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# Vintage Karting New Zealand Incorporated

## Constitution

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### 1. Name

- a) The name of the Club will be “**Vintage Karting New Zealand Incorporated**” (hereafter called the Club).
- b) Vintage Karting New Zealand Incorporated recognises KartSport New Zealand Incorporated as the sole controlling body of karting in New Zealand.

### 2. Objects and Powers

- a) To promote and encourage the sport of Vintage Karting through the preservation, restoration and demonstration of Vintage Karts.
- b) For the above purpose to take over all assets and liabilities and the activities of the unincorporated body known as the New Zealand Vintage Kart Register.
- c) To promote meetings and gatherings for members to promote, demonstrate and enjoy Vintage Karts and the sport of Vintage Karting.
- d) To provide information to its members by printing, publishing and distributing (either in hard copy or electronically) information sheets, magazines, leaflets or newsletters.
- e) To co-operate with any other society, organisation or group in any action or manner, which may further the objects of the Club.
- f) To accept and to hold donations and subscriptions or bequests or property of any kind whether real or personal for the purpose of furthering the objects of the Club.
- g) To acquire, buy, hold, develop, exchange, sell or turn to account or otherwise deal with property of any kind whether real or personal.
- h) To use the funds of the Club for payment of the costs and expenses for furthering or carrying out the objects of the Club including the employment of counsel, solicitors, agents, officers and servants, as shall appear necessary or expedient.
- i) To raise funds, or promote the raising of funds, or to borrow money, if required for furthering or carrying out the objects of the Club.
- j) To invest and deal with moneys of the Club not immediately required in such a manner as may from time to time be determined.
- k) To do all such other lawful acts and things as are incidental and conducive to the attainment of all or any of the abovementioned objects.

#### *Provided always that*

- l) In case the Club takes or holds any property, which may be subject to any trusts the Club shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

### 3. Membership

- a) Ordinary members: Ordinary members will be persons who sign the application for incorporation of the Club and all other persons who apply for membership and who are approved by the committee. New members will be required to pay fees prior to their participation in any event or vote of the Club and fees will become due at that date. **Provided** however that all persons who are financial members of the unincorporated body known as the New Zealand Vintage Kart Register as at the date of incorporation of the Club shall *ipso facto* become ordinary members of the Club upon incorporation. Members will include any elected officer who will have all membership rights of the Club.

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- b) Life members: At any general meeting of the Club a life member may be elected. Election to life membership shall be to recognise special services rendered to the Club and only for members who have achieved a minimum of ten years' continuous service to Vintage Karting New Zealand. Each nomination for life membership shall be in writing proposed by a member and seconded by another member of the Club and such written nomination will be delivered to the secretary at least two calendar months before any general meeting at which it is to be proposed. The election will be by ballot of all members and to be successful will require at least 75% of all votes cast to support the nomination. A Life member will be entitled to attend all meetings of the Club, and will have such other privileges as will be decided upon, from time to time by the Club without any obligation to pay any further fees.
  - c) If the conduct of a member is such as appears to endanger the character, good order or welfare of the Club, the committee may, after giving the member in question the right to appear before the committee and put a case for consideration of the committee, suspend such member for such period as the committee considers just or, alternatively cancel the membership of such member. The decision of the committee shall be notified to such member in writing promptly after the decision is made.
  - d) Upon the passing of a resolution to cancel the membership of any member such member will cease to be a member of the Club and will not be entitled again to apply to become a member except with the prior consent and approval of the committee. Such member will have a right of appeal to be exercised in writing to a Club general meeting within one calendar month of the date of service of the notice of the decision of committee. At the hearing of any such appeal a vote by two-thirds of the members voting in support of the decision of the committee will be required for the cancellation of membership to be effective. Such general meeting will be held as soon as possible after the receipt by the Secretary of the notice of appeal by such member and shall be provided with all the material considered by the committee when considering the matter.
  - e) A member may resign his membership by notice in writing delivered to the Secretary personally, by post or email.

