



---

CONSTITUTION OF MOTORCYCLING NEW ZEALAND INC

---

## CONTENTS

1.	DEFINITION AND INTERPRETATION .....	3
2.	NAME.....	5
3.	PURPOSES .....	5
4.	NOT-FOR-PROFIT SOCIETY.....	6
5.	POWERS .....	6
6.	MEMBERSHIP .....	6
7.	THE BOARD .....	12
8.	OFFICER QUALIFICATIONS .....	17
9.	MEETINGS OF THE BOARD .....	18
10.	OBLIGATIONS OF BOARD MEMBERS, COMMISSIONERS, STEWARDS, CLERK OF THE COURSE AND EMPLOYED STAFF .....	19
11.	COMMISSIONS/STANDING COMMITTEE .....	19
12.	DISPUTES AND DISCIPLINE .....	19
13.	GENERAL MEETINGS .....	21
14.	MEMBER CLUB DIRECTIVES.....	24
15.	AMENDMENT OF CONSTITUTION .....	25
16.	BYLAWS.....	26
17.	FINANCES.....	26
18.	INDEMNITY AND INSURANCE.....	26
19.	COMMON SEAL .....	26
20.	REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY .....	27
21.	SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION .....	27
22.	OTHER MATTERS .....	28
23.	CONTACT PERSON .....	28

**CONSTITUTION dated****2025****INTRODUCTION**

- A. Motorcycling New Zealand Inc (the “**Society**”) which was previously known as New Zealand Autocycle Union Inc is an incorporated society that was incorporated on 16 November 1922 and is governed by clauses dated 23 May 2023.
- B. The Society has decided to approve this new Constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This Constitution replaces the previous clauses of the Society.

**OPERATIVE PROVISIONS****1. DEFINITION AND INTERPRETATION**

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:

- (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- (b) “**Affiliated Club**” means a club which is approved by the Board in terms of this Constitution and to which members of the club can belong to, to gain membership of the Society.
- (c) An “**Appointed Board Member**” or “**Appointed Board Members**” means those Board Member appointed under clause 7.6.
- (d) The “**Board**” means the Board Members elected or appointed in accordance with clause 7 of this Constitution.
- (e) A “**Board Member**” or “**Board Members**” means those Board Members for the time being and anyone who is elected or appointed as a Board Member of the Society in accordance with clause 7 of this Constitution.
- (f) “**CGO**” means the Chief Governing Office of the Board.
- (g) “**Chairperson**” means the person who chairs Board Meetings and General Meetings. The President will be the Chairperson. If the President is absent or unable to act as Chairperson at a Board Meeting or General Meeting, the Board will select a Board Member to be the Chairperson.
- (h) “**Clerk of the Course**” means the chief executive at a competition, who is responsible for the good management and conduct of a competition.
- (i) “**Code of Conduct**” means the Code of Conduct adopted by the Board from time to time, which shall outline the minimum required standards of behaviour and ethical conduct that must be upheld by all members, Affiliated Clubs, riders, coaches and other participants. The Code of Conduct ensures that all individuals involved adhere to principles of integrity, respect, and responsibility in their interactions and activities.
- (j) “**Commission**” means any Commission established pursuant to clause 11.
- (k) “**Commissioner**” means the Chairperson of any Commission.

- (l) **“Constitution”** means this Constitution of the Society.
- (m) **“Elected Board Member”** is a Board Member who is elected per clause 7.4.  
  
**“Event Steward”** refers to someone who has the supreme supervisory control over the event in accordance with the regulations.
- (n) **“FIM”** means the Federation International de Motocyclisme.
- (o) A **“Financial Member”** or **“Financial Members”** means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 6.4.
- (p) **“Full Member”** means Club Members, Rider Members, Associate Members, Officials, Honorary and Life Members, and Hall of Fame Members.
- (q) A **“General Meeting”** means an Annual General Meeting (AGM) or a Special General Meeting (SGM) of the Society.
- (r) A **“Licence”** is authorisation granted to a Member, which allows them to participate and compete in the Society’s permitted events.
- (s) **“Manuals”** means both the Manual of Motorcycle Sports (On Road) and Manual of Motorcycle Sports (Off Road).
- (t) A **“Member”** or **“Members”** means those members for the time being and anyone who is admitted as a member of the Society in accordance with clause 6.2.
- (u) A **“Members Direction”** is a specific request by the Society for a matter to be put to a General Meeting as outlined in this Constitution.
- (v) **“Notice”** means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered on the same day it was sent. If a Member or Board Member does not receive Notice of a General Meeting or Board Meeting for reasons outside of the Board’s control or because of the Member’s or Board Member’s failure to update the Board with their contact details, then the failure to give notice to the Member or Board Member will not invalidate the General Meeting or Board Meeting.
- (w) An **“Officer”** or **“Officers”** means the Board Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (x) **“Office Management”** means the staff appointed by the Board as salaried administrators of the Society’s affairs, to manage the Society’s operational activities and to perform any other duties that the Board may from time to time require.
- (y) **“President”** means the President of the Society.
- (z) **“Purposes”** means the purposes in clause 3.1 of this Constitution.

- (aa) The “**Society**” is this society that was incorporated on 16 November 1922.
- (bb) “**Voting Auditor**” means an impartial person or entity elected at an AGM specifically to receive, count and advise the Board of the result of voting for election of officers of the Society before the AGM.
- (cc) “**Voting Member**” means any member that is entitled to vote under clause 6.4 and who/which is also a Financial Member per paragraph (o) of this clause.
- (dd) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

- 2.1 The name of the Society is Motorcycling New Zealand Incorporated or such other name approved a Board at a General Meeting and in accordance with the Act.

