

Constitution of New Zealand Mazda Racing Series Incorporated

1 Name and Commencement

- 1.1 The name of the society is *New Zealand Mazda Racing Series Incorporated* (in this **Constitution** referred to as the '**Society**').
- 1.2 This **Constitution** will take effect as the rules of the Society from the date it is registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 or any replacement or subsequent legislation.

2 Definitions

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

Act means the Incorporated Societies Act 1908 while the Society continues to be registered under that Act, and the Incorporated Societies Act 2022 from the date that the Society reregisters under that Act or any Act which replaces the Incorporated Societies Act 2022 (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual General Meeting means the annual meeting of the Society that must be called in accordance with this Constitution.

Associate Member means any individual who is admitted as an associate member in accordance with Rule 9.

Board means the Society's governing body elected and appointed in accordance with Rule 24.

Chair means the chair of the Board elected in accordance with Rule 18.2.1.

Commencement Date means the date these rules are registered by the Registrar of Incorporated Societies in accordance with the Act.

Constitution or **Rules** means this document.

Contact Person means the contact person or persons appointed pursuant to Rule 25.

Deputy Chair means the Board member elected or appointed by the Board to deputise in the absence of the Chair.

Full Racing Member means an individual admitted to membership under Rule 7.

General Meeting means either an Annual General Meeting or a Special General Meeting.

General Member means an individual admitted to membership under Rule 8.

Honorary Member means a person admitted to membership under Rule 11.

Life Member means a person admitted to membership under Rule 10.

Matter means the Society's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Society.

Member means any individual, organisation or family admitted as a member of the Society in accordance with this Constitution and who has not ceased to be a Member.

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Board and for clarity includes transmission of a link to a Notice.

Officer means a Board member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.

Purposes means the purposes of the Society as set out in Rule 3.

Register of Interests means the register of interests kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Rules or **Constitution** means this document as amended or replaced from time to time.

Series Articles means the accredited articles governing the racing series.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Technical Regulations means the Schedule M technical regulations.

TRB means the Technical Rules Bureau, a committee appointed by the Board under Rule 31 to assess the Technical Regulations and proposals to amend the Technical Regulations and make recommendations to the Board.

TRB Process means the process set out in Schedule 1.

Working Days means complete days which are not a Saturday, Sunday or a national New Zealand public holiday. Working Days exclude the first and last-named days (for instance, excluding the date a Notice is sent to Members and the date of any meeting).

3 Purposes

3.1 The Society is established to:

- 3.1.1 encourage, promote and organise the amateur racing of the Society;
- 3.1.2 promote an active social environment to encourage good fellowship among Members;
- 3.1.3 raise funds to promote the purposes of the Society;
- 3.1.4 determine rules and regulations for Mazda Racing in New Zealand (including for RX7s, RX8s and any other vehicle that is allowed in the Technical Regulations);
- 3.1.5 be directly or indirectly affiliated to the International Motorsport governing body (F.I.A.) through Motorsport NZ and/or other clubs as determined from time to time;
- 3.1.6 provide market information, advice and resources to its Members;
- 3.1.7 service the needs and requirements of Members, supporters and sponsors of Mazda Racing Saloons;
- 3.1.8 act within the statements of New Zealand and the rules of Motorsport New Zealand as applicable; and

3.1.9 do such other things as are incidental or conducive to the attainment of any of the above purposes.

4 Powers, Act and Regulations

4.1 The Society shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.

4.2 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5 Registered office

5.1 The registered office of the Society shall be at such place in New Zealand as the Board from time to time determines.

5.2 Any changes to the registered office shall be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

MEMBERSHIP

6 Classes of membership

6.1 The membership of the Society shall comprise of the following classes of membership:

6.1.1 Full Racing Members;

6.1.2 General Members;

6.1.3 Associate Members;

6.1.4 Life Members; and

6.1.5 Honorary Members.

6.2 The Members referred to in Rule 6.1 have the rights, privileges and responsibilities set out in this Constitution.

7 Full Racing Members

7.1 Any individual who competes as a driver in one or more Mazda Racing Series championships may apply to become a Full Racing Member.

