



### **Proposed Constitution Remits:**

These proposed constitution remits have been submitted by the Board of Motorcycling New Zealand and should be read alongside the marked-up version of the Constitution, which clearly shows all proposed changes.

### **Minor Editorial Improvements:**

The below remits relate to minor editorial improvements intended to clarify existing provisions without altering the intent or effect of the rules.

Constitution Rule	Change
1.1a	Remove the word “The”
1.1c	Remove the word “An”
1.1d	Remove the word “The”
1.1p (q)	Remove the word “A”
1.1r (s)	Remove the word “A”
1.1s (t)	Remove the word “A”
1.1u(v)	Remove the word “A”
1.1v(w)	Remove the word “A”
1.1x(xy)	Remove the word “An”
1.1bb (cc)	Remove the word “The”

**New or Amendments:**

The remits set out below include both new rules and amendments to existing clauses:

<b>New or amended rule</b>	<b>Change</b>	<b>Reason</b>
New Rule 1.1f	“Casual Vacancy” means a vacancy which arises on the Board when a Board Member does not server their full term of office.	This change aligns the Constitution with good governance practice by ensuring there is a defined process to manage unexpected Board vacancies, supporting continuity and stability in leadership.
Amend Rule 1.1h	“Chairperson” means the person who chairs General Meetings, and ordinarily chairs Board Meetings. The President will be the Chairperson. The Board may, for any Board Meeting, appoint the CGO or another Board Member to chair Board Meetings. If the appointed chair is absent or unable to act the Board will select another Board Member to chair that meeting.	This is updated to reflect current practices and to have flexibility of chairing meetings.
Amend Rule 1.1i (j)	<b>Code of Conduct</b> ” 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, officials, 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.	To tidy up the rule to include officials – they are included elsewhere.

New or amended rule	Change	Reason
Amend Rule 4.1	The Society is a not-for-profit entity. The Officers and Members may not receive any distributions of profit or income from the Society. This does not prevent Officers or members:	The previous working could be interpreted as allowing a dividend or distribution of profits to members, which is not consistent with our status as not-for-profit organisation. This amendment clarifies that no such distribution can be made and strengthens the not-for-profit clause to ensure it aligns with current Inland Revenue Department requirements. This helps protect the organisation's compliance status and ensures we continue to operate in line with best practice for not-for-profit entities.
Add New Clauses to rule 4.1	<ul style="list-style-type: none"> <li>a. Receiving reimbursement of actual and reasonable expenses incurred, or</li> <li>b. Entering into any transactions with the Society for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to influence any such decision made by the Society in respect of payments or transactions between it and them, their direct family or any associated entity.</li> </ul>	
Amend Rule 6.3 (a)(ii)	Have and maintain registration as an incorporated society under the Incorporated Societies Act 2022 or any Act passed in substitution.	This update ensures the constitution aligns with the requirements of the new legislation. It helps keep our rules current, legally compliant.
Amend Rule 7.3g	Fill any Casual Vacancy that may occur in the Board or on any Commission.	This amendment simplifies the rule by remove unnecessary detail. A clear definition of "Casual Vacancy" has now been included elsewhere in the Constitution.
Amend Rule 7.5	The Board shall comprise the persons in Groups 1, 2 and 3 (below) and may include the persons in Group 4.	To tidy up the wording of this clause and improve clarity, ensuring the wording is clear and consistent.
Amend Rule 7.5a	Group One – 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.	
Amend Rule 7.6	Group 4 – In addition, the Board may appoint up to two (2) additional Board Members (i.e. Appointed Board Member).	

New or amended rule	Change	Reason
Amend Rule 7.8	<p>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 <b>Error!</b></p> <p><b>Reference source not found..</b></p>	<p>The removed part of the rule is now addressed in clause 7.22, avoiding duplication.</p>
Amend Rule 7.18	<p>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 of the AGM, whichever is earlier. The CGO is appointed for a one year term ending at the conclusion of next AGM unless removed earlier by the Board in its discretion. The incumbent CGO, if still an existing Board Member, shall be eligible for re-selection. The elected President is also available for selection as the CGO.</p>	<p>To tidy up the CGO role description and provide clear provisions for circumstances where the CGO resigns or is removed from office.</p>
New Rule 7.19	<p>If the CGO resigns, is removed, becomes ineligible, or is otherwise unable to perform their duties, the President will temporarily perform the functions of the CGO until the Board appoints an acting CGO. The Board may appoint any Elected Board Member as acting CGO, who will hold office for the remainder of the original CGO's term unless reappointed after the next AGM.</p>	

New or amended rule	Change	Reason
New Rule 7.22	<p><u>Casual Vacancy</u></p> <p>If a Casual Vacancy arises of:</p> <p>a. an Elected Board member, the remaining Board Members even if they number less than the minimum number of Board Members required by clause 7; may:</p> <ul style="list-style-type: none"> <li>(i) <i>appoint a person of their choice to fill the Casual Vancy until the expiry of the term of the person they replace; or</i></li> <li>(ii) <i>appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or</i></li> <li>(iii) <i>may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy;</i></li> </ul> <p>b. an Appoint Board Member, the remaining Board Member even if they number less than the minimum number of Board Members required by clause 7 may:</p> <ul style="list-style-type: none"> <li>(i) <i>appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or</i></li> <li>(ii) <i>may leave the Casual Vacancy unfilled</i></li> </ul>	To clarify and tidy up the process for managing Board vacancies arising mid-election cycle, ensuring consistent and transparent appointment procedures.
Amed Rule 9.4	Board meetings will ordinarily be chaired by the President. The Board may by a majority decision, appoint the CGO or another Board Member to chair any Board Meeting. If the appointed chair is absent or unable to act, the Board will select another Board Member to chair that meeting.	To tidy up the rule so it reflects what would normally take place in practice.

<b>New or amended rule</b>	<b>Change</b>	<b>Reason</b>
Amend Rule 11.1	The Board may determine that a Commission is needed anytime. Before each AGM the Board will review and confirm the Commissions required for the following year.	This rule was amended at the last AGM, but member feedback suggested it reduced protections for Commissioners. Although these protections are covered in rules 7.3 and 7.4, the change reinstates this provision in response to member requests.
Amend Rule 11.2	Commissioners will be appointed for a two-year term, from the date of appointment and may be reappointed. The Board at its discretion may fill any vacancy for the remainder of the term of appointment.	
New Rule 11.3	Commissions are accountable to, and operate under the authority of, the Board. The Board may appoint, review, or remove Commissioners at its discretion, acting reasonably and in the best interest of the Society.	
New Rule 11.4	Any dispute or uncertainty regarding roles, responsibility, or authority between a Commission and Office Management shall be referred to the Board for determination, and the Board's decision shall be final.	
New Rule 11.5	Each Commission shall be primarily responsible for managing its particular discipline or functional area, including developing the strategic direction, policies, plans and rules relevant to its brief, subject at all times to the overriding authority of the Board.	
New Rule 11.6	The Board may issue governance policies or bylaws relating to Commissions including matters of appointment, accountability, performance, and dispute resolution. In the event of any inconsistency, this Constitution shall prevail.	
Delete Clause 19 & 19.1		