#### **4. Subscriptions**

- a) The annual subscription will be such amount and will be payable by such date as may from time to time be fixed by the Club in a general meeting. The annual subscription fixed from time to time shall continue to be the annual subscription until varied by the Club in a general meeting.
- b) If any member fails to pay his or her annual subscription within three calendar months after the due date such member will cease to be a member of the Club. Membership may be reinstated with the approval of the committee after payment of all outstanding fees.
- c) No member of the Club whose annual subscription is unpaid after the due date will have the right to take part in or vote at any meeting or to hold office in the Club or to take part in any Club activities.

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## **5. Meetings of Members**

All meetings and business of the Club will be transacted by way of either post, email, video-link, or phone conference call as may be determined by the committee for each proposed meeting. Face to face meetings may be held at specific events but (because of the possible lack of full geographic representation) the business discussed or any vote taken will only be for the guidance of the committee.

- a) The annual general meeting of the Club will be held in August of each year on a date to be fixed by the committee. Not less than twenty-eight (28) days' notice of such intended meeting will be given by a circular to each member stating the business to be transacted at the meeting.
- b) The business of the Annual General Meeting will be conducted to an approved agenda and will include but not be restricted to:
  - i) Presentation of President's Annual Report
  - ii) The report on, presentation and adoption of the reviewed financial statements for the past financial year.
  - iii) Election of Officers
  - iv) Consideration of any Notices of Motion
  - v) General Business
- c) Annual General Meeting decisions will be made by the vote of a majority of members, with the exception of decisions for which a special majority is specified in this Constitution.
- d) A special general meeting may be convened at any time by the committee or such a meeting will be called upon the receipt by the secretary of a requisition signed by not less than ten financial members of the Club. In the event of such a requisition the meeting will be held within twenty-one days after receipt of the requisition. Seven days' notice of the special general meeting will be given to all financial members of the Club by circular in writing and such notice will state the business for which the meeting has been called. No other business may be transacted at that special general meeting.
- e) At all Meetings of the Club each member will have one vote and all motions will be decided by a simple majority unless otherwise herein provided. At any Committee Meeting, General Meeting, Annual General Meeting or Special General Meeting the President may have, in addition to normal voting rights, a further casting vote to be used only when the voting is inconclusive.
- f) Any proposal where a decision is required will be presented as a formal motion with a proposer and seconder in accordance with usual meeting procedure, and, unless otherwise set out in this Constitution, the resolution will be passed by a simple majority (or fail as the case may be).

## **6. Voting and Quorum for meetings of members**

- a) A quorum will consist of a minimum of fifteen (15) members participating in the whole of a meeting conducted by video-link or phone conference, or voting in a meeting transacted by post or email.
- b) In the case of a meeting conducted by video-link or phone conference, voting shall be by the members who are participating signifying individually his or her assent or dissent by voice.

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- c) In the case of a meeting transacted by post or email, voting shall be determined by the number of valid votes received by the Secretary by post or email at or before the time specified for that meeting in the notice given for that meeting. Votes received after that time shall be invalid votes.

## 7. Management

- a) The management and control of the affairs of the Club will be vested in the committee.  
The committee will have all the powers of the Club, which are not expressly required to be done or exercised by the Club in general meeting by this Constitution. The committee may make by-laws and regulations/rules with regard to the Club and such by-laws and regulations/rules will be binding on every member of the Club. The committee will have the power to carry out contracts entered into by the Club. The committee will have the power to appoint sub-committees and co-opt additional members for any special project or occasion but such members will have no voting powers.
- b) In the event of any casual vacancy occurring, the committee may appoint a member of the Club to fill the vacancy for the unexpired term of office or until the next Annual General meeting.
- c) The committee will meet as required during the year conducting the business of the club either in face to face meetings, or by either post, email, video-link or conference phone calls. Not less than three (3) days' notice (including information of the business to be considered) shall be given to all members of the committee. The voting rules set out in clause 6 b) shall apply to all face to face, video-link and conference phone committee meetings. The voting rules in clause 6 c) shall apply to all post or email committee meetings.
- d) A quorum for a meeting of the committee will consist of a minimum of five (5) committee members.
- e) Chairman: The president will chair all meetings of the committee in which he or she participates.
- f) Secretary: The secretary will convene all meetings of the Club and committee and will keep minutes of all meetings and will give notice of meetings as required by these rules. The secretary will keep a register of all members of the Club. The Secretary will do all acts as are required to be done by resolution of the Club or committee.
- g) Treasurer: The treasurer will collect all monies and will keep correct accounts and books showing the financial affairs of the Club. The treasurer will pay into a bank account to the credit of the Club all monies received on behalf of the Club. The Treasurer will submit a statement of the financial affairs of the Club to the annual general meeting; such statement having been reviewed by a suitably qualified independent person. The reviewer may be a Club member but shall not be a committee member of the Club.  
The treasurer will be listed with the Inland Revenue Department (IRD) as the contact person for club.
- h) Honorarium: The secretary and the treasurer may be paid an honorarium, the amount and timing of which will be set by the committee.