7.2 Full Racing Members have one vote at General Meetings.

8 General Members

8.1 Any individual with a direct interest in the Purposes of the Society, may apply to become a General Member.

8.2 General Members have one vote at General Meetings.

9 Associate Member

9.1 Any individual with an interest in the Purposes of the Society, but who is not directly involved in the work of the Society, may apply to become an Associate Member.

9.2 Associate Members have no voting rights at General Meetings.

10 Life Members

- 10.1 A Life Member is an individual who:
- 10.1.1 in the Board's opinion has rendered exceptional service to the Society over a number of years;
 - 10.1.2 in the Board's opinion has achieved extraordinary outcomes for the Society in line with the Purposes of the Society;
 - 10.1.3 has been a member of the Society for a minimum of 10 years or a Board member for a minimum of 5 years; and
 - 10.1.4 whom has been appointed as a Life Member in accordance with Rule 10.2.
- 10.2 The Board may recommend the appointment of an individual who meets the criteria in clause 10.1 as a Life Member of the Society to a General Meeting and that person shall be appointed as a Life Member following a majority vote at such General Meeting.
- 10.3 An appointed Life Member will hold all of the powers of an Individual Member, until they die, without having to pay any fees or annual subscriptions.

11 Honorary Members

- 11.1 An Honorary Member is any individual who by virtue of their distinction in motorsport, politics, science, literature, commerce or other area of expertise or experience, is deemed worthy of and duly elected as an Honorary Member by the Board.
- 11.2 An Honorary Member will not have to pay any fees or annual subscriptions.
- 11.3 Honorary Members have no voting rights at any meeting of the Society unless elected to the Board, upon which the Honorary Member shall hold all the same powers as a General Member.

12 Applications

- 12.1 No person shall become a Member unless an application for membership is approved by the Board.
- 12.2 To become a Member all applicants must:
- 12.2.1 satisfy such membership criteria as determined by the Board from time to time;
 - 12.2.2 complete the applicable application form for membership set by the Board from time to time; and
 - 12.2.3 supply any additional information that the Board requests.
- 12.3 An application form for membership must be:
- 12.3.1 accompanied by payment of the applicable membership fee;
 - 12.3.2 signed by the applicant consenting to be a Member of the Society; and
 - 12.3.3 signed by at least one financial Member of the Society.
- 12.4 The Board shall have complete discretion in deciding whether a new applicant should be admitted as a Member of the Society. When deciding whether to accept or decline an application for membership, the Board:

- 12.4.1 may interview the applicant when considering their application; and
- 12.4.2 must advise the applicant of its decision in writing (but is not required to provide reasons for that decision).

13 Membership probation period

- 13.1 Upon acceptance of a new membership application by the Board, all Members shall serve a six-month probationary period as a new Member (Probation Period) and the following Rules shall apply:
 - 13.1.1 During the Probation Period, the Member shall be entitled to all the rights and privileges of membership, including voting rights.
 - 13.1.2 If, at any time during the Probation Period, the Board in its absolute discretion chooses not to accept the applicant as a Member of the Society, the Board must advise the Member of its decision in writing and that decision shall be final.
 - 13.1.3 Unless advised in the manner prescribed in 13.1.2 above, the Member shall continue to be a Member of the Society upon expiry of the Probation Period.
- 13.2 This clause 13 does not apply to Life Members or Honorary Members.

14 Obligations and rights of Members

- 14.1 Members have the right to attend General Meetings and may be invited to speak.
- 14.2 Every Member shall provide the Contact Person with that Member's full contact details and promptly advise the Contact Person of any changes to those details.
- 14.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- 14.4 A Member is only entitled to exercise the rights of membership, including attending General Meetings, if all subscriptions and any other fees have been paid to the Society by the due date, but no Member is liable for an obligation of the Society by reason only of being a Member.
- 14.5 Each Member shall have a copy of this Constitution made available to them free of charge.
- 14.6 A Member must:
 - 14.6.1 not do anything to bring the Society into disrepute;
 - 14.6.2 abide by the Constitution and any by-laws or regulations adopted by the Society and the Act at all times; and
 - 14.6.3 abide by all on track decisions handed out by MotorSport New Zealand and MotorSport New Zealand's officials (and all Members acknowledge that there is no ability to appeal to the Board or request the Board to a review any MotorSport New Zealand decision).

