

# Constitution of the



30/7/10

## Table of Contents

1. Name .....	3
2. Definition of "Mini" .....	3
3. Objectives .....	3
6. Joining .....	5
7. Resigning.....	6
8. Expulsion .....	6
9. Officers of the Society.....	7
10. Duties of the Officers.....	7
11. Auditor .....	8
12. Composition of the Committee.....	8
13. Casual Vacancies .....	8
14. Sub-Committees .....	9
15. Management .....	9
16. Meetings.....	9
17. Motions .....	10
18. Voting.....	10
20. Rule Changes.....	11
21. Bank Accounts .....	11
22. Surplus Funds .....	12
23. Borrowing Money .....	12
24. Property Lending.....	12
25. Property Donation .....	12
26. Sponsorship .....	13
27. Levy .....	13
28. Subscription and Joining Fee .....	13
29. Payment for Services Rendered .....	13
30. Liability.....	13
31. Newsletter .....	14
32. Affiliation.....	14
33. Membership List.....	14
34. Contracts.....	14
35. The Common Seal.....	15
36. The Registered Office.....	15
37. Winding Up .....	15
38. Disposal of Surplus Assets .....	16
39. Interpretation of these Rules .....	16
40. Conflict with Law .....	16

# Rules

## **1. Name**

The name of this Society is "The Canterbury Mini Owners Club Incorporated." Herein after it is referred to as the "Society".

## **2. Definition of "Mini"**

For the purposes of these Rules a "Mini" is a motor vehicle first manufactured by the British Motor Corporation and first sold to the public in the United Kingdom during 1959 under the names of *Austin Seven* and *Morris Mini Minor*. This definition includes all subsequent models, variants and derivatives based on the original design regardless of manufacturer and also includes any such vehicles that have been privately modified. This definition also includes the BMW Mini and any variants or developments thereof.

## **3. Objectives**

The Objectives of this Society are:

- To provide members the opportunity to gather for discussion about, the display of, and use of their vehicles.
- To disseminate Mini technical information amongst members, and to other interested parties.
- To encourage and Foster ownership, appreciation and preservation of minis.

- To Provide the facility to buy, sell, or exchange Mini parts between members.
- To provide social events for members and their families.
- To work with and co-operate from time to time with other organisations to further these Objectives.
- To raise funds for the benefit of the Society as a whole.

#### **4. Society Year**

The Society's year runs from the first of July until the following 30th of June. The Society's financial year runs from the first of April until the following 31st of March. Annual subscriptions are due on the first of July each year for the following year.

#### **5. Membership**

Membership is open to any interested person of good character. It is desirable, but not a requirement, that a person wishing to join the Society should own a Mini. Membership shall be in four classes: Senior, Junior, Joint and Family.

**5.1 Senior membership** applies to persons over eighteen years of age at the first of July in any year. Senior members have full rights and privileges of membership.

**5.2 Junior membership** applies to persons under eighteen years of age at the first of July in any year. A Junior member shall not:

- Have any voting rights
- Hold any office of the Society
- Be the Auditor.
- Be a Joint member

**5.3 Joint membership.** Two people living at the same address may be Joint members. Joint members are each a Senior member in terms of their rights within the Society except that only one copy of any newsletter or other written communications will be supplied to them.

**5.4 Family membership.** A couple and their offspring, not necessarily living at the same address, may be a Family membership. All members of the Family may partake in Society events. Each Family member will be classed as either a Senior or Junior member, depending on their age, to define their rights within the Society. A Senior member, as defined in 5.1 above, must be nominated as the member responsible for the Family. Only one copy of any newsletter or other written communications will be supplied to the Family.

## **6. Joining**

A person, couple, or family wishing to join this Society shall complete an application form and forward it with the appropriate subscription and joining fee to the Treasurer. The President and the Treasurer will consider the application and may accept or decline the application. The Committee at its next meeting will be advised of the new members and of any applications declined. Successful applicants will be so advised by the Secretary and their name(s) and other details will be entered on the membership list and they will be supplied with a copy of these rules.

