

CONSTITUTION RULES OF THE VINTAGE AUSTIN REGISTER NZ INCORPORATED

I NAME

The name of the organisation shall be “Vintage Austin Register NZ Incorporated”.

II INTERPRETATION

Branch means a group of at least 10 members of the club established under the approval of the Executive.

Club means Vintage Austin Register NZ Incorporated.

Member means as defined in Section IV.

Executive means the managers of the club as defined in Section V.

III OBJECTIVES

The objectives of the Club are:

- i) To engage in the preservation and maintenance of Austin motor vehicles private and commercial whose design features pre-date December 31st 1939 and including the 8HP; 10HP; 12HP 1939-48; & 16HP 1945-49.
- ii) To obtain and conserve books and historical records concerning such vehicles.
- iii) To engage in such activities relating to the above motor vehicles as the Club shall from time to time determine.
- iv) To compile and maintain an up-to-date register of vehicle details.
- v) To participate in National and International Registers, and/or clubs, as deemed appropriate by the Executive.

IV MEMBERSHIP

All applications for each class of membership shall be on the official application form.

All applicants shall certify that they agree to be bound by the constitution rules of the Club.

All applications for membership shall include details as requested on the application form of all eligible vehicles owned by the applicant and shall be accompanied by payment of the annual subscription.

Approval of the membership application shall be at the absolute discretion of the Executive.

Membership categories are:

- i) **Member** - A member of the Club shall own one or more eligible vehicles, or be interested in the objectives of the Club.
- ii) **Joint Members** - Joint members shall be two members of a family with the same qualifications for membership as in IV a). Joint members have one vote each to a maximum of two per joint membership. Joint members shall receive one copy of each magazine. Each person applying for a joint membership shall complete an application form including details of vehicles owned.
- iii) **Life Member** - Any member who shall have rendered to the Club outstanding service, which in the opinion of the Club, warrants such recognition. Nominations for Life Membership shall be made through a Branch who shall make written

application to the Secretary, for the Executive to consider for a recommendation to the following Annual General Meeting. Such a member shall cease to pay a subscription but shall retain all the benefits of membership. There shall be no more than ten Life members at any one time.

- iv) **Overseas Member** - A person or persons with the same qualifications for membership as in IV a), b) or c) above but who is resident outside the territorial waters of New Zealand.

Annual subscriptions shall fall due on 1 April and shall be set by the Annual General Meeting after the Treasurer presents a budget for the current year and recommends the subscription amounts.

Members wishing to resign must do so by writing to the Secretary.

Any member over six months in arrears with a subscription will have their membership cancelled and during that six months will continue to enjoy all rights of membership.

Members disposing of any eligible vehicles should, with the permission of the new owner, advise the Secretary of the name and address of the new owner within 30 days of relinquishing ownership of the vehicle(s).

Members acquiring an additional vehicle(s) should advise the Secretary within 30 days of assuming ownership.

V **MANAGEMENT OF THE CLUB**

A Patron may be appointed as an Honorary - non Executive position

The Club shall be managed by an Executive consisting of:

President (who would be expected to chair AGM's etc)

Vice President (to ensure continuity)

Secretary

Treasurer

and a Committee of four Members (with two members from the North Island and two from the South Island). One of these would become Vice President.

The annual election of members shall be voted on by all eligible members and take place by e-ballot or postal vote and the results shall be announced at the Annual General Meeting:

- i) Each year by way of email to all members and also in the 'D' edition of The Vintage Austin Magazine, the Executive shall give notice of the closing date for nominations to the membership.
- ii) Each nomination form shall 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.
- iii) E-ballot forms or posted ballot papers shall be sent to members at least 40 days prior to the Annual General Meeting.
- iv) Completed e-ballot votes or posted voting papers must be in the hands of the Club Secretary by 5.00 pm on the 8th day preceding the Annual General Meeting. Posted voting papers are to be returned in an envelope marked "VAR Ballot", at the registered address of the Club or sent to the Secretary.

- v) No ballot paper on which the number of candidates voted for exceeds the number of vacancies or which is received by the Secretary after the closing date shall be deemed valid.
- vi) Two scrutineers shall be appointed by the Secretary. They shall open, validate and count both postal and electronic ballot papers in the presence of the Secretary. The scrutineers and Secretary shall sign a certificate of the final count as being a true and correct record of the eligible votes. The certificate shall be deemed conclusive evidence of the result of the ballot.
- vii) The Secretary shall advise the Annual General Meeting of the results of the ballot at the AGM.

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

A quorum of the Executive shall consist of four members.

The Executive may co-opt up to two financial members on to the Executive for a period of no more than one year.

The Club shall open an Account with a Savings or Trading Bank as shall be agreed upon, and all monies received on account of the Club shall be paid into such Account and all payments made by the Club will be made by cheque or direct transfer on the Club Bank Account.

The Club may invest and deal with the funds of the Club upon such securities or in such manner, and upon such terms and conditions as the Club may think fit.

The Club may sell, lease, exchange or otherwise deal with all or any of the real and personal property of the Club, and purchase any such property both real and personal as considered appropriate.

The Club may borrow or raise money upon mortgage of any of the real or personal property of the Club or other obligations or securities of the Club.

Out-of-pocket expenses shall be reimbursed for Executive members and appointed position holders.

