



Constitution of The Auckland Mustang Owners Club Incorporated

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Appendix Compliance with s26 of Incorporated Societies Act 2022. (The attached table is provided for reference only, to confirm compliance and is not part of the Constitution)

1.0 INTRODUCTORY RULES

1.1 Name

The name of the society is The Auckland Mustang Owners Club Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**President**' means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Vice President**' means the **Officer** elected or appointed to deputise in the absence of the **President**.

'**General Meeting**' means either a **Special General Meeting** or an **Annual General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means;

1. the **Society's** performance of its activities or exercise of its powers; or
2. An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'**Member**' means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

'**Mustang Vehicle**' refers to the Ford car developed in 1964 and includes all subsequent models.

'**Notice**' to **Members** includes any **Notice** given by email, post, or courier.

‘Officer’ means a natural person who is:

- a **Member** of the **Committee**, or
- Occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or **Treasurer**.

‘Register of Members’ means the **Register of Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Officer** responsible for the **Matters** specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Sub-Committee’ means a group of people assigned to focus on a particular task or area, such as events, rule changes, conventions and suchlike. A **Sub-Committee** generally makes recommendations to the **Committee** for decision but can be tasked with overall responsibility. The number of people involved depends on the event.

‘Treasurer’ means the **Officer** responsible for the financial **Matters** specifically noted in this **Constitution**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4 Purposes

The primary purposes of the **Society** are to;

- Promote the ownership, maintenance, and use of the Mustang motor Car for the benefits of the owners, Club **Members** and the general public.
- Promote friendship and courtesy on the road socially and in competition between **Members** of the Club.
- Promote and encourage social activities, including other motoring organisations or clubs.
- Conduct meetings and Club Nights/workshops whereby **Members** may obtain knowledge enabling them to become better drivers and to maintain their cars to a high standard of efficiency.
- To render technical assistance to **Members** when or if required.
- Encourage and participate in Local and National Mustang Conventions and other related car events.
- Be affiliated with other National motoring associations and maintain and encourage international connections.

The **Society** must not operate for the purpose of, or with the effect of;

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or having capital that is divided into shares or stock held by its **Members**; or
- Holding, property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**;

- engages in trade,
- pays a **Member** for **Matters** that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**;
 - a) is a not-for-profit entity, and
 - b) is affiliated or closely related to the **Society**, and
 - c) has the same, or substantially the same, purposes as those of the **Society**,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
- provides benefits to **Members** of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- On removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

1.5 **Act** and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.6 Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies;

- at least 5 **Working Days** before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

1.7 Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society**'s contact person must be:

- At least 18 years of age, and

- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2.0 MEMBERS

2.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

Member:

Members must be Mustang car owners, the owner and partner are classified as one Membership. There shall be one vote for one membership.

Any person who is a financial **Member** of the Club is entitled to hold any office and enjoy the privileges of the Club.

The candidate must fully complete and submit an online Application for Membership and submit the application to the Membership **Officer**, together with the prescribed fee. The candidate shall be given a copy of the Club Rules.

Distinguished Membership:

Membership will be defined as having been a continuous financial **Member** of AMOC for 20 continuous years with allowance for a maximum of one 18 month break in your club membership during that 20 year period. If such a break in membership should occur, then the period of this break will be added to the 20 year period (example - 12 month break in membership - recognition occurs after 21 years with the club) All existing rights, privileges and rights of a **Member** shall apply to Distinguished **Members**.

Distinguished **Members** will be presented with a Distinguished **Members** name badge at the **Annual General Meeting** in the year that they achieve the status or, if the club management **Committee** decide it would be more appropriate, at a subsequent meeting or event to be held within 30 days following the **Annual General Meeting**. Furthermore, it is agreed that achieving this status will enable the **Member** to a 20% discount on their annual subscription each year. This discount will increase progressively upon completing;

- 25 years - 25% discount.
- 30 years - 30% discount.
- 35 years - 35% discount.
- 40 years - 40% discount.

45 years - 45% discount.
50 years and beyond - free membership

Life Membership:

Life Membership shall be of person/s that have (in the opinion of the Club) attained distinction and have completed fifteen years membership in the Auckland Mustang Owners Club.

