



**The  
American Classic Car Club (Canterbury) Inc.**

**Constitution & Club Rules**

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# The American Classic Car Club (Canterbury) Incorporated.

## Constitution

### 1. Name

The name of the Club shall be "The American Classic Car Club (Canterbury) Incorporated" (Hereinafter referred to as 'the Club').

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

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

**'Act'** means the Incorporated Societies Act 2022 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.

**'Annual General Meeting'** means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.

**'Committee'** means the Club's governing body.

**'Constitution'** means the rules that apply to The American Classic Car Club (Canterbury) Inc.

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

**'Matter'** means—

- a) The Club's performance of its activities or exercise of its powers; or
- b) An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

**'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 natural person who is:

- a) A Member of the Committee, or
- b) Occupies a position in the Club that allows them to exercise significant influence over the management or administration of the Club, including any Chief Executive or Treasurer.

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

**'President'** means the Officer responsible for chairing meetings and providing leadership for the Club.

**'Vice President'** means the Officer elected or appointed to deputise in the absence of the President.

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

**'Treasurer'** means the Officer responsible for 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.

**'Registrar'** Means the Registrar of Incorporated societies.

**'Interests Register'** Means the register of interests of officers, kept under this constitution and as required by section 73 of the act.

## **2. Qualification of Office**

a) Every Officer must be a natural person who is not disqualified by subsection (3). They may be elected or appointed as an Officer of the Club, so long as that person:

- i. Has consented in writing to be an Officer of the Club, and
- ii. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

b) The following persons are disqualified under section 47 (3) from being elected or appointed or otherwise holding office as an Officer of the Club:

- 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, or any other similar legislation.
- iv. A person who is disqualified from being a member of the governing body of a charitable entity under 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—

- i. An offence under subpart 6 of Part 4 of the Act
- ii. A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
- iii. An offence under section 143B of the Tax Administration Act 1994
- iv. An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
- v. A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

### **3. Aims and Objectives**

The aims and objectives of the Club are to encourage and promote the safe and lawful use and enjoyment of American Classic Vehicles.

### **4. Membership**

- a) Qualification for NEW membership shall be restricted to owners of an American Marque/Origin Vehicle, first registered over 25 years ago and excluding any electric vehicles.
- b) Membership will be considered by the Committee upon completion of a membership form.
- c) Acceptance for membership shall be by vote by the Committee. Once approved by the Committee, an invoice will be sent.
- d) Accepted Members will be notified by the Secretary and furnished with a copy of the rules, together with any form of membership requirements.
- e) Upon payment of a joint subscription both married/recognised partner of a financial Member shall be eligible to vote and share all benefits of the Club.
- f) All Members shall promote the aims and objectives of the Club and shall do nothing to bring the Club into disrepute.
- g) The Club shall maintain the minimum number of Members required by the act, that being 10.

## **5. Life Member**

- a) A Life Member is a person honoured for highly valued services to the Club over a period of several years.
- b) Any Club Member may put forward another Club Member for consideration by the Members of the Committee at least six weeks prior to an Annual General Meeting.
- c) Once approved by the Committee a Life Membership will be awarded at an Annual General meeting after voting approval by Members present.
- d) The presentation shall be made by the President, or a person nominated by the President.
- e) 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 levies.

## **6. Subscriptions**

- a) Each membership shall be limited to two individual named voting Members. The amount of which will be fixed by the Committee from year to year.
- b) Subscriptions shall become due and owing at the commencement of each financial year being 1st May.
- c) Any Member who joins within 3 months before the end of the current financial year, that subscription payment will be carried into the new financial year.

## **7. Termination of Membership**

- a) Any Member may at any time resign from membership of the Club by giving written notice to the Secretary.
- b) Any Member being three months in arrears with a subscription will automatically cease to be a Member.
- c) A Member may be expelled from the Club in accordance with the powers of the Committee.