15 Subscriptions and Fees

- 15.1 The annual subscriptions and any other fees for membership for the then current financial year shall be set by the Board.
- 15.2 The annual subscriptions may differ depending on the type of Membership.

- 15.3 Any Member failing to pay the annual subscription (including any periodic payment) or any other amounts owing to the Society, within 1 calendar month of the date such payment was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all arrears are paid in full.
- 15.4 If such arrears are not paid within 3 months of the due date for payment of the annual subscription or any other amounts owing to the Society, the Board may terminate the Member's membership (without being required to give prior notice to that Member).

16 Ceasing to be a member

- 16.1 A Member ceases to be a Member:
- 16.1.1 by resignation, by Notice to the Contact Person; or
 - 16.1.2 upon termination of their membership by the Board in accordance with Rule 15.4 or
 - 16.1.3 upon termination of their membership following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Contact Person, or any subsequent date stated in the notice of resignation or notice of termination of membership.
- 16.2 Subject to Rule 16.3 below, any person who ceases to be a Member may re-apply to become a Member in the manner described under Rule 12 of this Constitution.
- 16.3 Any Member who ceases to be a Member by way of termination of their membership by the Board, or following a dispute resolution process, shall not have their subsequent application accepted without the approval of the Board by majority vote.

17 Obligations on resignation

- 17.1 A Member who resigns or whose membership is terminated under this Constitution;
- 17.1.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;
 - 17.1.2 shall cease to hold himself or herself out as a Member of the Society;
 - 17.1.3 shall return to the Society any material provided to the Member by the Society; and
 - 17.1.4 shall cease to be entitled to any of the rights of a Member.

GENERAL MEETINGS

18 Annual General Meetings

- 18.1 An Annual General Meeting shall be held:
- 18.1.1 no later than 30 June each year on a date and at a location determined by the Board; and
 - 18.1.2 in accordance with any requirements in the Act and this Constitution.
- 18.2 The business of an Annual General Meeting shall be to:
- 18.2.1 elect the Board, including the Chair, the Deputy Chair, the secretary and the treasurer;
 - 18.2.2 receive and approve the minutes of the previous General Meeting;

- 18.2.3 receive a report on the finances of the Society, and the annual financial statements;
- 18.2.4 appoint auditors if the Act requires the Society to appoint an auditor or the Society wishes to appoint an auditor for any other reason;
- 18.2.5 approve any amendments to the regulations or rules set by the Society for Mazda Racing in New Zealand (excluding for RX7s, RX8s and any other vehicle allowed in the Technical Regulations which shall be handled by the TRB);
- 18.2.6 consider and hold a vote on any motions; and
- 18.2.7 consider any general business.

19 Special General Meetings

- 19.1 Special General Meetings may be called at any time by the Chair by Notice.
- 19.2 The Chair must call a Special General Meeting if he or she receives a written request (including electronic) signed on behalf of no less than twelve (12) financial Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 19.3 A Special General Meeting shall only consider and deal with the business specified in the Chair's Notice or the written request by Members for the Special General Meeting.

20 Procedure

- 20.1 The Chair shall give all Members at least 20 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 20.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 20.3 No General Meeting may be held unless at least 25% of the Members are in attendance (either in person or electronically) or represented by proxy. This will constitute a quorum.
- 20.4 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.
- 20.5 All General Meetings will be chaired by the Chair. If the Chair is absent, then the Deputy Chair will chair the General Meeting. If both the Chair and the Deputy Chair are absent, the Board shall elect another Board member to chair that meeting.
- 20.6 Any Member may request that a motion be voted on at a General Meeting, by giving Notice to the Chair at least 10 Working Days before that meeting. The Chair may request the Member to provide information in support of the motion.

21 Proxies

- 21.1 A Member may appoint a proxy to vote on behalf of that Member at a General Meeting. A proxy must be appointed by notice in writing signed by that Member and delivered to the Chair not later than the start of the meeting.

22 Voting on Resolutions

- 22.1 Voting at a General Meeting will be as directed by the Chair (which may include electronic voting) or otherwise.
- 22.2 In the event of a tie on any vote at a General Meeting, the Chair shall have the casting vote.

