

CONSTITUTION RULES

of the

AUCKLAND VETERAN AND VINTAGE CAR CLUB INCORPORATED

1 INTERPRETATION

- 1.1 “ACT” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- 1.2 “CLUB” means The Vintage Car Club of New Zealand Incorporated.
- 1.3 “CLUB MEMBERS” means members of the Club as may from time to time be defined by the Club.
- 1.4 “CLUB RULES” means the Constitution Rules of The Vintage Car Club of New Zealand Incorporated.
- 1.5 “BRANCH RULES” means these Constitution Rules of the Auckland Veteran and Vintage Car Club Incorporated.
- 1.6 “NATIONAL COMMITTEE” means the National Committee of the Club as defined by the Constitution Rules of the Club, being the governing body of the Club.
- 1.7 “NATIONAL SUPPORT OFFICE” means the national office of the Club comprising employees of the Club that provide administrative support to the Club and Branches.
- 1.8 “CLUB SECRETARY/TREASURER” means the Secretary/Treasurer of the National Committee of the Club.
- 1.9 “BRANCH” means the “Auckland Veteran and Vintage Car Club Incorporated.”
- 1.10 “BRANCH MEMBERS” means those club members assigned to the Branch by the Club.
- 1.11 “BRANCH OFFICER” means any Branch Member elected or appointed as such at any Annual General Meeting of the Branch, and any other Branch Member or person, honorary or not, as may from time to time be appointed or co-opted as such by the Branch Committee.
- 1.12 “BRANCH COMMITTEE” means those Branch Officers from time to time elected, appointed or co-opted as such that, for the time being, constitute the Branch Committee.
- 1.13 “BRANCH EXECUTIVE” means the elected members, CHAIRMAN, VICE CHAIRMAN, TREASURER, and CLUB CAPTAIN of the Branch Committee.
- 1.14 “BRANCH SECRETARY” means the Secretary of the “Auckland Veteran and Vintage Car Club Incorporated.”
- 1.15 “FINANCIAL BRANCH MEMBERS” or “FINANCIAL MEMBERS OF THE BRANCH” means each Branch Member whose subscription has been paid and every other member whose subscription is not in arrears more than 1 (one) month and is therefore eligible to vote.
- 1.16 “MEMBERSHIP SUBSCRIPTION” means that amount, as determined from time to time, by the National Committee, that shall be payable to the Club annually by each class of Club Member.
- 1.17 “BRANCH LEVY” means the amount, as may be determined from time to time by the Branch, that shall be payable to the Branch annually by each Branch Member, and which may vary in accordance with the applicable class of membership of the Club.
- 1.18 “NOTICES” for the purpose of these rules and any regulations, where written notice is required to be given to any Branch Member in accordance with these Branch Rules, it shall be deemed to have been given if such notice is in writing and has been delivered in person to the addressee or mailed to the last known physical or electronic address of the addressee as recorded in the Club Register.
- 1.19 “PROPERTY” means all property, both real and personal, in the broadest sense of the terms.

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- 1.20 "VEHICLE" means all vehicles in the categories covered by the Club Rules.
- 1.21 "APPROVED" means approval in writing by the Branch Committee.

2 NAME

- 2.1 The name of the organisation shall be "Auckland Veteran and Vintage Car Club Incorporated" (a Branch of The Vintage Car Club of New Zealand Incorporated).

3 REGISTERED OFFICE

- 3.1 The registered office shall be the address of the Secretary or at such other place in Metropolitan Auckland as the Committee of the Branch may from time to time determine.

4 OBJECTS

The objects of the Branch are:

