



Manawatū Blokart Club Incorporated Constitution and Rules

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Manawatū Blokart Club Incorporated Constitution and Rules

1 Introductory Rules

(1.1) Name

The name of the Society is Manawatū Blokart Club Incorporated (in these Rules referred to as the 'Society').

(1.2) Charitable status

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

(1.3) Definitions

In these Rules, words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

- (1.3.1) 'Act' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- (1.3.2) 'Annual General Meeting' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
- (1.3.3) 'Chair/President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.
- (1.3.4) 'Committee' means the Society's governing body.
- (1.3.5) 'Committee Member' means a Member of the Committee, including the Chair/President, Secretary and Treasurer.
- (1.3.6) 'Deputy Chair/Vice President' means the Committee Member elected or appointed to deputise in the absence of the Chair/President.
- (1.3.7) 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.
- (1.3.8) 'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.
- (1.3.9) 'Interests Register' means the register of interests of Officers, including Committee Members, kept under these Rules.
- (1.3.10) 'Matter' means the Society's performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- (1.3.11) 'Member' means a person properly admitted to the Society who has not ceased to be a Member of the Society.
- (1.3.12) 'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- (1.3.13) 'Register of Members' means the register of Members kept under these Rules.

- (1.3.14) 'Rules' means the rules in this document.
- (1.3.15) 'Secretary' means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.
- (1.3.16) 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- (1.3.17) 'Treasurer' means the Committee Member responsible for, among other things, overseeing the finances of the Society.
- (1.3.18) 'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2 Purposes of the Society are:

- (2.1) To promote the sport of Blokarting as a fun, safe, family orientated sport, suitable for all ages, gender, ability or culture.
- (2.2) To provide a structured organisation and sailing venue for individuals interested in recreational and competitive Blokarting in the Manawatū and Lower North Island.
- (2.3) To organise events, competitions, prizes and other activities to encourage fun, safe Blokart sailing.
- (2.4) To provide opportunities for Club Members to develop Blokart sailing skills, confidence and competency.
- (2.5) To provide opportunities for Members to develop skills and confidence in race management and organisation.
- (2.6) To develop and maintain positive relationships with New Zealand Blokart Association Inc., International Blokart Racing Association and Blokart Clubs in New Zealand.
- (2.7) To manage and host regional, national and international events in partnership with New Zealand Blokart Association Inc.
- (2.8) To raise funds and sponsorship to develop and maintain Club facilities, assets and facilitate running of events.

3 Operation of the Society

- (3.1) The Society must not operate for the purpose of, or with the effect of:
 - (3.1.1) any Member of the Society deriving any personal financial gain from Membership of the Society, other than as may be permitted by law, or
 - (3.1.2) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
 - (3.1.3) conferring any kind of ownership in the Society's assets on Members

- (3.2) The Society will not operate for the financial gain of Members simply if the Society:
- (3.2.1) is engaging in trade,
 - (3.2.2) for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
 - (3.2.3) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
 - (3.2.4) provides benefits to Members of the public or of a class of the public and those persons include Members or their families,
 - (3.2.5) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
 - (3.2.6) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
 - (3.2.7) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- (3.3) No Interested Member is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.
- (3.4) Any payments made to an Interested Member must be for goods and services that advance the Club's purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

4 Tikanga / Culture

(4.1) The culture of the Society is as follows:

- (4.1.1) As a recreational Club our culture is focused on encouraging healthy competitive sailing with an emphasis on 'fair play', camaraderie, inclusiveness of all ages, genders, race, abilities and skill level in a family friendly atmosphere and
- (4.1.2) these Rules shall be interpreted having regard to that culture.

5 Act and Regulations

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

6 Registered Office

(6.1) The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

- 7 Finances
- (7.1) Control and management
- (7.1.1) The funds and property of the Society shall be: controlled, invested and disposed of by the Committee, subject to these Rules, and
- (7.1.2) devoted solely to the promotion of the objects and purposes of the Society.
- (7.2) Balance date
- (7.2.1) The Society's financial year shall commence on 1st April of each year and end on 31st March (the latter date being the Society's balance date).
- (7.3) Account Books
- (7.3.1) The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits, and liabilities of the Club, and shall produce the account books, properly written up to an auditable standard.
- (7.4) Audit
- (7.4.1) If required by majority vote of the Members at the Annual General Meeting, an audit will be carried out.
- (7.5) Power to borrow money
- (7.5.1) The Society has the power to borrow money.
- (7.6) Other powers
- (7.6.1) In addition to its statutory powers, the Society may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:
- i use its funds to pay the costs and expenses to advance or carry out its objects,
 - ii employ or contract with such people as may be appropriate, and
 - iii invest in any investment.

