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Constitution of the Land Rover Owners Club Auckland Incorporated

1 NAME

The name of the organisation is Land Rover Owners Club Auckland Incorporated.

2 REGISTERED OFFICE

The registered office of the club shall be situated in Auckland at such place as shall from time to time be notified by the Club to the Registrar of Incorporated Societies.

3 AIMS

To bring together owners of the best 4x4x4, celebrating all that Land Rover stands for as well as its rich history.

Promoting fun and safe 4wd driving, sharing knowledge and enthusiasm for the Land Rover brand while following the tread lightly principles.

4 MEMBERSHIP

- a. Membership of the club shall be open to any person owning Land Rover(s) or other 4WD vehicle(s) manufactured by the Rover Company or any subsequent company, or that have been manufactured under licence to any such company elsewhere.
- b. New members shall complete an application form and give it, with fees, to the secretary.
- c. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision and that decision shall be final.
- d. All members shall be of equal status.
- e. A member may resign voluntarily by giving written notice to the Secretary.

5 MEMBERSHIP TYPES

a. SINGLE MEMBERSHIP

Single membership shall be held by one person.

b. FAMILY MEMBERSHIP

A member may nominate themselves as family members which may include partner, and any dependent children of the family under 18 years of age. Family membership pays only one Association affiliation fee and may take only one vehicle on any given run.

c. DAY MEMBERSHIP

Visitors shall become day members, or family day members, upon payment of the day membership fee to the trip leader on a trip. That membership ends at the end of the trip. The trip duration may be more than one day.

d. ASSOCIATE MEMBERSHIP

- i. A single or family membership which belongs to another NZFWDA affiliated club as their primary club or,

ii. A single or family membership which previously owned a Land Rover but currently does not but plans to do so again.

e. HONORARY MEMBERSHIP

i. Honorary membership may be granted to deserving persons at the discretion of the members.

6 REGISTER OF MEMBERS

A register of members shall be maintained. The register shall show:

- a. Member's name
- b. Address and telephone number (if available)
- c. Date of Joining the club
- d. email address (if available)
- e. NZFWDA number

7 SUBSCRIPTIONS

- a. The joining fee and the annual subscriptions shall be set at the AGM.
- b. The NZFWDA subscription will be additional to the Club's subscription.
- c. A member who fails, without due cause, to pay the prescribed subscription within two calendar months after the 1st of April shall be deemed to be a non-member.
- d. The annual subscription may be waived or reduced by the committee if it deems there are special circumstances for a member for that year.

8 FINANCIAL YEAR

The financial year of the Club begins on 1st April of every year and ends on the 31st of March of the next year.

9 ELECTION OF COMMITTEE

The business and general affairs of the club shall be under the management of a committee, elected at the AGM, consisting of:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Between 3 and 7 general committee members whose roles may include but are not limited to liaison officer, quartermaster, webmaster, editor, safety officer.

The Committee shall have the right to appoint additional members and replace as necessary. Only financial members are entitled to stand for office. An office bearer may resign from the committee by giving written notice to the Committee.

Any Member may be nominated by another member or may nominate themselves for any position. Notice of the nomination shall be sent to the secretary (or returning officer) 14 days prior to the

AGM. The secretary shall give Notice of the nominations at least 10 days prior to the AGM. Where there are less than two nominations for any position nomination will also be accepted during the AGM.

10 DUTIES OF THE COMMITTEE

Roles of Committee Members shall include but are not limited to:

The President is responsible for:

- Ensuring that the Rules are followed
- Convening Meetings and establishing whether or not a quorum is present
- Chairing Meetings, deciding who may speak and when
- Overseeing the operation of the Society
- Providing a report on the Society at each Annual General Meeting.

The Secretary is responsible for:

- Recording the minutes of Meetings
- Keeping the Register of Members
- Holding the Society's records, documents, and books except those required for the Treasurer's function
- Receiving and replying to correspondence as required by the Committee
- Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- Advising the Registrar of Incorporated Societies of any constitution changes.

The Treasurer is responsible for:

- Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
- Preparing annual financial statements for presentation at each Annual General Meeting
- Providing a financial report at each Annual General Meeting
- Providing financial information to the Club at its general meetings.

