



OFFICIAL CONSTITUTION OF THE ELLESMERE MOTOR RACING CLUB

INCORPORATED

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OFFICIAL CONSTITUTION OF THE ELLESMERE MOTOR RACING CLUB INCORPORATED

1. Definitions and interpretation

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

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Balance Date means 30 June in each year.

Chairperson means the President who is responsible for chairing General Meetings and Committee meetings, and who provides leadership of the Club.

Committee means the Club's executive body.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

General Meeting means either an Annual General Meeting or Special General Meeting of the Members of the Club.

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

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

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

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

Officer means a person who is a member of the Committee or is occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club, including any Chief Executive.

Policies means any policies, standards, guidelines, codes of conduct, principles, motor racing or competition rules and regulations, manuals, or such other like documents, for and of the Club.

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

Secretary means the Officer responsible for the matters specifically noted in this Constitution.

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

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, 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. Club Details

- 2.1 **Name:** The name of the Club is Ellesmere Motor Racing Club Incorporated (the **Club**).
- 2.2 **Registered Office:** The registered office of the Club shall be such place as may from time to time be determined by the Committee and notified to the Registrar of Incorporated Societies.
- 2.3 **Contact person:** At its first Committee meeting following an Annual General Meeting, the Committee must elect or re-elect two (2) persons to be the contact persons of the Club, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in Contact Details to any of the contact persons.

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Club are to:
 - (a) foster, improve, promote and assist in any way to further the interest of motoring and motoring sports generally;
 - (b) study the administration of the laws and regulations affecting motoring and motor vehicles and to promote and protect the rights of Members and motorists generally;
 - (c) arrange tours, lectures, discussions, social meetings and other gatherings pertaining to the interest of motoring; and
 - (d) affiliate or enter into any agreement, arrangement or engagement with any kindred association, society or body for the purpose of furthering the purposes of the Club or any of them.
- 3.2 **Powers of the Club**
 - (a) The Club shall have the power to do all acts and things necessary for the furtherance of its purposes or any of them and in particular may exercise the following powers and ancillary purposes:
 - (i) acquire by purchase, lease, hire, gift or otherwise, any lands, estates, buildings, leases, tenements, hereditaments or other interest or rights, in or over land which may be necessary or convenient for any of the purposes of the Club, or be desirable for the purpose of investment, and may grant interest or rights in or over any property owned by the Club and may alter extend, adapt, reconstruct, repair, uphold, maintain and support buildings generally;
 - (ii) acquire by purchase, lease, hire, gift or otherwise and may build, construct, alter, adapt, repair and maintain any goods, chattels or other personal property which may be necessary or convenient for

any of the purposes of the Club or be desirable for the purpose of investments, and may sell, let, hire, exchange or otherwise dispose of any of the same either together or in portions and may undertake, construct, acquire or carry on works of all kinds whether relating to the operations of the Club or otherwise;

- (iii) take money and property by devise, bequest or give whether subject to any special trust or not;
- (iv) raise money by way of fees, charges, donations, contributions, gifts, ventures, art unions, competition, galas, fetes, functions or otherwise for any one or more of the purposes of the Club.
- (v) for any of its purposes, borrow or raise money and for the purpose of securing the repayment thereof may charge all or any of its real or personal property, or may borrow the same by way of bank overdraft;
- (vi) invest and deal with the funds of the Club from time to time upon such securities or in such matter as may be thought fit;
- (vii) lend and advance money or give credit to or guarantees for the payment of the money or the performance of contracts or obligations and otherwise assist any club or any trust institute society or other organisation or any person for the purpose in or about the furtherance of any of the purposes of the Club;
- (viii) remove any social media posts made in online pages hosted by Club, or comments made on posts by the Club that may cause any bad reference or reflection towards the Club itself or any Officers, Members or employees who are involved in the day to day running of the Club;
- (ix) develop, adopt, and promulgate for the Club any Policies, and amend or update these Policies (as applicable) from time to time as deemed necessary for the Club's purposes; and
- (x) exercise all the powers and undertake all the operations and do all the acts and things which a person of full age and capacity can whatsoever necessary directly or incidental to the purposes of the Club or any of them or which may be conducive to the attainment thereof or calculated directly or indirectly to enhance the value of any operation, property or rights of the Club and to carry out the purposes in as full and ample a manner and to construe the purposes contained in the paragraphs to this Constitution in as wide a manner as they would if each separate paragraph defined purposes of a separate and independent organisation and so that such purposes shall not in any way be limited or restricted by reference to or interference from the terms of any other paragraph or from the name of the Club.