Any Distinguished, **Member**, Associate, their partners, or both, can be nominated by any Distinguished **Member**, Associate or Life **Members**, the nomination seconded by at least one **Member**, Distinguished **Member**, Associate or Life **Member**.

Nominations shall be forwarded in writing to the Club **Secretary**, no later than (4) months prior to the **Annual General Meeting** and must include the nominator's reasons for putting forward the candidate/s for consideration with relevant supporting information of the nominee's attainment of the minimum service requirements and examples of meeting the criteria.

A Life Membership nomination cannot be nominated or seconded by an immediate family **Member**.

In the event that the nominee is serving on the Clubs Management **Committee** at the time of nomination, the nominee and any immediate family who may be serving on the Clubs Management **Committee** concurrently must be disqualified from any deliberation on the nomination.

A simple majority or quorum of the club management **Committee** is sufficient for the nomination/s to be pursued. At this time the club management **Committee** shall appoint a sub- **Committee** to further research the nomination/s and report back to the Club Management **Committee** within 30 days of their appointment with a written background report.

The **Sub-Committee** will consist of no less than 4 **Members** and no more than 5 **Members** including the Club **President** and/or Club **Vice President**, Club **Secretary**, Life **Member**, and 1 existing Distinguished **Member** selected by the **Sub-Committee** Upon receipt of the **Sub-Committee's** written report, in the event that the Club Management **Committee** believes the nomination/s are worthy of bestowing Life Membership on a Person or Persons, a $\frac{3}{4}$ majority of the Club Management **Committee** is required to formalise the nomination.

The nomination including the **Sub-Committee's** report to the Club Management **Committee** will be circulated to the Club Membership with the **Notice of Annual General Meeting** or **Special General Meeting** at which the nomination/s will be presented for ratification.

The Club Management **Committee** will present the nomination to the **Annual General Meeting** or **Special General Meeting** for the final ratification vote of the membership. Voting will be carried out by written ballot, counted by two Returning **Officers** appointed by the Management **Committee** prior to the **Annual General Meeting** or **Special General Meeting**. Both Returning **Officers** must be financial **Members** of the Auckland Mustang Owners Club, who are not **Members** of the Club Management **Committee**. The outcome of the vote will be announced, not the actual tally of votes. Life **Members** will be presented with a Life **Members** name badge at a subsequent meeting or event to be held within 60 days of the **Annual General Meeting**.

Life **Members** shall be exempt from an annual subscription fee and retain the right

to vote at any meeting of the Club and to hold Office.

Associate Membership:

A person who does not own a Ford Mustang.

Any person may join as an Associate **Member** by nomination from a **Member**. The Associate **Member** and partner shall have the same voting rights as set out for a **Member**, be entitled to hold any Office, be able to participate in all Club events and must abide by the Club rules.

Associate **Members** will make up no more than 10% of the total membership.

Honorary Membership:

The Club will be responsible for the nomination and election of persons to the Honorary Membership.

Honorary **Members** shall be exempt from all annual subscription fees. They shall have no right to vote at any meeting of the Club.

Honorary Membership shall be for a period up to the next AGM, where the person can be nominated for a further period.

Event Membership:

An approved person may participate in any AMOC event on payment of a levy set by the Management **Committee**.

2.3 Becoming a member

2.3.1 Consent

Every applicant for membership must consent in writing to becoming a **Member**. Consent is implied by the completion and **Committee** approval of the application form for membership by the applicant.

2.3.2 Process

An applicant for membership must complete and sign any application form or submit online, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**. An applicant will be asked to supply information about their **Mustang Vehicle/s**; this information is noted on the application form.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision.)

The signed written consent, or electronic application, of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

2.4 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address, a telephone number, and details and photo about the **Mustang Vehicles** they own) **Members** shall promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society**

activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

- The **Committee** may decide what access or use **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.
- Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

2.5 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by the **Committee**.

An Annual Subscription fee is payable by all new **Members** at the time of their application or on acceptance of the application by the **Committee**, to join the **Society**. If a **Member** joins the **Society** after 1 December in any year, the full Annual Subscription fee is payable but they will get the next year free as well.

