



# Constitution (Rules) of New Zealand Hot Rod Association Incorporated

**Adopted by Resolution on 27 January 2023**

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## **A Introduction**

### **1 This Document**

- (1) This is the Constitution of New Zealand Hot Rod Association Incorporated (NZHRA). This Constitution shall also be deemed to be the rules of NZHRA under the Incorporated Societies Act 1908 or any successor Act (the Act).
- (2) From the date of its adoption this Constitution replaces the Constitution adopted by the Association in 1995 (the 1995 Constitution).

### **2 Name**

The name of the society is New Zealand Hot Rod Association Incorporated.

### **3 Mission Statement**

NZHRA is dedicated to:

- (1) Encouraging and enhancing members' participation in, and enjoyment of, hot rodding and its related activities.
- (2) Fostering the development, achievement and success gained through involvement with unique and individual automobiles.
- (3) Positively promoting the sport of hot rodding to those outside our organisation.

### **4 Purposes**

- (1) The purposes of NZHRA (the Purposes) are to:
  - (a) Be the central governing body administering hot rodding in New Zealand.
  - (b) Represent and lobby for the ideals and purposes of its members.
  - (c) Promote, support and administer opportunities for the safe participation, enjoyment and performance of its members in hot rodding activities.
  - (d) Make, publish and enforce rules, policies, guidelines, or procedures for safe and efficient running of hot rodding in New Zealand.
  - (e) Carry out any lawful activity necessary or helpful to the above purposes, or any other related purpose NZHRA may decide from time to time, other than for personal financial gain of any member or NZHRA.
- (2) This Constitution gives NZHRA, as an incorporated society and a body corporate, powers to do anything that a natural person of full age and capacity may do, subject to:
  - (a) this Constitution;
  - (b) The Act; of
  - (c) any other Act or rule of law applicable to incorporated societies.

- (3) Without limiting subclause (2), NZHRA has the following powers:

*Financial*

To set and collect fees for any class of member; raise funds through grants and fundraising activities, including sponsorship and partnership deals; operate bank accounts; raise loans and make investments; purchase and dispose of assets, including real property; and make donations to any person, organisation or cause engaged in or reasonably associated with hot rodding.

*Events*

To conduct and control hot rodding activities through sanctioning, insurance, trophies and awards, including but not limited to shows, displays, runs, grass/streetkanas and closed road 1/8 mile drags.

*Relationships*

To join, participate in, co-operate with, or enter into partnerships or other relationships with government agencies, groups, businesses, organisations and societies.

*Operational*

To set up and appoint or co-opt members to any committees, sub-committees, boards or official positions that it considers necessary.

*People*

To employ or engage, manage, suspend or dismiss employees, contractors or volunteers; enter employment agreements or contracts of service, establish requirements for volunteers; and establish or disestablish positions as necessary.

*Health and Safety*

To establish and monitor health and safety policies, procedures and rules for all activities, in compliance with relevant laws and good practices.

*Constitution, Rules and Policies*

To adopt, amend or revoke this Constitution, make by-laws to govern any activities, or adopt policies, procedures or rules to disseminate and publish them.

*Disputes and Discipline*

To establish and monitor rules, policies and procedures to deal with disputes, including those arising from complaints or grievances.

*Other*

To do anything incidental to, or consequential on, the above powers or that is necessary or helpful to meet the Purposes.

- (4) When exercising its powers, NZHRA must always act in accordance with the objective(s) of the meeting and the Purposes of NZHRA.

## **B Membership of NZHRA**

### **5 Membership**

NZHRA has the following classes of members:

- (1) **Member Clubs**, being:
  - (a) The member clubs (as defined in the 1995 Constitution) as at the date of the adoption of this Constitution; and
  - (b) Any club admitted to the membership under clause 6.
- (2) **Affiliated Members**, being those individuals who:
  - (a) Are members of any Member club, and
  - (b) Agree in writing to be Affiliated Members to NZHRA.
- (3) **Life Members**, elected under clause 10.

### **6 Club Membership**

- (1) Club membership of NZHRA is open to any incorporated society whose aims and objectives are conducive to the sport of hot rodding, and whose application is approved by the Executive after meeting the following requirements:
  - (a) The applicant club is formed, legally constituted and incorporated under the Act, and (subject to subclause (2)) has at least 15 members who wish to become Affiliated Members of NZHRA.
  - (b) Before making a written application for Club membership, members of the applicant club have met in person with a representative of NZHRA. The purpose of the meeting is for the NZHRA representative to:
    - (i) explain the implications and requirements of Club membership of NZHRA; and
    - (ii) be satisfied that all members of the applicant club understand them.
  - (c) Following that meeting, the applicant club makes a written application to NZHRA for Club membership. The application must be on a form supplied by NZHRA, and include signed consents (showing name and signature) by:
    - (i) all members of the applicant club, agreeing for the club to become a Club member of NZHRA; and
    - (ii) at least 15 members who consent to be Affiliated members of NZHRA.
- (2) Despite subclause (1)(c)(ii), in the case of a club with 10 members or more but fewer than 15, all of its members must consent to be Affiliated Members NZHRA.

