

CONSTITUTION

MORGAN SPORTS CAR CLUB OF NEW ZEALAND INCORPORATED

1. NAME

The name of the Club is The Morgan Sports Car Club of New Zealand Incorporated, hereinafter called the Club.

2. DEFINITIONS

'Rules' means the rules contained in this Constitution and any subsequent amendments.

'Written Notice' means communication by post, electronic means, (including email and website posting and any other forms of social media), or advertisements in periodicals or a combination of these methods.

3. PURPOSES OF THE CLUB

The purposes for which the Club is established are:

- 3.1 To promote and foster the mutual interest of Morgan car owners and enthusiasts of the marque.
- 3.2 To promote that interest to the motoring public throughout New Zealand.
- 3.3 To provide a centre of technical information on Morgan cars.
- 3.4 To assist each other as far as responsibilities permit in the maintenance or restoration of Morgan cars.
- 3.5 To publicise the activities of the Club and the benefits of Morgan car ownership.
- 3.6 To promote and/or hold either alone or jointly with any Companies, Associations, Clubs or persons, social and sporting competitions, exhibitions, gymkhanas and matches throughout New Zealand and to offer, give or contribute prizes, medals and awards.
- 3.7 To affiliate with or act in conjunction with similar organisations throughout New Zealand provided that any such action does not compromise the Club Members financially.
- 3.8 To do anything necessary or helpful to the above purposes.
- 3.9 Pecuniary gain is not a purpose of the Club

4. POWERS

- 4.1 To prescribe, make and adopt such Rules, regulations and resolutions and to do all things as may be necessary or desirable to further the objects of the Club.
- 4.2 To operate any bank or similar accounts including bank term deposit accounts of use to the Club.
- 4.3 To do all things necessary, convenient or incidental to the furtherance of any objectives of the Club.

5. MEMBERSHIP

5.1 Membership classes:

- a. Member. Any person is eligible for Membership who is the owner of a Morgan car or is the partner of the owner. All joint or multiple owners are eligible for Membership.
- b. Joint Member. There may be joint or group memberships for partners, joint or multiple owners. Individual Members of a Joint/Group Membership are each entitled

to vote at Club Meetings to a maximum of two votes per Joint/Group Membership. A corporate owner shall be an individual Member.

c. Life Member. Any person who in the opinion of the Club has rendered such services as to entitle them to the distinction may be elected by a majority at a Club Meeting as a Life Member. A Life Member shall be entitled to all the privileges of the Club without payment of fees.

d. Such other membership classes as may be decided by the Club.

5.2 All Members, Joint Members and Life Members shall be entitled to election to all offices, voting and benefits and privileges that the Club offers.

6. ADMISSION OF MEMBERS

6.1 To become a Member a person ("the Applicant") must:

- a. Submit a completed Club's Application Form to the Secretary;
- b. Pay the annual subscription;
- c. Provide any other information the Executive Committee may reasonably require.

6.2 The Executive Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Executive Committee shall advise the Applicant of its decision to decline an application, and that decision shall be final.

7. SUBSCRIPTION

7.1 The annual subscription for the ensuing financial year shall be determined at the Annual General Meeting following a recommendation from the Executive Committee.

7.2 The annual subscription is due by balance date and is applicable to the financial year following balance date.

7.3 If no amount is set, the annual subscription shall remain unchanged from the previous year.

8. CESSATION OF MEMBERSHIP

8.1 Any Member may resign at any time by giving Written Notice to the Secretary of the intention to do so. This resignation shall apply as at the date of receipt by the Secretary of the notice of resignation.

8.2 Membership shall cease for any Member whose subscription remains unpaid for three months after due date.

9. EXPULSION OF MEMBERS

9.1 The Executive Committee shall have the power to suspend and/or expel any Member if the Member shall do anything which brings, or has the effect of bringing the Club into disrepute.

9.2 Before the Executive Committee hears any allegation against a Member and/or to consider the suspension or expulsion of any Member, if proved, it shall first give the affected Member 14 days notice of its intention to hear and consider such allegations and afford the Member in question the opportunity to attend the Executive Committee meeting and to be heard.