- 4.1 To foster interest in, and engage in the preservation, restoration, maintenance and use of vehicles in such categories as are catered for by the Club from time to time.
- 4.2 To obtain and conserve all historical records concerning such vehicles or concerning any aspects of motoring in New Zealand.
- 4.3 To promote Rallies, Touring Expeditions, Gymkhanas, Competitions, Trials, and other events suitable for the various categories of vehicles catered for by the Club.
- 4.4 To provide facilities to assist Branch Members to obtain and maintain such vehicles and to this end to provide Branch Members with such information, literature and other assistance by such means as the Branch Committee may from time to time determine.
- 4.5 To assist Club Members to obtain and maintain such vehicles and to this end to assist by providing Club Members with such information, literature and other assistance by such means as the Branch Committee may from time to time determine.
- 4.6 To foster among Club Members a custom of mutual voluntary assistance, to enhance the degree of preservation and maintenance of all vehicles catered for by the Club.
- 4.7 To promote and encourage such meetings, lectures, discussions, workshops and social functions as may benefit Club Members through the interchange of thoughts and knowledge.
- 4.8 To foster road courtesy and safe driving, and to cooperate with central and local government authorities, so as to protect and advance the objects of the Club and to facilitate a greater appreciation of those objects by the authorities and the general public.
- 4.9 That the Branch will have available headquarters for the use of its members.
- 4.10 To foster liaison and reciprocal relations with organisations within New Zealand and overseas that have objects that are similar to, or compatible with, those of the Club.
- 4.11 To provide Branch news to every Branch Member, and to such other person or organisation as directed by the Branch Committee, such distribution to be by whatever means the Branch may determine from time to time.

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5 POWERS

- 5.1 The Branch has full capacity, powers and privileges, as set out in section 18 of the Act. Without in any way limiting this, the Branch may exercise any of the following powers in furtherance of its objects;
- 5.2 The Branch may purchase, take on lease or otherwise acquire in the name of the Branch upon such terms as it thinks fit, any real and personal property and any rights and privileges, either necessary or convenient for the Branch, and to erect or alter any buildings, premises, works, as it may require.
- 5.3 That the Branch may borrow or raise money upon mortgage on any of the real or personal property of the Branch or other obligations or securities of the Branch.
- 5.4 That the Branch may invest and deal with the funds of the Branch upon such securities or in such a manner, and upon such terms and conditions as the Branch may think fit.
- 5.5 That the Branch may sell, lease, exchange, mortgage, or otherwise deal with all or any of the real or personal property of the Branch.
- 5.6 That the Branch may make grants and subsidies in favour of deserving objects, whether the same are similar to the objects of the Branch or not.
- 5.7 The Branch may acquire shares, debentures or securities in, or may promote, subscribe to or become a member of, or grant financial assistance to, any Company, Association, Corporation, Body, Trust, Incorporated or Non-incorporated Society having objects consistent with those of the Branch, or having as one of its objects the publication of any newspaper, journal, periodical or work containing information of interest or benefit to Club Members.
- 5.8 The Branch may enter into any contract, arrangement, undertaking or other agreement with any person, firm, company or body, for the furtherance of any of its objects.
- 5.9 The Branch may require Branch Members to pay an annual Branch Levy, the amount of which it may, from time to time, be determined for each class of membership of the Club.
- 5.10 The Branch may accept any gift or property, whether subject to any trust or not, for the furtherance of any of its objects.

6 MEMBERSHIP

- 6.1 Membership of the Branch shall consist of those Club Members that are defined as Branch Members by these Branch Rules, and the classes of membership shall be as defined by the Club.
- 6.2 Each Financial Branch Member shall be entitled to all of the rights and privileges of Club Members.
- 6.3 A Branch Member shall not be deemed to be financial unless both their membership subscription and any applicable Branch Levy have been fully paid for the current subscription period.
- 6.4 Honorary Life Member (of the Branch)
 - a) Any member of the Branch who, in the opinion of the Branch Committee, has rendered exceptional service to the Branch and, in recognition of such service, is recommended by the Branch Committee for election as an Honorary Branch Life Member at a duly convened General Meeting of the Branch.
 - b) Any nomination for Life Membership shall be prepared not less than 28 (twenty-eight) clear days before the Annual General Meeting or Special General Meeting at which it is to be presented. The Branch Secretary shall give notice thereof on the agenda of the next following Annual General Meeting or Special General Meeting.

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- c) At the General Meeting, the nomination shall be put to the vote by all Financial Members of the Branch there present and wishing to vote. The vote shall be by way of secret ballot and shall require a majority of not less than 2/3 (two-thirds) to be carried.
- d) Life members of the Branch shall be entitled to all the rights of Club Members and while remaining a member of the Branch shall have all membership subscriptions (including National and Branch levies) paid by the Branch.
- e) Honorary Branch Life Members shall be limited to 5 (five) at any one time.