- (3) The process for considering and approving an application is:
- (a) When NZHRA has received the application and the Executive is satisfied that the club has followed due process and meets the purposes of NZHRA, a Zone meeting is called by the Zone Director for the Zone in which the applicant club is requested.
  - (b) A Zone meeting comprises representatives of the Member clubs in the Zone. Its purpose is to provide information to those Member clubs about the application and the aims and objectives of the applicant club.
  - (c) At least 2 elected committee members of the applicant club must attend the Zone meeting.
  - (d) Following the Zone meeting, the NZHRA office sends voting forms to all Member clubs in the Zone. For the application to be successful, at least 50 per cent of the clubs in the Zone must vote in favour of accepting the application.
  - (e) If approval is given by the clubs, the Executive considers the application at a General Meeting or a Special General Meeting. The Executive has the final decision whether to approve an application for Club membership.
  - (f) The Executive may approve the application if it is satisfied that the applicant club's aims and objectives are conducive to the sport of hot rodding. A resolution accepting the application requires a 75 per cent majority of Executive members present at the meeting.
  - (g) A condition of any approval is that all the office holders of the Member club must at all times be Affiliated Members of NZHRA.
  - (h) The Executive may make its approval subject to any other conditions or requirements it considers necessary to satisfy the Purposes.
- (1) The applicant club becomes a Member club on:
- (a) Receiving written notice of the acceptance of the application from NZHRA;
  - (b) Receipt of full payment of any appropriate fees; and
  - (c) Satisfaction of the conditions or requirements of the approval.

## **7 Confirmation of eligibility for Club Membership**

As soon as possible after the end of each financial year (which is 30 June unless the Executive decides otherwise), and no later than 2 months after the start of the next financial year, every Member club must:

- (1) Provide written confirmation to NZHRA that it has maintained its incorporation under the Act; and

- (2) Send to NZHRA the updated register of its Affiliated Members required under clause 9.

## **8 Continuation of Membership**

A member club holds Club membership until:

- (a) The Executive receives written notice of the Member club's resignation, signed and dated by at least 3 of its officers or committee members, with evidence of the relevant resolution of the Club at an Annual General Meeting or Special General Meeting of the club; or
- (b) The member club fails to maintain a minimum of 15 members who are Affiliated members of NZHRA (subject to clause 6(2) in a case where the club has fewer than 15 but more than 10 members), or fails to maintain a minimum of 10 members for more than 1 financial year; or
- (c) Its membership is suspended or terminated under clause 13.

## **9 Club Membership Register**

- (1) NZHRA must maintain a register of all Member clubs that includes in relation to each Member:
  - (a) The name of the club and the address of its registered office.
  - (b) Contact details of the club's officers and committee members (all of whom must be Affiliated Members of NZHRA, in accordance with clause 6(3)(g)); and
  - (c) The name, contact details and affiliation number of each of the Member club's members who are also Affiliated Members of NZHRA.
- (2) Access to the register for the purpose of administration and updating the register is restricted to NZHRA staff approved for the purpose by the Executive.
- (3) Any Executive member or an officer or committee member of a Member club may request access to any information held in the register concerning the club concerned. If the President is satisfied that the request:
  - (a) Is reasonable in scope; and
  - (b) Meets NZHRA privacy policy requirements.

Then the request will be forwarded to an approved staff member for action.

- (4) The approved staff member will send the information to the Member club's official contact or email address or, in case of an Executive member making the request, their usual contact email.



- (5) Before each Annual General Meeting of NZHRA, or at any other time specified by the Executive (through an approved staff member), each Member club must send an annual return of its current membership details to the NZHRA office. The club must:
  - (a) Certify in writing to NZHRA that, over the previous 12 months or any other period specified by the Executive, it has maintained a minimum of 15 members who are Affiliated Members of NZHRA (subject to clause 6(2) in a case where the club has fewer than 15 but more than 10 members).
  - (b) Send to the NZHRA office its updated details, including:
    - (i) the name, signature and contact details of any and each of its members who has become an Affiliated Member of NZHRA in the previous 12 months; and
    - (ii) any other changes to its membership list.
- (6) Each request by NZHRA for updated information under the subclause (5) must include a privacy statement, reminding the Club about the need for care in handling and disclosing its members' personal information.
- (7) If a Member club's annual return under subclause (5) shows that it has failed to maintain at least 10 members, or at least 10 members who are Affiliated Members of NZHRA, the Executive may direct that the club be contacted to discuss options for achieving the necessary membership thresholds. The Executive may by resolution grant the Member club up to 1 year to recruit new members or amalgamate with another NZHRA affiliated club before its membership with NZHRA will cease. The club will remain a Member club for that period, provided it agrees to develop an action plan for recruitment of new members, in consultation with NZHRA.
- (8) After each Annual General Meeting of NZHRA, and on payment of the required membership fee, NZHRA will send to each Member club a membership card for each current Affiliated Member showing the name of the Member club, the individuals name and their NZHRA affiliation number.

## **10 Life Membership**

- (1) Any present or past Affiliated Member of NZHRA may be elected as a Life member for outstanding services to NZHRA and/or the sport of hot rodding.
- (2) Life membership may be awarded as follows:
  - (a) The NZHRA office calls for nominations for Life membership from all Member clubs prior to the Annual General Meeting, according to the annual timetable set at the previous AGM.
  - (b) Any Member club may make a nomination in writing, containing the name and membership history of the nominee, the reasons for the nomination and evidence about how the nominee meets the Life membership criteria.

- (c) A nomination must be made on the Member club's letterhead; be signed by 3 of the club's executive members; and quote the resolution and date from the relevant meeting minutes.
- (d) All nominations must reach the NZHRA office before the deadline set annually by the Executive.
- (e) Nominations will be considered by the Executive at a General Meeting to ensure they meet the criteria set.
- (f) All nominations that have been approved under paragraph (e) will be distributed to all Member clubs, which have the opportunity to support or object to the nomination. Any statements to support or object must meet the requirements of paragraph (c) and be forwarded to the Executive within the time specified by the Executive.
- (g) The Executive will consider any responses from Member clubs at the General Meeting preceding the Annual General Meeting and having taken into account of those responses, will decide whether a nomination should be placed before the Annual General Meeting for approval.
- (h) Life membership is awarded by a resolution passed by a majority of 75 per cent of Executive members present at the Annual General Meeting.
- (i) Should the nominee not meet Life membership criteria, or Life membership is not awarded, they must be considered for Recognition of Services to Hot Rodding or Recognition of Services to the Zone without requiring a further application, at the discretion of the Executive at the Annual General Meeting.

