



# Constitution of The North Shore Branch, Vintage Car Club of New Zealand Incorporated.

**Inc Soc no: 224102**

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## Constitution of North Shore Branch, Vintage Car Club of New Zealand Incorporated 224102

The former Rules of North Shore Branch, Vintage Car Club of New Zealand Incorporated as dated August 2022 are hereby repealed and are replaced by the following;

### 1. DEFINITIONS

1.1 “ACT” means the Incorporated Societies Act (2022), its regulations and any subsequent amendments.

1.2 “BRANCH” means the independent incorporated society, affiliated to the Club, to which this Constitution applies, called the North Shore Branch, Vintage Car Club of New Zealand Incorporated and also known as The North Shore Vintage and Classic Car Club.

1.3 “BRANCH BY-LAWS” means the regulations that are agreed by the Branch Committee that shall govern Branch Members in addition to the Branch Constitution.

1.4 “BRANCH COMMITTEE” means those Branch Officers from time to time elected, appointed or co-opted as such that for the time being constitute the Branch Committee.

1.5 “BRANCH LEVY” means that amount, as may be determined from time to time by the Branch, that shall be payable to the Branch annually by each Branch Member, and which may vary in accordance with the applicable class of membership of the Club.

1.6 "BRANCH MEMBERS" means those Club Members assigned to the Branch.

1.7 "BRANCH OFFICER" means any Branch Member elected or appointed as such at any Annual General Meeting of the Branch, and any other Branch Member or person as may from time to time be appointed or co-opted as such by the Branch Committee.

1.8 "BRANCH CONSTITUTION" means the Constitution of the Branch as set out herein.

1.9 "BRANCH SECRETARY" and "BRANCH TREASURER" mean the Secretary of the Branch or the Treasurer of the Branch respectively, as elected for the time being to that position on the Branch Committee.

1.10 "CLUB" means "The Vintage Car Club of New Zealand Incorporated", recognised as The Historic Vehicle Authority of New Zealand.

1.11 "CLUB MEMBERS" means Members of the Club as may from time to time be determined by the Club.

1.12 "CLUB CONSTITUTION" means the Constitution of The Vintage Car Club of New Zealand Incorporated

1.13 "CLUB SECRETARY/TREASURER" means the Honorary Secretary/Treasurer of the Club.

1.14 "CONTACT ADDRESS" means physical or electronic address.

1.15 "GENERAL MEETING" means any Annual General Meeting or Special General Meeting.

1.16 "MAJOR ASSET" means an asset or financial commitment that has a cost or value in excess of \$50,000, or such other amount as shall be agreed at an annual general meeting of the Branch.

1.17 "MEMBERSHIP SUBSCRIPTION" means that amount, as determined from time to time by the National Committee, that shall be payable to the Club annually for each class of Club Member.

1.18 "NATIONAL COMMITTEE" means the National Committee of the Club as defined by the Constitution of the Club, being the governing body of the Club.

1.19 "NOTICE" or "WRITTEN NOTIFICATION" means communication by post or electronic means, including email, and any entitlement to a copy of Club Constitution, Club By-Laws, Branch Constitution or Branch By-Laws may be provided in written or electronic form.

1.20 "PROPERTY" means all property, both real and personal, in the widest sense of the term.

1.21 "PURPOSES" means the essential purpose and principles, set out in section 4 of this Branch Constitution, which govern the operation of the Branch.

1.22 "VEHICLES" means all vehicles in the categories, and of such age, as are catered for by the Club.

1.23 "WORKING DAYS" means business days excluding Saturdays and Sundays, New Zealand (national) public holidays and all days between Boxing Day and the day after New Year's Day.

## **2. NAME**

2.1 The name of the Branch is North Shore Branch, Vintage Car Club of New Zealand Incorporated also known as The North Shore Vintage and Classic Car Club.

2.2 The Branch is constituted by resolution dated 25 May 1973.

## **3. CHARITABLE STATUS**

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

#### **4. PURPOSES**

The Purposes of the Branch are;

- 4.1 To exist as an incorporated society affiliated to the Club.
- 4.2 To foster interest in, and engage in, the preservation, restoration, maintenance and use of Vehicles as are catered for by the Club from time to time.
- 4.3 To obtain and conserve historical records concerning such Vehicles or concerning any aspects of motoring in New Zealand.
- 4.4 To assist Branch Members to obtain and maintain such Vehicles and to this end to assist by providing Branch Members with such information, literature and other assistance by such means as the Branch Committee may from time to time determine.
- 4.5 To foster among Club Members a custom of mutual voluntary assistance to enhance the degree of preservation and maintenance of Vehicles.
- 4.6 To foster liaison and reciprocal relations with organisations within New Zealand and overseas that have purposes that are similar to, or compatible with, those of the Branch.
- 4.7 To encourage such meetings, lectures, discussions, workshops and social functions as may benefit Club Members through the interchange of ideas and knowledge.
- 4.8 To foster road courtesy and safe driving.
- 4.9 To cooperate with central and local government authorities so as to protect and advance the Purposes of the Club and to facilitate a greater appreciation of those Purposes by the authorities and the general public.
- 4.10 To promote the importance and value of historic Vehicles, their heritage and the significance of their contribution to the development of our nation, to strive to ensure that appropriate legislative provisions remain in effect that will enable the use of these Vehicles on all public roads within New Zealand, and to determine and adopt any further object that enhances these Purposes .
- 4.11 To publish a regular Branch newsletter, and to distribute a copy of each issue to every Branch Member, and to the Club's national office.
- 4.12 Pecuniary gain is not a purpose or Purpose of the Branch. Any income or advantage must be used to benefit the Branch in fulfilling its Purposes.