3. **PURPOSES**

- 3.1 The primary Purposes of the Society are to:

- (a) To be the national body in New Zealand to promote, develop and foster the various sports and competitions involving motorcycles for recreation and entertainment.
- (b) To support and assist its Members to deliver motorcycle sport in New Zealand.
- (c) To encourage participation by Members in international events and to select members to represent New Zealand in International competitions, including World and Oceania Championships, and to co-ordinate and arrange the management of New Zealand teams both within New Zealand and overseas.

- (d) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in motorcycle sport in the Society's activities.
- (e) To promote, develop and coordinate competitions for all motorcycling sport related activities of the Society.
- (f) To advance the interests of, and provide facilities and services for all motorcyclists in New Zealand.
- (g) To represent the interests of Affiliated Clubs and organisations and of all motorcyclists in promoting or opposing bills, legislation or any proposal or schemes by governmental or other authorities that affect those interests.
- (h) To affiliate with and cooperate alongside other organisations, including the FIM.
- (i) To establish, publish, and enforce the clauses and regulations governing motorcycle sport in New Zealand.
- (j) To establish and determine records, awards, and recognition for achievements in motorcycle sport competition.
- (k) To act in good faith and with loyalty, ensuring the enhancement and promotion of the standards, quality, and reputation of the Society and motorcycling, for the collective and mutual benefit of all Members and the wider motorcycling community.
- (l) To consistently operate with and promote mutual trust and confidence between the Society and its members in the pursuit of these objectives.
- (m) To always act on behalf of, and in the best interests of, the Members and the sport of motorcycling.

#### **4. NOT-FOR-PROFIT SOCIETY**

- 4.1 The Society is a not-for-profit entity and, unless acting in accordance with the Act and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

#### **5. POWERS**

- 5.1 Subject to clause the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

#### **6. MEMBERSHIP**

##### Admission of Members

- 6.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 6.2 Any consenting natural person or body corporate who agrees with the Purposes of the Society can, subject to the Board's approval, become a Member of the Society by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clauses 6.4 and 6.15. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on

the body corporate's express or implied authority. The Board may choose to have different classes of membership. In considering whether to accept or withhold approval of a membership application, the Board may consider:

- (a) what is in the best interests of the Society;
- (b) whether approving the application is in furtherance of the Society's purposes; and
- (c) what is fair and reasonable in the circumstances.

### 6.3 The Society has the following classes of membership:

- (a) **Club Members:** Refers to an Affiliated Club which is incorporated and wishes to be a Member of the Society. Club Members must:
  - (i) Have ten (10) financial members (being members who have paid all subscriptions and fees (if any) to the Affiliated Club by their respective due dates and are therefore eligible to exercise rights of membership) at the time of application for an Affiliated Club.
  - (ii) Have and maintain registration as an incorporated society under the Incorporated Societies Act 1908 or any Act passed in substitution.
  - (iii) Recognise the Society as the national governing body for motorcycle sport in New Zealand.
  - (iv) Administer, promote, and develop motorcycle sport within the Affiliated Club in alignment with the objects of the Society, this Constitution, and any clauses, bylaws, policies, and procedures established by the Society.
  - (v) Adopt the Purposes of the Society under their Constitution, which must not be inconsistent with this Constitution. However, this does not apply to the existing Constitutions of all existing Affiliated Clubs at the time of adoption of this Constitution.
  - (vi) To act in good faith and with loyalty to the Society, ensuring the maintenance and enhancement of the Society and motorcycle sport, as well as its reputation, for the collective and mutual benefit of the members and the broader motorcycle sport community.
  - (vii) Agree that all members of the Club Members shall be provided with information and a reasonable opportunity to become financial members of the Society.
  - (viii) Operate with, and promote, mutual trust and confidence between the Society and the members, and at all times act in the interest of the Members and Motorcycle Sport.
  - (ix) On request, provide to the Society a copy of their Constitution and any proposed amendments to it. The Board may require a Club Member to amend its Constitution if it, or any proposed clause within it, is inconsistent or in conflict with the Constitution or clauses, by-laws or policies of the Society.

- (x) Each Club Member shall maintain a register of its members in accordance with section 79 of the Act, and shall provide its register of members to the Society as requested from time to time.
- (xi) Nominate a representative to be recorded on the register of Members as having the authority to exercise the Club Member's right to vote, and must notify the Board of any change to their nominated representative.
- (b) **Rider Members:** Refers to anyone who holds a valid competition or club Licence and who is a member of an Affiliated Club.
- (c) **Associate Members:** Refers to anyone who holds a valid associate member Licence and who is a member of an Affiliated Club.
- (d) **Officials:** Refers to anyone who is a member of an Affiliated Club and is either appointed by the Board, or elected at a General Meeting as an Event Steward, member of a Commission or Board Member.
- (e) **Honorary and Life Members:** Refers to anyone who has rendered eminent service to the Society and has on the recommendation of the Board been elected as an Honorary or Life Member at an AGM.
- (f) **Hall of Fame Members:** Refers to anyone who has competed or achieved outstanding success or provided a significant contribution to the sport of Motorcycling within New Zealand or Internationally. The person must be a resident or past resident of New Zealand. Nominations are to be made on the prescribed forms and within timelines provided by the Board. Final approval of induction to the Hall of Fame will be made by the Board.
- (g) **Corporate Membership:** Applies to limited liability companies or incorporated societies only. Corporate Members are not required to be a member of an Affiliated Club. Corporate Members shall not be engaged in the organisation or running of non-permitted competitive or non-competitive motorcycle sport events in New Zealand. Corporate Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the Corporate Member's right to vote, and must notify the Board of any change to their nominated representative.
- (h) **Not for Profit Group Membership (NFP):** Refers to not-for-profit groups that may be a government body, institution, voluntary or other non-profit organization. NFP members are not required to be a member of an Affiliated Club. NFP members shall not be engaged in the organisation or running of non-permitted competitive or non-competitive motorcycle sport events in New Zealand. Not for Profit Group Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the Not for Profit Group Member's right to vote, and must notify the Board of any change to their nominated representative.
- (i) **Restricted Membership:** Refers to members of an Affiliated Club and are competing in a race formally sanctioned or approved by the Society, also known as a one event Licence. Membership as a Restricted Member is valid for a maximum of seventy-two (72) hours from the time it is issued, and only for the event for which it was granted. For the avoidance of doubt, Restricted Membership is not transferable. Restricted Membership shall be issued by the Event Steward on behalf of the Society on proof of membership to an Affiliated Club and any other criteria as may from time to time be determined by a majority



resolution of the Board. The Event Steward shall collect the membership levy on behalf of the Society.

