

Vintage Austin Register NZ Incorporated

Constitution

Club Details

Name

The name of the Club is Vintage Austin Register NZ Inc.

Registered Number: 217788

NZBN: 9429042899259

Registered office

The registered office of the Club is at the place the National Committee decides, normally that of the Secretary.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies as required by the Act.

Contact person

The Secretary of the Club will be the contact person required by the Incorporated Societies Act 2022.

Act and Regulations

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

Purposes

The purposes of the Club are to -

- to engage in the preservation and maintenance of all Austin passenger, commercial and sporting motor vehicles manufactured in Longbridge, UK, up to and including 1986 and including 'specials' comprising mainly Austin componentry.
- to obtain and conserve books and historical records concerning such vehicles.
- to engage in such activities relating to the above motor vehicles as the Club shall from time to time determine.
- to compile and maintain an up-to-date register of vehicle details.



- to participate in National and International Registers, and/or clubs, as deemed appropriate by the National Committee.

Members

Types of members

The Club has the following membership types:

- **Member**
A **Member** is an individual or body corporate admitted to membership under this Constitution.
- **Joint Member**
Joint Members are two members of a household or family. Each Joint Member shall have separate speaking and voting rights at General Meetings.
- **Overseas Member**
An **Overseas Member** is a person or persons with the same qualifications for Membership above but who is not resident in New Zealand.
- **Life Member**
A **Life Member** is a person honoured for highly valued services to the Club who has been elected as a Life Member by the National Committee. A Life Member has all the rights and privileges of a Member and is subject to all the same duties as a Member except that of paying subscriptions.

Becoming a member: consent

Every applicant for membership must consent in writing to becoming a Member.

Becoming a member: process

An applicant for membership must complete and sign the application form, and supply any information reasonably required by the National Committee for membership.

An applicant becomes a member when the application has been accepted by the National Committee and the required membership fee has been paid.

The National Committee decides whether to accept or decline an application.
The National Committee must advise the applicant of its decision.

Members' obligations and rights

Members acknowledge and agree that -

1. they are bound by, and will comply with, this Constitution and any rules, procedure and policies made under the Constitution for the management of the Club.
2. they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.

3. they must meet all the member requirements, including paying any membership or other fees or levies within the required time period.
4. they are entitled to all rights and entitlements granted by this Constitution or as determined by the National Committee and its rules, procedures and policies.
5. they do not have any rights of ownership to, or the private right to the use of, the Club's property.
6. if they fail to comply with clause 3 (above) the National Committee may terminate their membership, but the Member continues to be bound by this Constitution.

Suspension of Member

If a Member is, or may be, in breach of any obligations, the National Committee may suspend the Member until an applicable dispute resolution process has taken place. Before a suspension is imposed, the Member must be notified.

Unless the National Committee decides otherwise, a suspended Member is not entitled to any rights or entitlements as a Member, or to continue to hold office in any position.

Ceasing to be a member

A Member ceases to be a Member –

- on death
- by giving written notice to the Secretary of their resignation
- by termination under this Constitution
- by termination following a dispute resolution process under this Constitution
- by failing to pay the required subscription within three months (see Subscriptions and Fees) of the due date

A Member who ceases to be a Member –

- remains responsible for paying all their outstanding fees and levies to the Club
- must return all the Club's property
- is no longer entitled to any rights of a Member

Subscriptions and Fees

The annual subscription for membership for the next financial year shall be set by resolution of the Annual General Meeting at the recommendation of the Treasurer.

Annual subscriptions fall due on the 1 February. If such arrears are not paid within 3 calendar months of the due date for payment the National Committee may terminate the Member's membership (without being required to give prior notice to that Member).

Register of Members

The Club will keep an up-to-date Register of Members.

1. 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'),
 - c) whether the Member is financial or unfinancial, and
 - d) Their contact details, including -
 - i. A physical / postal address
 - ii. An electronic address (unless they do not have one), and
 - iii. A telephone number
2. The register shall also include each Member's -
 - a) Car details
3. Members must provide any changes to their contact details so the register can be updated.
4. The National Committee will keep a record of those who have ceased to be a Member within the previous seven years and the date on which they ceased to be a Member.
5. The National Committee shall comply with the Privacy Act 2020 when collecting and dealing with personal information. Any Member given personal information for the purposes of the Club must treat it in confidence in terms of the Privacy Act.