7 APPLICATION FOR MEMBERSHIP

- 7.1 Any application for membership must be made in accordance with the procedure for the time being set down in the Club Constitution and more specifically described in the Club Bylaws.
- 7.2 Any person who agrees with the objects of The Vintage Car Club of New Zealand Incorporated may, subject to approval of the National Committee at its next scheduled meeting, become a member of the Club. By applying to become a member, an individual consents to becoming a Member of the Branch and the Club.

8 CONSTITUTION RULES – BRANCH AND CLUB

- 8.1 Each applicant who is accepted to membership of the Club shall be entitled to a copy of the Branch Constitution Rules.
- 8.2 Each applicant who is accepted to membership of the Club shall be entitled to a copy of the Club Constitution Rules incorporating the Club By-laws.
- 8.3 Each Branch Member shall be held to consent to and be bound by the Constitution Rules of the Branch and any policies, procedures, directions or decisions as may be determined by the Branch.
- 8.4 These Branch Rules are to be read and construed subject to the provisions of the Club Rules and in the event of any conflict between these Constitution Rules and the Club Rules the provisions of the Club Rules shall prevail.

9 REGISTER OF MEMBERS

- 9.1 The National Support Office shall keep an up-to-date register of Club Members that are defined as Branch Members by these Branch Rules, containing:
 - a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) the date they became a Member;
 - b) for any Member who has ceased to be a member within the previous 7 (seven) years, the name of the Member and the date on which they ceased to be a Member; and
 - c) any other information required by the National Support Office or by the Act.
- 9.2 Branch members must notify the National Support Office of any change to their information recorded on the register of Members.

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10 CESSATION OF MEMBERSHIP

10.1 A member of the Branch shall cease to be a Branch Member if either:

- a) They cease to be a member of the Club in any manner whatsoever.
- b) They are re-assigned by the National Support Office of the Club to another Branch.
- c) Any Member may discontinue their membership upon delivery to the Secretary/Treasurer of the Club notice in writing of their intention to do so, and upon paying all fees, subscriptions, and any other monies payable by them up to the date of such notice and thereupon such member will cease to be a member.
- d) Any members being 1 (one) month in arrears with a subscription or any other monies due by them to the Club shall be liable to have their membership cancelled by the Club. Still, the Member may not be discharged from liability for any arrears or monies due at the date of cancellation.

11 CONDUCT, DISCIPLINE & DISPUTES RESOLUTION

- 11.1 No Branch Member may, by their conduct or activities, or by any action in breach of these Rules or the Club Rules or any By-laws of the Branch set up under the authority of Rule 27 of these Rules, cause damage to the welfare, character, esteem or reputation of the Club or of the Branch.
- 11.2 The Branch shall monitor the compliance of Branch Members with any Code of Conduct set down by the Club or by the Branch. It shall discipline Branch Members, as necessary, pursuant to the procedures for the time being as set out in the Disputes Resolution Procedures annexed hereto as Schedule One (1) and as defined in the Club By-laws.
- 11.3 Any disciplinary action taken against a Branch Member, or the outcome of any appeal against such disciplinary action as may be heard by the National Committee, shall be binding on the Branch Member and the Branch.
- 11.4 The Branch's dispute resolution procedures are the same as those set out in the Club Constitution and as set out in Schedule One (1) of this Constitution, forming part of this Constitution.

12 FINANCE

- 12.1 The Branch year shall be deemed to commence on the 1st June in each year and to terminate on 31st May of the following year.
- 12.2 The Branch Treasurer shall cause to be kept true and accurate accounts of all sums of money received and expended by the Branch, and all assets, credits, investments, securities, grants, contracts, loans, leases and liabilities pertaining to the Branch. The books of account shall be kept in such standard form as shall be deemed to fulfil the Branch's obligations and responsibilities in this regard. At the completion of each financial year, the financial statements for the past year shall be audited or reviewed by the appointed Auditor or Reviewer, who must be a member of Chartered Accountants Australia and New Zealand.
- 12.3 The Branch shall operate accounts with Banks as determined by the Branch Committee, and all the monies received on account of the Branch shall be paid into such accounts. All payments made by the Branch will be processed through electronic banking transactions on the Branch's bank accounts.
- 12.4 The Registered Signatories for any account operated by the Branch shall be the Branch Treasurer and 2 (two) other Branch Officers on the Branch Committee, appointed by and from within that Branch Committee.

