to result from discussion between the Member(s) and/or Branch Officer(s) and/or Branch Representative concerned, then the complaint must be made in writing.

4.4. Any written complaint about Branch Officer(s) or the Branch must, if it is to be acted upon, include the following details:

- a) The date the written complaint is being made.
- b) The name(s) of the Branch Officer(s) or the Branch subject of the complaint.
- c) The factual details of the complaint including the date(s) on which the conduct complained of took place.
- d) An assessment of the impact of that conduct on other Branch Officer(s), the Branch, Members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the branch or the Club into disrepute.
- e) The remedy sought by way of discipline of the Branch Officer(s) or Branch complained about.
- f) The names, membership numbers (if applicable) and signatures of the Member(s), Branch Officer(s) or Branch complaining.

A copy of any written complaint must be kept by the member(s), Branch Officer(s) or Branch complaining.

4.5. Any written complaint about a Branch Officer(s) or Branch may be transmitted to the Branch Committee of the Branch to which the Branch Officer(s) or Branch complained about belong, or may be transmitted directly to the Secretary/Treasurer of the Club for the attention of the National Committee.

4.6. A Branch Committee may proceed to deal with any written complaint received by them in accordance with clauses 4.3-4.5 above, if the Branch Committee has the capacity to efficiently and effectively deal with that complaint in accordance with the Branch Constitution, the Club Constitution and this Schedule.

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If not, the complaint must be promptly transmitted to the Secretary/Treasurer of the Club for attention in accordance with clause 4.12.

- 4.7. Where a Branch Committee has the capacity to manage a complaint about the conduct of any Branch Officer(s) or Branch, the Chairman of the Branch (or where the Chairman has a personal interest in the complaint, the most senior member of the Branch Committee without a personal interest in the complaint) shall promptly investigate to determine the facts and advise the member(s) or Branch Officer(s) or Branch concerned of the complaint and record any explanations given. If the situation is considered serious enough to invoke the sanctions available to the Branch under this Schedule, as defined in clauses 4.9 and 4.10 below, the Chairman shall immediately advise the Secretary/Treasurer of the Club of the circumstances, also advising which of these sanctions would be considered against the Branch Officer(s) or Branch in accordance with the Branch Constitution.
- 4.8. If the Secretary/Treasurer of the club received advice of a written complaint about the conduct of a Branch Officer(s) or Branch, he/she will urgently consult with the National Committee and promptly advise the Branch Committee as to whether the matter can be dealt with by the Branch Committee or whether it should be referred to the National Committee for its attention.
- 4.9. Regarding a complaint against Branch Officer(s), after consideration of the facts and any explanation given by any Branch Officer(s) who are the subject of the complaint, a Branch Committee may impose one or more of the following penalties:
 - a) Admonish the Branch Officer(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Branch Officer(s) to apologise to the affected Member(s) or Branch Officer(s), and any other affected person if appropriate.
 - c) Require compensation by a specified time for any material damage to, or loss of a Branch asset(s).
 - d) Exercise their right to remove the Branch Officer(s) from office in accordance with the Branch Constitution (if applicable).
- 4.10. Regarding a complaint against a Branch, after consideration of the facts and any explanation given by the Branch that is the subject of the complaint, the Branch Committee may apologise to affected Member(s) or Branch Officer(s), and any other affected person if appropriate, or require the Branch to take other appropriate measures in response to the complaint.
- 4.11. A full written record of the proceedings in dealing with any complaint against a Branch Officer(s) or a Branch shall be retained by the Branch in chronological and dated order and made available on request if the matter is subsequently referred to the National Committee in accordance with the Club Constitution and this Schedule.
- 4.12. When the National Committee is to attend to a complaint against a Branch Officer(s), it must consider the facts and explanation given by any Branch Officer(s) who are the subject of the complaint. The National Committee must then recommend to the Branch Committee which of the penalties listed in clause 4.9 (if any) should be imposed on the Branch Officer(s). Where a Branch Committee disagrees with the National Committee's recommendation, the parties must refer the complaint to a suitable external person or organisation for consideration. While not binding, the parties agree that the following categories of dispute should be referred to the following external persons or organisations:
 - a) where the dispute involves an issue of personal animosity or where relationships within the Branch have broken down, the dispute should go to mediation;
 - b) where the dispute concerns the interpretation of the Branch's statutory obligations, the dispute should go to an independent lawyer;
 - c) where the dispute concerns matters about the Branch's financial operation, the dispute should go to an external person with accounting skills; and

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- d) where the dispute concerns operational matters, the dispute should go to an external person or organisation with operational skills.
- 4.13 When the National Committee is to attend to a complaint against a Branch, it must consider the facts and explanation given by the Branch that is the subject of the complaint. The National Committee may then require the Branch to apologise to affected member(s) or Branch Officer(s), and any other affected person if appropriate, or require the Branch to take other appropriate measures in response to the complaint.

5. Disputes Resolution – National Committee Officers or Club

- 5.1. Any Member(s), Officer(s), or the Club may at any time make a complaint about another Officer in their capacity as a member of the National Committee, or the Club itself. Such complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Member(s) or Officer(s) or the Club making the complaint and the Officer(s) or the Club whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
- 5.2. If a satisfactory outcome does not result or is unlikely to result from discussion between the Member(s) and/or Officer(s) and/or the Club Representative concerned, then the complaint must be made in writing.
- 5.3. Any written complaint about Officer(s) or the Club must, if it is to be acted upon, include the following details:
 - a) The date the written complaint is being made.
 - b) The name of the Officer(s) or the Club subject of the complaint.
 - c) The factual details of the complaint including the date(s) on which the conduct complained of took place.
 - d) An assessment of the impact of that conduct on other Officers, the Club, Members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the Club into disrepute.
 - e) The remedy sought by way of discipline of the Officer(s) or the Club complained about.
 - f) The names, membership numbers (if applicable) of the member(s) or Officer(s) or the Club complaining.

A copy of any written complaint must be kept by the member(s) or Officer(s) making that complaint.

- 5.4. Any written complaint about an Officer(s) or the Club may be transmitted to the Secretary/Treasurer of the Club for the attention of the National Committee, or where the complaint is regarding the Secretary/Treasurer of the club the President of the Club, to another Officer of the Club for the attention of the National Committee.
- 5.5. The National Committee (excluding those involved in the complaint) or a suitable delegate of the National Committee shall promptly investigate to determine the facts and advise the Officer(s) or the Club concerned of the complaint and record any explanations given.
- 5.6. After consideration of the facts and any explanation given by any Officer(s) who are the subject of the complaint, the National Committee may impose one or more of the following penalties;
 - a) Admonish the Officer(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Officer(s) to apologise to the affected member(s) or Officer(s), and any other affected person if appropriate.
 - c) Require compensation by a specified time for any material damage to, or loss of a Branch asset(s).

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- d) Exercise their right to remove the Officer(s) from office in accordance with the Club Constitution.
- 5.7. After consideration of the facts and any explanation given by the Club where the Club is subject of the complaint, the National Committee may apologise to affected Member(s) or Officer(s), and any other affected person if appropriate, or require the Club to take other appropriate measures in response to the complaint.
- 5.8. A full written record of the proceedings in dealing with any complaint against an Officer(s) or the Branch shall be retained by the National Committee in chronological and dated order.

6. Dispute resolution principles

- 6.1. A person may not act as a decision maker in relation to a complaint if two or more members of the National Committee, or where applicable the Branch Committee, 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.
 - 6.2. Disputes must be determined in a manner consistent with the rules of natural justice.
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