- 22.3 Unless otherwise provided in these Rules, any vote or resolution receiving a two-thirds majority of votes cast at a General Meeting will be duly passed.
- 22.4 A written resolution signed by at least 75% of Members entitled to vote and who received notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members.
- 22.5 Any resolution passed in accordance with this Rule 22 will be binding on all Members.

23 Minutes

- 23.1 The Chair must ensure that minutes are kept of all General Meetings.

GOVERNANCE

24 Board

- 24.1 The Board will be made up of not less than five (5) persons nor more than eight (8) persons as follows:
- 24.1.1 the Chair elected at an Annual General Meeting under Rule 18.2.1;
 - 24.1.2 the Deputy Chair elected at an Annual General Meeting under Rule 18.2.1;
 - 24.1.3 a secretary elected at an Annual General Meeting under Rule 18.2.1;
 - 24.1.4 a treasurer elected at an Annual General Meeting under Rule 18.2.1; and
 - 24.1.5 up to four (4) persons elected at an Annual General Meeting under Rule 18.2.1 or appointed by the Board by a majority vote in the event of a vacancy.
- 24.2 Board members may be any natural person provided they are:
- 24.2.1 a Member of the Society; and
 - 24.2.2 are not disqualified from being an officer of the Society by these Rules or the Act.
- 24.3 Members shall provide details of nominated Board members by Notice in writing to the Chair at least 20 Working Days prior to each Annual General Meeting.

25 Contact Person

- 25.1 The Board will appoint at least one (1) and no more than three (3) individuals as the Society's Contact Person.
- 25.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- 25.3 The purpose of the Contact Person is to have a person whom the Registrar can contact when needed. The role and duties shall also be to:
- 25.3.1 keep the Register of Members;
 - 25.3.2 keep the Register of Interests; and
 - 25.3.3 otherwise meet the requirements of the Act (if applicable).

25.4 In the event that there is a vacancy in the position of Contact Person and the Society has no other Contact Person, the Board will appoint a replacement Contact Person within 20 Working Days after the vacancy occurs and ensure that notice of the change is sent to the Registrar in accordance with the Act.

25.5 The Contact Person may be a member of the Board.

26 Term

26.1 The term of office for all Board members shall be one (1) year expiring at the end of their election or appointment date.

26.2 Board members are eligible to be reappointed upon expiration of their term of office.

26.3 The Board may amend the term limits in this Rule 26 for any particular individual by a resolution at any General Meeting.

27 Cessation of Office

27.1 A Board member (including the Chair and the Deputy Chair) shall be deemed to have ceased to be a Board member:

27.1.1 if that Board member dies or unless otherwise agreed by the Board becomes incapacitated (and any incapacitation continues for more than 30 Working Days);

27.1.2 if that Board member resigns by delivering a written Notice of resignation to the Society's registered office;

27.1.3 becomes disqualified from being an officer under the Act;

27.1.4 if that Board member is removed pursuant to one of the grounds for removal under Rule 27.2 by a resolution of the Board and then subsequently passed by a two-thirds majority of those present and voting and subsequently by a resolution passed at a General Meeting in accordance with Rules 19 and 22.3.

27.2 For the purposes of Rule 27.1.4:

27.2.1 a grievance or complaint that cannot be resolved in the Board opinion under Rule 51;
or

27.2.2 the Board member's failure to comply with these Rules or the Act or where a two-thirds majority of the Board considers the Board member is not working in the best interests of the Society,

will be grounds of removal of a Board member under Rule 27.1.4.

27.3 Each Board member shall within 15 Working Days of submitting a resignation or ceasing to hold office, deliver to the Contact Person all books, papers and other property of the Society held by such former Board member.

28 Function

28.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, which shall be accountable to the Society for the advancement of the Society's Purposes and the implementation of resolutions approved by any General Meeting.

28.2 The Board will set a strategic plan and priorities based on input from the Members of the Society.

28.3 The Board is responsible for overseeing development, implementation and enforcement of the following by-laws of the Society:

28.3.1 the evaluation and enforcement of the Technical Regulations by the TRB, and their ongoing implementation and enforcement; and

28.3.2 subject to clause 55, the development and implementation of the Series Articles including, any amendment or replacement of the Series Articles from time to time.