4. Membership

- 4.1 Members:** The Members of the Club shall be persons elected in accordance with this Constitution. The Club shall maintain the minimum number of Members

required by the Act. All Members are expected to conduct themselves at all times in a creditably worthy manner.

- 4.2 **Categories of Members:** There shall be the following classes of Members with such rights and subject to such obligations as are prescribed pursuant to this Constitution:
- (a) **Life Members:** Being Members of the Club elected as Life Members by the Club at an Annual General Meeting. Life membership will be granted to those Members who, over a period of ten (10) years, have devoted extremely meritorious service to the good and welfare of the Club in general;
 - (b) **Honorary Members:** The Committee may elect as Honorary Members, any person distinguished in promoting the course of motoring or motor sport in general. No Honorary Member shall hold any office or have the power to vote at any meeting of the Club.
 - (c) **Driver Members:** Being persons, male or female, who are financial Members of the Club; and
 - (d) **Associate Members:** Being persons, male or female, who are financial Members of the Club but are not drivers.
- 4.3 **Consent:** Each applicant who wishes to become a Member of the Club must complete an application in such form as the Committee shall from time to time determine. Each applicant consents to becoming a Member by completing the application form.
- 4.4 **Process to becoming a Member:** The duly completed application form shall then be completed, with the membership fee paid, to the Secretary of the Club. It shall be the duty of the Secretary to place all such applications before the Committee who may thereupon make inquiry into the credentials of any proposed applicants for membership and if the Committee is not satisfied with the credentials of any applicant, it shall not recommend them for acceptance. No reason needs be given for the rejection or postponement of any application. Upon the election of a new Member, the Secretary shall forthwith notify the same to such new member in writing.
- 4.5 **Membership:** A membership fee may be levied against all applicants for membership and the amount therefore shall be fixed by the Club in a General Meeting. Any levied amount shall be paid in full with each application of membership at each Annual General Meeting. Any Member who has not paid their membership for the current financial year, which runs from 1 July to 30 June shall cease to be a Member of the Club but shall remain liable for any monies which they may owe the Club. No memberships will be accepted at an Annual General Meeting.
- 4.6 **Observation and Interpretation:** Every member binds themselves to abide by this Constitution and by any alterations thereto made in conformity with this Constitution and also accepts as final decision of the Committee in all cases of dispute or disagreement as to the interpretation of this Constitution.
- 4.7 **Ceasing to be a Member:** A Member ceases to be a Member:

- (a) by resignation from that Member's class of Membership by written notice signed by that Member to the Secretary on or before the day set down for the Annual General Meeting, otherwise he or she shall be liable for payment of all monies due by him to the Club for the following financial year, which may be recovered by due process of the law; or
- (b) on termination of a Member's membership following a dispute resolution process under this Constitution;
- (c) on death; or
- (d) any resolution of the Committee where the Member has failed to pay a subscription, levy or other amount due to the Club within 3 calendar months of the due date for payment.

4.8 **Register of Members:** The Committee will ensure the Club maintains an up-to-date Register of Members, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Register of Members will be updated as soon as practicable after the Club becomes aware of changes of the information recorded in the Register of Members. The Committee will keep a record of those who have ceased to be a Member of the Club within the previous seven (7) years and the date on which they ceased to be a Member. All personal information held by the Club will comply with the Privacy Act 2020.

5 **Management of the Club**

5.1 **Role of Committee:** The authority and responsibility for the transaction of the business of the Club shall be vested in the Committee which in addition to the powers and authorities by this Constitution expressly conferred on it, may exercise all powers and do all acts in the furtherance of the purposes for which the Club is established other than those expressly directed or required to be done by the Club in a General Meeting.

5.2 **Racing governing body:** For the purposes of clause 3.1(a) and (d) of this Constitution, the Committee may by two-thirds majority consider that alignment or affiliation with any particular national, or other, motor racing governing organisation best meets the needs, requirements and purposes of the Club. However, any decision to align or affiliate with such organisation must be (and has no effect on the Club unless) determined or ratified by a three-quarter majority of Members voting at a General Meeting.

5.3 **Composition of Committee:** The Committee shall consist of at least seven Officers, consisting of:

- a) the President;
- b) the Vice President;
- c) the Club captain;
- d) the Secretary;
- e) the treasurer; and
- f) up to six (6) Members.