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation shall participate in or materially influence any decision made by the organisation in the respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

The financial year shall commence on 1st February and conclude on the following 31st January

VI COMMON SEAL

The Club shall have a common seal, which shall be kept in the custody of the Club Secretary and which shall be affixed to any document only in pursuance of a resolution of the Executive and in the presence of the Secretary and any two Executive members each of whom shall witness the common seal on such a document.

VII DISCIPLINE

When a member is considered to have indulged in misconduct or activities against the interest of the Club the Branch Organiser shall convene a Branch Committee consisting of two other members of the Branch to discuss, deliberate and take appropriate action. The Branch Committee shall meet within 30 days of the incident first coming to the Branch Organiser's notice, and the subject member(s) and the Executive shall be advised of its decision in writing within 14 days of the Branch Committee decision.

If the subject member(s) is dissatisfied with the local decision he/she/they may appeal to the Club Executive in writing within 14 days of receiving notice from the Branch Organiser.

The Executive shall review the appeal within 30 days of receiving the appeal.

If the Executive resolve by majority vote at such meeting that a Club member has been guilty of misconduct or activities against the interests of the Club, it shall reserve the right to expel such member.

The member and the appropriate Branch Organiser shall be advised of the Executive's decision in writing within 14 days of the Executive review decision. An expelled member shall not be eligible for any refund of the subscription.

An expelled member may make application through the Branch Organiser for membership after two calendar years from the expulsion date. This application shall be considered by the Executive.

VIII MEETINGS

The Annual General Meeting shall be held before the end of June each year at a place to be designated by the previous Annual General Meeting.

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 Executive.

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

Members shall be advised of the AGM date in the March issue of the club magazine. A copy of the agenda, notices of motion and balance sheet shall be made available at the Annual General Meeting venue prior to the meeting.

At all Annual and Special General meetings each financial member eligible to vote shall have one vote which shall be by show of hands. In the event of a tie the Chairperson must retain the status quo. At any Annual or Special General meeting 30 financial members eligible to vote (in addition to the Executive's quorum) shall form a quorum.

Each Annual General Meeting shall agree on a maximum level of payment to members of the Executive and/or appointed position holders for out of pocket expenses.

IX AMENDMENTS TO RULES

The Constitution Rules may only be altered by a three-quarter majority vote of those financial members who have cast a valid vote by means of a postal or electronic ballot to be held according to the programme set out below.

- i) Final date of acceptance for proposed amendments to the Constitution Rules shall be 15 September any year.
- ii) Proposed amendment(s) to Constitution Rules, explanation of proposed amendment(s); proposer and seconder, and a postal or electronic ballot paper sent to members at least 40 days prior to Annual General Meeting.
- iii) 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.
- iv) Secretary advises Annual General Meeting of results of the ballot.
- v) The amended Constitution Rules shall take effect upon being tabled at the Annual General Meeting.

Each proposed amendment shall be signed by the proposer and a seconder, each of whom must be financial members of the Club. The proposed amendment shall be accompanied by an explanation of the reasons for the proposed amendment and the address and telephone number of the proposer.

Completed ballot papers shall be posted sealed in a provided envelope to the Secretary of the Vintage Austin Register NZ Incorporated marked : - "VAR Ballot", at the registered address of the Club or sent to the Secretary by way of the secure electronic voting system.

Two scrutineers shall be appointed by the Secretary. They shall 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 upon a subsequent resolution of 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.

X BRANCH OF THE CLUB

A group of members wishing to establish a "Branch" shall apply to the Secretary for recognition and Executive approval.

The application shall state the geographical area proposed, the number of known members, and the reasons for requesting the establishment of a new branch. The application shall be signed by a minimum of five financial members.

The application shall be considered by the Executive and the Secretary shall advise the promoters of the new branch of the Executive's decision. The decision shall be binding for a period of three years.

Each Branch may send to the Annual General Meeting a delegate who shall be elected at the Branch's Annual General Meeting. The Branch Organiser shall notify the Executive's secretary of the name and postal address of the delegate.

The Branch Delegate's travelling expenses to the Annual General Meeting eligible for subsidy require the prior approval of the Treasurer.

XI STANDARD OF VEHICLES

Each member's vehicle participating in any Club event shall meet all statutory requirements.

XII SALE OF SPARES

The Spares Registrar may only sell spares to current financial members of the Club.

XIII PUBLICATIONS

A National magazine or newsletter shall be published in March, June, September and December.

Responses on behalf of the Club other than those relating to Branch activities, may only be given by a member of the Executive (or a Branch Organiser subject to the prior approval of the Secretary).

Any written, photographic, or pictorial material published in the name of the Club on its activities or members' vehicles may only be carried out under the written authorisation and control of the Executive. Copyright shall be the property of the Club.

XIV LETTERHEAD

The letterhead of the Club shall only be used for the correspondence of members of the

Executive; the Vehicle Registrar, Spares Registrar, Magazine Editor and the A7CA Representative, and only then in the carrying out of their respective duties.

Each Branch may apply to the Secretary for its own letterhead for the sole use of the Branch Organiser in the carrying out of his/her duties.

The National or Branch letterheads may not be used by any other member.

XV LIABILITY

No member of the Executive shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive.

XVI MATTERS NOT PROVIDED FOR

If any question shall arise concerning any matter not provided for in these rules, the decision of the Executive shall be final.

XVII WINDING UP

If any General meeting shall resolve that the Club be wound up a postal ballot shall be held.

If the resolution is confirmed a liquidator shall be appointed (by the Executive), 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 shall be disposed of as decided by the Executive and according to the provisions of the Incorporated Societies Act 1908.

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