- (j) **Supporter Membership:** Refers to anyone with an interest or connection with motorcycle sport (including enthusiasts, supporters or past competitors who wish to have a connection to motorcycle sport), but who are not currently competing or an Official.

6.4 The voting rights, fee obligations and right to attend Society meetings, per each Member type, are set out in the table below.

Type	Vote	Fee	Attend general meetings	Receives newsletters and discounts
Club Members	Yes	Yes	Yes	Yes
Rider Members	Yes	Yes	Yes	Yes
Associate Members	Yes	Yes	Yes	Yes
Officials	Yes	No	Yes	Yes
Honorary and Life Members	Yes	No	Yes	Yes
Hall of Fame Members	Yes	No	Yes	Yes
Corporate Members	No	Yes	Yes (to observe)	Yes
Not-for-profit Members	No	Yes	Yes (to observe)	Yes
Restricted Members	No	Yes	No	Yes
Supporter Members	No	Yes	No	Yes

6.5 The Board must keep an up to date register of Members containing:

- (a) each Member's:
- (i) full name;
  - (ii) physical and/or electronic address;
  - (iii) phone number;
  - (iv) date they became a Member;
  - (v) class of membership;
  - (vi) subscriptions and fees paid (if any);
- (b) for any Club Member, Corporate Member and NFP, the name and contact details of that Club Member, Corporate Member or NFP's representative for General Meetings;
- (c) 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
- (d) any other information required by the Board or by the Act.

- 6.6 Members must notify the Board of any change to their information recorded on the register of Members.

#### Membership obligations and rights

- 6.7 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- 6.8 Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the Society.
- 6.9 A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term “**Financial Members**” is used to refer to such Members throughout the Constitution.
- 6.10 The Board may decide what access or use Financial Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
- 6.11 No Member is liable for an obligation of the Society by reason only of being a Member.
- 6.12 The membership year shall be from 1 July in each calendar year until 30 June in the following calendar year. Rider Members’ Licences are valid for 12 months from the date of issue.

#### Membership Renewal

- 6.13 The following membership classes must give one (1) month’s notice to the Society of their intention to renew their membership before the renewal date of 1 July each year:
- (a) Officials;
  - (b) Corporate Members; and
  - (c) Not-for-profit Members,
- provided they must be in compliance with their duties and obligations as Members at the time of giving notice.
- 6.14 The following membership classes may simply pay the annual fee to renew at the time their Licence expires, which is 30 June each year:
- (a) Club Members;
  - (b) Rider Members;
  - (c) Associate Members; and
  - (d) Supporter Members,
- provided they must be in compliance with their duties and obligations as Members at the time of payment.

### Membership subscriptions and fees

- 6.15 The Board may require Members of the Society to pay a subscription of such amount or amounts and by such date as may from time to time be fixed by a majority resolution of the Board.
- 6.16 The Board may also require Members of the Society to pay a one-off fee for events, activities or similar, as determined from time to time by a majority resolution of the Board.

### Cessation of Membership

- 6.17 With respect to resignation:
- (a) The following membership classes may resign at any time by Notice to the Board to that effect and their resignation will be effective immediately:
    - (i) Club Members;
    - (ii) Officials;
    - (iii) Honorary and Life Members;
    - (iv) Hall of Fame Members;
    - (v) Corporate Members; and
    - (vi) Not-for-profit Group Members.
  - (b) The following membership classes will be considered to have resigned by not renewing their Licence by its expiry date:
    - (i) Rider Members;
    - (ii) Associate Members; and
    - (iii) Supporter Members.
- 6.18 Unless otherwise determined by a majority resolution of the Board, any Member who fails to pay any subscription or fees for one (1) month after they have become due will be deemed to have resigned their membership.
- 6.19 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- 6.20 The Board may by a majority resolution remove a Member from membership if the Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the Society or if a member acts in a manner which is considered by the Board to be harmful to the Society or inconsistent with the standards of behaviours expected of a Member.
- 6.21 A member whose membership is suspended or terminated by the Board in accordance with clause 6.20 may apply for the matter to be reviewed by such process as may be specified in any regulations, bylaws, policies or procedures of the Society or in the absence of any relevant provisions then by a general meeting. If the issue goes before

a General Meeting, then the decision of the Board may only be overturned by a special resolution (i.e. no less than three-quarters (3/4)) passed at a General Meeting.

- 6.22 Unless otherwise determined by a majority resolution of the Board, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of their membership and must return to the Society all material produced by the Society.
- 6.23 If a Club Member does not attend, either through a Club representative or by proxy, two (2) consecutive Society General Meetings, that Club Membership shall be placed on review by the Board, and the Board may by a majority resolution remove the member.

#### Re-admission of former Members

- 6.24 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 6.2.
- 6.25 If a former Member was removed under clause 6.20 and/or 6.21, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Board OR at a General Meeting.