Annual Renewal Subscription fees for existing **Members** are to have payment terms thirty (30) days from the date of the invoice.

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior **Notice** to that **Member**).

The **Committee** may also require any **Member** of the **Society** to pay one-off fee for events, activities or similar, as determined from time to time by a majority resolution of the **Committee**.

2.6 Ceasing to be a member

A **Member** ceases to be a **Member**;

- by resignation from that **Member's** class of membership by written **Notice** signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where;
In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
- If false or inaccurate statements are made in any **Member** application for membership of the club

With effect from (as applicable);

- the date of receipt of the **Member's Notice** of resignation by the **Committee** (or any subsequent date stated in the **Notice** of resignation), or

- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

2.6.1 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**;

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- Shall cease to be entitled to any of the rights of a **Society Member**.

2.7 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

3.0 GENERAL MEETINGS

3.1 Procedures for all general meetings

The **Committee** shall give all **Members** at least seven (7) **Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend, speak and vote at **General Meetings**;

- in person, or
- by a signed original written proxy (an email being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

An attendance register will be kept to record **Member** attendance at the **General Meetings**.

There will be no permanent apologies. An apology must be notified to a person who is attending the **General Meeting**. In a situation where a **Member** is going to be unavailable to attend **General Meetings** for a period of time due to work or to being away from the greater Auckland area or overseas, an apology will be accepted for that period of time.

No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may;
 - a) with the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - b) direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - c) in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving **Notice** to the **Secretary** or **Committee** at least 1 **Calendar Month** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If **Notice** of the motion is given to the **Secretary** or **Committee** before written **Notice** of the

General Meeting is given to **Members**, **Notice** of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2 Minutes

The **Society** must keep minutes of all **General Meetings**. Once corrections are complete, the chair asks for a motion to approve the minutes. Another **Member** seconds the motion, and the chair calls for a vote. The approval of meeting minutes goes through with a majority vote.

The **Secretary** notes in the current meeting minutes that the **Members** approved minutes from the previous meeting.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply. An **Annual General Meeting** shall be held once a year following 31st March.

The **Annual General Meeting** must be held no later than the earlier of the following and with seven (7) clear days' **Notice**;

- 6 months after the balance date of the **Society**.
- 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

An attendance register will be kept to record **Member** attendance at the **Annual General Meeting**

There will be no permanent apologies. An apology must be notified to a person who is attending the **Annual General Meeting**.

The business of an **Annual General Meeting** shall be to;

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- consider any motions, submitted one calendar month before, and distributed to **Members** by **Secretary** two weeks prior with **Notice** of the **Meeting**, and
- consider any general business.
- Appoint **Officers** to the **Committee**.
- Presentation of club trophies and awards.

The **Committee** must, at each **Annual General Meeting**, present the following information;

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- **Notice** of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the **Matters**, or types of **Matters**, to which those

disclosures relate).

3.5 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution. Seven (7) clear days' **Notice** must be given.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

An attendance register will be kept to record **Member** attendance at the **Special General Meeting**

There will be no permanent apologies. An apology must be notified to a person who is attending the **Special General Meeting**.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

4.0 COMMITTEE

4.1 Committee composition

The **Committee** will consist of no more than 12 and a minimum of 3 **Officers**. The **Officers** on the **Committee** must be;

- **Members** of the **Society**.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

The **Committee** may from time to time make and amend regulations, bylaws and policies for the conduct and control of the **Society's** activities, provide such regulations, bylaws and policies are consistent with the **Act** or this **Constitution**.

4.4 Sub-committees

The **Committee** may appoint **Sub-Committee**s consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**;

- the quorum of every **Sub-Committee** is half the members of the **Sub-Committee** but not less than 2,
- no **Sub-Committee** shall have power to co-opt additional members,
- a **Sub-Committee** must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- a **Sub-Committee** must not further delegate any of its powers.

4.5 General matters: Committees

The **Committee** and any **Sub-Committee** may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or **Sub-Committee** meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

4.6 Committee meetings

4.6.1 Procedure

The quorum for **Committee** meetings is at least fifty percent (50%) of the number of members of the **Committee**.