General meetings

Annual General Meeting (AGM)

Annual General Meetings: when they shall be held

An AGM must be held once a year at a date, time and place (either online or face to face) decided by the National Committee. It must be as near as possible to the first weekend of May and no more than 15 months after the previous AGM.

The Members will be given at least 40 days' notice of the date of the AGM.

The notice should include the Minutes of the previous AGM, any voting for notices of motion before the Club, and any voting for members standing for election for the National Committee.

Members must give notice of any items of business to the Secretary at least 15 days before the date of the AGM.

Annual General Meetings: business

The business of an Annual General Meeting shall be to -

- confirm the minutes of the last Annual General Meeting
- adopt the annual report on the operations and affairs of the Club (generally the President's and Secretary's Report's)
- adopt the Treasurer's report on the finances of the Club, and the annual financial statements
- set any subscriptions for the next financial year
- set the level of payment to members of the National Committee and/or appointed position holders for out-of-pocket expenses
- announce and ratify the National Committee for the upcoming year
- announce and ratify the results of any Notices of Motion which have been before the Members
- consider any general business

The National Committee must, at each Annual General Meeting, present the following information -

- an annual report on the operation and affairs of the Club during the most recently completed accounting period
- the annual financial statements for that period
- 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).

Special General Meetings (SGM's)

Special General Meetings may be held no less than 40 days after the Secretary receives a written petition stating the reason(s) for the meeting and signed by at least 30 members; or may be held at the request of the National Committee. SGM's will be held at a date, time and place (either online or face to face) decided by the National Committee.

No less than 14 days' notice will be given in writing of all General meetings.

Quorum

At any Annual or Special General Meeting 30 financial members eligible to vote (in addition to the National Committee's quorum of 4 members) will form 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 Club, and if at such adjourned meeting a quorum is not present those Members present will be deemed to constitute a sufficient quorum.

Control of General Meetings

The President will chair General Meetings. If the President is unavailable, another National Committee member (appointed by the National Committee) will preside.

Only financial Members may speak and vote at AGM's and SGM's.

Omissions and Irregularities

The General Meeting and its business will not be invalidated if any Members do not receive notice of the meeting.

The General Meeting and its business will not be invalidated if there are any errors in notice, agendas, and papers, or in the organisation of the meeting provided -

- the Chair of the meeting decides that the meeting should still proceed and
- a motion to proceed is put to the meeting and two-thirds of the votes cast are in favour.

Voting

At all Annual and Special General meetings each financial member eligible to vote shall have one vote which shall be by show of hands. All questions will be decided by a simple majority of those in attendance. In the event of a tie the Chairperson must retain the status quo.

Minutes

Minutes must be kept of all General Meetings.

National Committee

Functions of the National Committee

The National Committee must manage, direct or supervise the operation and affairs of the Club in accordance with this Constitution and has all the powers necessary for this.

National Committee composition

The National Committee shall consist of 7 elected Officers.

- A President,
- A Vice President,
- Secretary,
- Treasurer,
- Four other Members (two from the North Island and two from the South Island), one of whom is to be elected as Vice President,
- The Immediate Past President - when available to do so.

All Officers on the National Committee must be a Member of the Club.

If the President, Secretary or Treasurer is unable to carry out their responsibilities, the National Committee shall appoint another member of the National Committee or another Member to perform the role as long as is necessary. In this role the replacement member has all rights and responsibilities of a National Committee member.

The National Committee may co-opt up to two Members on to the National Committee for a period of no more than one year for specific support as required. In this role the member will report to the National Committee and will not have National Committee voting rights.

Qualification

Every nominee for a National Committee position must consent to that nomination in writing and certify that they are not disqualified from holding office by this Constitution.

The following people are disqualified from being elected or holding office as a National Committee member.

- anyone who is an employee of, or independent contractor to, the Club
- anyone who is disqualified from being elected or holding office as a National Committee member under section 47 of the Incorporated Societies Act 2022
- anyone who has been removed as a National Committee member following a process under this Constitution

If circumstances change so that an existing National Committee member would have been disqualified from being elected, they cannot remain as a National Committee member.