- 5.4 **Election Process:** The Officers of the Committee shall be elected at the Annual General Meeting. The Officers shall hold office for a period of one (1) year and shall retire at each Annual General Meeting. A retiring Officer shall be eligible for immediate re-election. No person shall be eligible to hold office on the Committee, unless that person is currently a financial Member, for a period of not less than five (5) months. Honorary Members are eligible for election as Officers.
- 5.5 **Patron:** A patron who need not be a Member of the Club may be elected at the Annual General Meeting.
- 5.6 **President:** The President of the Club shall be elected at the Annual General Meeting of the Club and subject to termination of office by resignation or otherwise, the retiring President shall be eligible for re-election. No-one shall be eligible to hold the office of President who has not been on the Committee for at least one (1) year and who is not a Member of the Club. An Honorary Member is eligible for election as President.
- 5.7 **Vice President:** The Vice President of the Club shall be elected at the Annual General Meeting of the Club until termination of office by resignation or otherwise. His or her successor will be elected at the next Annual General Meeting. The retiring Vice President shall be eligible for re-election. No-one shall be eligible to hold the office of Vice President who has not been on the Committee for at least one (1) year and who is not a Member of the Club. An Honorary Member is eligible for election as Vice President.
- 5.8 **Secretary and Treasurer:** The positions of Secretary and the Treasurer may be held by the same person.
- 5.9 **Honorary Officers:** The Annual General Meeting may appoint an honorary accountant and an honorary solicitor. Every honorary accountant shall be a person fully-qualified as an accountant in New Zealand and every honorary solicitor shall be a solicitor of the High Court of New Zealand.
- 5.10 **Meetings of the Committee:** The Committee shall meet whenever summoned by the President or the Secretary, who shall give at least five (5) working days' Notice to all persons entitled to attend and vote at such meetings. Meetings of the Committee may be held without the request Notice having been given, provided that all Officers who are entitled to be present have been notified and at least five (5) of them had given their consent.
- 5.11 **Nominations for Officers:** Nominations for Officers shall be made in writing on the prescribed form and are to be proposed and seconded by two (2) financial Members of the Club. Nominations shall close with the Secretary seven (7) days before the Annual General Meeting. Nominations may also be taken from the floor at an Annual General Meeting if agreed on by all present.
- 5.12 **Casual Vacancies:** Casual Vacancies in the Committee may be filled by the Committee other than those occupied by the President, Vice Presidents, Secretary, or Treasurer.
- 5.13 **Sub Committees:** The Committee shall have the power to appoint sub-committees to meet on its behalf in respect to any matter which is specifically referred to such a sub-committee. The sub-committee shall be responsible to, and report to the Committee.

- 5.14 **Committee Attendance:** Any Officer who shall be absent from more than three (3) consecutive Committee Meetings in any financial year without first obtaining leave of absence shall cease to be an Officer unless the Committee shall resolve to the contrary.
- 5.15 **Expenditure:** No expenditure shall be incurred or money paid unless it has been authorised by resolution of the Committee. All payments shall be made by direct debit on the Club's account approved by the Committee and such direct debit shall be signed by any two (2) of the President, Vice Presidents, Secretary or Treasurer of the Club providing that no two (2) signatories are married to each other or in a de-facto relationship together. If any two (2) of the said signatories are in this position then only one (1) of them may have the authority to sign.
- 5.16 **Officer's Duties:** 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 Club;
 - b) must exercise all powers for a proper purpose;
 - c) must not act, or agree to the Club 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 Club;
 - 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 Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors; and
 - f) must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

6 Conflicts of Interest:

- 6.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Club 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 Committee and or sub-committee; and
 - b) in an Interests Register kept by the Committee.
- 6.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware they are interested in the Matter.
- 6.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:

- a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all Officers who are not interested in the Matter consent; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Officers who are not interested in the Matter consent; but
- c) 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).

6.4 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.

7 Annual General Meeting

7.1 The Annual General Meeting of the Club shall be held within two (2) months of the Balance Date, on a date, time and place to be fixed by the Committee. The Annual General Meeting must be held no later than the earlier of six (6) months after the Balance Date of the Club or fifteen (15) months after the previous Annual General Meeting.