#### **5. ACT AND REGULATIONS**

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

#### **6. REGISTERED OFFICE**

- 6.1 The Registered Office of the Branch is 40 Masons Road, Albany, Auckland, Post Code 0632 or at such other place as the Branch Committee may from time to time determine.
- 6.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
  - (a) at least 5 working days before the change of address for the registered office is due to take effect.
  - (b) in a form and as required by the Act.

#### **7. CONTACT PERSON**

- 7.1 The Branch shall have 1 contact person whom the Registrar can contact when needed.
- 7.2 The Branch's contact person must be:

At least 18 years of age, and  
Ordinarily resident in New Zealand.

7.3 The Branch Secretary shall act as the contact officer for the Incorporated Societies Registrar.

7.4 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.

7.5 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 Branch becoming aware of the change.

## **8. MINIMUM NUMBER OF MEMBERS**

8.1 The Branch shall maintain the minimum number of Members required by the Act.

## **9. TYPES OF MEMBERS**

9.1 Membership of the Branch shall consist of those Club Members that are defined as Branch Members in this Branch Constitution.

9.2 Each Financial Branch Member and Branch Member shall be entitled to all of the rights and privileges of Club Members.

9.3 The membership of the Club shall comprise of individuals who agree with the Purposes of the Club and whom the Club accepts as its Members by the determination of its respective branches, and approves as its Members by resolution of the National Committee, (called "Members"). By applying to become a Member, an individual consents to becoming a Member of the Club and the appropriate Branch.

a) Members - any person interested in furthering the interests of the Club.

b) Joint Member - The spouse (or partner) of a Member, or a dependent child of a Member, up to twenty-one (21) years of age inclusive, residing with that Member or temporarily residing away from home

c) Junior Membership – Any Member twenty one (21) years of age or younger who does not fall under the category of 'Joint Member', who shall pay 50% of the current Annual Subscription and 50% of any applicable Branch Levy.

d) Distinguished Member of the North Shore Branch – Any Member who shall have rendered the Branch outstanding service, which in the opinion of the Branch is such that a Member merits the conferment of the status of Distinguished Membership. (*Refer By-laws*)

## **10. BECOMING A MEMBER: CONSENT**

10.1 Every applicant for membership must consent to becoming a Member of the Club.

## **11. BECOMING A MEMBER: PROCESS**

11.1 Any application for membership must be made in accordance with the procedure for the time being set down in the Club Constitution and as more specifically described in the Club By-laws and as set down in any Branch By-law.

11.2 Any person who agrees with the Purposes of The Vintage Car Club of New Zealand Incorporated and who pays their Membership Subscription and Branch Levy and any other applicable fees as set out in the By-Laws will, subject to the approval of the Branch Committee, become a Branch Member.

11.3 The Branch must advise the applicant of its decision.

11.4 The consent of every Member to become a Branch Member shall be retained in the Club's membership records.

## **12. MEMBERS OBLIGATIONS AND RIGHTS**

12.1 Every Member shall provide the Branch in writing with that Member's name and contact details (namely, physical and electronic address and a telephone number) and promptly advise the Branch in writing of any changes to those details.

12.2 All Members shall do nothing to bring the Branch or Club into disrepute.

12.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Branch's premises, facilities, equipment and other property, and participating in Branch activities) if all subscriptions and any other fees have been paid to the Branch by their respective due dates, but no Member or Life Member is liable for an obligation of the Branch by reason only of being a Member.

12.4 Each Branch Member shall be entitled to all of the rights and privileges of Club Members.

12.5 Each applicant that is accepted to membership of the Branch shall be entitled to a copy of the Branch Constitution and the Branch By-laws.

12.6 Each Branch Member shall be held to consent to and be bound by the Constitution Rules of the Branch and any policies, procedures, directions or decisions as may be determined by the Branch.

12.7 An up-to-date copy of the Branch Constitution and the Branch By-laws must be supplied to Members on request.

## **13. SUBSCRIPTIONS AND FEES**

13.1 The annual Branch Levy and any other fees for Branch membership for the then current financial year shall be set by resolution of the Branch Annual General Meeting.

13.2 All Members shall pay an Annual Subscription to the Club by a date determined by the National Committee (refer to Club By-laws). The amount of the Annual Subscription, the Annual Joint Subscription, and the Initial Annual Subscription for prospective Members shall be determined from time to time by the National Committee. Each Branch shall determine the annual Branch Levy or Branch Joint Levy payable by its Members and the nature and amount of any incidental fee that may be incurred

13.3 Any Member failing to pay the annual subscription or any levy, within 1 calendar month 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 Club or Branch activity or to access or use the Club's or Branch's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 1 calendar month of the due date for payment of the subscription, any other fees, or levy the National Committee may terminate the Member's membership (without being required to give prior notice to that Member).

## **14. CEASING TO BE A BRANCH MEMBER**

14.1 Any Club Member shall cease to be a Branch Member if either;

(a) He or she has been allocated to another branch of the Club following written application to the Club Secretary/Treasurer, and upon completion of the prescribed form or procedure as may from time to time be determined by the Club, or

(b) by resignation from that Member's class of membership by way of notice by that Member to the National Committee, or to the Branch Secretary, or

- (c) on termination of a Member's membership following a dispute resolution process under this Constitution or By-laws of the Branch, or the Constitution or By-laws of the Club, or
- (d) on death, or
- (e) by resolution of the National Committee where the Member has failed to pay a subscription, levy or other amount due to the Branch in accordance with clause 13.3.

with effect from —

- (i) the date of receipt of the Member's notice of resignation by the National or Branch Committee (or any subsequent date stated in the notice of resignation), or
- (ii) the date of termination of the Member's membership under this Constitution, or
- (iii) the date of death of the Member, or
- (iv) the date specified in a resolution of the National Committee and when a Member's membership has been terminated the National Committee shall promptly notify the former Member in writing.