## **11 Recognition of Services to Hot Rodding**

- (1) Any present or past member of NZHRA may be awarded Recognition of Services to Hot Rodding (RSH) in accordance with the following provisions:
  - (a) Nominations for RSH may be put forward by any Member club and/or member of the Executive.
  - (b) A nomination must be in writing and include full details of the nominee and the reasons for the nomination.
  - (c) A nomination by a Member club must be on club letterhead, be signed by 3 club executive Members and quote the resolution date from the club meeting minutes.
  - (d) The nomination must include evidence of how the nominee meets the criteria for RSH as established by the Executive.

- (e) The Executive will consider any nominations at the General Meeting preceding the Annual General Meeting and decide whether a nomination should be placed before the Annual General Meeting for approval.
- (f) RSH is awarded by a resolution passed by a majority of 75 per cent of Executive members present at the Annual General Meeting.
- (g) Should a nominee not be awarded RSH, they must be considered for Recognition of Services to their Zone without requiring a further application, at the discretion of the Executive at the Annual General Meeting.

## **12 Recognition of Services to Zone**

Any present or past member of NZHRA may be awarded Recognition of Services to Zone in accordance with the following provisions:

- (1) Nominations for Recognition of Services to Zone may be put forward by any Member club and/or a member of the Executive.
- (2) A nomination must be in writing and include full details of the nominee and reasons for nomination.
- (3) A nomination by a Member club must be on club letterhead, be signed by 3 club executive members and quote the resolution date from the club minutes.
- (4) A nomination must include evidence of how the nominee meets the criteria for Recognition of Services to Zone as established by the Executive.
- (5) Recognition of Services to Zone is awarded by a resolution passed by a majority of 75 per cent of Executive members present at the next Annual General Meeting.

## **13 Cessation of Membership**

- (1) A Member club or a Life member may resign from NZHRA by giving written notice to the Executive of their intention to do so and stating the date on which the resignation is to take effect.
- (2) A Member club's resignation takes effect in the manner set out in clause 8.
- (3) An Affiliated Member may resign from NZHRA by following the resignation process described in their Member club's constitution. A resigning member should also (but does not have to) inform NZHRA in writing of their resignation.
- (4) An Affiliated Member who no longer wants to remain affiliated can resign in writing from NZHRA but does not have to resign from their club.

- (5) In any case of a resignation by an Affiliated Member, the relevant Member club should inform NZHRA of the resignation as soon as practicable after it becomes aware of it and at the latest in its next annual return under clause 9. NZHRA may continue to charge affiliation fees for an Affiliated Member until formal notice of resignation has been received either from the member or their Member club.

#### **14 Suspension and Termination of Membership**

- (1) NZHRA may suspend for any period the Executive considers appropriate, or terminate the membership of any Member club, Affiliated Member or Life member for any of the following reasons:
  - (a) The member is guilty of misconduct as defined in clause 40(2), such as to justify disciplining the member by termination or suspension of membership.
  - (b) Significant or continuing failure to comply with the rules and guidelines of NZHRA.
  - (c) Conduct that the Executive considers to be detrimental to the interests of NZHRA;  
or
  - (d) Non-payment of fees within the timeframe set annually by the Executive.
- (2) The Executive may decide on a 75 per cent majority vote of at least 75 per cent of Executive members, to temporarily suspend a Member club, an Affiliated Member or a Life member pending the determination of a complaint or grievance, taking into account the seriousness of the matter and the interests of NZHRA (in this clause and clause 15, temporary suspension). The Executive must give the member concerned notice of any proposed decision to temporarily suspend their membership and a reasonable opportunity to respond unless it is impracticable to do so in the circumstances.

#### **15 Effect of Cessation, Suspension or Termination, or Temporary Suspension**

- (1) Cessation, suspension or termination, or temporary suspension of membership for any reason does not prejudice the right of NZHRA to recover any fees, monies, goods, equipment or other property due (at date of cessation, suspension or termination, or temporary suspension) to, or belonging to, or being used by NZHRA.
- (2) The Executive may notify other Member clubs (if the member is a Member club) or the member's club (if the member is an individual) of any cessation, suspension or termination, or temporary suspension of membership.

## **C Governance and Management of NZHRA**

### **16 Executive**

- (1) The affairs and business of NZHRA are managed by, or under the direction or supervision of the Executive.
- (2) The Executive operates as a governing board in accordance with accepted principles of governance in New Zealand, to the extent they are relevant to NZHRA.
- (3) The Executive is the committee of the society for the purpose of the Act.
- (4) The Executive may establish committees for any specific purpose.
- (5) The Executive may delegate any power (including a financial power) to the President, a committee, one or more Executive members, or an employee or contractor of NZHRA, subject to any terms and conditions the Executive considers appropriate. A delegation is revocable at will by the Executive, and does not prevent the Executive from exercising the delegated responsibility or power.

### **17 Membership of the Executive**

- (1) The Executive comprises the President and 11 members, known as Zone Directors (Executive members). Two of the Zone Directors also hold office as Vice-President.
- (2) Each Executive member must be a current Affiliated Member of NZHRA and a financial member of a Member club.
- (3) The Executive may co-opt additional members to assist it as necessary, either as a co-opted Executive member or as a member of a committee to further the Purposes. A co-opted Executive member has no voting rights, and may be removed at any time by resolution of the Executive.

### **18 Duties and obligations of Executive Members**

- (1) Each Executive member (including the President and any co-opted Executive member or a member of a committee) must:
  - (a) Act in good faith and the best interests of NZHRA first and foremost.
  - (b) Use powers for a proper purpose and declare all conflicts and possible conflicts of interest in accordance with clause 28, including conflicts of loyalty.
  - (c) Comply with the Act and with this Constitution, except to the extent that this Constitution contravenes the Act or any other New Zealand law.