**6.1** Application for membership may be declined without giving any reason. Unsuccessful applicants will be so advised by the Secretary and have their subscription and joining fee refunded.

**6.2** A person, couple, or family joining the Society after the 31 st of March but before the 30th of June shall be credited as

paying the subscription until the 30th of June the following year.

- 6.3** These Rules and any subsequent alterations shall bind all members and signing the Application Form indicates acceptance of these Rules.

## **7. Resigning**

A member may resign from the Society by advising the Secretary verbally or in writing. If the resigning member had Joint membership the other person becomes an ordinary Senior member. If the person who is responsible for a Family membership resigns, then the whole family will be deemed to have resigned but the other individuals in the family may apply for another class of membership, within thirty (30) days.

- 7.1** A person resigning shall return any Society property that may be in their possession within seven (7) days.
- 7.2** A member, couple or family whose subscription remains unpaid at the 30th of September will be deemed to have resigned on that date.
- 7.3** No part of any subscription paid will be refunded to a member who resigns

## **8. Expulsion**

The Committee shall have the power to expel a member for gross misconduct. Gross misconduct shall include, but not be limited to, intentional damage to another member's property, stealing another member's property, physical assault, serious verbal assault and sexual harassment. Gross misconduct also includes at any time using the Society's name for personal gain or bringing disrepute upon the Society. A member who may be subject to expulsion shall be

advised that this proposed action is on the agenda and has the right to attend the Committee meeting and present any mitigating evidence.

## **9. Officers of the Society**

The Officers of the Society shall be the President, the Club Captain, the Secretary, and the Treasurer. A person may hold two Offices provided that separate persons hold the other two Offices.

## **10. Duties of the Officers**

In addition to any other duties described under other Rules, the Officer's duties shall include the following:

**President** This officer shall chair all meetings and may decide any procedural matter not covered in these Rules. The President has the right to represent the Society and this right may be delegated.

**Secretary.** This officer shall be responsible for recording any minutes required at any meeting, but may use the services of a Minute Clerk, and will make the minutes available at all subsequent meetings. After an Annual General Meeting the Secretary will make the minutes available at the next Committee meeting, Annual General Meeting and/or Special General Meeting. The Secretary will maintain the membership list, and undertake any correspondence regarding the Society under direction of the Committee.

**Treasurer.** This officer shall be handed all money and cheques received by the Society and will bank them promptly in accordance with Rule 21. The Treasurer will write a detailed receipt in a receipt book for any money or cheques received. The Treasurer will enter details on the cheque butts of any cheques drawn. The Treasurer will

hold and retain all Society financial documents but shall surrender them to the Committee on its request. The Treasurer will prepare and present the audited Annual Accounts and Balance Sheet at the Annual General meeting and, after acceptance at that meeting file a copy with the Registrar of Incorporated Societies.

**Club Captain.** This officer will be responsible for event co-ordination, keep a register of any Society property and any such property lent to members. The Club Captain will act as a link between the Committee and the members.

## **11. Auditor**

The Society may appoint an honorary Auditor. An Auditor shall not be an Officer or a Committee member but may be a Senior member or may be appointed from outside the membership. If any appointment of an Auditor is made it shall be done so at an Annual General Meeting.

## **12. Composition of the Committee**

The Committee shall consist of the Officers of the Society and up to four other Senior members elected at an Annual General Meeting. The Committee shall hold office until the end of the next Annual General Meeting. Any Committee member may seek re-election.

## **13. Casual Vacancies**

The remaining Committee members may appoint any willing Senior member to a casual vacancy in the Officers of the Society or the Committee. Such an appointment will be valid until the end of the next Annual General Meeting.

## **14. Sub-Committees**

The Committee may appoint one or more committee members or Senior members to a subcommittee for an ad hoc purpose. The Committee shall designate the powers of the subcommittee. The subcommittee will report to the Committee its findings or actions.