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- i) Control and investment of funds: The funds of the Club will be under the control of the committee and will be applied by the committee in furtherance of the objects of the Club and may, until required for any purpose by the Club, be invested in such manner as the committee determines.
  - j) Personal benefit: No member of the Club or any person associated with a member will participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income paid will be reasonable and relative to that which would be paid in an arm's-length transaction (being open market value).

## 8. Officers and Committee

- a) The officers of the Club on incorporation shall be those holding the equivalent office in the body known as New Zealand Vintage Kart Register at that date.
- b) **The officers of the Club will consist of, but not be restricted to, a President and six (6) representatives. There will be a minimum of two (2) representatives from the South Island and no more than two (2) officers, including the President, from any one province. There will be a Secretary and a Treasurer (the roles of Secretary and Treasurer may be combined and undertaken by one person). The officers of the Club will be elected at each Annual General Meeting and hold office until the next Annual General Meeting. Each officer is eligible to be elected for another term of office.**
- c) Nomination for Office: All candidates for election as officers of the Club will be nominated by one member and seconded by another. A ballot will be held where more than one nomination is received.
- d) Removal from Office: Any officer of the Club or member of the Committee may be removed by a resolution passed and carried by a two-thirds majority by a Special General Meeting of the Club.
- e) Committee: The committee shall consist of all the Officers of the Club.
- f) **The Committee may appoint a Patron of the Club. This person would be of good standing in the Club and would be available to the Committee for advice on Club matters if called upon.**
- g) **The Club from time to time may appoint people to the position of Patron d' honour. Such appointments would only be made to recognise exceptional service to Vintage Karting.**

## 9. Events

**Demonstration Regulations** will be as per "Section V" KartSport NZ Manual.

## 10. Financial Year

The financial year of the Club shall end on the 30 June each year.

## 11. Registered Office

The registered office of the Club shall be that of the treasurer. The postal address will be the postal address of the secretary or such address as the committee decides.

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**12. Common Seal**

The Club will have and provide a common seal and will have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal of the Club shall not be affixed to any document unless so authorised by a resolution of the committee but may then be affixed to any document requiring sealing by any two members of the committee duly authorised to do so by resolution of the committee in the presence of the secretary of the Club. The common seal of the Club will be in the custody of the secretary. The use of the Seal will be recorded in a Seal Register to be tabled at each Annual General Meeting of the Club, or upon request at any committee or special general meeting.

**13. Winding up of the Society**

A resolution in favour of winding up of the Club shall be passed by an Annual General Meeting, or at a Special General Meeting convened for the purpose.

- a) The resolution shall be confirmed at a subsequent meeting held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.
- b) 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 will not be paid to or distributed among the members of the Club but will be given or transferred to some other organisation or body having objects similar to the objects of this Club, or to some other charitable organisation or purpose, within New Zealand.

**14. Alteration of the Rule**

- a) This **Constitution** outlines the **Rules** for Vintage Karting New Zealand Incorporated.
- b) These rules may be altered, rescinded or amended by a resolution passed at a General Meeting of the Club, by a majority of those eligible to vote. Twenty-one (21) days’ notice of any proposed change shall be given to each member. The secretary of the Club shall supply the full context of any such proposed alteration and contrary information to the rules with the notice convening the meeting.
- c) No addition to or alteration or rescission of the rules will be approved if it affects the non-profit aims, personal benefit rule or the winding up rule, without the approval of Inland Revenue Department.
- d) The provisions and effect of this rule will not be removed from this document and shall be included and implied into any document replacing this document

**15. Disputes**

Any disputes will be referred to the Committee.

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