

Constitution of Southland Sports Car Club Incorporated

Rules registered the 4th day of October 1949.

Revised August, 1960; August, 1971; September, 1986; October 2009

1. Name

The name of the organisation shall be "Southland Sports Car Club Incorporated" referred to in this Constitution as "the Club".

2. Registered Office

The registered office of the Club shall be at such place as determined from time to time by the Board.

3. Objects

The objects of the Club are to:

- 3.1 encourage participation in and promote motoring sport and such other branches of the sport.
- 3.2 service the needs and requirements of members, supporters and sponsors.
- 3.3 act in good faith and loyalty to ensure the maintenance and enhancement of the motor sport at Teretonga Park and within the Club.
- 3.4 at all times to act on behalf of, and in the interests of its members.

4. Powers

To further the objects of the Club, it shall have the power to:

- 4.1 employ staff and engage the services of appropriate people and organisations to assist and advise the Club.
- 4.2 establish committees and delegate powers to those committees.
- 4.3 found, manage and control such benefit fund or funds for the benefit of its members, competitors and others.
- 4.4 promote, organise and conduct social activities for Club members and the general public.
- 4.5 exercise any power a trustee might exercise.
- 4.6 invest in any investment that a trustee might invest in.
- 4.7 borrow any money and provide security for that if authorised by the Board up to the sum of \$10,000.00 or by majority vote at any general or special meeting if the amount is in excess of \$10,000.00.
- 4.8 sell, lease, mortgage or otherwise dispose of any property of the Club and to grant such rights and privileges of such property as it considers appropriate.

5. Administration

- 5.1 The Board's job is to govern the Club and is a position of trust. It holds in trust not only the Club's physical and intellectual assets but also the efforts of those who have gone before. It preserves and grows these things for the current and future generations.
- 5.2 The job of the Executive Committee is to manage the day to day activities of the Club and report to the Board on a regular basis.

6. Membership

- 6.1 Any person who is interested in the activities of the Club may join by applying for membership in accordance with this constitution.
- 6.2 An application shall be in writing in a form as required by the Executive Committee from time to time and must be sent together with the appropriate entry fee and annual subscription to the Club Secretary and shall be considered by the Executive Committee.
- 6.3 Club membership shall comprise of the following:
 - i. Full Membership
 - ii. Social Membership
 - iii. Spouse Membership
 - iv. Junior Membership
 - v. Life Membership
- 6.4 On admission each member shall have made available to them, a copy of the Club's Constitution and Rules.
- 6.5 The Club shall keep a register of members ("the Register") which shall contain the names, addresses and telephone numbers of all members and the dates at which they became members.

7. Unfinancial Members

Any member whose subscription is unpaid after the expiration of two (2) calendar months from the beginning of the financial year shall be deemed to be unfinancial.

8. Duties of Members

- 8.1 All members of the Club shall be held to consent and to be bound by this Constitution and members shall not be entitled to appeal to any court or body other than the Executive Committee because of any action taken in accordance with the provisions of these rules provided, however, that a member's right of appeal under the rules of Motorsport New Zealand Incorporated or such subsequent National Body as may be formed at a future date to fulfil functions similar to those of the Motorsport New Zealand Incorporated and to which this Club shall be affiliated shall not be affected by this rule.
- 8.2 No member of the Club shall pledge the credit of the Club for any amount exceeding such sums which will be set from time to time by the Executive Committee nor shall they pledge the credit of the Club unless authorised by an Executive Committee member.
- 8.3 Each member shall provide such other details as the Executive Committee requires.
- 8.4 Members shall notify the Club of any change of address or telephone number. All notices and communications posted or forwarded to a member at the address appearing in the Register of the Club shall be deemed to be duly given and delivered.

9. Withdrawal of Membership

- 9.1 Any member may resign his or her membership by notice in writing to the Club who shall report to the next meeting of the Executive Committee, but such member shall not be released from any existing liability to the Club. Any member who resigns or whose name is removed from the Register by the Committee shall forfeit all his/her rights and interests (if any) in the property of the Club.