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- 12.5 All approved payments of Branch monies shall be drawn on the appropriate bank account and authorised by 2 (two) of the Branch Registered Signatories.
- 12.6 The Branch Committee shall furnish, on behalf of the Branch, such statements and returns as are required under section 101 of the Act, or under any such other applicable statute or regulation as may be in force.
- 12.7 The Branch shall, at any Annual General Meeting, or Special General Meeting called for such purpose, and to such extent as may be permissible by the National Committee, have the power to determine the amount of the Branch Levy applicable to each class of membership of the Club for the forthcoming annual subscription period, and to require Branch Members to pay such levy to the Branch as applicable.
- 12.8 Any income, benefit or advantage shall be applied to the objects of the Branch. No part of the funds of the Branch shall be used or available to be used for the private pecuniary profit of any proprietor, Branch Member or office holder within the Branch.
- 12.9 No Branch Member or any person associated with a Branch Member shall participate in or materially influence any decision made by the Branch in respect of the payment to or on behalf of that Branch Member or associated person of any income, benefit or advantage whatsoever.
- 12.10 Any such income or benefit paid to or on behalf of a Branch Member shall not be more than what would be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 12.11 Any financial commitment exceeding the Branch's gross annual revenue income for the previous financial year shall require the approval of 75% (seventy-five percent) of Financial Members of the Branch present personally and voting at any Annual or General Meeting of the Branch called for such purpose and of which specific notice in writing has been given to the Financial Members of the Branch.

13 MANAGEMENT OF BRANCH

- 13.1 The affairs of the Branch shall be managed by a Branch Committee consisting of:
Chairman, Vice Chairman, Secretary, Treasurer, Club Captain and up to 6 (six) other members, all of whom shall be financial members of the Branch.
- 13.2 The retiring Chairman of the Branch Committee shall sit on the Committee ex officio for the year after their term of office.
- 13.3 A quorum of the Branch Committee shall consist of 6 (six) members thereof personally present.
- 13.4 In the event of the Chairman and Vice Chairman not being present, the members shall appoint 1 (one) of their number to be Chairman of the meeting. The Chairman at any Committee Meeting shall have a deliberative vote and, in the event of any equality, a casting vote.
- 13.5 The Branch Committee, subject to the direction of the Branch in General Meeting, have the entire management of the Branch and control of its property and funds. It is empowered on behalf of the Branch to do, execute and carry out all of the matters and things which the Branch is authorised to do, execute and carry out.
- 13.6 The Branch Committee shall have the power to co-opt members to fill vacancies during the financial year.
- 13.7 The Branch Committee shall have the power to make regulations for the conduct of motoring events and other activities of the Branch.
- 13.8 Officers' duties include:
 - a) Act in good faith and in the best interests of the Club;
 - b) Exercise powers for the proper purposes only;

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- c) Comply with the Act, the Club Rules, and the Branch Rules;
- d) Exercise reasonable care and diligence;
- e) Not create a substantial risk of serious loss to creditors;
- f) Not incur an obligation that the officer does not reasonably believe the Club can perform.

14 ELECTION OF OFFICERS

- 14.1 The election of members of the Branch Committee shall be carried out by secret ballot at each Annual General Meeting of the Branch, and those members shall respectively hold office until the next succeeding Annual General Meeting, when they shall retire but be eligible for re-election.
- 14.2 Not less than 7 (seven) clear days before the Annual General Meeting, the Branch Committee shall cause notice to be given to all Branch Members and shall invite nominations for offices to be forwarded to the Branch Secretary, each such nomination to be signed by the person nominated as an indication that they are willing to serve in such capacity. Each such nomination shall be proposed and seconded by financial Branch Members and shall bear the signature of the proposer and seconder. In the event of there being insufficient written nominations, the Chairman may call for nominations from the floor of the meeting.
- 14.3 The position of Chairman shall be open to a member of the retiring committee if there is such a member willing to act. Only in the event of there being no nomination from the retiring committee shall a person not a member of the retiring committee be elected Chairman.
- 14.4 In addition to the Branch Chairman, the members of the Branch may, at the Annual General Meeting and after the election of the Branch Committee, elect 1 (one) member of the Branch to be the Branch Delegate to represent the Branch in Club matters for the coming year. Both the Chairman and the Delegate so elected shall be responsible to the Branch Committee in respect of their position on the National Committee of the Club.