7.2 The Annual General Meeting shall:

- a) receive a set of accounts for the financial year which shall end on the Balance Date, prepared and presented by the Treasurer, and if thought fit, adopt an accountant to review these accounts may be appointed at this meeting;
- b) receive from the President, a report on the activities of the Club for the past year;
- c) elect the Officers of the Club as provided in this Constitution;
- d) fix:
 - i. the subscription for the ensuing year
 - ii. payment of officials; and
 - iii. gate fees;
- e) decide on any Notices or motions which may have been duly lodged with the Secretary of the Club at the Annual General Meeting; and
- f) transact any other business for which special notice is not required by this Constitution.

8 Special General Meeting

8.1 At least five (5) days' Notice of all Special General Meetings shall be given but the non-receipt of such Notice by any Member shall not invalidate the proceedings. Such Notice shall be by advertisement over email, social media, phone call, in a local daily newspaper or alternatively by letter or other correspondence to each Member at their last known address.

8.2 A Special General Meeting of the Club may be convened:

- a) by the Committee of the Club at any time; or
- b) by requisition signed by twenty (20) Members of the Club delivered to the President or the Secretary. Such requisition to set out in full, the purpose for which the meeting is being called upon. On receipt of such requisition, the Committee shall be required to call a Special General Meeting for the purpose as detailed in the requisition within thirty (30) days of receipt of the requisition. Failing compliance by the Committee in convening a Special General Meeting duly requisitioned by the Members within thirty (30) days, then the Members signing the requisition shall themselves have the power to convene a Special General Meeting.

9 General Meetings

- 9.1 **Notice:** At least fourteen (14) days' Notice of all General Meetings shall be given but the non-receipt of such Notice by any Member shall not invalidate the proceedings. Such Notice shall be by advertisement over email, social media, phone call, in a local daily newspaper or alternatively by letter or other correspondence to each Member at their last known address.
- 9.2 **Control of General Meetings:** The Chairperson will chair General Meetings. If the Chairperson is unavailable, another Officer (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 9.3 **Right to be present:** No one may take part in any meeting of the Club unless they have paid all monies owed by them to the Club or unless they are an invited guest, determined by the Committee for the specific purpose of the good and welfare of the Club in general.
- 9.4 **Minutes:** The Club must keep minutes of all General Meetings.
- 9.5 **Voting:** The voting procedure for Members at General Meetings is as follows:
 - a) each Life Member, Honorary Member and Financial Member personally present and eligible to take part in any General Meeting shall be entitled to exercise one (1) vote;
 - b) Associate Members are only eligible to vote if they have been a financial Member for a period of at least five (5) months;
 - c) the Chairperson shall, in event of equality of voting, have a casting vote; and
 - d) a poll shall be held if any two (2) Members present so demand, but unless a poll is demanded voting shall be on voices or by show of hands.
- 9.6 **Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by a percentage that is 75% or higher majority of Members entitled to vote is valid as if it has been passed at a General Meeting provide the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

10 Quorums

- 10.1 **General Meetings:** At General Meetings, fifteen (15) Members personally present shall form a quorum.
- 10.2 **Committee Meetings:** At meetings of the Committee, a majority of Officers personally present shall form a quorum.
- 10.3 **Sub Committee Meetings:** At meetings of any sub committee, a majority by numbers personally present shall form a quorum.

11 Regulations and Bylaws

- 11.1 The Club may, by resolution in a General Meeting, make, amend or rescind regulations or bylaws inconsistent with the rules and regulations of the Club, the Act or any amendments thereof or this Constitution for any purpose which shall be deemed necessary for the conduct of all or any of the affairs or activities of the Club.

12 Dispute Resolution

12.1 Definitions: In this clause 12:

- a) **Dispute** means a disagreement or conflict between and among any one (1) or more Members, any one or more Officers and the Club, that relates to an allegation that:
 - i. a Member or an Officer has engaged in misconduct; or
 - ii. a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - iii. the Club has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - iv. a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged;
- b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 12.5 to 12.13;
- c) a **Member** is a reference to a Member acting in their capacity as a Member; and
- d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

- 12.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

12.3 Application of other procedures under this Constitution or in a Bylaw:

- a) if the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Committee in its

discretion so that the Other Procedure is consistent with the rules of natural justice.