## **15. Management**

The management and control of the Society is in the hands of the Committee, subject to instructions given to them by resolutions at meetings of members. They may exercise all powers and do all acts and things which may be exercised or done by the Society in accordance with these rules.

## **16. Meetings**

The Annual General Meeting will normally be held in July. Members will be advised as per Rule 19 and supplied with an agenda. The meeting will be chaired by the President, or failing his/her attendance, another Officer of the Society. A quorum shall be eight (8) members. The agenda shall contain at least the following items; Minutes of last Annual General meeting, President's report, presentation of audited annual accounts and balance sheet, election of Officers, election of Committee members.

**16.1** The Committee may call a Special General Meeting. A Special General Meeting may only be held to deal with some urgent matter that cannot be otherwise dealt with, or to change these Rules. Two or more Senior members may request in writing, stating the reason, that the Committee calls a Special General Meeting. If the reason is considered valid, the Committee will call the Meeting within thirty (30) days. Members will be advised as per Rule 19 and supplied with an agenda. The Meeting will be chaired by the President, or failing his/her

attendance, another Officer of the Society. A quorum shall be eight (8) Members, three (3) of whom must be Committee members. The business of a Special General Meeting shall be confined to matters which, in the opinion of the chair, fall within the stated purpose of the meeting.

**16.2** The Committee shall hold meetings at least once every two (2) months at a place and time convenient to the Committee members. A Committee meeting may be held via a telephone conference call only to discuss some urgent matter. A quorum will be a majority of the Committee members. Any ordinary member may attend a Committee meeting but shall have no voting rights at that meeting. A Committee member who absents himself/herself from three (3) consecutive Committee meetings, without good cause or permission, may be considered to have vacated the position.

**16.3** Ordinary meetings for members may be held at such places and times as determined by the Committee and may consist of any activities consistent with these Rules.

## **17. Motions**

Apart from those petitions for which advance written notice is required and described elsewhere herein, a member may put a motion verbally to a meeting. If the Chair considers that the motion should be considered by the whole membership, he/she has the power to not put the motion to a vote but refer it to an appropriate Annual or Special General Meeting.

## **18. Voting**

Where more than one (1) nomination is moved and seconded for any Office of the Society, or when more than four (4) nominations are moved and seconded for the Committee positions, then voting shall

be by secret ballot. For other motions the meeting voting method shall be, at the discretion of the chair, by the voices, a show of hands, or by secret ballot. Motions may also be carried by acclamation. Voting shall be in person and no proxy votes will be permitted and only members may vote. A simple majority is sufficient to carry or reject any motion. In the event of a tie, the Chair of the meeting has a casting vote and will normally use it to keep the status quo. Any ballot papers shall be destroyed as soon as practicable after the meeting.

### **19. Advice of Meetings**

The Secretary shall advise members the time and place of an Annual or Special General Meeting via mail (postal or electronic) at their last known physical or electronic address. At least fourteen (14) days notice of such meetings shall be given to members. Late delivery or failure of delivery, by a postal or electronic agency shall not invalidate the notice period nor constitute grounds to annul any motions passed at any meeting.

### **20. Rule Changes**

All or any of these Rules may be altered, added to, or rescinded at an Annual or Special General Meeting. However no Rule change or addition will be accepted if it alters the essential charitable and non-profit status of the Society. A member proposing a Rule change must do so in writing to the Secretary in sufficient time for members to be advised of an Annual or Special General meeting. The letter shall carry the signatures of at least two (2) Senior members. Any changes in these Rules shall not take effect until the appropriate documents have been lodged with the Registrar of Incorporated Societies.

### **21. Bank Accounts**

The Society shall operate a bank cheque account in the Society's name and may operate other types of bank accounts. All funds paid to the Society shall be banked into the cheque account and all payments made by the Society shall be drawn from the cheque account. The Society shall not make any payments in cash. The Committee shall approve all payments prior to cheques being drawn. The signatories of any bank account shall be any two Officers of the Society.