14.2 Cessation of Club Membership or Branch Membership may not discharge a former Club Member or Branch Member from liability for payment of any monies owed by that former Member to the Club or to the Branch.

## **15. PROCEDURES FOR ALL GENERAL MEETINGS**

15.1 Each Branch Member shall be given no less than 14 days Notice of the date, time and place of any annual general meeting or Special General Meeting being called, the items on the agenda for such meeting, the wording of any notice of motion that is proposed to be tabled for discussion, and the Branch Committee's recommendations about those motions.

15.2 That Notice will be addressed to the Member at the contact address notified to the Branch and recorded in the Branch'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. Notice shall be deemed to have been given if such Notice has been sent to the member at their last notified contact address.

15.3 Five days prior to an Annual General Meeting the list of nominees for Branch Officers will be sent to all recorded electronic addresses.

15.4 Only Financial Members may attend, speak and vote at General Meetings in person

15.5 The quorum for a General Meeting of the Branch shall be 15 percent of the current number of Branch Members and shall include sufficient Branch Members who would constitute a quorum of the Branch Committee.

15.6 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Branch Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Branch, and if at such adjourned meeting a quorum is not present those Branch Members present in person shall be deemed to constitute a sufficient quorum. All Branch Members shall be given 7 days notice of the adjourned meeting and a copy of the proposed Notice of Motion.

15.7 At any meeting except a Branch Committee meeting, as defined by this Branch Constitution, each Branch Member personally present shall be entitled to one vote on any motion that is put to the meeting, excepting that in the event of a tied vote by show of hands or secret ballot on any matter, the Chairperson shall have a casting vote, which shall be for the status quo.

15.8 Voting on any motion that is put to a General Meeting shall, at the discretion of the Chairperson of that meeting, be conducted by show of hands or by voice, providing that any vote that is conducted by voice alone shall be confirmed by show of hands if any Branch Member personally present so requests, and providing that where at least 15 percent of Branch Members personally

present so request, the voting on any matter shall be carried out by secret ballot. The procedure for a secret ballot is as set out in clauses 25.3 and 25.4.

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

15.10 All General Meetings of the Branch will be chaired by the Chairperson if present. If the chairperson is absent, the Vice Chairperson shall chair the meeting, if present. If both the Chairperson and the Vice Chairperson are absent, the attending Branch Members will appoint another Branch Committee Member to chair the meeting.

15.11 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.

15.12 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 Branch Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

15.13 The Annual General Meeting must be held no later than the earlier of the following—

- (a) 6 months after the balance date of the Branch
- (b) 15 months after the previous annual meeting,
- (c) usually on the second Wednesday of June.

15.14 The business of the Annual General Meeting shall be:

- (a) To confirm the minutes of a previous meeting or meetings as appropriate
- (b) To accept the Chairperson's report on the business of the Branch
- (c) To accept the Branch Treasurer's report on the finances of the Branch and the annual financial statements
- (d) To elect Branch Members to the Branch Committee
- (e) To approve the appointment of the reviewer or auditor of the financial statements of the Branch
- (f) To approve the appointment of the Honorary solicitor
- (g) To consider the financial limit that constitutes a Major Asset
- (h) To establish the Branch Levy
- (i) To consider motions proposed, and
- (j) General business

15.15 The Branch Committee must, at each Annual General Meeting, present the following information—

- (a) an annual report on the operation and affairs of the Branch during the most recently completed accounting period,
- (b) the annual financial statements for that period.
- (c) 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).

15.16 Special General Meetings

- (a) Special General Meetings of the Branch may be called as deemed ~~expedient~~ necessary by the Branch Committee.
- (b) The Branch Committee must call a Special General Meeting if it receives a written request signed by no less than five percent of Members.
- (c) The names and signatures of the Branch Members who called the Special General Meeting must appear on such request together with details of the item or items that those Branch Members wish to have notified on the agenda for discussion, and the wording of any notice of motion that is proposed to be tabled for discussion at such Special General Meeting.
- (d) A Special General Meeting shall only consider and deal with the business specified in the agenda.



15.17 No Branch Member shall introduce as a guest at any Branch Committee Meeting, Sub-Committee Meeting, Annual General Meeting or Special General Meeting of the Branch, any person who, for the time being, has had his or her membership of the Club suspended, has been required to resign, has been expelled from the Club or has otherwise ceased to be a Club Member as a result of non-compliance with the Club Constitution, the Club By-laws, the Branch Constitution or the Branch By-laws.

## **16. MINUTES**

16.1 The Branch must keep minutes of all General Meetings.

## **17. BRANCH COMMITTEE COMPOSITION AND PROCEDURES**

17.1 The Branch Committee will consist of

- a) Chairperson
- b) Branch Secretary
- c) Branch Treasurer
- d) Club Captain
- e) Branch Delegate
- f) A maximum of 7 other Members

17.2 At, usually, the first Branch Committee meeting after the AGM, the members of the Branch Committee shall elect a Vice-Chairperson, who shall deputise for the Chairperson if they are absent.

17.3 All members of the Branch Committee shall comply with clause 22 Qualifications of Officers.

17.4 The Branch Committee may none the less from time to time appoint any person as a salaried officer to perform some or all of the duties of either the Branch Secretary or the Branch Treasurer, or both of those offices, and to perform such other additional duties as it may determine.