- (d) Exercise the degree of care and diligence that a reasonable person with the same responsibilities within an incorporated society would exercise in the circumstances applying at the time.
  - (e) Not allow the activities of NZHRA to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to NZHRA or its creditors.
  - (f) Not allow NZHRA to incur obligations that the Executive member does not reasonably believe will be fulfilled.
- (2) The Executive may adopt by-laws, guidelines and procedures, or similar documents governing its governance practice, including job descriptions. All Executive members, Affiliated members, Life members, and employees must act in accordance with the spirit and specific terms of any instrument made under the clause.

## **19 Election of Executive Members**

- (1) Executive members are elected once every 2 years (a voting year) at an Annual General Meeting and hold office for 2 years until the end of the Annual General Meeting in the next voting year. An Executive member may be re-elected.
- (2) To be eligible for election, or re-election, an Executive member must be at least 18 years of age and throughout their tenure:
  - (a) Reside In New Zealand.
  - (b) Be a current Affiliated member of NZHRA and a financial member of their Member club.
  - (c) Not be an undischarged bankrupt, or disqualified from being a director of a company under the Companies Act 1993.
  - (d) Not have any criminal conviction in the previous 7 years involving dishonesty (including, without limitation, a conviction under the Tax Administration Act 1994, the Anti-Money Laundering and Countering Financing of Terrorism Act 2009, or equivalent legislation in other countries) and
  - (e) Be a person who has leadership qualities and a commitment to the sport of hot rodding, able to carry out the duties and obligations set out in this Constitution or specified by the Executive from time to time.
- (3) The Executive must, in each voting year, prepare a timetable for the election to enable a timely, transparent, and fair process, and send information about the nomination and voting to each Member Club.
- (4) Each Member club may nominate one or more persons from within its Zone for election to the Executive. The election process is as follows:

- (a) Each nomination must be signed by a least 3 officers or committee members of the Member club, and by the nominee, and forwarded to the NZHRA office by the due date.
  - (b) A nominee may also make a written statement about their suitability for the position, to be shared with Member clubs within the Zone.
  - (c) The NZHRA office will forward the nominations for each Zone to Member clubs in that Zone, together with any statement by the nominee.
  - (d) If only one candidate is nominated in a Zone, that person will be deemed the successful candidate and no voting will be required.
  - (e) Should no candidates be nominated, the Executive may appoint an Executive member for that Zone until such time as a suitable person is found. The Executive will make all efforts to work with the Zone Member clubs to ensure an Executive member for the Zone is elected or appointed under subclause (3) as soon as possible.
  - (f) When there is more than one candidate, each Member club must vote for one of the candidates.
  - (g) A Member club's vote is determined by its Affiliated members, through a fair and valid voting process carried out by the club. To result a valid vote, at least 75 per cent of the club's Affiliated members must participate in the vote, and at least 75 per cent of those who vote must have cast a vote for the same candidate. Repeated rounds of voting are permitted, using a process where the lowest candidate drops out after each round of voting until the necessary threshold is reached.
  - (h) Each Member club registers its vote with the NZHRA office, signed by a least 3 officers (for example, committee members) of the club, stating the name of the candidate the club has voted for and attesting that a fair and democratic election process was used in the accordance with this clause.
- (5) A successful election requires that at least 75 per cent of all the eligible Member clubs in the Zone have registered a vote and the results show a clear majority for one candidate. Should there be a tied vote, or insufficient votes, the Executive must decide, after consulting with all Member clubs in the Zone, whether to call for new nominations and voting, or to appoint an individual to hold the position of Executive member for the Zone for such a time as the Executive determines (or until the next voting year).
- (6) All Member clubs must be notified in writing of the results of the elections, and given the names and contact details of all incoming and continuing Executive members.

## 20 The President

- (1) The President is elected in a voting year (as defined by clause 19(1)) by a 75% majority vote of all Member clubs of which at least 75% vote for 1 candidate. A President is eligible to be re-elected. Should there be only 1 candidate, that person is duly elected.
- (2) To be eligible for election as President, a candidate must:
  - (a) Be a current Executive member who has served at least 2 years previously as the President or an Executive member; and
  - (b) Meet the eligibility criteria for an Executive member under clause 19(2).
- (3) The functions and responsibilities of the President are to:
  - (a) Be accountable to the NZHRA membership through the Executive.
  - (b) Consult with the Executive and the membership to provide direction for NZHRA, while maintaining sound relationships between Member clubs and the Executive.
  - (c) Preside at and chair Executive meetings and General meetings.
  - (d) Attend and officiate at NZHRA events and meetings as required.
  - (e) Liaise with other groups and organisations as required.
  - (f) Be available to receive complaints and hear problems from members, and to ensure that the Constitution and democratic process of NZHRA is upheld.
  - (g) Present a President's Report pr Annual Report to report progress at each Annual General Meeting.
  - (h) Be the contact officer for NZHRA under the Act.
  - (i) Use their best endeavours to ensure that NZHRA acts in accordance with this Constitution and all by-laws, rules and guidelines.
  - (j) Overseas the day to day NZHRA office and NZHRA finances, to ensure efficient and effective running of NZHRA, and
  - (k) Actively participate in hot rodding.
- (4) The President may convene a subcommittee of Executive members and/or Affiliated members from time to time to monitor, review and develop rules and guidelines to ensure compliance with the Act, other Acts including the Privacy Act 1993 and this Constitution.



**21 Vice Presidents**

- (1) NZHRA has 2 Vice Presidents, each of whom is a current Executive member.
- (2) There will be 1 Vice President who is a member of a Member club in a North Island Zone and 1 who is a member of a Member club in a South Island Zone.
- (3) The Vice Presidents are elected by the Executive by simple majority vote at the General meeting in a voting year (as defined by clause 19(1)) following the election of the President and on the nomination of any Executive member made at the meeting (which must be seconded by another Executive member).
- (4) The election of the Vice Presidents must be confirmed at the next Annual General meeting.
- (5) An Executive member may not nominate or second a nomination for themselves. A nominee may not vote in the election, but may be considered part of the quorum for the meeting.