A meeting of the **Committee** may be held either;

- a) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

In the absence of the **President** or **Vice President** the members of the **Committee** shall elect one of their number as acting chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure. Miss 3 meetings in a row without reasonable excuse declare vacant.

4.6.2 Frequency

The **Committee** shall meet at least once every three months (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days' Notice** of **Committee** meetings, but in cases of urgency a shorter period of **Notice** shall suffice.

5.0 OFFICERS

5.1 Qualifications of officers

Every **Officer** must be a natural person who;

- has consented in writing to be an **Officer** of the **Society**, and
- Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely;

1. A person who is under 16 years of age.
2. A person who is an undischarged bankrupt.
3. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005.
5. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years;
 - a. an offence under subpart 6 of Part 4 of the **Act**, or
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961), or
 - c. an offence under section 143B of the Tax Administration Act 1994, or
 - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3), or
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
6. A person subject to:
 - a. a banning order under subpart 7 of Part 4 of the **Act**, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. A person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

5.2 Officers' duties

At all times each **Officer**:

1. Shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. Must exercise all powers for a proper purpose,
3. Must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,

4. When exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - The nature of the **Society**,
 - The nature of the decision, and
 - The position of the **Officer** and the nature of the responsibilities undertaken by him or her.
5. Must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

5.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. At least **2 Weeks** before the date of the **Annual General Meeting**, the **Society** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Society** by or on behalf of each nominee, in support of the nomination.
2. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above) may stand for election and vote in elections.
3. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
4. Votes shall be cast in such a manner as the **President** of the **Annual General Meeting** shall determine.
5. Two **Members** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
6. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
7. In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
8. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above).

5.4 Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

5.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**:

- The **Officer** has brought the **Society** into disrepute.
- There has been irrevocable differences between the **Officer** and the other **Officers** of the **Committee**.
- The **Officer** has falsely represented that they meet the qualifications to be an **Officer** of the **Committee**.
- Death
- Becomes mentally unsound; is declared bankrupt, refuses to act or fails to exercise his or her rights, powers or duties as an **Officer** in accordance with the **Constitution**. Ceases to qualify as an **Officer** under this **Constitution**. Engages in conduct that the committee by two third majority determines in its absolute discretion is or is likely to be damaging to the reputation or integrity of the **Society**, ceases to collaborate, cooperate or work well with the **Officers** in order to achieve the objects of the **Society** or otherwise hinders the effective management and operation of the **Society**.

The **Officers** of the **Society** may by majority decision determine in their absolute discretion to terminate the appointment of the **Officer** with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

5.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by **Notice** in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 28 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

5.7 Conflicts of interest

An **Officer** or member of a **Sub-Committee** who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);

1. to the **Committee** and or **Sub-Committee**, and
2. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a **Sub-Committee** becomes aware that they are interested in the **Matter**.

An **Officer** or member of a **Sub-Committee** who is an **Interested Member** regarding a **Matter**;

1. must not vote or take part in the decision of the **Committee** and/or sub- committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or **Sub-Committee** relating to the **Matter** and be present at the time of the decision of the **Committee** and/or **Sub-Committee** (unless the **Committee** and/or sub-

committee decides otherwise).

However, an **Officer** or member of a **Sub-Committee** who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a **Sub-Committee** are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

5.8 Committee Membership

5.8.1 Management Committee

Management of the club shall be vested in the Management Committee elected by the members at the **Annual General Meeting**. The Management Committee of the club shall consist of the following: the **President**; the **Vice President**; the **Secretary**; the **Treasurer**; the Public Relations **Officer**, the Membership Services **Officer**, the Club Captain and five committee members.

A person shall cease to be a member of the Management Committee at the conclusion of the **Annual General Meeting**, which follows his/her election but will still be eligible for re-election.

6.0 RECORDS

6.1 Register of Members

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include;

- their name, and
- the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- their contact details, including;
 - a) a physical address or an electronic address, and
 - b) a telephone number.

The register will also include each **Member's**;

- postal address,
- e-mail address (if any),
- whether the **Member** is financial or unfinancial,
- details and photo of the car(s) and registration number(s).

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record;

- the former **Member's** name, and
- the date the former **Member** ceased to be a **Member**.