17.5 Any Branch Secretary or Branch Treasurer who is a contracted appointee of the Branch shall have no voting rights at any meeting of Branch Members or of the Branch Committee and may be substituted on the Branch Committee by one additional Branch Officer who shall be a Branch Member who meets the criterion set down in clause 17.3

17.6 If the Delegate is also a duly elected Officer (Chairman, Secretary, Treasurer, Club Captain) they may be substituted on the Branch Committee by one additional Branch Officer, who shall be a Branch Member who meets the criterion set down in clause 17.3

17.7 The Branch Committee shall have the power to appoint or co-opt any person to fill any Branch Officer vacancy that may arise providing that such vacancy, if not filled by a contracted officer appointed in accordance with clause 17.4, shall only be filled by a Branch Member who meets the criterion set down in clause 17.3. Branch Officers appointed or co-opted by the Branch Committee to fill any vacancy may hold office until the next election of a Branch Committee or until such earlier time as the Branch Committee may determine.

17.8 Subject to any direction given by resolution of the Branch Members at an Annual General Meeting or Special General Meeting, the Branch Committee shall be responsible for the entire management of the affairs of the Branch and the control of its Property. The Branch Committee is empowered on behalf of the Branch to do, execute or carry out all of the matters and things that the Branch is authorised to do, execute or carry out and shall so far as is practical conduct the affairs of the Branch in accordance with the Branch Constitution.

17.9 The quorum for a Branch Committee meeting is at least half the Branch Committee Members.

17.10 A meeting of the Branch Committee may be held either—

- (a) by a number of the Members of the Branch Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting

(b) by means of audio, or audio and visual, communication by which all Members of the Branch Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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

17.12. In the event of a tied vote the status quo shall remain. The Chairperson shall have a casting vote, which shall be for the status quo.

## **18. FUNCTIONS OF THE BRANCH COMMITTEE**

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

## **19. POWERS OF THE BRANCH COMMITTEE**

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

19.2 The Branch may purchase, take on lease, hire or otherwise rightfully acquire, upon such terms as it may think fit, any Property, rights or privileges which it deems necessary or convenient to do so, and may erect, maintain, improve or alter any building, premises or work as it may require.

19.3 The Branch may borrow or raise money upon mortgage of any of its Property, or such other obligations or securities of the Branch.

19.4 The Branch may invest or deal with its funds with a financial institution that has a Fitch credit risk rating of no less than grade “BBB”.

19.5 The Branch may sell, lease, exchange, mortgage or otherwise deal with all or any of its Property, subject to compliance with any other clause within this Branch Constitution.

19.6 The Branch may make grants, donations or subsidies in favour of any deserving cause providing such cause has as its principal purpose an objective that is similar to the Purposes of the Branch. Any such grant, donation or subsidy shall be made in accordance with the Branch Constitution.

19.7 The Branch may enter into any contract, arrangement, undertaking or other agreement with any person, firm, company or body, for the furtherance of any of the Branch Purposes.

19.8 The Branch may require Branch Members to pay an annual Branch Levy, the amount of which is to be decided by the membership at a prior annual general meeting or at a Special General Meeting.

19.9 The Branch Committee may, on behalf of the Branch and subject to any appropriate Branch By-law, accept or decline any gift or property to the Branch as it sees fit for the furtherance of any of the Branch Purposes.

## **20. SUB-COMMITTEES**

20.1 The Branch Committee may from time to time, if it deems it expedient to do so, resolve to appoint one or more Sub-Committees consisting of two or more Members of the Branch Committee, it may co-opt onto and subsequently dismiss from any such Sub-Committee any other Branch Member as it may see fit, and it may resolve to disestablish any such Sub-Committee as it may determine.

20.2 Any Sub-Committee as may be appointed shall be charged with the management of specific aspects of the affairs or activities of the Branch as shall be determined and set down by resolution of the Branch Committee.

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

20.4 The quorum of every Sub-Committee shall be at least half the Members of the Sub-Committee but not less than 2,

20.5 No Sub-Committee shall have power to co-opt additional Members,

20.6 A Sub-Committee must not commit the Branch to any financial expenditure without express authority from the Branch Committee

20.7 A Sub-Committee must not further delegate any of its powers.

## **21. COMMITTEES, GENERAL POWERS**

21.1 The Branch 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 Branch Committee or Sub-Committee meeting.

21.2 Other than as prescribed by the Act or this Constitution, the Branch Committee or any Sub-Committee may regulate its proceedings as it thinks fit.

## **22. QUALIFICATIONS OF OFFICERS**

22.1 All Officers of the Branch Committee shall be Financial Branch Members and shall have been Branch members for a period of at least 12 months at the time of being so elected. (Moved from 17.)

22.2 Every Officer must be a natural person who—

- (a) has consented in writing to be an officer of the Branch, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Branch.

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

- (a) a person who is under 16 years of age
- (b) a person who is an undischarged bankrupt
- (c) 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
- (d) a person who is disqualified from being a Member of the governing body of a charitable entity under the Charities Act 2005
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - i) an offence under subpart 6 of Part 4 of the Act
  - ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii) an offence under section 143B of the Tax Administration Act 1994
  - iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- (f) a person subject to:
  - i) a banning order under subpart 7 of Part 4 of the Act, or
  - ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

- iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- iv) 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.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) of the Act 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.

22.4 Prior to election or appointment as an Officer a person must—

- (a) consent in writing to be an Officer.
- (b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Branch's records.

## **23. OFFICERS DUTIES**

23.1 At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Branch,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Branch acting, in a manner that contravenes the Act or this Constitution,
- (d) 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:
  - (i) the nature of the Branch,
  - (ii) the nature of the decision, and
  - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her
- (e) must not agree to the activities of the Branch being carried on in a manner likely to create a substantial risk of serious loss to the Branch or to the Branch's creditors, or cause or allow the activities of the Branch to be carried on in a manner likely to create a substantial risk of serious loss to the Branch or to the Branch's creditors, and
- (f) must not agree to the Branch incurring an obligation unless he or she believes at that time on reasonable grounds that the Branch will be able to perform the obligation when it is required to do so.