- b) if the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure

12.4 Application of the Disputes Procedure: If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

12.5 Raising a complaint:

- a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Committee setting out:
 - i. the allegation to which the dispute relates and who the allegation is against; and
 - ii. any other information reasonably required by the Club.
- b) The Club may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

12.6 Investigating and determining Disputes: Unless otherwise provided, the Club must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

12.7 Decision to not proceed with a matter: Despite the contents of the Disputes Procedure, the Club may decide not to proceed with a matter if:

- a) the Complaint is trivial; or
- b) the Complaint does not appear to disclose or involve an allegation of the following kind:
 - i. any material misconduct; or
 - ii. any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
 - iii. any material damage to a Member's rights or interests or Members' rights or interests generally; or
- c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the Complaint has an insignificant interest in the matter; or

- e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- f) there has been an undue delay in making the Complaint.

12.8 **Complaint may be referred:** The Club may refer a Complaint to:

- a) a hearing body or person authorised, delegated or appointed by the Committee to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
- b) a sub-committee or an external person to investigate and report; or
- c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

12.9 **Hearing Body:** The Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Committee to resolve, or assist to resolve, Complaints.

12.10 **Bias:** An individual may not be part of a Hearing Body in relation to a Complaint if two (2) or more officers or members of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

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

12.11 **Complainant's right to be heard:**

- a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the Club makes a Complaint, the Club has a right to be heard before the Complaint is resolved or any outcome is determined, and an Officer may exercise that right on behalf of the Club
- b) A Member or Officer or the Club must be taken to have been given the right if:
 - i. The Member or Officer or the Club has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - ii. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - iii. an oral hearing, if any, is held before the Hearing Body; and
 - iv. the Member's or Officer's or the Club's written statement or submission, if any, are considered by the Hearing Body.

12.12 **Respondent's right to be heard:** The Member or Officer who, or the Club which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Club, an Officer may exercise the right on behalf of the Club. A Respondent must be taken to have been given the right if:

- a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held;
- c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing;
- d) an oral hearing, if any, is held before the Hearing Body; and
- e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

12.13 Appeals: There is no right of appeal or right of review of a decision unless specified.

13 Club Badges

13.1 Any badges issued to a Member by or for the Club shall remain the property of the Club and on termination of their membership, Members shall deliver up such badges to the Secretary.

14 Alterations and Conditions

14.1 Alterations: Any alterations may be made to this Constitution at a General Meeting of the Club by a resolution passed by a two-thirds majority of those Members present and voting. Notice of any motion to alter the Constitution shall be forwarded to Members fourteen (14) days prior to the General Meeting called for such purpose. The Secretary shall forward such notices of motion to the Committee within three (3) Working Days of receiving the same.

14.2 No alteration: No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

15 Liability, Indemnity and Insurance

15.1 Liability: The Club does not accept any liability for injury or damage sustained by any person or thing whilst on any race track, raceway or elsewhere arising from the use of any race vehicles or otherwise.

15.2 Indemnity: The Club undertakes to exempt, exonerate and indemnify its Officers, Members and employees from and against any liability for injuries or damage sustained arising from the operations described in clause 14.1 above and as permitted by section 96 of the Act.

15.3 Insurance: With the prior approval of its Committee, the Club may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

15.4 Indemnity for Officers: The Club is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

- b) costs incurred by the Officer for any claim or proceeding relating to that liability.

16 Effect of Club Rules

- 16.1 The Constitution and all other Policies of, or adopted by, the Club shall be deemed to be incorporated in this Constitution as fully and effectively as if they had been literally set out herein insofar as they bind the Club. Whenever any part of the Constitution shall be superseded or affected by any changes in the Constitution and or any Policies of, or adopted by, the Club, they shall be deemed to be varied, amended or varied, amended or rescinded by General Meeting pursuant to this Constitution and Notice of any such change shall be notified forthwith to the Registrar of Incorporated Societies.

17 Liquidation and removal

- 17.1 **Notice:** The Committee must give Notice to all Members of at least thirty (30) days of a proposed motion:

- a) to appoint a liquidator;
- b) to remove the Club from the Register of Incorporated Societies; or
- c) for the distribution of the Club's surplus assets.

The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 17.2 **Special Resolution:** Any resolution for a motion set out in clauses 17.1(a) to (c) must be passed by a Special Resolution of Members.
- 17.3 **Surplus Assets:** The surplus assets of the Club, after the payment of all costs, debt and liabilities, must be disposed of to some other organisation or body having purposes similar to that of the Club, or to some other charitable organisation or purpose, within New Zealand.