### **7. THE BOARD**

- 7.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Board.
- 7.2 The Board Members have the following duties:
  - (a) Attend Board meetings and General Meetings;
  - (b) Exercise the duties of Officers per sections 54 to 63 of the Act;
  - (c) Monitor and review the performance of the Society, including the setting and measuring of performance standards expected of the Office Administration;
  - (d) Formulate regulations, bylaws, policies and procedures for the Society;
  - (e) Where appropriate, engage in activities to promote, market and represent and fundraise for the Society;
  - (f) Set the tone and culture of the Society; and
  - (g) Do such other things as from time to time the Board agrees to promote the objects of the Society.
- 7.3 The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, including but not limited to:
  - (a) Determine the strategic policy plan and direction of the Society;
  - (b) Direct the administration and Constitutional affairs of the Society;
  - (c) Elect the Chief Governing Officer;
  - (d) Adopt the annual plan and budget for the Society;

- (e) Establish sub-committees, Commissions, or any other groups to carry out any work of the Board by its delegated authority;
- (f) Delegate any of its functions to the Office Management, Commissioners or any other person or employee it may from time to time determine;
- (g) Fill any vacancy that may occur in the Board or on any Commission by resignation, death or otherwise, with any such person appointed to hold office in terms of clause 7.4 or clause 7.3(q).
- (h) Establish and maintain a Code of Conduct for Members;
- (i) Appoint representatives of the Society to attend each FIM Congress as the Society delegates;
- (j) Ensure that the Commissioner of each Commission is provided with any necessary directions, resources, objectives and powers within the Board's Governance Policies framework;
- (k) Consider and act upon recommendations received from Commissions or the Office Management, where appropriate;
- (l) Ratify clauses and regulations for all Society-permitted competitions provided such regulations do not infringe or conflict upon the clauses and regulations of the Society;
- (m) Consider the clauses and regulations of other bodies that the Society may be affiliated with;
- (n) Approve clauses and regulations for any Society affiliated competitions or events;
- (o) Furnish rulings upon the Manuals when requested to do so by race organisers, stewards, and Full Members;
- (p) Ensure that the objectives of this Constitution are kept to the fore in the development and maintenance of motorcycle sport and recreation in New Zealand;
- (q) Appoint such salaried or contracted Officers or staff as deemed shall be considered necessary to conduct the affairs of the Society and all of its Commissions, and to dismiss and/or retire such individuals when required. For the avoidance of doubt, the Board may delegate to the Office Management such powers and responsibilities regarding the management of subordinate employees (excluding elected officials) as it sees fit from time to time;
- (r) Oversee and authorise the expenditure of all Society funds;
- (s) Nominate a Patron or Patrons;
- (t) Refer any matter to Sports Disputes Tribunal for determination including (but not limited to) any dispute which may of national significance, or relate to a document interpretation or in which the Board believes special circumstances are involved;
- (u) To consider and if successful, to set qualifying criteria for applications received to provide bank indemnities to support Carnet applications when Society

members are travelling internationally to compete at events under the auspices of a FIM affiliated Federation.

#### Number of Board Members

- 7.4 The Board must have a minimum of six (6) and a maximum of eight (8) Board Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause. A majority of the Board must also be Members of the Society, or representatives of bodies corporate that are Members of the Society.
- 7.5 The Board shall comprise:
- (a) Group 1 - One (1) Board Member who is an On Road representative from the South Island and one (1) Board Member who is an Off Road Representative from the North Island ("Group 1");
  - (b) Group 2 - One (1) Board Member who is an On Road representative from the North Island and one (1) Board Member who is an Off Road Representative from the South Island; and
  - (c) Group 3 - One (1) Board Member who is a representative from the North Island and one (1) Board Member who is a representative from the South Island.
- 7.6 In addition, the Board may appoint two (2) additional Board Members (i.e. Appointed Board Member).

#### Election or Appointment of Board Members

- 7.7 The election of Board Members shall take place at a General Meeting of the Society.
- 7.8 Where there are less than the minimum number of Board Members required by clause 7.4, the Board may appoint additional Board Members from the Members of the Society who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Board Members, the Board may carry out essential matters but may not undertake any action or make any decision until the number of Board Members is increased to the minimum number PROVIDED THAT the Board (once it has the minimum number of Board Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Board was composed of less than the minimum number of Board Members required by clause 7.4.
- 7.9 To be eligible for nomination and election as an Elected Board Member, the Member:
- (a) May be nominated by a Rider Member, Associate Member or Official and voted for by a Rider Member, Associate Member, Official, Honorary and Life Member or Hall of Fame Members residing in the Island being represented at the time for the election; or
  - (b) May nominate themselves provided they are a Full and Financial Member.
- 7.10 All nominees must consent to being a Board Member and confirm their eligibility under clause 8.1.
- 7.11 All nominees must be either a Full Member or a Financial Member at the time of their nomination and election.

- 7.12 The details of nominees including vacant positions to be filled, nominee names and background information, will be provided to Voting Members as part of the information provided for a General Meeting at clause 13.5.
- 7.13 If there are fewer nominations than the number of vacant positions to be filled, the position shall be left vacant and filled as if it were a vacancy to be filled in accordance with clause 7.7.
- 7.14 Where the number of nominations equals the number of positions to be filled, the nominees shall be declared elected without the need for an election.
- 7.15 Those nominees for the vacant positions who have the highest number of votes cast in their favour will be declared elected. In the event of a tied vote, the process prescribed in clause 7.16 shall be observed.
- 7.16 Where two (2) or more nominees receive the same number of votes:
- (a) A revote will be conducted among the Voting Members;
  - (b) The results of the revote will be provided to the President for announcement.
  - (c) If a tie still remains after the revote, the Voting Auditor shall determine the elected nominee by drawing lots.
- 7.17 The appointment of Board Members per clause 7.6 will be as follows:
- (a) The Board, except for the Appointed Board member whose term is ending, shall consider the skills, experience and attributes required for any vacancy.
  - (b) The Board shall provide Club Members, Rider Members, and Officials with the relevant preferences, and invite nominations from these members for individuals identified as suitable candidates taking account of those preferences. The Club Members, Rider Members, and Officials shall submit to the Board detailed information on a nominee's skills, experience and attributes as part of the nomination process.
  - (c) The Board shall determine a timeframe for responses and consideration.
  - (d) The Board shall seek such advice as deemed appropriate regarding the required skills and carefully consider the nominations received.
  - (e) The Board will make the appointment decision at the next Board meeting.
  - (f) A candidate's written nomination, accompanied by their consent under clause 8.1 and the support of a Financial Member - either in writing or by electronic means - must be delivered to the Board ten (10) Working Days before the date of the General Meeting (typically the Annual General Meeting);
  - (g) any other administrative processes at the election of Board Members will be managed in a manner determined by the incoming Board; and
  - (h) if any vote in an appointment of Board Members is tied, the tie must be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- 7.18 The Board shall select a CGO from the Elected Board Members at their first meeting directly after the AGM or within thirty (30) Working Days, whichever is earlier. The selected CGO shall remain in that position at the will of the Board. The CGO selected