## **22. Surplus Funds**

If the Society has funds not required in the short term they may be invested in an interest bearing bank account or term deposit bank account.

## **23. Borrowing Money**

The Society has the power to borrow money up to a sum not exceeding the total of the previous financial year's subscriptions. Any borrowing of money shall have prior approval of the Committee. The Society shall not lend money to any person or organization.

## **24. Property Lending**

Property owned by the Society may be borrowed by a member and later returned in a similar condition.

## **25. Property Donation**

Any property donated to the Society shall have a receipt issued for the same and will be entered into the register of property.

## **26. Sponsorship**

The Society may seek sponsorship from any party provided any such sponsorship is within the Objects of the Society.

## **27. Levy**

The Society has no power to levy any member for funds. The Annual Subscription is not a levy.

## **28. Subscription and Joining Fee**

The Committee shall from time to time set the rate of Annual Subscriptions for the various classes of membership and any Joining Fee. Any change in the Subscription or Joining Fee shall take effect from the next first of July.

## **29. Payment for Services Rendered**

Apart from the Exception immediately following, any work done by any member for the Society will be voluntary and no member shall receive any payment or other financial benefit for any services rendered to the Society. Exception: A member who operates a business and who, in the normal course of his/her business, happens to provide goods or services to the Society shall be treated as any other Society creditor and paid accordingly on receipt of the relevant invoice.

## **30. Liability**

Neither the Society, nor its Members, nor the Committee will be liable for any loss, damage, or personal injury suffered by any person arising from the Society's activities.

### **31. Newsletter**

The Society may from time to time publish a newsletter for members. The newsletter may be in paper or electronic form or both. Members may place free of charge small advertisements in the newsletter provided the advertisement relates to the Objects of the Society.

### **32. Affiliation**

The Society may affiliate with other organizations. The Committee shall give prior approval to any such affiliation.

### **33. Membership List**

The membership list shall contain at least the name, residential address, occupation, and class of membership for each member. The membership list is confidential to the Committee and will not be made available to any party who wishes to use it for any promotional purpose. The Committee will be mindful of Privacy legislation with respect to the Membership list.

### **34. Contracts**

The Society may enter into contracts provided that such contracts are within the Objectives and Rules of this Society and are not likely to put the Society in financial jeopardy. The Committee shall give prior approval of any such contracts and any two Officers of the Society may sign contracts on behalf of the Society and if necessary apply the Common Seal to any document.

### **35. The Common Seal**

The Common Seal of the Society shall at all times be kept in the secure possession of the President. It shall only be applied to documents with the consent of the Committee.

### **36. The Registered Office**

The Registered Office of the Society shall from time to time be decided by the Committee and advised to the Registrar of Incorporated Societies.

### **37. Winding Up**

The Society may be wound up and a liquidator appointed if:

- A petition of two (2) or more members calls for such action. Such a petition shall be presented to the Committee in sufficient time for members to be advised of an Annual or Special General Meeting. The petition shall be voted upon by way of a suitable motion being put to the meeting. If passed another Special General Meeting must be called not less than thirty (30) days after the first for the purpose of confirming the earlier motion. If the second motion is lost, the first one is also lost.
- The Society membership falls below fifteen (15) members.
- The Society is insolvent.
- The Society has ceased to operate for a period of a year or longer.
- A Court orders dissolution.
- The Registrar of Incorporated Societies orders dissolution
- Any other reasons exist under the Incorporated Societies Act 1908 or amendments thereto.

### **38. Disposal of Surplus Assets**

If the Society is wound up any surplus assets are to be transferred to a registered Charitable Trust.

### **39. Interpretation of these Rules**

Should any of these Rules, or parts of these Rules, be ambiguous, or the meaning or intent unclear, then the President has the power to rule an interpretation as to the intention. The President's ruling in this case is final.

### **40. Conflict with Law**

Should any of these rules, or parts of these rules, conflict with New Zealand law then the law shall have precedence.