- 9.2 Any member infringing any rule or regulation of the Club or who has acted in such a manner as to bring the Club or motor sport into disrepute or who has misconducted themselves on the Club property shall be answerable to the Executive Committee who may at their discretion suspend such a member or may by a majority of at least two-thirds decide that such a member be required to furnish to the Executive Committee within five days his/her resignation as a member of the Club and that failing the receipt of such resignation he/she shall cease to be a member of the Club.
- 9.3 Any member who is liable for expulsion under rule 9.2 shall be entitled to attend personally before the Executive Committee to offer an explanation verbally or in writing or to be represented at the meeting at which suspension or expulsion is to be considered. At least fourteen days written notice of the meeting shall be given to the member concerned.

10. Trophies

The Committee shall from time to time, designate trophies that will always remain the property of the Club.

11. Entrance Fee

The Club at a General Meeting may from time to time impose, alter or cancel such an entrance fee as it may think fit.

12. Subscription

- 12.1 The annual general meeting in each year shall decide the amount of the subscription for the ensuing year and in default of any resolution in that behalf, the annual subscription shall be the same as for the previous year.
- 12.2 If any member does not pay a Subscription or levy by the date set by the Executive Committee, the member shall (without release from the obligation of payment) have no membership rights and shall not be entitled to compete.

13. General Meetings

- 13.1 The Annual General Meeting of the Club shall be the first Monday in July each year unless this is impracticable in which case such meeting shall be held as soon as can be arranged but prior to 31st July.
- 13.2 Twenty five (25) members shall form a quorum.
- 13.3 All Annual or Special General Meetings shall be called either by notice in writing, emailed, posted or forwarded at least seven (7) clear days prior to the day fixed for the meeting to each member of the Club at their respective address as appearing on the roll of the Club or by advertisement inserted in any newspaper published and circulating in Invercargill at least seven (7) days prior to the proposed meeting.
- 13.4 A Special General Meeting of the Club may be held at such time and place as the Executive Committee or Board may appoint. On receipt of a requisition in writing signed by at least ten (10) financial members of the Club, the Executive or in special circumstances the President, shall call a Special General Meeting, provided that such requisition shall set out clearly and precisely the business proposed to be transacted at such meeting. Only such business as that for which they have been called, will be discussed by the members at Special General Meeting. Twenty five (25) members shall form a quorum.

13.5 At all general meetings of the Club each financial member shall have one (1) vote which must be given personally. Voting shall be on the voices but the Chairman or any member may require a division to be taken by either a show of hands or by ballot. In this instance the meeting shall appoint two (2) of its number as scrutineers. The Chairman for the time being shall in all cases of equal voting (except in election) have a casting vote as well as a deliberate vote. In the case of equal voting in an election the same shall be decided by lot.

14. Patron

A Patron may be appointed at the Annual General Meeting to hold office until the following Annual General Meeting.

15. Board

15.1 The Board shall elect from its members a Chairman and Vice Chairman and consist of no more than twelve (12) members. It shall comprise the President and Vice President of the Club; the Chairperson of the Teretonga Race Committee; a member's representative who shall be elected by the members at Annual General Meeting; and not less than three (3) other persons who shall be appointed by the Board. The Board shall have the power to appoint other persons as it thinks fit.

15.2 At each meeting of the Board except at its first meeting following the Annual General Meeting six (6) members shall constitute a quorum. In the case of the first meeting of the Board following the Annual General Meeting, three (3) members will constitute a quorum. Each member will have one (1) vote and the Chairman shall have a deliberate and casting vote.

15.3 The Board shall appoint a Secretary, who need not be a member of the Club.

15.4 The Board shall meet whenever it may deem necessary, but this should not be less than three times during a 12 month period of the Club's year. The Chairman may also convene a special meeting of the Board, or on receipt by the Chairman of a requisition in writing signed by four (4) members of the Board.

15.5 The Board may appoint from its members an Emergency Committee consisting of not less than four (4) members which shall have the power to act in all matters in the same manner as the Board.

15.6 At the first meeting of the Board following the Annual General Meeting of the Club, an Auditor shall be appointed to hold office for the ensuing year. The Auditor's duty shall be to examine the books and accounts of the Club and certify to the correctness of the balance sheet. Any vacancy which may occur in the office of Auditor during the year shall be filled by the Board.