- 8 Membership
- (8.1) Minimum number of Members
- (8.1.1) The Society shall maintain the minimum number of Members required by the Act which is 10 financial paid-up Members.
- (8.2) Types of Members
- (8.2.1) The classes of Membership and the method by which Members are admitted to different classes of Membership are as follows:
- i. Member:
A Member is an individual or body corporate admitted to Membership under these Rules
 - ii. Associate Member
 - A non-sailing Member of the Club
 - Full financial member of an affiliate club
 - iii. Youth Membership
Any person under the age of 18 on April 1st of Club's financial year and
Sailing in the Club's regular sailing programme
 - iv. Youth Academy
Academy Sailors participate in the Club's Youth Academy programme, as determined from time to time by the Committee.
 - v. Life Member:
 - A Life Member is a person honoured for highly valued services to the Society, elected as a Life Member by resolution of a General Meeting, (following a recommendation from 75% of the Club Committee) passed by a simple majority of those Members present and voting.
 - A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and fees. However NZBAI fees will still be payable for sailing Life Members.
 - Life Memberships will be limited to 5 (not including non-sailing life Members).
 - Except in exceptional circumstances only one Life Membership will be awarded annually.
 - Club Committee is required to make their decision based on the Club's 'Criteria for Life Membership Policy'.
- (8.3) Becoming a Member: Consent
- (8.3.1) Every applicant for Membership must consent in writing to becoming a Member.
- (8.4) Becoming a Member: Process
- (8.4.1) An applicant for Membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for Membership.
- (8.4.2) The Committee may accept or decline an application for Membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).

- (8.5) Obligations and rights
 - (8.5.1) Every Member shall provide the Society with that Member's name and contact details (including postal address, contact telephone numbers including an emergency contact name and phone number, and an email address) and promptly advise the Society of any changes to those details.
 - (8.5.2) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- (8.6) Other obligations and rights
 - (8.6.1) All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
 - (8.6.2) Attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
 - (8.6.3) Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
 - (8.6.4) The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.
- (8.7) Subscriptions and Fees
 - (8.7.1) Members annual subscriptions and any other fees fall due for payment on the 1st day of April each year.
 - (8.7.2) Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fee, within one 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) shall have no membership rights and shall not be entitled to participate in any Society activity or to access or use the society's premises, facilities, equipment and other property until the arrears are paid.
 - (8.7.3) If such arrears are not paid within two calendar months of the due date for payment of the subscription, any other fees, or levy the committee may terminate the Member's membership (without being required to give prior notice to the member).
 - (8.7.4) Members annual subscriptions and any other fees will be reviewed annually at the Annual General Meeting and will be effective for all Members annual subscriptions and any other fees paid subsequent to the day of the Annual General Meeting.

(8.8) Ceasing to be a Member

(8.8.1) A Member ceases to be a Member:

- i. on death (or if a body corporate on liquidation or de-registration, or if a partnership on dissolution of the partnership), or
- ii. by resignation from that Member's class of Membership by notice to the Secretary, or
- iii. on termination of a Member's Membership under these Rules. With effect from (as applicable):
 - the date of death of the Member (or if a body corporate from the date of its liquidation or de-registration, or if a partnership from the date of its dissolution), or
 - the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
 - the date of termination of Membership under these Rules, or
 - the date specified in a resolution of the Committee.

(8.9) Obligations on resignation

(8.9.1) A Member who resigns or whose Membership is terminated under these Rules:

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

(8.10) Becoming a Member again

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

(8.10.2) However, if a former Member's Membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

General meetings

(9.1) Annual General Meetings

(9.1.1) An Annual General Meeting of the Members of the Club shall be held within 90 days of the end of the financial year.