may be removed by the Board at any time. The incumbent CGO, if still an existing Board officer, shall be eligible for re-selection. The elected President is also available for selection as the CGO.

### Terms

#### 7.19 Terms of Office

#### 7.20 The terms of office for all Board Members shall be three (3) years, as follows:

- (a) Terms of office for Elected Board Members will be staggered in accordance with the groups per clause 7.5, so that one third (1/3) of the Board Members will be elected each year with their term expiring on conclusion of the following AGM.
- (b) The term of office for the President corresponds with Group 1, and the term expires on the conclusion of the following AGM.
- (c) Terms of office for appointed board members will be as such so that only one (1) appointed board member position will expire at any one (1) time. Each appointed board member term will expire at the conclusion of three (3) year from the date of their appointment.

### Removal from Board

#### 7.21 A Board Member will cease to hold the office of the Board if the Board Member:

- (a) commits an act of bankruptcy;
- (b) dies;
- (c) retires or resigns as a Board Member by giving prior Notice of their resignation to the Board;
- (d) becomes disqualified to be an Officer in accordance with the Act; or
- (e) otherwise becomes disqualified to be a Board Member of the Society in accordance with this Constitution;

#### 7.22 If a Board Member is:

- (a) in the opinion of a majority of the other Board Members, physically or mentally incapable of acting as a Board Member; or
- (b) absent without apology from three (3) consecutive Board meetings;
- (c) accused or convicted of a criminal offence which, in the opinion of a majority of the other Board Members, makes their position as a Board Member undesirable,

then, by resolution of a majority of the other Board Members, be removed as a Board Member of the Society immediately (unless the resolution states otherwise).

#### 7.23 If a Board Member is requested to resign following a vote of not less than two-thirds (2/3) of the Voting Members present at a General Meeting then that Board Member will be removed immediately.

#### 7.24 The Board may temporarily suspend a Board Member for a period not exceeding five (5) weeks, or bring motions of no confidence against a Board Member as it sees fit.



- (a) A motion of no confidence may be used to permanently remove a Board Member or to dismiss the Board Member from their mandate via a motion put to the vote of members at a General Meeting, if a Board Member substantially does not fulfil their duty according to the law and this Constitution and any other Society Regulation or Bylaw, if this can be regarded as 'gross misconduct'.
  - (b) The Society shall give no less than four (4) weeks' notice to the Board Member concerned of the date and place of the General Meeting, Special General Meeting at which a motion of removal of the Board Member is to be considered.
  - (c) The permanent removal via a motion of no confidence against a Board Member must be presented with detailed supporting arguments, evidence and reasoning, and reference to the clause(s) within the Society Governance document or New Zealand law that is alleged to have been compromised. The detailed supporting arguments must be presented to the CGO at least four (4) weeks prior to the next proposed Board physical meeting to be held where the motion of no confidence is to be presented. No additional information may be submitted after that time. The CGO must ensure that the motion together with the relevant documentation received, is included on the Agenda and distributed to the Board and the officer concerned not less than two weeks prior to the meeting date.
- 7.25 In the case where a motion of no confidence is against the CGO, the evidence and proposed motion may be presented to the President.
- 7.26 The party confronted with a permanent removal via a motion of no confidence shall have the rights to defence by using any arguments or refuting any evidence that may be deemed necessary (representation by council, or agents or advocate is not allowed for any party involved).
- 7.27 If the motion of no confidence is maintained, the matter shall be put to a secret ballot with the Board. For a motion of no confidence to be adopted, it must obtain a two-third majority of all eligible Board votes cast. As soon as a motion of no confidence is adopted, the member involved, will lose his/her/their official status, mandate and title effective immediately.
- 7.28 In the case of votes for a motion of no confidence the Presidents casting vote shall not apply.
- 7.29 In the case of a tied vote result on a motion of no confidence, the motion shall be denied.
- 7.30 Subject to clause 6, removal from the Board as a Board Member will not equate to removal as a Member of the Society.
- 8. OFFICER QUALIFICATIONS**
- 8.1 Prior to election or appointment, every Officer (including every Board Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.
- 8.2 The following people are not permitted to be Board Members of the Society:
- (a) An employee of contractor of the Society;
  - (b) A person who has been convicted of any offence punishable by a term of imprisonment for two (2) or more years (whether a term of imprisonment is imposed).

- (c) A person who has an outstanding debt to the Society or who is the subject of an unresolved dispute with the Society.