15 REMOVAL FROM BRANCH COMMITTEE

- 15.1 A Branch Officer will cease to hold the office of a member of the Branch Committee if the Branch Officer:
 - a) retires or resigns as a Branch Officer by giving prior written notice of their resignation to the Branch Committee;
 - b) ceases to be a financial member of the Club or the Branch;
 - c) dies;
 - d) becomes disqualified to be a Branch Officer of an Incorporated Society in accordance with the Act;
 - e) becomes disqualified to be a Branch Officer of the Branch in accordance with these Branch Rules.
- 15.2 If a Branch Officer is requested to resign following a vote of not less than 2/3 (two-thirds) of the Branch Committee, then that Branch Officer shall be removed as a Branch Officer immediately.
- 15.3 Subject to clause 10, removal from the Branch Committee as a Branch Officer will not equate to removal as a Branch Member or Club Member

16 SUB-COMMITTEES

- 16.1 The Branch Committee may appoint such Sub-Committees as it deems fit and co-opt any financial members of the Branch to serve thereon.

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17 GENERAL MEETINGS

- 17.1 The Annual General Meeting of the Branch is to be held in Auckland, within 6 (six) months of the Branch's balance date and no later than 15 (fifteen) months after the previous Annual General Meeting of the Branch.
- 17.2 The information that must be presented at each Annual General Meeting of the Branch includes:
- a) An annual report on the operations and affairs of the Branch during the most recently completed accounting period;
 - b) The financial statements of the Branch for that period;
 - c) Electing officers in place of those retiring;
 - d) Appointing an Auditor;
 - e) Notice of disclosure, or types of disclosures made under section 63 of the Act during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
 - f) And transacting such other business as shall be specified in the notice convening the meeting.
- 17.3 Special General Meetings of the Branch may be called as deemed expedient by the Branch Committee, or shall be called by the Branch Committee at the written request of not less than 6 (six) Financial Branch Members whose names and signatures must appear on such request together with details of the item or items that those members wish to have notified on the agenda for discussion, and the wording of any notice of motion that is proposed to be tabled for discussion at such meeting.
- 17.4 Each Branch Member shall be given not less than 7 (seven) clear days notice in writing of the date, time and place of any Annual General Meeting or Special General Meeting being called, the items on the agenda for such meeting, and, in the case of any Special General Meeting, the wording of any notice of motion that is proposed to be tabled for discussion.
- 17.5 Any Branch Member desiring to bring any business before any General Meeting which requires a notice according to these rules shall give such Notice to the Secretary in writing not later than 14 (fourteen) days prior to the meeting. Notice of a General Meeting shall be given by Notice by the Secretary, mailed to the last known physical or electronic address.
- 17.6 The Secretary may, with the approval of the Chairman or, in their absence, the Vice Chairman, convene a Special General Meeting of the Club for the purpose of transacting such business as shall be specified in the notice convening the meeting. Notice of Special General Meeting shall be given by Notice, posted by the Secretary to each Branch Member at their last known physical or electronic address so that it will arrive not less than 7 (seven) clear days before the date appointed for the meeting.
- 17.7 At all Annual General or Special General Meetings of the Branch, 20 (twenty) financial Branch Members personally present shall form a quorum.
- 17.8 At any General Meeting of the Branch, the Chairman or, in their absence, the Vice Chairman or, in their absence, some Member of the Committee elected from the meeting shall be Chairman. The Chairman shall, in all cases, have a deliberative vote and, in cases of equality of voting, a casting vote.
- 17.9 At any General Meeting of the Branch, each duly qualified member shall have 1 (one) vote, which must be given personally. Except as provided in Rule 14 of these Rules for Election of Officers, every question submitted in the first instance shall be determined by voice. In the event of a poll being demanded, the question shall be decided by a show of hands. A ballot shall be held if requested by not less than 6 (six) members qualified to vote.
- 17.10 Any resolution passed by a duly constituted General Meeting of the Branch held in substantial conformity with the Rules shall be conclusive and binding on all members of the Branch.
- 17.11 Minutes must be kept for every Annual General Meeting, Special General Meeting and Branch Committee Meeting.