Officers' duties

At all times each Officer:

1. will act in good faith and in what he or she believes to be the best interests of the Club in keeping with the purposes of the Club.
2. must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution.
3. must represent the Club and its Members with care and diligence and in a manner that will not discredit the Club financially or reputationally.

Role of President

The President will engage in activities to promote the reputation and best interests of the Club, preside at club events, and foster good relations and communications between Members.

Role of Secretary

The Secretary will:

- attend to all correspondence and keep minutes of General Meetings and National Committee meetings
- keep all records and generally perform all the secretarial work of the Club, but delegate tasks as appropriate
- act as a Contact Person under the Incorporated Societies Act 2022

Role of Treasurer

The Treasurer will:

- receive all money paid to the Club and pay all accounts approved by the National Committee
- keep the Club's financial accounts, and submit appropriate financial statements at the AGM
- invest all funds of the Club in the manner directed by the National Committee

The National Committee may delegate levels of payment to the Treasurer by written authority.

Term of office

The term of office for all Officers elected to the National Committee is 1 year, expiring at the end of the Annual General Meeting in the year just served. The annual election of members for National Committee positions will be voted on by all eligible members and take place by e-ballot or postal vote, the results of which will be announced at the Annual General Meeting.

National Committee Election process - nominations

Each year by way of email to all members and also in the 'D' edition of The Vintage Austin Magazine, the National Committee will give notice of the closing date for nominations to the membership.

Each nomination form must be signed by the nominee, proposer and a seconder, each of whom must be financial members of the Club, and then sent to the Secretary by the date advertised.

National Committee Election process - voting

- E-ballot forms or posted ballot papers will be sent to members at least 40 days prior to the Annual General Meeting.
- completed voting papers must be in the hands of the Club Secretary by 5.00 pm on the 8th day preceding the Annual General Meeting and are to be returned in an envelope marked Ballot Paper or by way of the secure electronic voting system.
- two scrutineers (non-Club members) appointed by the Secretary will open, validate, and count both postal and electronic ballot papers in the presence of the Secretary. The scrutineers and Secretary shall sign the final count as being a true and correct record of the eligible votes. Voting papers may only be destroyed following ratification of the results at the Annual General Meeting.
- the Secretary advises Members of the results of the ballot during the Annual General Meeting. The results will then be ratified by those in attendance.

Removal of National Committee Member

The National Committee may, by Special Resolution (75% of votes cast), remove any National Committee member from the National Committee if they consider that the National Committee member has seriously failed to perform their duties, or damaged the character or interests of the Club.

The National Committee member who is the subject of the motion is counted for the purpose of reaching a quorum but must not participate in the vote.

Before considering a motion for removal, the National Committee member affected by the motion must be given:

- notice that a National Committee meeting is to be held to discuss the motion to remove the National Committee member and
- adequate time to prepare a response and
- the opportunity prior to the National Committee meeting to make written submissions and
- the opportunity to be heard at the National Committee meeting.

National Committee Member ceasing to hold office

A person ceases to be a National Committee member if:

- the person dies
- their term expires
- the person resigns by delivering a signed notice of resignation to the National Committee
- the person is removed from office under this Constitution
- the person becomes disqualified from being a National Committee member under the Incorporated Societies Act 2022

National Committee meetings

Calling meetings

National Committee meetings may be called at any time by the President or by three National Committee members, but generally the National Committee will meet monthly online.

Meeting procedure

The National Committee may set its own procedure in accordance with this Constitution and the Incorporated Societies Act 2022.

Quorum

The quorum for a National Committee meeting is 4 National Committee members.

A National Committee member may attend a meeting through electronic communication and be counted as part of a quorum, participate in discussions, and vote, provided everyone can hear each other effectively and simultaneously.

Chair

The President will chair the National Committee meetings. If the President is unavailable, another National Committee member must be appointed by the National Committee to undertake the Chair's role.

Voting

Each National Committee member has one vote. Voting is by a show of hands or a ballot. Voting by electronic means is permitted for anyone participating through an electronic link. The Chair does not have a casting vote.

A resolution in writing signed or consented to by email by all of the National Committee Members is considered valid.

Conflicts of interest

The National Committee must keep a register of interest disclosures made by National Committee members.

A National Committee member who has an interest in a matter relating to the Club must disclose the nature and extent of the interest (including any monetary value) to the National Committee, when they become aware of the potential conflict.