**22 Cessation and Removal of Office Holders**

- (1) An Executive member, including the President, a Vice President or a co-opted member (in this clause and clause 23, and office holder) may resign at any time, by written notice to the Executive. In the case of the President or a Vice President, the office holder may resign that office but remain an Executive member.
- (2) An office holder may be removed from office if they:
  - (a) Are found to have been ineligible for election or appointment, or to have become ineligible to hold office since their appointment.
  - (b) Has been convicted of a criminal offence involving dishonesty or violent or threatening behaviour while holding office, or has been investigated in relation to, or been convicted of any criminal act that the Executive considers may bring NZHRA into disrepute by association.
  - (c) Has been found guilty of misconduct under clause 42.
  - (d) Has persistently breached or failed to carry out the duties and obligations or standards or conduct of an Executive member, as stated in this Constitution or any other documents adopted by the Executive in a competent and timely manner.
- (3) The behaviour referred to in subclause (2)(d) may, without limitation include:
  - (a) Failure to maintain confidentiality or any confidential item of NZHRA business or information; or

- (b) Failure to declare a conflict of interest or loyalty that results, or could reasonably be perceived to result in a financial benefit or unfair advantage to themselves, a family member, a Member club or its members or associates, or in their place of work.
  - (c) Being incapable, by reason of illness or disability to carry out their responsibilities and duties as an Executive member; or
  - (d) Failure to attend 3 consecutive General meetings without being excused by the Executive.
- (4) Removal from office requires a vote with a majority of at least 75 per cent of those Executive members present at a General meeting or a Special General meeting attended by at least 75 per cent of Executive members.
- (5) In all cases, the individual concerned will have the right to a fair and timely resolution process prior to any action being taken. Any disputes, appeals or protests will be conducted in accordance with any disputes process under Part F.
- (6) A Vice President may be removed from that office (but not Executive membership) if they have persistently failed to perform the duties and responsibilities of the office following the process set out in subclause (5).

## **23 Vacancies**

- (1) A vacancy arises in the office of President, Vice President or Executive member if the office holder ceases to be eligible to hold office, resigns, is removed from office or dies.
- (2) In the event of a vacancy, the office may be filled at the discretion of the Executive by:
- (a) Appointing an eligible individual to hold office on an interim basis until the next Annual General Meeting; or
  - (b) Calling a Special General Meeting for the purposes of electing a new office holder after following the process set out in clause 19, clause 20 or clause 21 (as the case may be).
- (3) If a vacancy in the office of President or Executive member arises during a year that is not a voting year (as defined in clause 19(1)), any election of a new office holder must be for a term expiring in the next voting year.

## **D Meetings**

### **24 Types of Meetings**

This Constitution provides for the following types of meeting:

- (1) General Meetings, being meetings of the Executive scheduled to take place during the year according to a timetable, set by the Executive.
- (2) Special General Meetings, being meetings of, and called by, the Executive for a specific purpose but which are otherwise to be regarded as General Meetings; and
- (3) An Annual General Meeting, being the first General Meeting held after the end of each financial year.

### **25 Annual General Meeting**

- (1) An Annual General Meeting for the purposes of the Act is a meeting of the Executive members, which may be attended by any Affiliated Member (including an Affiliated Member who is an authorised club delegate for the Member club), Life Member or Executive Member. Member clubs have speaking rights at an Annual General Meeting through their authorised club delegate.
- (2) The purpose of the Annual General Meeting is to confirm any election results for the Executive positions; present the annual financial report to the membership; confirm the results of any remit voting undertaken by Member clubs and appoint NZHRA's auditor under clause 32.
- (3) An Annual General Meeting must take place no later than 6 months after the end of each financial year, on a date and a place determined by the Executive. Notice of the meeting and an agenda must be sent to all Member clubs in advance of the meeting.
- (4) A quorum will consist of 75 per cent of the Executive members (including the President).
- (5) Meeting minutes must be taken and distributed to all Member clubs in a reasonable timeframe after the meeting.

### **26 General Meetings**

- (1) The requirements for a General Meeting are:
  - (a) Notice of the Meeting and an agenda must be sent to all Executive members in advance of the Meeting.

- (b) A quorum will consist of 75 per cent of the current Executive members, including at least the President or one of the Vice Presidents.
  - (c) A Meeting may be held, and a quorum constituted by Executive members being present face to face, or attended using communication technology where all members can (as a minimum) hear the proceeding or a combination of both.
  - (d) No business may be conducted at a Meeting unless a quorum is present when the meeting proceeds to business. If an Executive member who is present at a Meeting declares a conflict of interest under clause 28 in relation to any item of business for the Meeting, the member must withdraw from the Meeting and not participate in discussion or voting on the item unless the Executive agrees by resolution that the member remain in the Meeting and participate in discussion but not vote on the item. In either case the member's presence at the Meeting counts towards a quorum.
  - (e) The President will preside at the Meeting. However, if the President is absent or unwilling to preside in relation to a particular item (for example, by reason of a conflict of interest), the Meeting will appoint by consensus one of the Vice Presidents or (if both Vice Presidents are absent or unwilling to preside) another Executive member who is present. To chair the meeting or item of business.
  - (f) Decisions will be made by consensus or, in the absence of consensus, by simple majority vote (i.e. a majority of the members present) unless the Constitution requires otherwise. The President has no voting rights, except when a vote is tied, in which case the President has the casting vote.
  - (g) A member may abstain from a vote on an item, but only if they have declared a conflict of interest in the item under clause 28 at the start of the meeting or the item and the abstention is recorded in the minutes of the Meeting.
  - (h) In all cases, minutes of the Meeting must be kept and circulated to Executive members as soon as practicable after the Meeting. Once agreed to on the basis of accuracy, the minutes are then circulated to all Member clubs.
- (2) A decision may be made between General Meetings, by a resolution signed or agreed to all the Executive members who are available at the time (determined by the President and at least 1 Vice President) by which the decision must be made (subject to there being a quorum). Any such resolution must be confirmed by consensus or majority vote at the next General Meeting or Special General Meeting, but is effective from the date of which it was made.