## **24. ROLE DESCRIPTIONS**

24.1 The Chairperson of the Branch Committee is responsible for:

- (a) Ensuring that the Branch Constitution and Branch By-laws are followed;
- (b) Convening meetings and establishing whether or not a quorum is present;
- (c) Chairing meetings; deciding who may speak and when;
- (d) Overseeing the operation of the Branch;
- (e) Providing a report on the operations of the Branch at each annual general meeting.

24.2 The Branch Secretary is responsible for:

- (a) Recording the minutes of meetings;
- (b) Keeping a register of Branch Members;
- (c) Holding the Branch's records, documents, and books except those required for the Branch Treasurer's responsibilities;
- (d) Receiving and replying to correspondence as required by the Branch Committee;
- (e) Act as the contact officer for the Incorporated Societies Registrar
- (f) Forwarding the annual financial statements for the Branch to the Registrar of Incorporated Societies upon their approval by Branch Members at an annual general meeting;
- (g) Update and maintenance of the Branch Constitution and Branch By-laws;
- (h) Advising the Registrar of Incorporated Societies of any rule changes.

24.3 The Branch Treasurer is responsible for:

- (a) Keeping proper accounting records of the Branch's financial transactions to allow the Branch's financial position to be readily ascertained;
- (b) Preparing, or having prepared, annual financial statements for presentation at each annual general meeting;
- (c) Providing a financial report at each annual general meeting;
- (d) Providing financial information to the Branch Committee as the Branch Committee determines.
- (e) Monitoring petty cash and parts sales accounts.

24.4 The Branch Delegate is responsible for:

- a) Liaising with and representing the views of the Branch and Branch Committee at meetings with the Regional Representative.
- b) Reflecting the views of the Branch Committee at any conference or meeting of Branch Delegates;
- c) Informing Branch Members of changes proposed, and decisions made, by the National Committee.

## **25. ELECTION OF BRANCH COMMITTEE**

25.1 The election of the Branch Committee shall be carried out at each annual general meeting of the Branch, with nominations for each position on the Branch Committee being considered in turn, in the order in which those positions are listed in clause 17.1 of this Branch Constitution.

25.2 Election to all positions on the Branch Committee shall be conducted by secret ballot, including where there is only one nominee for any specific position.

25.3 To conduct a secret ballot no less than two Branch Members personally present shall be appointed to serve as scrutineers in the counting of votes cast. Each such scrutineer shall be neither an aspiring nominee for any position being voted on nor an outgoing holder of any position being voted on.

25.4 The successful nominee(s) in any secret ballot that is conducted, but NOT the number of votes cast for each nominee, shall be announced to the meeting by one of the scrutineers, together with the number of informal votes cast if any. The scrutineers shall deem informal any vote cast that does not show clear intent. On acceptance of the result by the Chairperson the ballot forms are to be destroyed by the scrutineers together with the record of the number of votes cast for each nominee.

25.5 Election to any position on the Branch Committee shall be determined by the larger number of votes cast. Where there is a single nominee, election is determined by a simple majority of votes cast. Where there is an equality of votes for two or more nominees for any position, voting in the election to that position shall be repeated forthwith.

25.6 Nominations for positions on the Branch Committee shall be called for not later than 28 days prior to any annual general meeting, by Written Notification given to each Branch Member.

25.7 Nominations for any position on the Branch Committee must be received by the Branch Secretary five days prior to any annual general meeting.

25.8 Nomination for a position on the Branch Committee shall be invalid unless it bears the names and signatures of both the proposer and the seconder, and includes a signed statement by the nominee that he or she is prepared to serve on the Branch Committee.

25.9 If at the annual general meeting there is a position for which the Branch Secretary has not received a nomination, nominations shall be called for from the floor by the Chairperson. Each nomination from the floor for a position on the Branch Committee shall have a proposer and a

second, both of whom shall be Branch Members and, for that nomination to be valid, the nominee shall, at the time the nomination is made, indicate his or her willingness to stand for the position proposed and declare that they are a Branch Member and have been for a period of at least the last 12 months.

25.10 No Branch Member shall be eligible for nomination to the office of Chairperson of the Branch Committee for more than three consecutive one-year terms. Previous service as Chairperson shall not otherwise preclude later nomination, election or co-option to such office after a one-year stand-down period.

25.11 The position of Chairperson on the Branch Committee shall be open to a Member of the retiring Branch Committee if there is such a Member willing to act. Only in the event of there being no nomination from the Members of the retiring Branch Committee shall another Branch Member be elected Chairperson.

## **26. TERM**

26.1 Officers shall be elected annually, with a maximum term of 6 years. The term of office for Officers elected to the Branch 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.

26.2 No Officer, with the exception of the Secretary, Treasurer and Delegate shall serve for more than 2 consecutive terms.

26.3 Any Officer, having completed their term, may not apply for re-election to the Branch Committee until 1 year has elapsed.

## **27. REMOVAL OF OFFICERS**

27.1 An Officer shall be removed as an Officer by resolution of the Branch Committee or the Branch where in the opinion of the Branch Committee or the Branch —

- (a) The Officer elected to the Branch Committee has been absent from 2 Branch Committee meetings without leave of absence from the Branch Committee.
  - (b) The Officer has brought the Branch into disrepute.
  - (c) The Officer has failed to disclose a conflict of interest.
- with effect from the date specified in a resolution of the Branch Committee.