(9.1.2) Annual General Meetings: Business

- i. The business of an Annual General Meeting shall be to:
- confirm the minutes of previous Society Meeting(s),
 - adopt the President's annual report on Society business,
 - adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
 - set any subscriptions for the current financial year,
 - election of officers,
 - consider any motions,
 - consider any general business.
- ii. The Committee must, at each Annual General Meeting, present the following information:
- an annual report on the affairs of the Society during the most recently completed accounting period,
 - The annual financial statements for that period, and
 - notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

(9.2) Special General Meetings

(9.2.1) Special General Meetings may be called at any time by the Committee by resolution.

(9.2.2) The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 5 percent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

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

(9.3) Procedures

(9.3.1) The Committee shall give all Members at least 14 Working Days' Notice of any General Meeting (including date, time and location) and of the business to be conducted at that General Meeting.

(9.3.2) 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.

(9.3.3) All financial Members may attend, speak and vote at General Meetings:

- i. in person, or
- ii. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present

- at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
- iii. through the authorised representative of a body corporate as notified to the Secretary, and
 - iv. No other proxy voting shall be permitted.
 - v. No General Meeting may be held unless at least 5 eligible financial Members attend. This will constitute a quorum.
 - vi. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
 - vii. Any decisions made when a quorum is not present are not valid.
 - viii. General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
 - ix. All General Meetings shall be chaired by the President. If the President is absent the Vice President, otherwise the meeting shall elect another Committee Member to chair that meeting
 - x. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
 - xi. Any person chairing a General Meeting may:
 - With the consent of a simple majority of Members present at that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
 - xii. The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
 - xiii. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 21 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
 - xiv. No other business shall be considered unless the same is specified in the notice convening the meeting, except it be deemed a matter of extreme urgency by a majority of the Members assembled or be expressly authorised by the Constitution.

- (9.4) Minutes
 (9.4.1) Minutes must be kept by the Secretary of all General Meetings.
- 10 Committee
- (10.1) Composition
 (10.1.1) The Committee will consist of up to 12 Committee Members who are:
- i. Members; and
 - ii. natural persons; and
 - iii. not disqualified by these Rules or the Act.
- (10.2) The Committee will include:
- (10.2.1) Officers of the Society
- i. a President,
 - ii. Vice President,
 - iii. Immediate Past President,
 - iv. Secretary,
 - v. Treasurer, (who may be the same person as the secretary),
 - vi. Up to 7 other Committee Members.
- (10.3) Qualifications
- (10.3.1) Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- (10.3.2) The following persons are disqualified from being appointed or holding office as a Committee Member:
- i. a person who is under 16 years of age,
 - ii. a person who is an undischarged bankrupt,
 - iii. 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,
 - iv. a person who is disqualified from being a Member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
 - v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years: an offence under subpart 6 of Part 4,
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - an offence under section 143B of the Tax Administration Act 1994,
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - a person subject to:
 - a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or

- an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
- 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.
- a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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 new Incorporated Societies Act.
- any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Committee.

(10.4) Election or appointment

(10.4.1) The election of Committee Members shall be conducted as follows

- i. Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).
- ii. A candidate's written nomination (moved and seconded by current financial Members), accompanied by the written consent of the nominee (who must be a financial Member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Secretary at least 5 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- iii. Votes shall be cast in such a manner as the person chairing the Meeting determines.
- iv. Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- v. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- vi. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- vii. If in any year the number of Members nominated for the Committee is not more than seven, the persons so nominated shall, at the Annual General Meeting, be declared the elected Members of the Committee for the ensuing year.

- (10.5) Term
- (10.5.1) The term of office for all Committee Members shall be one year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- (10.5.2) Every returning Member of the Committee shall be eligible for re-election and be deemed to be nominated unless he or she has previously signified to the Secretary a desire not to seek re-election.
- (10.5.3) Notwithstanding the above every Member who has been on the Committee for five years in succession shall retire but will be eligible for re-election.
- (10.5.4) No President shall serve for more than 4 consecutive years as President.
- (10.6) Removal
- (10.6.1) Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Society) the following steps shall be taken:
- i. The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
 - ii. The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
 - iii. The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
 - iv. Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
 - v. If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.
- (10.7) Cessation of Committee Membership
- (10.7.1) Any Committee Member who fails to attend three consecutive meetings without good reason shall be deemed to have resigned from the Committee.
- (10.7.2) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
- (10.7.3) Each Committee Member shall within 14 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Committee Member.
- (10.7.4) If the resigning Committee Member is the Secretary then within 14 Working Days of submitting a resignation or ceasing to hold

office, the former Secretary shall deliver to the President all books, papers and other property of the Society held by the former Secretary.