15.7 Any member of the Board who is absent from three (3) consecutive meetings of the Board without leave shall be deemed to have vacated their seat on the Board. Vacancies may also occur when a member:-

- a) becomes bankrupt.
- b) becomes prohibited of being a director under the provisions of the Companies Act 1993.
- c) resigns in writing.
- d) dies.

The Board shall have the power to fill the vacated position if any of the above instances occur.

15.8 The appointed Board members shall serve a two (2) year term and retire on rotation. They shall be eligible for re-appointment.

16. Executive Committee

16.1 There shall be elected at the Annual General Meeting of the Club an Executive Committee comprising the President, Vice President, Treasurer, Club Captain, Social Convenor, Custodian and Clubsport Convenor. The Immediate Past President is ex officio automatically with full Executive Committee rights.

16.2 The Executive Committee shall have the power to appoint further members to this Committee but such appointed members may not exceed 25% of the number of elective members to the Executive Committee at Annual General Meeting.

16.3 The Executive Committee shall have the power to appoint the Race/Rally Committee Chairpersons at the first meeting of the Executive Committee after the Annual General Meeting.

16.4 The Executive Committee may fill any casual vacancies which may occur during the year by reason of death, resignation or any other cause but no proceedings of the Committee shall be invalidated merely by the fact that there is a vacancy in any office.

16.5 The Executive Committee shall have the power to set up such sub-committee's as it may think necessary and to delegate such powers as it may think fit to such sub-committees. Sub-committees need not necessarily consist of members of the Executive Committee.

16.6 Any member of the Executive Committee who is absent from three (3) consecutive meetings of the Executive Committee without leave shall be deemed to have vacated their seat on the Executive Committee.

16.7 Vacancies on the Executive Committee may from time to time occur when a member:-

- a) becomes bankrupt.
- b) becomes prohibited of being a director under the provisions of the Companies Act 1993.
- c) resigns in writing.
- d) dies.

The Executive Committee shall have the power to fill the vacated position if any of the above instances occur.

16.8 At each meeting of the Executive Committee four (4) members shall constitute a quorum.

16.9 The Executive Committee shall meet whenever it may deem necessary.

17. Club Rules

The Club Rules will be set and managed by the Executive Committee with final approval by the Board.

18. Finance

The Financial Year of the Club shall commence on the 1st day of May in each year and end on 30th April in each year.

18.1 All funds belonging to the Club shall be paid in to the credit of the Club at such banks or financial institutions as shall be approved by the Board and the accounts of the Club shall be operated in such a manner as the Executive Committee shall from time to time determine, within the Board's guidelines.

18.2 A statement of income and expenditure for the year and a balance sheet shall be prepared and audited at the end of each financial year and shall be submitted to the Annual General Meeting of the Club for approval and adoption.

19. Payments to Members

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by an organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included into any document replacing this Constitution.

20. Common Seal

The Common Seal shall not be affixed to any deed or document except by order of the Signatories appointed by the Board at the first meeting after the Annual General Meeting. Every deed or other document to which the common seal has been affixed shall be signed by the Board Chairman and the Secretary of the Board.

21. Amendment of the Constitution

21.1 This Constitution may be added to, altered or rescinded, but only by a two-thirds vote of the members present and entitled to vote at an Annual General Meeting or Special General Meeting called for the purpose, notice of the purport or general nature of which proposed addition, alteration or rescission shall have been given in writing or by advertisement in the manner provided by clause 13.3 hereof, but such general meeting shall have power to amend any proposal referred to in such notice or made at the meeting.

21.2 No addition to or alteration of Clauses 19, 21 or 22 shall be approved without the approval of the Inland Revenue. 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 Constitution.

22. Winding Up / Dissolution

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other non-profit sporting organisation or body having objects similar to the objects of this Club, within New Zealand.

23. Privacy

It shall be a condition of membership of the Club that each member shall provide the personal information requested of them as per the Club's Membership Form. This information is for Club use only.

24. Matters Not Provided For

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