## **28. CEASING TO HOLD OFFICE**

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

28.2 Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Branch Committee all books, papers and other property of the Branch held by such former Officer.

## **29. CONFLICTS OF INTEREST**

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

- (a) to the Branch Committee and or Sub-Committee, and
- (b) in an Interests Register kept by the Secretary.

29.2 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.

29.3 An Officer or member of a Sub-Committee who is an Interested Member regarding a Matter— must not vote or take part in the decision of the Branch Committee and/or Sub-Committee relating to the Matter unless all Members of the Branch Committee who are not interested in the Matter consent; and must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Members of the Branch Committee who are not interested in the Matter consent; but may take part in any discussion of the Branch Committee and/or Sub-Committee relating to the Matter and be present at the time of the decision of the Branch Committee and/or Sub-Committee (unless the Branch Committee and/or Sub-Committee decides otherwise).

29.4 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.

29.5 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.

29.6 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 Branch Committee shall consider and determine the Matter.

### **30. REGISTER OF MEMBERS**

30.1 The Branch shall keep an up-to-date Register of Members, and for each current Member, the information contained in the Register of Members shall include —

- (a) Their name, and
- (b) 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
- (c) Their contact details, including —
- (d) A physical address and an electronic address, and
- (e) A telephone number.

30.2 Every current Member shall promptly advise the Branch of any change of the Member's contact details.

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

- (a) The former Member's name, and
- (b) The date the former Member ceased to be a Member.

### **31. INTERESTS REGISTER**

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

### **32. ACCESS TO INFORMATION FOR MEMBERS**

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

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

32.3 The Branch must, within a reasonable time after receiving a request —

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Branch (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

32.4 Without limiting the reasons for which the Branch may refuse to provide the information, the Branch may refuse to provide the information if —

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Branch or of any of its Members, or
- (c) 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 Branch, or
- (d) the information is not relevant to the operation or affairs of the Branch, or
- (e) withholding the information is necessary to maintain legal professional privilege, or
- (f) the disclosure of the information would, or would be likely to, breach an enactment, or
- (g) the burden to the Branch 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
- (h) the request for the information is frivolous or vexatious, or
- (i) 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.

32.5 If the Branch 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 Branch —

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

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

### **33. FINANCIAL CONTROL AND MANAGEMENT**

33.1 The funds and property of the Branch shall be—

- (a) controlled, invested and disposed of by the Branch Committee, subject to this Constitution, and
- (b) devoted solely to the promotion of the purposes of the Branch.

33.2 The Branch financial year shall commence on the 1st day of April in each year and shall end on the 31st day of March in the following year.

33.3 The Branch Treasurer shall cause to be kept true accounts of all sums of money received and expended by the Branch, and all assets, credits, investments, securities, grants, contracts, loans, leases and liabilities pertaining to the Branch. The books of account shall be kept in such standard form as shall be deemed to fulfil the Branch's obligations and responsibilities in this regard. At the



completion of each financial year, the financial statements for the past year shall be audited or reviewed by the appointed auditor or reviewer. The appointed auditor or reviewer shall be a Member of the Chartered Accountants Australia and New Zealand but may not be a current Member of the Branch Committee, nor an employee of the Branch.

33.4 The Branch shall operate accounts with trading banks as determined by the Branch Committee and all monies received on account of the Branch shall be paid into such accounts within 10 working days and all payments made by the Branch will be made from such accounts, except in so far as small amounts may be received into, or paid from, petty cash and Parts Shed sales.

33.5 The Branch Committee shall furnish, on behalf of the Branch, such statements and returns as are required under the Incorporated Societies Act 2022, or under any such other applicable statute or regulation as may be in force.

33.6 The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Branch.

33.7 The Branch shall, at any annual general meeting or Special General Meeting called for such purpose, and to such extent as may be permissible by the Executive, ~~have the power to determine~~ recommend to such meeting the amount of the Branch Levy applicable to each class of membership of the Club for the forthcoming annual subscription period, and to require Branch Members to pay such levy to the Branch as applicable. The recommendation to be voted on at such meeting by the Members present.

33.8 Any income, benefit or advantage shall be applied to the Purposes of the Branch. No part of the funds or Property of the Branch shall be used or available to be used for the private pecuniary profit of any proprietor, Branch Member or Branch Officer except as provided for in clause ~~18.8~~ 33.11.

33.9 Branch Members must disclose to the Branch Officers any possible conflict of interest they have between their personal interests and those of the Branch, in any proposed financial transaction of the Branch that they are aware of, at the earliest opportunity. The Branch Member, upon disclosing such conflict of interest, must cease to engage, directly or indirectly, in the Branch's consideration of that financial transaction, stepping aside from all discussion on the matter at any Branch meeting, until that transaction is resolved by the Branch.

33.10 All accounts paid or for payment shall be submitted to the Branch Committee for approval of payment, except for amounts of petty cash to the limit as set out in the Branch By-laws. The petty cash and parts sales accounts shall be monitored by the Treasurer.

33.11 Any payment made to or on behalf of a Branch Member under clause ~~18.6~~ 33.8 shall either be reimbursement of authorised Branch costs previously paid by the Branch Member, or shall be not more than what would be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

33.12 Any financial commitment that affects a Major Asset, as such amount is recognised by the Branch, shall require the approval of 75 percent of Branch Members present personally and voting at any annual general meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch Members.

33.13 The disposal of a Major Asset, as such amount is recognised by the Branch, shall require the approval of 75 percent of Branch Members present personally and voting at any annual general meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch Members.