A National Committee member who has an interest in a matter -

- must not vote or take part in a decision of the National Committee relating to the matter, unless all non-interested National Committee member's consent
- must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all non-interested National Committee member's consent
- must not take part in any National Committee discussion relating to the matter or be present at the time of the National Committee decision, unless all non-interested National Committee member's consent
- may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered

If 50% or more National Committee members have an interest in a matter, an SGM must be called to consider and determine the matter.

The National Committee must notify Members of a failure to comply with the conflict-of-interest disclosure rules in the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

Finances

The funds and property of the Club are controlled, invested and disposed of by the National Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club.

The balance date is 31 January in any year.

The National Committee and Members may not receive any distributions of profit or income from the Club.

This does not prevent the National Committee or Members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with an organisation for goods or services, provided they are not allowed to influence any decision that involves transactions between the organisation and them, their direct family or any associated entity.

The National Committee shall consider and determine the appropriate insurance to be purchased by the Club.

Appointees

A Patron may be appointed as an Honorary, non-National Committee position.

The National Committee will appoint a Spares Registrar, Magazine Editor, A7CA Representative, and an honorary solicitor and auditor. The two latter officers need not be members of the Club.

Branches of the Club

Non autonomous Branches of the Club may be formed and operate in accordance with the Bylaws.

Bylaws

Bylaws are policies, regulations, processes and codes of the Club made under this Constitution. The National Committee may make and amend bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members.

Any bylaw must be consistent with the purposes of the Club, the Incorporated Societies Act 2022 and any other laws.

Dispute or Complaint Resolution

The procedures for dealing with disputes shall consist of the procedures set out in Schedule 2 of the Incorporated Societies Act.

Should it be considered necessary the Club may adopt additional procedures that are consistent with the procedures in Schedule 2 and with the rules of natural justice.

Liquidation and removal from the register

Resolving to put Club into liquidation

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

The National Committee must give 30 days written notice to all Members of the proposed resolution to put the Club into liquidation.

The National Committee must 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.

Any resolution to put the Club into liquidation must be passed by a 75% majority of all Members present and voting.

If the resolution is confirmed a liquidator shall be appointed (by the National Committee), who shall dispose of all assets of the Club. Assets may not be disposed of to any member of the Club. After payment of all costs, debts and liabilities, all assets will be vested in one or more not-for-profit charitable societies or charitable trusts. The Archives collection will be gifted to the Austin Seven Clubs' Association UK or its successors.

No addition to or alteration of this rule shall be made without the knowledge and approval of the Inland Revenue Department.

Resolving to apply for removal from the register

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

The National Committee must give 30 days written notice to all Members of the proposed resolution to put the Club into liquidation.

The National Committee must 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.

Any resolution to put the Club into liquidation must be passed by a 75% majority of all Members present and voting.

Alterations to the Constitution

Amending this Constitution

- the National Committee may propose motions for the Club to vote on ('National 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 an Annual General Meeting, by giving notice to the Secretary at least 90 days before that meeting. The Member should

also provide information in support of the motion ('Member's Information'). This motion should be signed by the proposer and a seconder, both of whom are Members of the Club.

- proposed amendment(s) to Constitution Rules, explanation of proposed amendment(s); proposer and seconder, and a postal or electronic ballot paper will be sent to members at least 40 days prior to the Annual General Meeting.
- completed voting papers must be in the hands of the Club Secretary by 5.00 pm on the 8th day preceding the Annual General Meeting and are to be returned in an envelope marked Ballot Paper or by way of the secure electronic voting system.
- two scrutineers (non-Club members) appointed by the Secretary will open, validate, and count both postal and electronic ballot papers in the presence of the Secretary. The scrutineers and Secretary shall sign the final count as being a true and correct record of the eligible votes. Voting papers may only be destroyed following ratification of the results at the Annual General Meeting.
- the Secretary advises Members of the results of the ballot during the Annual General Meeting. The results are then ratified by those in attendance.
- the amended Constitution Rules take effect when lodged and accepted by the Incorporated Societies Register by the Secretary as soon as possible after the Annual General Meeting.

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

Other

Common seal

The Club has a common seal that must be kept in the custody of the Secretary.

The common seal may be affixed to any document:

1. by resolution of the National Committee, and must be countersigned by two Officers or
2. by such other means as the National Committee may resolve from time to time.