11 GENERAL MEETINGS

As many general meetings as deemed required shall be held each year, the number of which shall be determined at any general meeting.

12 SPECIAL GENERAL MEETINGS

The President shall at the request of any six financial members, call a Special General Meeting of the Club.

13 ANNUAL GENERAL MEETINGS

An Annual General Meeting shall be held each year within five months of the end of the financial year.

The Annual General Meeting Shall:

- Receive apologies
- Ratify the previous minutes
- Present President's and financial reports
- Elect the committee

- Set a limit for committee expenditure that does not require Club approval
- Set the entry fee if any
- Set subscriptions for all membership types
- Other business properly notified

14 NOTICE OF MEETINGS

Notice to members of meetings shall be at least:

- Twenty-eight days prior to the Annual General Meeting,
- Fourteen days prior to a Special General Meeting,
- Seven days prior to any other meeting.

15 QUORUM

A Quorum shall consist of seven financial members for a general meeting, Annual General meeting, or Special General meeting and four financial members for a Committee meeting. Proxy votes do not count towards a Quorum.

Where a Quorum has not been met for any meeting after 30 minutes the meeting shall be adjourned.

16 CONDUCT OF PROCEEDINGS

- Members must be physically present in one room before a meeting of the Club may be held.
- The President will chair meetings or in the President's absence, the Vice President. If both are absent a Chairman is to be selected by those present.
- Communication by mail or telephone shall not constitute a meeting.
- Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- The Committee may make decisions outside a Committee meeting via email, chat group, or other formats as the Committee may decide.

17 BY-LAWS

- The Club may make by-laws as deemed necessary. The by-laws will be made by the Committee and confirmed at a general meeting.
- They will be posted on the Club's website.

18 VOTING

- At any meeting where it is necessary to vote on a motion, it shall be decided by a simple majority of the votes of members present and voting.
- On any motion at a Club Meeting, the Chairman shall in good faith determine whether to vote by voices, show of hands or secret ballot. However, if any two Members demand a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairman will have a second vote.
- In the case of equality of votes by voices or show of hands, the Chairman shall have the casting vote.

- d. Only financial members of the Club shall be entitled to a vote. At the Annual General meeting this includes members financial in the financial year just ended.
- e. In the case of family membership both partners may vote.
- f. Proxy votes shall be accepted by giving written notice to the secretary before the meeting starts.

19 FINANCE

- a. All accounts of the Club must be presented to and passed for payment at:
 - i. a Committee meeting where below an amount decided at the AGM otherwise,
 - ii. a general meeting of the Club.
- b. Full details of all financial transactions shall be entered into in a minute book or appropriate electronic system.
- c. No payment shall be made to any club member except to recompense any out of pocket expense that the member may have incurred whilst representing the Club with the full authority of the Club. Full details must be recorded in the minute book or appropriate electronic system.
- d. All monies collected by the Club from subscriptions, donations, sales etc. shall be paid into the club's bank account.
- e. Cheques drawn on the Club bank account must be signed by two of the following officers of the Club:
 - i. Secretary
 - ii. President
 - iii. Treasurer
- f. Payments made online on the Club bank account must be made via a system requiring two authorisations by two of the following officers of the Club:
 - i. Secretary
 - ii. President
 - iii. Treasurer
- g. All relevant financial records of the Club shall be presented at the Annual General Meeting. These shall include, but not be limited to, income, expenditure, assets, liabilities, all mortgages, charges, and securities of any description. The balance sheet shall be included with the notice of meeting.
- h. No review of the annual financial statements is required unless a review is requested by 5% of the Members at any properly convened Club Meeting.
- i. The club may borrow money on whatever terms and against whatever security it sees fit.

20 PAYMENTS TO MEMBERS

- a. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

b. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

c. The provisions and effect of this clause shall not be altered or removed from this Constitution unless the Inland Revenue approves and shall be included and implied into any Constitution replacing this Constitution.

21 POLITICS

The club shall not form any political affiliations, actual or implied.