6.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any **Sub-Committee**.

6.3 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request;

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if;

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the **Society**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such **Matters** under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**;

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

7.0 FINANCES

7.1 Control and management

The funds and property of the **Society** shall be;

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 3 **Working Days** of receipt. The funds of the **Society** shall be banked in the name of the **Society**.

The bank accounts shall be operated by the **Treasurer** and two other members of the **Committee** who will be called the **Bank Signatories**. They will have the ability to bank funds or set up accounts for payment in the bank accounts.

Two **Bank Signatories** are required to approve payments, withdraw funds, make/amend term deposits, or change bank signatories.

No **Committee Member** or **Member** shall incur any expense or dispense of any funds or render the **Society** liable for any obligation (for example, approval of a quote) which has not first been authorised by the **Committee**.

Accounts paid or for payment over \$250.00 shall be submitted to the **Secretary** for payment authorisation. In the event of conflict of interest one other **Committee Member** can approve.

The **Committee** must ensure that there are kept at all times accounting records that;

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records. As such, the **Treasurer** will maintain the accounting records on a day to day basis. The accounting records and year-end financial statements will be subject to a **Review** by a suitably qualified person annually, and reported upon initially to the **Committee** and then to the **Annual General Meeting**.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

The **Annual General Meeting** of the **Society** each year may, or if required by statute

shall, appoint a member of the of Chartered Accountants Australia and New Zealand, who can be a **Member** to conduct a financial review or audit of the financial accounts of the club, and if such person is unable to act, the **Committee** shall appoint a replacement.

The Auditor/s, or those undertaking a financial review, shall examine and audit/ review all books and accounts of the **Society** annually, and have power to call for all books, papers, accounts, receipts and electronic financial records etc., of the **Society** and report thereon to the **Annual General Meeting**.

7.2 Other Powers

In addition to its statutory powers, the **Society**:

- May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate.
- May invest in any investment in which a trustee may lawfully invest.

7.3 Indemnity

Officers and Employees are indemnified by the **Society** from and against all losses and expenses incurred by them in or about the proper discharge of their respective duties, except such as may happen from their actions which are criminal, dishonest, fraudulent, malicious or willfully or intentionally negligent.

Every **Member** taking part in the **Society's** Committee organised activities shall do so entirely at their own risk.

7.4 Insurance

Officers of the **Committee** and Employees must cause the **Society** to effect insurance for current **Officers** and Employees in respect of liability for any act or omission or costs incurred or any other risk that the **Committee** may determine should be insured against including public liability and material damage insurances.

7.5 Balance Date

The **Society's** financial year shall commence on 01 April of each year and end on 31 March (the latter date being the **Society's** balance date).

8.0 DISPUTE RESOLUTION

8.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons;

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations;

1. a **Member** or an **Officer** has engaged in misconduct,
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**,
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**,
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a **Notice** in writing that;

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that;

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. Sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

8.2 How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a **Notice** in writing that;
 - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that;
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under sub clause (1.2) or (2.2) must be sufficient to ensure

that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

8.3 Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint;
 - a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if;
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

8.4 Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

8.5 **Society** may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if;

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. That a **Member** or an **Officer** has engaged in material misconduct;
 - b. That a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - c. That a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the **Matter**; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

8.6 **Society** may refer complaint

1. The **Society** may refer a complaint to;
 - a. a **Sub-Committee** or an external person to investigate and report; or
 - b. a **Sub-Committee**, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be;

- Impartial; or
- Able to consider the **Matter** without a predetermined view.

9.0 LIQUIDATION AND REMOVAL FROM THE REGISTER

9.1 Resolving to put **Society** into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written **Notice** to all **Members** of the **Special General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

9.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **Special General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

9.3 Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**,

its surplus assets — after payment of all debts, costs and liabilities — shall be vested in some other organisation or body having objects similar to the objects of this **Society** and /or to some other charitable organisation or purpose within New Zealand.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

10.0 ALTERATIONS TO THE CONSTITUTION

10.1 Amending this **Constitution**

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at an **Annual General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least **1 calendar month** before the **Annual General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **2 weeks** before the **Annual General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** **Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by an **Annual General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.