29 Officers' duties

29.1 At all times each Officer of the Society:

29.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society;

29.1.2 must exercise all powers for a proper purpose;

29.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

29.1.4 when exercising powers or performing duties as a Board member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Board member and the nature of the responsibilities undertaken by him or her;

29.1.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

29.1.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

COMMITTEES

30 Committees

30.1 The Board may, at its discretion, appoint committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.

30.2 No decision of a committee is binding until ratified by the Board.

31 Technical Regulations Bureau

31.1 The TRB is a committee appointed by the Board for the purpose of this constitution for a period of 12 months.

31.2 The TRB will be made up of no less than 4 persons, consisting of:

31.2.1 Two financial Members of the Society;

31.2.2 two independent persons with relevant industry and technical experience; and

31.2.3 A Chair.

- 31.3 The Chair of the TRB may be the Chair of the board or an independent person with relevant skills that complement the purposes of the Society.
- 31.4 The purpose of the TRB is to make recommendations to the Board in respect of all technical decisions relating to the Mazda Racing Series, including making recommendations in respect of Technical Regulations.
- 31.5 Any recommendations made in respect of Technical Regulations by the TRB will be provided to the Board for approval and Ratification.
- 31.6 The TRB Chair will convene meetings on a minimum of a quarterly basis to conduct TRB responsibilities. Any remits will be circulated to all TRB members and presented at the next TRB meeting for the TRB to evaluate and make recommendations including wording changes to the Technical Regulations rules to ensure suitability and enforceability. The TRB shall keep minutes of all meetings which are to be passed back to the board and to be made available to all members on the club website.
- 31.7 Technical Remit submissions can be presented by members or the committee at any time for the TRB to investigate and shall be forwarded be via email to the chairperson of the TRB.
- 31.8 The TRB shall prioritise Remits as follows:
- 31.8.1 Safety issues
 - 31.8.2 Parts availability issues
 - 31.8.3 Reliability, cost and Parity issues.
- 31.9 The Board can pass any recommendations from the TRB as follows
- 31.9.1 With a 2/3 majority vote on all remits.

32 Co-Opt of Board members

- 32.1 The Board may co-opt additional Board members for a specific purpose and for a specific period of time not exceeding 12 months.
- 32.2 Any person co-opted to the Board under Rule 32.1 may:
- 32.2.1 be removed at any time by the Board by giving 30 days' Notice in writing to the co-opted Board member; or
 - 32.2.2 resign at any time by giving notice in writing to the Board.
- 32.3 A co-opted Board member cannot hold the position of Chair or Deputy Chair of the Board and shall not have voting rights.
- 32.4 Co-opted Board members must comply with this Constitution and any other Board policies, procedures, and governance practices from time to time.

33 Fees

- 33.1 The Society may pay fees to Board members (including the Chair and co-opted Board members) provided that the rate of such payment (if any) shall have been approved at a General Meeting.

34 General issues

- 34.1 The Board and any committee may act by resolution approved in the course of a using any real-time audio, audio and visual, or other electronic communication or through a ballot conducted by email, electronic voting system, post or other method approved by the Board, and any such resolution shall be recorded in the minutes.
- 34.2 Other than as prescribed by the Act or these Rules, the Board or any committee may regulate its proceedings as it thinks fit.
- 34.3 Subject to the Act and these Rules, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

35 Conflicts of interest

- 35.1 A Board member and/or member of a committee is interested in a Matter if that person:
 - 35.1.1 may obtain a financial benefit from the Matter; or
 - 35.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
 - 35.1.3 may have a financial interest in a person to whom the Matter relates; or
 - 35.1.4 is a partner, director, member of the Board and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- 35.2 However, a Board member and/or member of a committee is not interested in a Matter:
 - 35.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 35.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - 35.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or the Rules; or
 - 35.2.4 if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 35.3 A Board Member and/or a member of a committee who is interested in a Matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
 - (a) to the Board; and
 - (b) in an Interests Register kept by the Board.
- 35.4 Disclosure must be made as soon as practicable after that Board member and/or member of a committee becomes aware that they are interested in the Matter.
- 35.5 Subject to the Act and any regulations made under the Act, the Board member and/or a member of a committee who is interested in a Matter:
 - 35.5.1 must not vote or take part in the decision of the Board and/or committee relating to the Matter; and

35.5.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; but

35.5.3 may take part in any discussion of the Board and/or committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or committee decides otherwise).