## **8. Committee**

- a) The Committee shall consist of up to 11 Members, with a minimum of 7.
- b) The Committee shall consist of 5 Officers plus a maximum of 6 Committee Members.
- c) The Committee shall have the ability to co-opt another Member onto the Committee if they feel another Member is required but not exceeding the total of 11 Members.
- d) A Committee Member may hold more than one office.
- e) The Officers of the Committee shall consist of:
  - i. President
  - ii. Vice President
  - iii. Secretary
  - iv. Treasurer
  - v. Club Captain
- d) The Committee shall be elected at each Annual General Meeting and shall hold office until the next following Annual General Meeting. A Committee Member may resign from the Committee during the year before the next following Annual General Meeting.
- e) The maximum number of consecutive terms an Officer can serve is 5 years
- f) The maximum number of consecutive terms a President can serve is 3 years.
- g) Any Member of the Committee absent from 3 successive meetings shall vacate their position for the current term, unless a leave of absence is granted by the President.
- h) An Officer may be asked to vacate their position on the Committee if any of the following apply:
  - i. The Officer has brought the Club into disrepute.
  - ii. The Officer has failed to disclose a conflict of interest.
  - iii. The Committee passes a vote of no confidence in the Officer.

## **9. Powers and Duties of the Committee**

- a) The Committee is the body that manages all matters pertaining to the Club.
- b) The Committee may appoint sub-committees to handle specific issues but are to be under the control of the Committee.
- c) May terminate membership of any Member of the Club who brings discredit or serious misconduct to the Club.
- d) Control and maintain the assets of the Club.
- e) The Club shall have at least 1 but no more than 3 contact person(s), whom the Registrar can contact when needed, who is at least 18 years of age and ordinarily resident in New Zealand.
- f) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within twenty (20) Working Days of that change occurring, or the Club becoming aware of the change.

## **10. Duties of Officers**

- a) President:
  - i. The President presides over all Committee meetings, Annual General Meetings and Special General Meetings. Gives a summary of current activities to Members via the newsletter and presents a written report on the year's activities to the Annual General Meeting. Co-ordinates all matters pertaining to the Club.
- b) Vice President:
  - i. Shall substitute for President in his/her absence and adopt all rights of the President.
- c) Secretary:
  - i. The Secretary shall keep correct minutes of all meetings.
  - ii. Conduct all correspondence relating to Committee business. Prepare and file reports/or returns where necessary. Give notice and/or agendas for Annual General Meetings or Special General Meetings. Maintain a register of all Members.

- d) Treasurer:
  - i. They shall keep proper Treasurer records of all receipts and disbursements.
  - ii. Maintain any investments that the Club enters into.
  - iii. At the end of each financial year, have all accounts independently audited prior to preparing the income and expenditure account and balance sheet of the Club for presentation and acceptance at the next Annual General Meeting.
  - iv. Shall file annual accounts by the end of the month that follows the AGM.
  
- e) Club Captain:
  - i. Shall contact all new Members to welcome them, after application has been approved.
  - ii. Shall make welcome any new Members at any events and oversee all motoring activities of the Club.
  - iii. Take a lead in any Club events where necessary.

## **11. Finances**

- a) The financial year of the Club commences 1 May of each year and ends 30 April being the Club's balance date.
- b) All monies received are to be deposited into the Club bank account.
- c) The bankers of the Club shall be any bank that is appointed by the Committee.
- d) All bill payments drawn against the Club bank account are to be authorised by two of the three signatories appointed from the Committee.
- e) All payments are to be approved for payment by the Committee.
- f) The Club will not borrow money, unless there is a majority approval given by the Members at a General Meeting.
- g) The Club may open and manage an investment account with approval of the Committee.

## **12. Meetings**

a) Committee Meetings:

- i. A minimum of 10 over a 12-month period.
- ii. Only Committee Members are eligible to vote.

b) Annual General Meetings:

Shall be held not later than 31 July of each year.

c) Special General Meetings:

Shall be convened at any time as directed by the Committee.

d) Notice for General Meetings:

Written notice and Agenda of business to be transacted is to be forwarded to members, twenty-one (21) working days prior to the date of the meeting.

e) Agenda of the Annual General Meeting shall include the following:

- i. Apologies.
- ii. Confirmation of the minutes of the previous Annual General Meeting.
- iii. Presentation and acceptance of the financial report.
- iv. Presentation of trophies or other awards.
- v. Correspondence relevant to the meeting.
- vi. Election of Officers/Committee.
- vii. General business relevant to the meeting.

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.

## **13. Quorum**

- a) Committee meetings: 50% plus one of the committee members including proxy votes.
- b) Annual General Meeting: 20% of members including proxy votes.
- c) Special General Meeting: 20% of members including proxy votes.

## **14. Voting**

Only financial Members may attend, speak and vote at General Meetings in person.