## 9. MEETINGS OF THE BOARD

- 9.1 The Board may hold a meeting at such time and place as they determine.
- 9.2 Any Board Member may request a meeting of the Board (a “**Board Special Meeting**”) by Notice in writing directed to all other Board Members. Upon receiving any such Notice, a Board Special Meeting will be arranged as soon as practicable and the Board Members will be given at least ten (10) Working Days’ Notice of the Board Special Meeting. If at least ten (10) Working Days’ Notice is not practical, the Board may agree to a shorter Notice period.
- 9.3 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 Board Members can hear each other well enough to follow the discussion throughout the meeting. Board Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 9.4 Board meetings will be chaired by the CGO, or another member of the Board, decided by a majority vote.
- 9.5 The Office Management and any Commissioners or staff members, shall attend such meetings when requested.
- 9.6 The Board may reimburse Board Members, Commissioners, or any employee for actual and reasonable expenses incurred in attending Board meetings, provided that such reimbursement is in accordance with established policies set by the Board.
- 9.7 The CGO will communicate with the Office Management on an as required basis and must act consistently with the Board Governance Policies. The CGO may act as a mentor and counsel to Office Management, ensuring they always reflect written Board policies. The CGO has no authority to direct or supervise the Office Management - this authority belongs solely with the Board.

### Quorum

- 9.8 No business of the Board will be transacted at a Board meeting without a quorum present.
  - (a) The quorum for a Board meeting is at least four (4) of the Board.
  - (b) The quorum for a Board Special Meeting is at least three-quarters (3/4) of the Board.
- 9.9 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Board meeting, the meeting will lapse.
- 9.10 In the event of a meeting lapsing in accordance with clause 9.9, the meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment must be given to all Board Members. At the adjourned meeting the Board Members present will form a quorum.

### Voting

- 9.11 Subject to this Constitution and the Act, each Board Member will be entitled to one (1) vote on any matter being voted on by the Board.

- 9.12 The President has a deliberative and casting vote.
- 9.13 Subject to this Constitution, the number of votes required to reach any decision will be:
- (a) for a Board meeting, not less than three-quarters (3/4) of the number of Board Members present and eligible to vote at the meeting; and
  - (b) for a Board Special Meeting, a unanimous vote of the Board Members present and eligible to vote at the meeting.
- 9.14 Where half (1/2) or more of the Board Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Board Members may vote on the matter. Where only one (1) Board Member remains, an SGM of the Society must be called to determine the matter.

#### Resolution in Lieu of a Board Meeting

- 9.15 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 9.16 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Board Members.

#### **10. OBLIGATIONS OF BOARD MEMBERS, COMMISSIONERS, STEWARDS, CLERK OF THE COURSE AND EMPLOYED STAFF**

- 10.1 All Board Members, Commissioners, Stewards, Clerk of the Course and employed staff of the Society shall act at all times in the best interests of the Society and its members, free from any compromising influences and loyalties.
- 10.2 All Board Members, Commissioners, Stewards, Clerk of the Course and employed staff of the Society shall declare any possible conflict of interest in any matter related to their position or the business of the Society.

#### **11. COMMISSIONS/STANDING COMMITTEE**

- 11.1 The Board may determine that a Commission or a Standing Committee is needed from time to time. Prior to the AGM the Board shall determine the need or otherwise for Commissions for the ensuing year.
- 11.2 Commissioners and/or Standing Committees will be appointed for a two-year term.

#### **12. DISPUTES AND DISCIPLINE**

- 12.1 In the event of a conflict between clause 12 of this Constitution and Schedule Two of the Act, or where this Constitution is silent regarding a dispute, Schedule Two of the Act shall apply.
- 12.2 Any member, or member of an Affiliated Club, or Official, or any person promoting, or acting in an official capacity at a series, meeting or event who acts in a way that is prejudicial to the Society, the Society or motorcycle sport generally or which brings the Society or the sport generally into disrepute (known as misconduct) may be disciplined by the Society.

- 12.3 For misconduct which occurs during an event, competition, or meeting as defined in the Society's Manuals, the member, official, or Licence holder may be disciplined in accordance with the Manuals.
- 12.4 Any other misconduct which is not dealt with under the clauses above of this Constitution may be dealt with by the Judicial Committee delegated with that responsibility by the Board.

#### Non attendance of a Club Member

- 12.5 If a Club Member does not attend, either through a club delegate or by proxy, two consecutive AGMs, that Club Member's membership shall automatically be placed on review by the Board.

#### Disciplinary Judicial Process

- 12.6 Any party involved in judicial and disciplinary measures may not be represented by legal counsel. The Judicial Committee at its sole discretion may allow, upon request, counsel, agent or advocate participation in special circumstances.

#### Judiciary Committee

- 12.7 The Judiciary Committee or Committees purpose is to carry out judicial and disciplinary functions of the Society.
- 12.8 Each Judiciary Committee shall consist of not less than three (3) persons on the Judiciary Committee. The Judiciary Committee shall select its own Chairperson from one (1) of the persons on the Judiciary Committee.
- 12.9 Without limiting the Board's powers under 7.3 the Judiciary Committee's jurisdiction is as set out in Chapter 7 of the Manuals.
- 12.10 An allegation by an individual or organisation that a member or any person for whom a member is responsible has behaved in any of the following ways shall be made and determined in accordance with the Manuals:
- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Manuals, the Code of Conduct, the Code of Ethics and any other rule, regulation, bylaw, policy, resolution or determination of the Board or any Committee;
  - (b) acted in contravention of the Society's objects;
  - (c) acted in a manner unbecoming a member of the Society or prejudicial to the interests of the Society; and/or
  - (d) brought the Society or the sport of motorcycling into disrepute.

- 12.11 The Board shall commence investigatory or disciplinary proceedings against a member by referring any matter described in this clause 12.11 to a Judiciary Committee in the manner set out in the Manuals.

#### Interim Suspension

- 12.12 Where the Board considers, on reasonable grounds that a member may have committed serious misconduct, it may, only if there is good reason to do so (for example danger to another person, or the probability of further misconduct), provisionally suspend that

member, or any membership privileges, pending further investigation by a Judicial Committee for a period not exceeding twenty-eight (28) days. The Board may extend the period of suspension past twenty-eight (28) days if the member requests, and is granted, a postponement of any opportunity to reply to the allegation(s) made or, if as a result of the member's reply, further investigations are requested.

- 12.13 The Board shall be required to give the member an opportunity to be heard before making its decision regarding the provisional suspension.