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18 QUORUM

- 18.1 The quorum for a meeting of the Branch Committee shall be 6 (six) members of that Committee, inclusive of either the Branch Chairman, the Branch Secretary or the Branch Treasurer.
- 18.2 At all Annual General or Special General Meetings of the Branch, 20 (twenty) Financial Members shall form a quorum.

19 MEETINGS OF THE BRANCH COMMITTEE

- 19.1 The Branch Committee shall meet at least once in each calendar month, except that it may decide, from year to year, to dispense with a meeting in one or other of the months of December and January.
- 19.2 Branch Committee Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Branch Officers can hear each other well enough to follow the discussion throughout the meeting. Branch Officers present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 19.3 The Secretary shall call meetings of the Branch Committee at such intervals as shall be decided upon by the Branch Committee.
- 19.4 At all meetings of the Branch Committee, 6 (six) members present shall form a quorum. In the absence of the Chairman and Vice Chairman, a member of the Branch Committee shall be elected to act as Chairman for the meeting. The Chairman shall, in all cases, have a deliberative vote and, in cases of equality of voting, a casting vote.
- 19.5 Meetings of any Sub-Committee shall be held as deemed expedient by that Sub-Committee, or as directed by the Branch Committee.
- 19.6 The Secretary may, with the approval of the Chairman or, in their absence, the Vice Chairman, convene a meeting of the Branch Committee.
- 19.7 3 (three) days clear notice shall be given of the meeting of the Branch Committee.
- 19.8 Any member of the Branch shall be able to attend any Branch Committee meeting but shall not have voting rights. Speaking rights may be given at the discretion of the Chairman.
- 19.9 In the event of an elected member of the Branch Committee failing to attend 3 (three) consecutive meetings and not furnishing an explanation in writing which, by resolution of the Branch Committee, is accepted, the Branch Committee may, by resolution, declare the seat of such elected member to be vacant. The Secretary shall thereupon notify such Member that they have ceased to hold office.

20 VOTING

- 20.1 At any Branch Committee meeting, as defined by these Branch Rules, each Branch Officer shall be entitled to 1 (one) vote on any motion that is put to the meeting, except that in the event of an equality of votes, the Chairman of that meeting shall exercise a casting vote. Voting may be verbal, by a show of hands, or a secret ballot if requested by 2 (two) or more Branch Officers attending.
- 20.2 Where 50% (fifty percent) or more of the Branch Officers present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, a Special General Meeting of the Branch must be called to determine the matter.
- 20.3 At any Branch meeting, as defined by these Branch Rules, each financial Branch Member, personally present, shall be entitled to 1 (one) vote on any motion that is put to the meeting, excepting that in the

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event of an equality of votes by show of hands or secret ballot on any matter, other than pertaining to the election of any member of the Branch Committee or the election of the Branch Delegate, the Chairman of that meeting shall exercise a casting vote.

- 20.4 At any Branch meeting, voting on any motion that is put to a meeting shall, at the discretion of the Chairman of that meeting, be conducted by show of hands or by voice, providing that any vote that is conducted by voice alone shall be confirmed by show of hands if any Financial Branch Member, personally present, so requests, and providing that where at least 6 (six) Financial Branch Members, personally present, so request, the voting on any matter shall be carried out by secret ballot, with 2 (two) Non-Members appointed to serve as scrutineers, and following the same procedure as for an election.

21 GUESTS

- 21.1 No Branch Member shall introduce as a guest at any Committee Meeting, Sub Committee Meeting, Annual General Meeting, Special General Meeting or Ordinary Meeting of the Branch any person who, for the time being, has had their membership of the Club suspended, has been required to resign, has been expelled from the Club or has otherwise ceased to be a Club Member as a result of non-compliance with the Club Rules or the Branch Rules.