- a) At all meetings, each financial Member shall be entitled to one vote.
- b) Any financial Member may in writing appoint any other financial Club Member to vote at any meeting as his/her proxy. Only one proxy vote allowed per voting Member.
- c) The President at any meeting shall in addition to his/her ordinary vote have power to make a second or casting vote.
- d) Voting shall be by show of hands, unless a ballot is specified by the Chairman or requested by a Member.

## **15. Cease to Hold Office**

- a) An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- b) Each Officer shall within ten (10) working days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the club held by such former Officer.

## **16. Conflict of Interest**

- a) An Officer or Member of the Committee or 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).
- b) Disclosure must be made as soon as practicable after the Officer or Member of a sub-committee becomes aware that they are interested in the matter.
- c) An Officer or Member of a 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 unless all Members of the Committee who are not interested in the matter consent.
- d) The Committee shall at all times maintain an up-to-date register of interests disclosed by Officers and by any Members of the Committee or sub-committee "The Interests Register".

## **17. Register of Members**

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

The register must contain:

- a) The name of each Member.
- b) The last known contact details of each Member.
- c) The date on which each person became a Member.

The register will be updated with any change of the Member's contact details as soon as practicable.

The Club shall also keep a record of the former Members of the Club including contact details and date membership ceased, for the purposes of reunions.

## **18. Access for Information**

A Member may at any time make a written request to the Club for information held by the Club. The request must specify the information sought in sufficient detail to enable the information to be identified.

The Club must, within a reasonable time after receiving a request.

- a) Provide the information, or
- b) Agree to provide the information within a specified period, or
- c) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
- d) Refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if —

- a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its Members, or
- c) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club, or
- d) The information is not relevant to the operation or affairs of the Club, or

- e) Withholding the information is necessary to maintain legal professional privilege, or
- f) The disclosure of the information would, or would be likely to, breach an enactment, or
- g) The request for the information is frivolous or vexatious, or
- h) The request seeks information about a dispute or complaint, which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within ten (10) working days after receiving notification of the charge, the Member informs the Club:

- a) That the Member will pay the charge; or
- b) That the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **19. Amendments of Rules**

The rules of the Club may be altered, added to, or rescinded by a majority vote of financial Members present at any Annual General Meeting or Special General Meeting of the Club or by mail ballot, including email.

## **20. Responsibilities of Members**

Participation by Members and/or associates at any Club event is entered at their own risk. The Club accepts no responsibility for actions or damage in respect of liability for injury or property damage caused by or to any person while attending a Club event.

## **21. Dispute and Grievances**

Any Club Member, who has a dispute or grievance against the Club, may wish to resolve or settle such dispute or grievance with the Committee.

- a) The Committee must first be advised in writing. Stating:
  - i. A Member has a dispute.
  - ii. Sets out the complaint and whom the allegation is against.
  - iii. Any other information reasonably required by the Club.

- b) The person making the complaint has the right to be heard.
- c) The person who is the subject of the complaint has the right to be heard before the complaint is resolved.
- d) The Club must, as soon as practicable ensure the complaint is investigated and determined.
- e) The Club may refer the complaint to a sub-committee, or external person to investigate and report or make a decision.
- f) The Committee's decision will be final.
- g) Actions will be in conjunction with the Act Sections 38-44

## **22. Winding Up**

- a) Any proposal for winding up the Club shall be notified to all Members for consideration at a Special General Meeting.
- b) A resolution to wind up the Club shall be carried by a majority vote of financial Members.
- c) In the event of winding up the Club and removal from the Register of Incorporated Societies, all assets will be disposed of in accordance with paragraph 22.

## **23. Surplus Assets**

- a) If the Club is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- b) On the liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in charities voted by any voting Club Members.
- c) However, in any resolution under this rule, the Club may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Club complies with this Constitution and the Act in all other respects.

## **24. Removing the Club from the Incorporated Society Register**

The Club may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give 21 working days written notice to all Members of the proposed resolution to remove the Club from the Register of Incorporated Societies.

The Committee shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Act.

**Proxy Form**

**The American Classic Car Club (Canterbury) Inc.**

I (name).....being a Member of:

The American Classic Car Club (Canterbury) Inc

appoint (name of appointee)

.....

who is an eligible financial Member of The American Classic Car Club (Canterbury) Inc.

to be my proxy at the Annual or Special General Meeting to

be held on .....

and at any adjournment of that meeting, and to vote for any matter at that meeting,

including the election of members of the Committee, in accordance with instructions I

have given.

Date: .....

Signature: .....

**Completed proxy forms must be delivered to the Secretary prior to the start of the Annual or Special General Meeting.**