BOARD MEETINGS

36 Frequency

36.1 The Board shall meet at least four (4) times a year at such times and places and in such manner (including by using any real-time audio, audio and visual, or other electronic communication) as it may determine and otherwise where and as convened by the Chair.

37 Procedure

37.1 Board members shall have at least seven (7) days' notice prior to such meetings unless a shorter period is otherwise agreed to by at least 75% of the Board members.

37.2 The quorum for Board meetings is at least one half of the number of Board members.

37.3 At the commencement of every Board meeting, the treasurer will provide a schedule of:

37.3.1 all payments made in accordance with Rule 41.3; and

37.3.2 all upcoming payments obligations of the Society.

RECORDS

38 Register of Members

38.1 The Contact Person shall keep an up-to-date Register of Members, recording each Member's name, contact details, the date they became a Member, and any other information required by these Rules or the Act.

39 Contents of Register of Members

39.1 The information contained in the Register of Members shall include each Member's:

39.1.1 physical and mailing addresses;

39.1.2 phone number (landline and/or mobile);

39.1.3 email address;

39.1.4 the date the Member became a Member; and

39.1.5 any other information prescribed by regulations (if any).

39.2 Every Member shall promptly advise the Contact Person of any change of their contact details.

40 Register of interests

40.1 The Contact Person shall at all times maintain an up-to-date register of the interests disclosed by Board members.

FINANCES

41 Control and management

- 41.1 The funds and property of the Society shall be:
- 41.1.1 controlled, invested and disposed of by the Board, subject to these Rules; and
 - 41.1.2 devoted solely to the promotion of the Purposes of the Society.
- 41.2 All moneys received by or on behalf of the Society are to be paid to the credit of the Society's account at one of the registered banks in New Zealand.
- 41.3 All payments made by the Society shall be authorised in accordance with delegated authorities that have been endorsed by the Board.

42 Balance date

- 42.1 The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

MEMBER DISCIPLINE

43 Misconduct by a member

- 43.1 Misconduct by a Member may give rise to disciplinary action being taken against that Member.
- 43.2 Misconduct that may give rise to disciplinary action includes (but is not limited to):
- 43.2.1 unauthorised possession of property or equipment belonging to the Society or any of its Members or associates, including intellectual property;
 - 43.2.2 falsification or being party to falsification of any Motorsport New Zealand, Racetrack, or Society document or record
 - 43.2.3 misconduct likely to result in harm, physical or otherwise, to Members, their families or associates;
 - 43.2.4 misconduct likely to bring the Society into disrepute;
 - 43.2.5 engaging in behaviour on digital platforms that may bring the Society into disrepute, including any inappropriate activity on social media or in media releases;
 - 43.2.6 misconduct likely to result in damage to property, tools, materials and equipment belong to the Society or the Society's Members, their families and associates;
 - 43.2.7 violent behaviour or physical hostility of any nature;
 - 43.2.8 criminal conduct of any nature whilst involved in any activity of the Society or which may bring the Society into disrepute;
 - 43.2.9 sexual harassment;
 - 43.2.10 threatening, malicious, abusive or insulting actions or language likely to cause ill-will against any person or group;
 - 43.2.11 discrimination on the grounds of religion, colour, sex, race, ethnic origins or age of the person; or
 - 43.2.12 bringing the Society into disrepute including any unauthorised use by a Member of the Society's intellectual property or branding.

- 43.3 Disciplinary action may be taken against a Member in relation to the misconduct of any of that Member's associates, team members or family members who are accompanying them at the time they are representing the Society.
- 43.4 Discipline of any Member will follow the dispute resolution process outlined in this Constitution.

DISPUTE RESOLUTION

44 How a complaint is made

- 44.1 A Member or an Officer may make a complaint by giving to the Board written notice that:
- 44.1.1 states the Member or Officer is starting a procedure for resolving a dispute in accordance with this Rule 44;
 - 44.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 44.1.3 sets out any other information reasonably required by the Society.
- 44.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving the Member or Officer a notice in writing that:
- 44.2.1 states that the Society is starting a procedure for resolving a dispute in accordance with this Rule 44; and
 - 44.2.2 sets out the allegation to which the dispute relates.
- 44.3 The information given under Rule 44.1.3 and 44.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

45 Costs of complaint

- 45.1 Without limiting Rule 51.1.4, a complainant must meet their own costs of making a complaint.