33.14 The intention to dispose of items of significance to the Branch, which may have a lesser value than that of a Major Asset as such amount is recognised by the Branch, (but not pertaining to the normal trading affairs of the Branch such as spare parts, surplus library books or magazines, social

events, rallies and merchandise) shall be published in the Branch newsletter. On requisition to the Branch Secretary, signed by five percent of the Branch Members (within 14 days of such publication) a Special General Meeting shall be called and such disposal shall require the approval of 50 percent (simple majority) of Branch Members present personally and voting at any Annual General Meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch Members.

33.15 Branch Officers shall be indemnified by the Branch against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happen from their own wilful act or wilful default.

### **34. CONDUCT AND DISCIPLINE**

34.1 Any disciplinary action taken against a Branch Member, or the outcome of any appeal against such disciplinary action as may be heard by the National Committee, shall be binding on the Branch Member and the Branch.

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

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

- (a) 2 or more Members
- (b) 1 or more Members and the Club or Branch
- (c) 1 or more Members and 1 or more Officers
- (d) 2 or more Officers
- (e) 1 or more Officers and the Club or Branch
- (f) 1 or more Members or Officers and the Club or Branch.

34.4 The disagreement or conflict relates to any of the following allegations—

- (a) a Member or an Officer has engaged in misconduct
- (b) a Member or an Officer has breached, or is likely to breach, a duty under the Branch's Constitution or bylaws or the Act
- (c) the Branch has breached, or is likely to breach, a duty under the Branch's Constitution or bylaws or the Act
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

34.5 This Complaint and Disciplinary Procedure has been authorised and approved by the National Committee of the Vintage Car Club of New Zealand Incorporated in accordance with clause 15.6 of their Constitution. It is to be understood in conjunction with the Constitution of the Vintage Car Club of New Zealand Incorporated.

34.6 If a complaint is raised about either a Branch issue or the conduct or behaviour of a Branch Member, the Branch Committee shall commence an investigation into that complaint and may initiate subsequent disciplinary actions in accordance with this Code of Conduct and Discipline.

34.7 Complaints shall be made to the Branch Secretary in writing. 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.

34.8 The Branch Secretary shall promptly acknowledge receipt of the complaint and shall advise what action the Branch will next take.

34.9 The Branch shall be prompt in dealing with every aspect of a formal complaint and both parties shall be kept informed of decisions made. The Initial Evaluation will be considered at the next appropriate Branch Committee meeting following receipt of the complaint. Typically each succeeding stage will be completed in 10 working days.

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

34.11 Complaints often create tension and discomfort for both parties and must be handled with sensitivity. The Branch will attempt to resolve issues through conversation, preferably face to face, rather than through exchange of letters. Formal letters will none the less be used to acknowledge receipt of the complaint and to document details previously agreed in verbal discussions.

34.12 A Member or an Officer who makes a complaint and a person against whom an allegation is made has a right to be heard, in writing or at an oral hearing before the complaint is resolved or any outcome is determined.

34.13 Decision makers: a person may not act as a decision maker in relation to a complaint if 2 or more Members of the Branch Committee or a complaints Sub-Committee consider that there are reasonable grounds to believe that the person may not be —

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

34.14 Initial Evaluation.

(a) The written complaint and any additional information supplied shall be distributed to the Branch Committee. If the Member being the subject of the complaint, or the complainant, is a Branch Committee Member, they shall not participate in the handling of the complaint or be a Member of any duly appointed Sub-Committee.

(b) The Branch Committee shall determine how the handling of the complaint should proceed, and can:

- (i) Dismiss the complaint.
- (ii) Give the complainant advice about alternative disputes resolution, or
- (iii) Refer the complaint for further consideration by an Investigating Sub-Committee.
- (iv) Agree a course of action without convening a Sub-Committee.

(b) A complaint may be dismissed if:

- (i) There is no applicable ground for discipline as it falls outside the jurisdiction of the Club Constitution or the Branch Constitution.
- (ii) The matter is trivial.
- (iii) The complaint is frivolous or vexatious, or not made in good faith.
- (iv) The person offended against does not wish to proceed.
- (v) The complainant does not have sufficient personal interest in the matter.
- (vi) Too much time has elapsed to make an investigation practicable or desirable.
- (vii) The complaint should be properly handled elsewhere, such as by the Police or through civil court proceedings.

(c) If the Branch Committee dismisses the complaint, the complainant will be told why it is being dismissed and the Branch Committee will let them know what their options are if they wish to appeal the decision.

(d) Sometimes even though the Branch Committee dismisses a complaint, it may suggest that some action be taken. For example, that the Branch Chairperson or nominee discuss the matter with, or send a letter to, the Member.

34.15 Investigating Sub-committee.

(a) If the Branch Committee does not initially dismiss the complaint, then an Investigating Sub-Committee will be convened to consider what actions the Branch should take. The Investigating Sub-Committee shall be made up of two Members from the Branch Committee (one to act as Chairperson) plus one further co-opted Branch Member or Branch Committee Member.

(b) The Investigating Sub-Committee will consider all available information and may seek further information. The Investigating Sub-Committee would not usually hold a formal hearing.

- (c) The Investigating Sub-Committee will decide whether to:
  - (i) Refer the complaint back to the Branch Committee to formally dismiss it, or
  - (ii) Refer the complaint to proceed under the review of a Disciplinary Sub-committee.