#### Appeal to Tribunal

- 12.14 Any person subject to the disciplinary procedures, has the right of appeal to the Sports Tribunal of New Zealand (Tribunal). They must first exhaust their appeal rights within the Society, if applicable, before seeking recourse to the Sports Tribunal of New Zealand.
- 12.15 Any party to any decision of a Judiciary Committee under rule clause 19.3 may appeal such decision to the Tribunal on one or more of the following grounds.
- (a) that natural justice was denied;
  - (b) that the Judiciary Committee acted outside of its powers and/or jurisdiction;
  - (c) that substantially new evidence has become available after the decision, which has been appealed, was made; or
  - (d) in respect of a decision relating to misconduct that the penalty was either excessive or inappropriate.
- 12.16 Appeals to the Tribunal shall be filed within fourteen (14) days from the date that the member received in writing the decision of a Judiciary Committee and in all other respects shall be in accordance with the Rules of the Tribunal. The decision of the Tribunal shall be final and there shall be no further right of appeal.

### **13. GENERAL MEETINGS**

- 13.1 At the discretion of the Board, General 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 Members and Board Members can hear each other well enough to follow the discussion throughout the meeting.
- 13.2 Minutes of meetings must be kept for every General Meeting.
- 13.3 General Meetings will be chaired by the Chairperson.

#### Annual General Meetings

- 13.4 The Annual General Meeting must be called by the Board and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 13.5 At least twenty-eight (28) Working Days prior to the Annual General Meeting, the Board will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, together with sufficient detail of the business to be discussed at the Annual General Meeting, including any Voting Member

or Board motions to be voted on, the manner of submitting a vote by post or electronic means, if permitted, and the details of candidates for election to the Board.

13.6 At the Annual General Meeting the Board must present:

- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
- (b) the financial statements of the Society for that period;
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

13.7 The AGM shall also include:

- (a) Roll call;
- (b) Obituaries;
- (c) Appointing an Auditor and a Voting Auditor;
- (d) Announcing the result of the election of Society Officers for the ensuing term
- (e) Confirmation from the Board of subscriptions, fees or levies for members for the ensuing year;
- (f) Election of Honorary or Life Members
- (g) Special Business (if any) for which proper notice has been given, including any Members Direction received
- (h) General Business. All Voting Members may submit general business matters to the President or Chairperson of the AGM no later than 9am on the first day of the AGM. The President or Chairperson shall have authority to accept or reject all general business motions but may not deliberately avoid matters being brought before members.

13.8 The Board may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 13.5.

Special General Meetings

13.9 An SGM may be called at any time by:

- (a) the Board by resolution;
- (b) in accordance with clause 9.14; or
- (c) a written request signed by at least fifteen (15) Club Members and delivered to the Board.

The resolution or written request must set out the business to be dealt with at the SGM and any motion to be voted on. Where a SGM is called in accordance with clause 13.9(c), the SGM must be held within thirty (45) Working Days of the Board's receipt of the request.

- 13.10 At least twenty-eight (28) Working Days prior to the SGM, the Board will give written Notice of the SGM to all Members, with sufficient detail of the business to be discussed at the SGM and any motion to be voted on, along with the manner of voting permitted by the Board.

#### Meeting Costs

- 13.11 The Society shall refund the reasonable travel costs to General Meetings for Club representatives and Life and Honorary Members, Board members, and Commissioners.
- 13.12 All claims for reimbursement of claimable costs must be lodged with the Society office within sixty (60) Working Days of the meeting to which they relate and must be supported by such evidence of payment as the Office Management may require.
- 13.13 The costs of the General Meeting shall be recorded as follows:
- (a) Part 1 costs - relate to the general running costs of the General Meeting such as venue hire, catering, secretarial staff, stationary, travel, and the accommodation costs of Board members, Office Management and other Officers, provided such persons are not also Club delegates.
  - (b) Part 2 costs - the approved travel costs of all Club delegates.
  - (c) Part 3 costs - the accommodation costs and approved travel costs Life or Honorary members (who are not Club delegates) to the General Meeting.
- 13.14 All Club Members shall be levied an equal share of the Part 1 & Part 2 costs per clause 13.13.
- 13.15 All Part 3 costs shall be met from Society funds.

#### Quorum

- 13.16 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is one-third (1/3) of the Affiliated Clubs of the Society and Board Members, attending in accordance with clause 13.1 (being in person, by proxy, and if applicable, via electronic means).
- 13.17 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 13.18 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned to another date, time and place determined by the Board. At the adjourned General Meeting the Voting Members present will form a quorum.

#### Voting

- 13.19 Each Voting Member of the Society and Board Member present at a General Meeting is entitled to one (1) vote on any matter put to the vote, follows:
- (a) In person or electronic vote as determined by the Board from time to time for the election of Officers;
  - (b) In person; or
  - (c) By proxy vote subject to the clauses relating to the appointment of a proxy.

- 13.20 Each Affiliated Club has three (3) votes and is required to place these, either in person or by proxy.
- 13.21 Votes may be cast by voices or by show of hands or secret ballot as determined by the Chairperson. The Chairperson will determine the most appropriate equivalent electronic voting method for those Voting Members and Board Members attending the General Meeting in accordance with clause 13.1.
- 13.22 If a matter arises in General Business that the Chairperson considers is of such significance that a vote on the matter is required, the Chairperson may direct that Voting Members be given a reasonable opportunity to consider it. Voting may then take place in such manner as the Board may determine, for example, by postal or electronic vote, at a SGM or at the next AGM).
- 13.23 In the event of a tied vote, the Chairperson will have a casting vote.
- 13.24 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Voting Members entitled to vote at the General Meeting, and/or entitled to vote at the General Meeting and/or voting by proxy in accordance with clauses 13.19, and/or by post or electronic means in accordance with clauses 13.19.
- 13.25 If a matter arises in General Business that the Chairperson considers is of such significance that a vote is required, the Chairperson may direct that Voting Members be given a reasonable opportunity to consider it. Voting may then take place in such manner as the Board may determine, per clause 13.19 at an SMG or the next AGM.
- 13.26 Subject to the Act and this Constitution, the Board may determine any other administrative procedures and processes provided it is fair and proper.