## **27 Special General Meetings**

- (1) A Special General Meeting may be called:
  - (a) By the Executive, by resolution at a General Meeting or a decision made between General Meetings under clause 26(2); or

- (b) In urgent circumstances by the President (or in the President's absence, a Vice President) with at least 14 days written notice to all Executive members.
  - (c) By the President (or in the President's absence, a Vice President) on receiving one or more written notices from no fewer than 10 Member clubs requesting the Meeting.
- (2) A Special General Meeting, one called, is to be constituted and conducted as a General Meeting.
- (3) A notice given under subclause (1)(c) must:
  - (a) State the reason for the Meeting.
  - (b) Include reference to a resolution and its date from a committee meeting of each of the Member clubs seeking the meeting; and
  - (c) Be signed by no less than 3 of each club's office holders and/or committee members.
- (4) Each Member club is entitled to send a delegate (at their own cost) to attend the Special General Meeting.
- (5) The President will preside at the Meeting. If the President is absent from the Meeting or unwilling to preside in relation to a particular item (for example, by reason of a conflict of interest) the Meeting will appoint one of the Vice Presidents or (if both Vice Presidents are absent or unwilling to preside) another Executive member who is present, to chair the Meeting or item of business.
- (6) No business may be conducted at a Meeting unless a quorum consisting of 75 per cent of Executive members (including the President) are present when the Meeting proceeds to business.
- (7) A Meeting must be held at a venue at which members (including the delegates of Member clubs) are present face to face. However, with the consent of all those members present face to face, a member (including a Member club through its delegate) may attend the meeting using communication technology where all Executive members can hear the proceedings.
- (8) Decisions will be made by consensus or, in the absence of a consensus, a 75 per cent majority vote of at least 75 per cent of the Executive members, unless the Constitution requires or permits otherwise.
- (9) In all cases, minutes of the Meeting must be kept and circulated to all Executive members and Member clubs as soon as practicable after the meeting.

## **28 Declarations of Interests**

- (1) Each member of the Executive must:
  - (a) Declare all interests relevant to his or her responsibilities as an Executive member, and keep the declaration up to date; and
  - (b) Declare, either by written notice to the other members or at a meeting of the Executive, any conflict of interest in relation to a transaction of the NZHRA or an item of business to be discussed or decided on by the Executive (in this clause, a conflicted matter).
- (2) An Executive member may, either in writing or at a Meeting, raise a question of interest involving another Executive member. In that event, the Executive may discuss the question and, if the member concerned declines to accept that they have a conflict of interest, a majority of the other members present may rule that the member is conflicted and that ruling is final.
- (3) A conflicted member may not attend, or remain at a meeting while a conflicted matter is considered. However, the Executive may resolve (without the conflicted member participating) that the conflicted member be allowed to be present at the Meeting when the conflicted matter is being considered, or to participate in discussion of the matter but not to vote.
- (4) The President (or if the President is conflicted, a Vice President) must inform the NZHRA Office of any conflicted matter and the Office must take steps to ensure that no information relating to the conflicted matter is given to the conflicted member.
- (5) The NZHRA Office must keep a register of interests in which all Executive members' declarations of interests (made under subclause (1)(a) and conflicts of interest (declared under subclause (1)(b) or determined under subclause (2)) are to be recorded. The register must be presented at each Meeting of the Executive and be available for inspection at any time by an Executive member.

## **E Administrative Matters**

### **29 Registered Office**

The Registered Office of NZHRA will be determined from time to time by the Executive and notified to the Registrar of Incorporated Societies.

### **30 Staff**

- (1) NZHRA may employ or contract remunerated staff members, who will be bound at all times by the terms of their employment agreement or contract and description of services.

- (2) References in this Constitution to the NZHRA Office mean the staff referred to in subclause (1) either collectively or individually, whether or not NZHRA members maintains a physical office.
- (3) The President is responsible for the day to day supervision of staff members on behalf of NZHRA and the Executive.
- (4) NZHRA will be a good employer, and at all times act in the spirit of good faith to its staff members.

### **31 Finances**

- (1) The financial year will commence 1 July in each calendar year, and end on 30 June in the following calendar year.
- (2) The Executive is responsible for financial management and reporting, but may:
  - (a) Delegate that responsibility and any necessary financial powers to a committee; and
  - (b) Employ or engage any person or firm to assist in the management of the finances and the preparation of management accounts, financial statements or annual returns.
- (3) The Executive must ensure that the necessary internal controls and financial policies are in place to enable NZHRA to manage its finances and financial reporting obligations, in accordance with good practice for an incorporated society of its size and nature.
- (4) As soon as practicable after the end of each financial year, the Executive must prepare, or ensure preparation of, financial statements for the financial year for submission to the Annual General Meeting and, following adoption, the Registrar of Incorporated Societies.
- (5) The financial statements must be audited by NZHRA's auditor, unless the members of NZHRA have determined by resolution at the preceding Annual General Meeting that:
  - (a) No audit is necessary (unless the Act or some other Act requires an audit); or
  - (b) Instead of being audited, the financial statements may be instead the subject of a review engagement or some other form of assurance engagement carried out by the auditor.
- (6) The auditor must be given access to all information and evidence, and all representations, that the auditor is entitled to obtain under the applicable auditing or assurance standards.