22 COMPLAINTS PROCESS

a. Any member who has a complaint that they wish to be investigated in relation to the activities of the Club, or Member engaged in activities of the club or that may bring the name of the club into disrepute, shall give written notice to the Club President (or in the case the complaint is about the Club President to the Vice-President).

b. The President shall make such initial inquiries as are necessary in his opinion, to decide that the complaint has substance and notify the Committee of the complaint. If the complaint does not have substance, then the complainant will be advised accordingly.

c. In the event the complainant still believes the complaint has substance he may submit the complaint in writing to the Club Secretary for the Committee's Consideration. The Committee shall decide on the appropriate course of action in accordance with these rules or advise the complainant that the matter is closed.

d. The member concerned must, as soon as is practically possible, be sent written notice of the proposed reprimand, exclusion, suspension or termination of membership, and the reason for it, and be given reasonable opportunity to provide a written response and subsequently be heard at the meeting of the Committee considering the matter.

e. The decision of the Committee regarding the complaint shall be final.

23 DISCIPLINE, SUSPENSIONS AND DISMISSALS

a. The Club reserves the right to suspend or dismiss any member at the discretion of the Committee.

b. A member of the Club may be reprimanded, suspended or dismissed for a breach of this Constitution, the Club's by-laws, or any other reason deemed justifiable by the Committee.

c. The period of suspension or dismissal shall be at the discretion of the Committee.

d. Any member being considered for suspension or dismissal shall be told of the reason and be allowed to state their case to a meeting of the Committee.

e. The decision of the Committee shall be final, and no appeal shall be allowed.

f. If suspended, the member shall not participate in any Club activity or meeting for the period of suspension. At the completion of the suspension period the member may resume their place in the Club. If dismissed the member shall not be eligible for re-admission to the Club for a period of twelve months from the date of dismissal, subject to the discretion of the Committee.

24 INSIGNIA

All members dismissed, resigning or selling their vehicle shall remove all Club insignias from their vehicles.

25 CONSTITUTION

- a. A copy of this Constitution shall be available to each member on the Club's web site and the Secretary is responsible for its upkeep.
- b. In case of dispute, the Committee's interpretation of the Constitution and by-laws shall be final, and no appeal shall be allowed.

26 AMENDMENTS TO THIS CONSTITUTION

- a. The Constitution may be altered or replaced upon written notice to the Secretary of one or more motions naming the Proposer and Seconder thirty-four days prior to the Annual General Meeting or twenty days prior to a Special General Meeting.
- b. Each motion must be passed by a two-thirds majority of those present and voting, plus any proxy votes, at the General Meeting.
- c. The changes shall not take effect until they are filed with the Registrar of Incorporated Societies

27 WINDING UP OF THE CLUB

The Club may only be wound up by a simple majority of votes by members present and voting at a special general meeting called specifically to discuss winding up the Club.

A second special general meeting to confirm the resolution must be held not earlier than thirty days after the initial meeting.

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the club but shall be given, or transferred, to some other club, or body, having objects similar to the objects of this Club, or to some other charitable club, or purpose, within New Zealand.

The provisions and effect of this clause shall not be altered or removed from this Constitution unless the Inland Revenue approves and shall be included and implied into any Constitution replacing this Constitution.

28 COMMON SEAL

The control and use of the Common Seal shall be governed by the President and the Secretary of the Club and may only be affixed in their presence. The custody of the Common Seal shall be vested in the Secretary.

29 AFFILIATIONS

The Club may decide to form, or terminate, an affiliation with another organisation at an Annual or Special general meeting.

30 Definitions and Miscellaneous matters

In these Rules:

"Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

"Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

“general meeting” means the monthly meeting which is neither an Annual General Meeting, nor Special General Meeting, and not a Committee Meeting.

“Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

“Notice” or “written notice” means written by hand, typed, communication by post, electronic means (including email), or delivered by hand, or a combination of these methods. Furthermore "notice to members" may also include website posting or advertisement in periodicals.

“Casting vote” is a second vote.

It is assumed that:

- Where a masculine is used, the feminine is included
- Where the singular is used, plural forms of the noun are also inferred
- Headings and numbering are a matter of reference and not a part of the rules.