#### Proxies

- 13.27 Except for the election of Board Members, Voting Member are entitled to appoint a proxy to represent and vote on their behalf at General Meetings. The appointment of a proxy must be done in accordance with the instructions on the Society's Proxy Form.
- 13.28 The proxy must be for the purpose of the matters listed in the proxy form, and any other matter reasonably incidental thereto, and no other unrelated matters.
- 13.29 All proxies must be forwarded to the Voting Auditor no later than ten (10) calendar days before the commencement of the General Meeting to which they relate.

#### Resolution in Lieu of a General Meeting

- 13.30 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- 13.31 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.

#### **14. MEMBER CLUB DIRECTIVES**

- 14.1 Affiliated Clubs may make submissions to the Commissions for changes or amendments to the Manuals, including competition rules, or determinations made by Commissions whether or not such determinations have been ratified by the Board.



- 14.2 Furthermore, they may seek determination of new issues and such issues, if approved, shall be referred to the Board for ratification.
- 14.3 Affiliated Clubs have the right to seek a review by the Board of any issues, changes or determinations placed before any Commission and rejected by it.
- 14.4 Affiliated Clubs have the right at any General Meeting to seek a Members Direction regarding any issue, changes (including competition rule changes) or determinations placed before the Board and rejected by it. Affiliated Clubs must give the Board at least sixty (60) Working Days' notice in writing of their intention to seek a Members Direction and its subject matter so that other members can be notified of its inclusion on the General Meeting's agenda.
- 14.5 All Voting Members shall be entitled to vote on the Members Direction.
- 14.6 The process described in clauses 14.4 may be dispensed with and a matter brought directly to any General Meeting for a Members Direction in the following circumstances:
- (a) At an SGM where the subject matter of the Members Direction, or any matter reasonably incidental thereto, is the purpose for which the SGM was called.
  - (b) Where the Board considers that it is in the best interests of the Society and its members that the matter be debated and a Members Direction given.
- 14.7 The Board must comply with, and exercise its powers in accordance with, any Members Direction so given unless doing so would breach the objects of this Constitution or otherwise be unlawful.

## 15. **AMENDMENT OF CONSTITUTION**

- 15.1 The Society may amend this Constitution by a resolution passed by a three-quarter (3/4) majority of Voting Members who are present and entitled to vote at a General Meeting,

PROVIDED THAT no amendment of the Society's Constitution is made which would allow personal pecuniary profits to any individuals. The effect of this clause cannot be removed from this document and will be included and implied in any document replacing this document. All amendments to the Society's Constitution must be made in writing.

- 15.2 A Voting Member may give notice to the Society of a proposed rescission or alteration to the Constitution in writing, no later than sixty (60) Working Days preceding the General Meeting. On receipt of such a notice and subject to clause 15.1, the Board shall cause Notice of a General Meeting to be sent to Voting Members, incorporating notice of the proposed alterations.

- 15.3 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Board provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.

- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Board may make the amendment.
- (d) If a Member objects to the amendment made under clause 15.3 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

## **16. BYLAWS**

- 16.1 The Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.

## **17. FINANCES**

- 17.1 The funds and property of the Society will be controlled and managed by the Board in accordance with this Constitution and the Act, to further the Society's Purposes.
- 17.2 The Society's balance date will be 31 December, unless otherwise specified by the Board in accordance with the Act.
- 17.3 The Board must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act.
- 17.4 The Board shall organise for the accounts of the Society to be audited annually by a suitably qualified person.
- 17.5 The Board must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

## **18. INDEMNITY AND INSURANCE**

- 18.1 The Society may, with the authority of the Board, 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 Society; and/or
  - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 18.1(a).
- 18.2 The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.

## **19. COMMON SEAL**

- 19.1 The Common Seal of the Society shall be kept by the Management and shall not be affixed to any document except by resolution of the Board recorded in the minutes, and in the presence of two (2) members of the Board.

## **20. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY**

- 20.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 21 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 20.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 20.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 20.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 21.
- 20.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Board must give at least twenty-eight (28) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
  - (b) the Notice must include the matters required under section 228(4) of the Act; and
  - (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote and/or entitled to vote and voting by proxy in accordance with clauses 13.27, 13.28 and 13.29, and/or entitled to vote and voting by post or electronic means in accordance with clause 13.1.

## **21. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION**

- 21.1 On a Voting Member vote in accordance with clause 20.1 or 20.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter (3/4) majority of the Voting Members in accordance with clause 21.2.
- 21.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- 21.3 the Board must give at least twenty-eight (28) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- 21.4 the Notice must include the matters required under section 228(4) of the Act;
- 21.5 the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote and/or entitled to vote and voting by proxy in accordance with clauses 13.27, 13.28 and 13.29, and/or entitled to vote and voting by post or electronic means in accordance with clause 13.1; and
- 21.6 the resolution must set out which not-for-profit entities the Society's surplus assets will be applied to in accordance with clause 20.1.

- 21.7 To be clear, a resolution under this clause 21 may be made at the same General Meeting as a resolution under clause 20.

**22. OTHER MATTERS**

- 22.1 In the event of any matter arising which is not provided for in this Constitution or any matter relating to the proper interpretation of this Constitution, the same shall be determined in accordance with the law of New Zealand and the decision communicated by the Board, whose decision shall be conclusive and binding on all Members.
- 22.2 Notice of any such decision so made shall be given to the next General Meeting and shall be voted on by Full Members.

**23. CONTACT PERSON**

- 23.1 The Board will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a Board Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.