- (7) The financial statements, together with any audit, review or other assurance report provided by the auditor, must be presented to the next Annual General Meeting with the audited financial statements, for discussion and adoption.

### **32 Appointment of Auditor**

- (1) NZHRA must at all times have a auditor who is appointed by resolution at an Annual General Meeting or a Special General Meeting.
- (2) The auditor must:
  - (a) Be a Chartered Accountant; and
  - (b) Not be a member of NZHRA or a member of a Member club.

### **33 Solicitor and Legal Services**

The Executive may appoint an appropriately qualified lawyer or a law firm to act on behalf of NZHRA as required. That appointment does not prevent other lawyers or firms from being engaged for particular matters. However, all Executive members must be consulted before any legal services are commissioned (whether from the appointed solicitor or firm or from another lawyer or firm).

### **34 Internal Documents**

- (1) The Executive may develop, amend, or revoke by-laws, policies, or procedures, to ensure the effective management and running of NZHRA and its related activities, including national events.
- (2) The Executive may, but is not obliged to, consult with Member clubs in relation to any internal documents or their amendment or revocation. The Executive must ensure that it informs each Annual General Meeting of any new internal document made during a financial year, and any substantive amendment to or revocation of an existing document.
- (3) The NZHRA Office must disseminate to all Member clubs any internal document that affects Member clubs or their members, in any appropriate form (such as a rulebook), both when the document is first made and if it is amended or replaced. The Office must also make any internal document available to any member on request (in either hard copy or electronic form, at the discretion of the Executive).

### **35 Privacy**

- (1) NZHRA will use best endeavours to comply with the principles and legal requirements of the Privacy Act 1993 or any successor Act, and any other information privacy legislation or code applicable to NZHRA.



- (2) The Executive must ensure that there is in place a Privacy Policy which ensures that the collection, storage, use and disclosure of members' personal information is handled appropriately and safely by NZHRA and Member clubs.
- (3) Except where the Privacy Policy allows, or as permitted by law, no personal information about an Affiliated Member or a Life Member held by NZHRA or a Member club (in its capacity as such) may be disclosed to another individual or organisation except with the express authorisation of the individual concerned.
- (4) The Privacy Policy must require NZHRA to inform all Member clubs annually of the importance of complying with the Policy and applicable laws.

### **36 Pecuniary Gain**

- (1) In accordance with the Act, neither the NZHRA nor any member may use any funds derived by the NZHRA for the private pecuniary gain of any member or (if the member is a Member club) any member of that member.
- (2) However, "private pecuniary gain" does not include gain derived from an employment agreement or contract for services lawfully entered by NZHRA with any individual who is also an Affiliated Member or a member of a Member club.
- (3) No Executive member may be a salaried or wage earning employee of NZHRA.

## **F Disputes**

### **37 Purpose of the Disputes Process**

The purpose of the disputes process set out in this Part of the Constitution is:

- (1) To promote common sense resolution of members' complaints and grievances; and
- (2) If a complaint or grievance cannot be resolved by agreement, to ensure that it is dealt with fairly, impartially, and on the interests of NZHRA and its members.

### **38 Complaints**

The purpose for raising a complaint is:

- (1) Any Member club or Affiliated Member (including a Life Member) may make a written complaint to the Executive member elected by their Zone (in this clause and clause 39, the Zone Director) about a matter of misconduct involving a Member club or an Affiliated Member (in its or their capacity as a member of NZHRA).
- (2) The complaint must specify the nature of the conduct complained about, and give sufficient detail for the member concerned to understand what the complaint relates to, and to respond to it.

- (3) The Zone Director will first make contact with the member making the complaint (in person or by telephone or other communication technology) to understand the nature of the complaint and, after a fair and impartial discussion, determine whether the complaint can be resolved informally or whether the member concerned still wishes to proceed.
- (4) If the member wishes to proceed with the complaint, the Zone Director will send a copy of the complaint to the member complained about, and arrange a meeting between the parties to enable them to understand and discuss the issue/s, seek a quick resolution if possible, and (if the complaint is resolved) to clarify any misunderstandings and ensure mistakes are not repeated.
- (5) The Zone Director must attend a meeting with the complaining member if they request it, or if in the Zone Director's opinion it would be fair and appropriate to do so.

### **39 Grievances**

- (1) Any Member Club or Affiliated Member (including a Life member) may raise in writing with the Zone Director a grievance concerning their rights or interests as a member of NZHRA.
- (2) As soon as possible after receiving a grievance, the Zone Director will arrange a meeting:
  - (a) With the member, if the grievance concerns their rights or interests in relation to NZHRA; or
  - (b) Between the member and a representative of their Member club, if the grievance concerns the Member's rights and interests in relation to the club.
- (3) The purpose of the meeting is for the Zone Director and (if the grievance concerns a Member club) the Club representative to understand the matter, discuss it fairly and impartially with the member who has raised the grievance, and seek a resolution.
- (4) In the case of a meeting with a representative of an Affiliated Member's club, the representative of the Member club must report back to the Zone Director as soon as possible after the meeting, either orally or in writing explaining the situation and outcome.