46 Person who is subject of complaint has right to be heard

- 46.1 This Rule applies if a complaint involves an allegation that a Member, an Officer or the Society (the Respondent):
- 46.1.1 has engaged in misconduct;
 - 46.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - 46.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 46.2 The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 46.3 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 46.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:
- 46.4.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;

- 46.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- 46.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- 46.4.4 an oral hearing (if any) is held before the decision-maker; and
- 46.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

47 Investigating and determining dispute

- 47.1 The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined.

48 Board may refer complaint

- 48.1 Despite Rule 47.1 the Board may refer a complaint to:
 - 48.1.1 a complaints subcommittee or an external person to investigate and report; or
 - 48.1.2 a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.
- 48.2 The Board may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example mediation, facilitation or a tikanga based practice).
- 48.3 For the avoidance of doubt, if other legislation requires the dispute to be dealt with in a different manner, the Rules that relate to disputes in this Constitution shall have no effect to the extent that they contravene, or are inconsistent with, that other legislation.

49 Board may decide not to proceed further with complaint

- 49.1 Despite Rule 47.1, the Board may decide not to proceed further with a complaint if:
 - 49.1.1 the complaint is trivial;
 - 49.1.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member or an Officer, or the Society has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
 - 49.1.3 the complaint appears to be without foundation or there is no apparent evidence to support it;
 - 49.1.4 the person who made the complaint has an insignificant interest in the matter;
 - 49.1.5 the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

49.1.6 there has been an undue delay in making the complaint.

50 Decision-makers

50.1 The Board or any such complaints subcommittee or person considering and determining a complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a complaint if two (2) or more Board members or any complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

50.1.1 impartial; or

50.1.2 able to consider the matter without a pre-determined view.

51 Resolving disputes

51.1 The decision-maker may:

51.1.1 dismiss a complaint in accordance with Rule 49;

51.1.2 make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply); or

51.1.3 uphold a complaint and;

(a) reprimand or admonish the Member; and/or

(b) suspend the Member from membership for a specified period; and/or

51.1.4 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

FINANCIAL GAIN

52 No Financial Gain

52.1 The Society shall not be carried on for the financial gain of any of its Members, provided that:

52.1.1 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Society while purposing the Society's Purposes; and

52.1.2 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Society.

WINDING UP

53 Process

53.1 The Society may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

53.2 The Chair shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and such Notice shall include:

53.2.1 details of the General Meeting at which any such proposal is to be considered;

53.2.2 the reasons for the proposal; and

53.2.3 any recommendations from the Board in respect to such notice of motion.

53.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple two thirds majority of the Members present and voting.

54 Surplus assets

54.1 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another Not-For-Profit Entity as determined at a General Meeting.

ALTERATIONS TO THE CONSTITUTION

55 Amending Series Articles

55.1 The Board may make minor amendments to any Series Articles for the purpose of clarity, interpretation, force majeure, or correcting a manifest error providing such amendment does not make any fundamental change to the intent of the Series Articles at a meeting of the Board by a resolution passed by a simple majority of the Board.

55.2 The Society may make material amendments or replace any Series Articles at a General Meeting by a resolution passed by a two-thirds majority of the Members present and voting.

56 Amending this Constitution

56.1 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by at least 75% of Members.

56.2 Any proposed motion to amend or replace this Constitution shall be either:

56.2.1 given by the Board; or

56.2.2 signed by at least 30% of Members and given in writing to the Chair at least 12 Working Days before the General Meeting at which the motion is to be considered, and be accompanied by a written explanation of the reasons for the proposal.

56.3 At least 7 Working Days before the General Meeting at which any amendment is to be considered the Chair shall give to all Members Notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

56.4 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

57 Common Seal

57.1 If and while required by the Act, the Society shall have a common seal which shall be kept under the custody of the Chair. Any documents required to be signed under common seal shall be attested to by at least two Board members.

57.2 The Society shall not be required to have a common seal once it has reregistered under the Incorporated Societies Act 2022.