(10.8) Functions

(10.8.1)

From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

(10.9) Officers' duties

(10.9.1)

At all times each Committee Member:

- i. shall act in good faith and in what he or she believes to be the best interests of the Society,
- ii. must exercise all powers for a proper purpose,
- iii. must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,
- iv. when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- v. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- vi. reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

(10.10) Powers

(10.10.1)

Subject to these Rules and any resolution of any General Meeting the Committee may:

- i. exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
- ii. enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.
- iii. Shall be responsible for the management of the affairs of the Club including the control and investment of the Club's funds.
- iv. May make by-laws and regulations for the internal conduct of the Club and engage such staff as may be necessary for the conduct of the Club.
- v. May make and give receipts, releases and other discharges for money payable to the Club and for the claims and demands of the Club.
- vi. Shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Club.

- vii. May invest and deal with any money of the Club upon such security and in such manner as it thinks fit and it may from time to time vary such investments.
- viii. May borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Club (whether present or future) and to purchase, redeem or pay off any such securities.
- ix. Shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of Members.
- x. Shall ensure that proper books of account are kept by the Treasurer who shall present a monthly financial statement to the Committee and an annual statement of income and expenditure together with a balance sheet to the Members at the Annual General Meeting.
- xi. Shall exercise all the rights, powers and duties which under these Rules are required to be performed by the Committee.

(10.11) Sub-Committees

- (10.11.1) The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.
- (10.11.2) The quorum of every sub-committee is half the Members of the sub-committee but not less than 2,
- (10.11.3) The President and Vice President shall be an ex-officio Member of all sub-committees,
- (10.11.4) No sub-committee shall have power to co-opt additional Members,
- (10.11.5) A sub-committee must not commit the Society to any financial expenditure without express authority, and
- (10.11.6) A sub-committee must not further delegate any of its powers.

- 11 General
- (11.1) General issues
- (11.1.1) The Committee and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.
- (11.1.2) Committee Members who cannot attend a meeting or participate, via a conference call using audio and/or audio-visual technology, when a decision is required at a meeting may elect to delegate their power to vote on a specific issue, by issuing a written, text or email instruction delegating their power to vote, to a committee Member who will be present at a meeting.
- (11.1.3) Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- (11.1.4) Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- (11.2) Conflicts of interest
- (11.2.1) An Officer or a Member of the Committee and/or Member of a sub-committee who is an Interested Member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and or sub-committee; and in an Interests Register kept by the Committee.
- (11.2.2) Disclosure must be made as soon as practicable after the Member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- (11.2.3) A Member of the Committee and/or sub-committee who is an Interested Member regarding a matter must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and must not sign any document relating to the entry into a transaction or the initiation of the matter; but may take part in any discussion of the Committee and/or sub-Committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- (11.2.4) However, a Member of the Committee and/or 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.

- (11.2.5) Where 50 per cent or more of Committee Members 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 Members agree otherwise, and where 50 per cent or more of the Members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.
- (11.3) Committee meetings
 - (11.3.1) Frequency
 - i. The Committee shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
 - (11.3.2) Procedure
 - i. The quorum for Committee meetings is at least half the number of Committee Members.
- 12 Records
 - (12.1) Register of Members
 - (12.1.1) The Secretary shall keep an up-to-date Register of Members, recording for each Member:
 - i. their name,
 - ii. contact details,
 - iii. date they became a Member, and
 - iv. any other information required by these Rules or prescribed by Regulations under the Act.
 - (12.1.2) Contents of Register of Members:
 - i. The information contained in the Register of Members shall include each Member's:
 - (a) postal address
 - (b) phone number (landline and/or mobile)
 - (c) email address (if any)
 - (d) date the Member became a member
 - (e) whether the Member is financial or unfinancial
 - (12.1.3) Every Member shall promptly advise the Secretary of any change of their contact details.
 - (12.1.4) Access to Register of Members:
 - i. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members.
 - ii. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.
 - (12.2) Interests Register
 - (12.2.1) The Secretary shall maintain an up-to-date register of the interests disclosed by Officers.