9.3 If after the hearing the allegation and/or defence, any resolution of the Executive Committee to suspend or expel a Member shall only be carried by at least a two

thirds majority of those present at the Executive Committee meeting hearing such allegation. There shall be no right of appeal from such a decision of the Executive Committee.

10. CLUB MEETINGS

10.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

10.2 Special General Meetings may be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written request to call a Special General Meeting signed by at least 10% of the eligible voting Members.

10.3 At all Club Meetings the President shall chair the meeting. In the absence of the President, the Vice President shall chair the meeting and in the absence of the President and Vice President the Secretary shall chair the meeting.

10.4 The Secretary shall:

- a. Give all Members at least 28 days Written Notice of the business to be conducted at any Club Meeting;
- b. Additionally, the Secretary will provide, as appropriate:
 - i. Notice of any motions and the Executive Committee's recommendations about those motions.
 - ii. If the Secretary has sent out a notice to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

10.5 All Members may attend and all eligible Members may vote at Club Meetings. Eligible Members may appoint a proxy or submit votes by Written Notice.

10.6 Those in attendance at Club Meetings shall include those eligible Members physically present, those eligible Members who submit proxies, and those eligible Members who submit votes by Written Notice prior to the meeting.

10.7 A Club Meeting may be held without any Member being physically present.

10.8 A quorum is achieved at any Club Meeting when those in attendance exceed 10% of the eligible voting Members.

10.9 The Annual General Meeting (AGM) will be held once every year no later than six months after the Club's balance date at a suitable venue and on a date as selected by the Executive Committee.

10.10 Additionally, the Secretary will provide, as appropriate:

- a. A copy of the President's Report and the Annual Financial Statements;
- b. A list of nominees for the Executive Committee.

10.11 The business of the Annual General Meeting shall be:

- a. Receiving the minutes of the Club's previous Meeting;
- b. The President's report;
- c. The Treasurer's report on the Club's financial affairs;
- d. Appointment of a Reviewer of the annual financial accounts;
- e. Determining the annual subscription;
- f. Election of the Executive Committee members;
- g. Motions to be considered;
- h. General business.

11. EXECUTIVE COMMITTEE

11.1 The Club shall have a managing committee (the "Executive Committee"), comprising the following officers and other Members:

- a. The President;
 - b. The Vice President;
 - c. The Secretary;
 - d. The Treasurer;
 - e. Such other Members as the Club shall decide to a total maximum of eleven Members.
- 11.2 The term of all Executive Committee Members with the exception of the President shall be one year.
- 11.3 The term of the President shall be two years. At the end of the first two year term the President is eligible for nomination for the position of President for a further two years but must retire at the end of the second two years.
- 11.4 The retiring President is not eligible for nomination for the position of President until two years from previously holding the position.
- 11.5 The retiring President is eligible to be nominated for other Executive Committee positions.

12. ROLE OF THE EXECUTIVE COMMITTEE

- 12.1 Subject to the Rules of the Club the role of the Executive Committee is to:
- a. Administer, manage and control the Club;
 - b. Carry out the purposes of the Club and use money or other assets to do that;
 - c. Manage the Club's financial affairs;
 - d. Set accounting policies in line with generally accepted accounting principles;
 - e. Delegate responsibility and co-opt Members where necessary;
 - f. Ensure all Members follow the Rules;
 - g. Decide how a person becomes a Member, and how a Member ceases being a Member;
 - h. Decide the times and dates for meetings and set the agenda for meetings;
 - i. Decide the procedures for dealing with complaints;
 - j. Recommend membership fees;
 - k. Make regulations.
- 12.2 The Executive Committee has all the powers of the Club, unless the Executive Committee's power is limited by these Rules, or by a majority decision of the Club.
- 12.3 All decisions of the Executive Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote.