#### 34.16 Disciplinary Sub-Committee.

- (a) A Disciplinary Sub-Committee shall be made up of two Members from the Branch Committee (one to act as Chairperson) plus one further co-opted Branch Member or Branch Committee Member. The Disciplinary Sub-Committee may be a continuation of the Investigating Sub-committee.
- (b) The Disciplinary Sub-Committee may attempt to resolve the problem informally through dialogue with both parties.
- (c) The Disciplinary Sub-Committee may decide to hold a formal hearing. The complainant can appear before the Disciplinary Sub-Committee at any such hearing, and they can bring a support person along if they wish. The Member who is the subject of the complaint can also appear before the Disciplinary Sub-Committee at any such hearing, and they can bring a support person along if they wish. If either party does attend, they should be prepared to answer questions from the Disciplinary Sub-Committee, and from the other party or their representative. A support person can speak on behalf of a party if they wish.
- (d) The Disciplinary Sub-Committee will consider the complaint and decide whether there are grounds for disciplining the Member and, if so, what penalties the Branch Committee should consider.
- (e) Penalties the Branch Committee may consider include:
  - (i) Admonish the Member if they agree not to repeat the conduct that gave rise to the complaint.
  - (ii) Require the Member to apologise to the affected Member(s), and any other affected person if appropriate.
  - (iii) Ban the Member from entering onto Branch premises or participating in any specified event held by the Branch for a period of up to six months.
  - (iv) Suspend the Member from the Branch for a period of up to six months.
  - (v) Cease the Member's Membership of the Branch.
  - (vi) Recommend that the Vintage Car Club of New Zealand Incorporated should consider suspending or ceasing the Member's membership.
  - (vii) Require compensation by a specified time for any material damage or loss.

#### 34.17 Appeal.

Any appeal shall be made in writing within twenty-one days of the Branch Committee communicating their decision.

- (b) Any appeal to the Vintage Car Club shall be made in writing and copied to the Branch Secretary. The Branch Committee will then provide the Vintage Car Club with copies of all documentation relevant to the complaint.

### 35. AMENDING THIS CONSTITUTION

35.1 This Branch Constitution may only be amended by a resolution passed by a two-thirds majority of those Branch Members personally present and voting at any annual general meeting or Special General Meeting of the Branch called to consider such amendment.

35.2 A proposal to amend the Branch Constitution may be made by the Branch Committee, or may be made at the written request of no less than five percent of Branch Members. A proposal to amend the Branch Constitution by Branch Members must be given to the Branch Secretary under the signatures of the Proposer and Seconder, both of whom must be Branch Members, 60 days before any meeting is held to consider the proposed amendment, together with a written explanation of the reasons for the proposed changes.

35.3 At least 28 days before any meeting is held to consider the proposed amendment to the Branch Constitution, the Branch Secretary shall give to all Branch Members Notice of the proposed

amendment, the reasons for the proposed changes and any recommendations that the Branch Committee, or the National Committee, has.

35.4 No addition to or alteration to the non-profit aims, personal benefit clause or the winding up clauses in this Branch Constitution shall be approved without the prior approval of the Inland Revenue Department, and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

35.5 Any amendment to this Branch Constitution shall only take effect once the Branch Secretary has filed the changes with the Registrar of Incorporated Societies.

### **36. BY-LAWS**

36.1 The Branch Committee may from time-to-time make, alter or rescind by-laws for the general management of the Branch, so long as these are not inconsistent with the Club or Branch Constitution, the Act, regulations made under the Act, or any other legislation.

36.2 All proposed additions or alterations to the bylaws, or proposed deletions from the bylaws, as considered by the Branch Committee, shall be notified to branch Members in the branch newsletter and can only be adopted at a Branch Committee meeting following publication of that branch newsletter. Branch Members wishing to comment on any such change to the bylaws may do so in writing to the branch secretary within 20 days of publication of that branch newsletter. The Branch Committee shall not proceed with the adoption, alteration or deletion of any bylaw until any such member comment is resolved.

36.3 Any new, altered or rescinded branch bylaw shall be recorded in the minutes of the Branch Committee meetings.

36.4 Branch Members may propose to the Branch Committee a possible bylaw for the general management of the branch. Any such proposal shall be given to the branch secretary signed by at least five branch Members.

36.5 Branch Members shall be entitled to a copy of the branch bylaws. A copy of the branch bylaws shall be available for branch Members to read in the branch clubrooms.

36.6 All such by-laws shall be binding on Branch Members.

36.7 The Branch By-laws have the same force and effect as this Branch Constitution and shall be observed accordingly. If there is any inconsistency between the Branch By-laws and this Branch Constitution, then this Branch Constitution shall prevail.

### **37. RESOLVING TO PUT THE BRANCH INTO LIQUIDATION**

37.1 If, at any annual general meeting or Special General Meeting of the Branch, a resolution is carried to the effect that the Branch be wound up, then the Branch Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Branch into liquidation and a specific Special General Meeting shall be held not sooner than 28 days thereafter to confirm or rescind such resolution. The Notice shall include all information as required by section 228(4) of the Act.

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

37.3 If such resolution is confirmed at that further meeting, then the Branch shall be wound up under the provisions of the Incorporated Societies Act 2022 or such other Act which replaces it.

### **38. RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER**

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

38.2 The Branch Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Branch from the Register of Incorporated Societies.

38.3 The Branch Committee shall also give written Notice to all Members of the 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.

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

#### **39. SURPLUS ASSETS**

39.1 If there remains after the satisfaction of all its debts and liabilities, any Property whatsoever, such Property shall not be distributed to any Branch Members but shall be donated, as the Branch in Special General Meeting shall determine, to the Club, some other Branch or Branches of the Club or to such other non-profit or charitable organisation or organisations as approved by the Special General Meeting

#### **40. AMALGAMATION**

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

#### **41. CLUB CONSTITUTION.**

41.1 This Branch Constitution is to be read and construed subject to the provisions of the Club Constitution and in the event of any conflict between this Branch constitution and the Club constitution, the provisions of the Club constitution shall prevail.