13 Dispute resolution

(13.1) Raising disputes:

- (13.1.1) Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- (13.1.2) The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (13.1.3) The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

(13.2) Investigating disputes:

- (13.2.1) This rule concerns any grievances of Members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes."
- (13.2.2) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (13.2.3) Rather than investigate and deal with any grievance or complaint, the Committee may:
 - i. appoint a sub-committee to deal with the same, or
 - ii. refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (13.2.4) The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- (13.2.5) The decision-maker:
 - i. shall consider whether to investigate and deal with the grievance or complaint, and
 - ii. may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

- (13.2.6) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- i. The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
 - ii. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
 - iii. The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - iv. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (13.2.7) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- i. The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
 - ii. The Member complained against must be given an adequate time to prepare a response.
 - iii. The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (13.2.8) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (13.2.9) A Member may not make a decision on or participate as a decision-maker in regard to a grievance or complaint, if 2 or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

(13.3) Resolving disputes:

(13.3.1) The decision-maker may:

- i. dismiss a grievance or complaint, or
- ii. uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- iii. uphold a complaint, and
- iv. reprimand or admonish the Member, and/or
- v. suspend the Member from Membership for a specified period, or terminate the Member's Membership, and/or
- vi. order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

14 Winding up:

(14.1) Process

(14.1.1)

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

(14.1.2)

The Secretary shall give Notice to all Members of:

- i. the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and
- ii. the General Meeting at which any such proposal is to be considered,
- iii. the reasons for the proposal, and
- iv. any recommendations from the Committee in respect to such notice of motion.

(14.1.3)

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

(14.2) Surplus assets:

(14.2.1)

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

(14.2.2)

On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in any other organisation within New Zealand area having similar objectives to the Society for the general purposes of the Society.

(14.2.3)

However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules and the Act in all other respects.

- 15 Alterations to the Rules:
- (15.1) Amending these Rules:
- (15.1.1) Alteration:
- i. the Constitution and Rules of the Society may be altered, added to or rescinded at any general meeting provided that:
 - ii. proposed changes to the Rules proposed and seconded by Members are submitted to the Secretary at least 30 Working Days prior to the meeting,
 - iii. written notice of proposed alterations notice in writing is provided by the secretary to all Members at least 14 Working Days prior to the meeting,
 - iv. including
 - (a) proposed alterations, additions or rescissions
 - (b) reasons for the proposal
 - (c) any Committee recommendations
- (15.1.2) The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- (15.1.3) No addition to or alteration shall be approved if it materially alters or effects the intent of the Purposes (Section 2 of these Rules) or Culture (Section 4 of these Rules)
- (15.1.4) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

16 Administration

(16.1) Common seal

- (16.1.1) The common seal of the Society must be kept in the custody of the Secretary.
- (16.1.2) The common seal may be affixed to any document:
- i. by resolution of the Committee and must be countersigned by 2 Committee Members or by 1 Committee Member and President.
 - ii. by such other means as the Committee may resolve from time to time.

(16.2) Contact person

- (16.2.1) The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- (16.2.2) The Society's contact person must be:
- i. at least 18 years of age, and
 - ii. an Officer of the Society, and
 - iii. ordinarily resident in New Zealand, and
 - iv. not disqualified under the Act from holding that office,
 - v. and shall be the Secretary.
- (16.2.3) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

- 17 By-laws
(17.1) The Committee from time to time may make and amend by-laws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such by-laws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.
- 18 Indemnity
(18.1) The Officers and Members of the Committee and or Auditor shall be indemnified by the Club for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.
- 19 Limitation of liability
(19.1) The Officers and Members of the Committee, and or Auditor, shall not be liable for the acts or defaults of any other Member of the Committee, Auditor, or other officer, for any loss or expense happening to the Club, unless the same happens from his or her own wilful default.
- 20 Affiliation
(20.1) The Club may be affiliated to another incorporated Club/Society or to an incorporated Association where the sharing of resources, facilities, and collective cover through numbers, are beneficial to the Club Members.

Approved at the Manawatu Blokart Club annual general meeting 9th May 2024