### **40 Unresolved Complaints or Grievances**

- (1) If a complaint or grievance for which an Executive member is responsible as a Zone Director is not resolved within 10 working days after the initial meeting being arranged under clause 34 or clause 35 (as the case may be), the Executive member must report the matter to the President.
- (2) At the earliest possible opportunity, the President must:

- (a) Notify the Executive of the complaint or grievance and the fact it has not been resolved;
  - (b) Ask the member making the complaint or raising the grievance to forward details of the complaint or grievance in writing, together with any relevant evidence to the NZHRA office;
  - (c) In the case of a complaint, send a copy to the member complained against and specify a time by which a written response to the complainant must be received; and
  - (d) Place the complaint or grievance on the agenda for the next Meeting (whether a General Meeting or a Special General Meeting) of the Executive.
- (3) The Executive will:
- (a) Determine whether the complaint or grievance requires further investigation or consideration.
  - (b) Start an investigation if one is needed; and
  - (c) Decide how much, if any, additional time is needed to determine the complaint or resolve the grievance.
- (4) The President will then inform the parties of the steps to be taken, and the expected time before the complaint is to be determined or the grievance resolved.
- (5) An investigation must:
- (a) Be carried out by one or more individuals appointed by the Executive who are in a position to investigate and report the matter competently, fairly and impartially; and
  - (b) Allow all affected parties a reasonable opportunity to state their case and respond fairly to any allegations made.
- (6) Following the investigation and the receipt of an investigation report (if any), the Executive will:
- (a) Consider the complaint or grievance and give the parties such opportunity to be heard as it thinks fair and appropriate.
  - (b) Make a decision (by simple majority) whether the complaint or grievance should be upheld; and
  - (c) Notify the parties accordingly.

**41 Conflicts of Interest**

- (1) As part of a fair and lawful process, any person charged with the responsibility for dealing with a complaint or grievance under this Part of the Constitution who has a conflict of interest in the subject matter must declare that conflict at the earliest opportunity to the President (or, in case of the President being involved, a Vice President). The President or Vice President to whom the interest is declared must appoint another person of equivalent status to perform that responsibility.
- (2) In the case of an Executive member having a conflict of interest, that member must declare that interest and withdraw from any discussion or deliberation concerning the complaint or grievance at a Meeting of the Executive.

**42 Discipline**

- (1) Whether as a result of a complaint or otherwise, NZHRA may discipline a member which is or who is guilty of misconduct.
- (2) Misconduct includes, but is not limited to:
  - (a) Deliberately or negligently acting against the interests of NZHRA or in a manner that brings NZHRA into dispute.
  - (b) Behaving violently or threateningly towards an NZHRA member or an Executive member or a member of the public at an NZHRA sponsored or sanctioned event, activity or meeting.
  - (c) Breaching or failing to comply with any rule or requirement (for example, a health and safety requirement) at such an event, activity or meeting.
  - (d) Significantly failing or continuing to fail, to comply with the by-laws, policies, rules or guidelines of NZHRA; or
  - (e) Conduct that the Executive considers to be detrimental to the interests of NZHRA.
- (3) Disciplinary action may include one or more of:
  - (a) a fine;
  - (b) An order to refund money or return property to NZHRA or any other member or person.
  - (c) A censure.
  - (d) Suspension from membership under clause 14 for such a period that the Executive considers appropriate; or
  - (e) Termination of membership under clause 14.

- (4) Any decision to terminate or suspend membership must be made on a resolution passed with a majority of 75 per cent of at least 75 per cent of Executive members. In the case of any other form of disciplinary penalty, the decision requires a simple majority vote.

## **G Alterations to or Replacement of the Constitution, Winding Up, and Related Matters**

### **43 Alterations to or Replacement of the Constitution**

- (1) This Constitution may be altered or replaced by resolution at an Annual General Meeting or Special General Meeting, where at least 75 per cent of Member clubs have registered a vote through their authorised delegates and no less than 75 per cent of those votes are in favour of the resolution.
- (2) Any Member club may remit propose a resolution under subclause (1) by submitting the remit to the Executive, provided the remit:
- (a) Is signed by at least three of the club's officers or committee members.
  - (b) In the case of an alteration, identifies the clause or clauses affected and the precise wording of the proposed amendment so that the meaning and intent of the proposed change is clear; and
  - (c) States the reason(s) for the proposed alteration or replacement, including evidence to support the change and the effect it may have (including any consequential changes to other provisions of the Constitution).
- (3) If the remit meets the requirements of subclause (2), the Executive must forward the remit to all Member clubs before, or together with the required notice of the Annual General Meeting or Special General Meeting.
- (4) If the remit does not meet the requirements of subclause (2), the Executive may return it to the Member club with guidance on how the remit or proposed change maybe submitted in compliance with those requirements. The member club may then re-submit the remit to the Executive with any necessary or suggested changes.
- (5) If the Member club does not wish to make any changes after receiving guidance from the Executive, it may return the remit to the Executive to be forwarded to all Member clubs in its original format with an explanation from the Executive stating that the proposed remit does not meet the requirements of subclause (2) and the reasons why. The Member club may also include a statement explaining why it considers the remit meets the requirements.

- (6) The Executive may make further comment on the remit, but this must be provided in a separate document included with the remit, and such comments will remain concise and objective.
- (7) As soon as possible after any resolution is passed in accordance with this clause to alter or replace this Constitution, the President (as NZHRA's contact person) must send the amended or new Constitution to:
  - (a) The Registrar of Incorporated Societies; and
  - (b) All member clubs, with an explanation of the change or replacement and its effect.
- (8) The NZHRA office will ensure that an updated version of the Constitution is kept and made available to any member on request.

#### **44 Winding Up**

- (1) NZHRA may be wound up only at a Special General Meeting convened for the purpose, where at least 75 per cent of Member clubs present at the Meeting support the winding up through their authorised delegates and at least 75 per cent of all Member clubs are present.
- (2) In the event of the winding up of NZHRA, any remaining property whatsoever, after the satisfaction of all its debts and liabilities, must be donated to other motor vehicle clubs or associations as determined at the Special General Meeting. However, no such property may be given, paid to, or distributed among the Member clubs nor their individual members.

#### **45 Matters not provided for**

If any matter arises which, in the opinion of NZHRA Executive is not provided for by this Constitution, it will be determined by the Executive at the next General Meeting or at a Special General Meeting called for that purpose.

#### **46 Common Seal**

The Common Seal of the Association will bear the registered name of the Association, and be kept in the custody of the Secretariat. It shall after a resolution of the Executive Committee be affixed to any instrument, deed or document in the presence of and be signed by the President and one other officer of the Association.