13. DUTIES OF PRESIDENT SECRETARY AND TREASURER

- 13.1 The President is responsible for:
- a. Ensuring that the Rules are followed;
 - b. Convening meetings and establishing whether or not a quorum is present;
 - c. Chairing meetings, deciding who may speak and when;
 - d. Overseeing the operations of the Club;
 - e. Providing a report on the operations of the Club at each Annual General Meeting.
- 13.2 The Secretary is responsible for:
- a. Recording the minutes of meetings;
 - b. Keeping the Register of Members;
 - c. Holding the Club's records, documents, and books except those required for the Treasurer's functions;
 - d. Ensuring the annual financial report for the Club is forwarded to the Registrar of Incorporated Societies following its approval at an Annual General Meeting;
 - e. Ensuring that any alteration to the Club's Rules are forwarded to the Registrar of Incorporated Societies following the approval of the altered Rules at a Club Meeting;

f. Performing such other duties as established by the Executive Committee.

13.3 The Treasurer is responsible for:

- a. Keeping accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- b. Preparing a financial report for presentation at each Annual General Meeting;
- c. Providing financial information to the Executive Committee as the Committee determines.

14. VACANCIES

In the event of a vacancy in any office of the Executive Committee, the Executive Committee may fill such a vacancy by appointment for the balance of the year.

15. CESSATION OF EXECUTIVE COMMITTEE MEMBERSHIP

Persons cease to be Executive Committee members when:

- a. Their term expires;
- b. They resign by giving Written Notice to the President;
- c. They are removed by a majority vote of the Club at a Club Meeting.

16. ALTERATIONS OF RULES

16.1 These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by two thirds majority of those eligible voting Members in attendance at a Club Meeting of which not less than 28 days Written Notice has been given.

16.2 Every such notice shall set forth the purpose of the proposed alteration, addition, recession, or other amendment.

17. INCOME AND PROPERTY

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this constitution, provided that nothing herein prevents the payment in good faith of remuneration of any Member of the Club or to any person in return for any services or work rendered to the club.

18. PAYMENTS AND EXPENDITURE CONTROL

18.1 All accounts for payment shall be authorised by two members of the Executive Committee, one of whom must be the President, or the Secretary, or the Treasurer.

18.2 Any purchase, acquisition or expenditure that exceeds 20% of the net assets of the Club shall be subject to approval by a resolution passed at a Club Meeting of which 28 day's Written Notice has been given.

19. ORGANISATION OF EVENTS

In organising competitions or events, the Club shall have in place a policy of insurance (where applicable) against claims for damages arising out of such. Such a policy shall cover claims against the Club and Club Members acting for the Club.

20. OBSERVANCE OF RULES/BYLAWS

20.1 The Executive Committee shall have the power to make from time to time such regulations and by-laws not being inconsistent with these Rules.

20.2 Every Member of the Club is bound to observe and abide by the constitution of the Club and those general rules and by-laws and such alterations or additions as may be made from time to time by the Club.

21. OBLIGATIONS OF MEMBERS

All Members (and Executive Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

22. ASSURANCE ON THE FINANCIAL STATEMENTS

22.1 The Club shall appoint a person to review the annual financial statements of the Club. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies. The Reviewer must be suitably qualified and must not be a member of the Executive Committee. If the Club appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

22.2 The Executive Committee is responsible to provide the Reviewer with:


- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b. Additional information that the Reviewer may request from the Executive Committee for the purpose of the review;
- c. Reasonable access to persons within the Club from whom the Reviewer determines it necessary to obtain evidence.

23. COMMON SEAL

The Common Seal will only be affixed, by order of the Executive Committee in the presence of the President and the Secretary. The Common Seal shall be retained in the custody of the Secretary.

24. DISSOLUTION

The Club shall be wound up in accordance with Incorporated Societies Act applicable at the time or any Act amending or replacing the same. Upon winding up, any Club assets remaining after payment of all Club liabilities shall be disposed of in such a manner as passed by resolution at the Club Meeting convened for the purpose of winding up the Club.


President
29/5/2020.

G. Duffy
Secretary
29/5/2020

M. B. Bell Treasurer
29/5/2020