22 AMENDMENT TO BRANCH RULES

- 22.1 These Branch Rules may be amended only by a resolution of a 75% (seventy-five percent) majority of those Financial Branch Members personally present and voting at any Annual General or Special General Meeting of the Branch called to consider such amendment. Any proposed amendments to these Branch Rules must be made in writing.
- 22.2 Notice of Motion of any proposed amendment must be given in writing to the Branch Secretary under the signatures of the Proposer and Seconder, who must be Financial Members of the Branch, 14 (fourteen) clear days before any such meeting. Any such amendments shall take effect as from the date the amendment is registered with the Registrar of Incorporated Societies.
- 22.3 No addition to or alteration to the non-profit aims, personal benefit clause or the winding up clause can be made which would allow personal pecuniary profits to any individuals. And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 22.4 The Branch Committee may amend the terms of these Branch Rules by a unanimous resolution of the Branch Committee if the amendment:
- a) has no more than a minor effect; or
 - b) corrects errors or makes similar technical alterations,

Provided that the Branch Committee delivers written notice of the amendment to every Financial Branch Member, with the notice stating:

- i. the text of the amendment; and
 - ii. the right of the financial Branch Member to object to the amendment.
- c) If no financial Branch Member objects within 20 (twenty) working days after the date on which the notice is sent, the Branch Committee may make the amendment.
 - d) If a financial Branch Member objects to the amendment made under clause 23.4 within 20 (twenty) working days after the date on which the notice is sent, the Branch may not make the amendment under this clause.

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23 WINDING UP

- 23.1 If, upon winding up of the Branch, there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid or distributed amongst the Members of the Branch but shall be donated to such other Inland Revenue approved non-profit or charitable organisation as the Branch in General Meeting shall approve.

24 AMALGAMATION

- 24.1 Any amalgamation proposal under section 194 of the Act must also be approved by the Club Secretary/Treasurer in liaison with the National Committee.

25 PECUNIARY PROFIT

- 25.1 No member shall receive any profit or emolument from the Branch otherwise than as a salaried officer, or for professional services, or for work performed at the request of the Branch Committee, such payments to be reasonable and relative to market values.
- 25.2 That neither the Branch nor any sponsor shall be permitted to offer a monetary prize to be competed for by any member in any event.

26 BY-LAWS

- 26.1 The Branch Committee may, from time to time, make, alter or rescind By-Laws for the general management of the Branch, so long as these are not inconsistent with these Branch Rules or with the provisions of law. All such By-Laws shall be binding on members of the Branch.
- 26.2 The By-Laws have the same effect as these Branch Rules and shall be observed accordingly. If there is any inconsistency between the By-Laws and these Branch Rules, then these Branch Rules shall prevail.

27 INDEMNITY AND INSURANCE

- 27.1 The Branch Committee and any other officers of the Branch for the time being shall be indemnified by the Branch against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happens from their own wilful act or wilful default.
- 27.2 Each member of the Branch, on attaining membership of the Club, shall henceforth indemnify the Branch and the Club against all claims or actions arising out of any accident or mishap caused either directly or indirectly by the negligence or other tortious act of the Branch or Club or its other members.
- 27.3 The Branch may, with the authority of the Branch Committee, indemnify and/or obtain insurance for an officer for:
- a) liability (other than criminal liability) for a failure to comply with:
 - i. a duty under sections 54 to 61 of the Act (officers' duties); or
 - ii. any other duty imposed on an officer in their capacity as an officer of the Branch; and/or
 - b) costs incurred by the officer for any claim or proceeding related to a liability under clause 27.1.
- 27.4 The Branch may indemnify or obtain insurance for an officer, Branch Member or employee in accordance with the Act.
- 27.5 In this clause 27, the term "officer" is to be interpreted in accordance with section 5 of the Act.

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28 NOTICES

- 28.1 Any notice required by these Branch Rules to be given shall be in writing and may be served either in person to the addressee (Branch Member) or mailed to the last known physical or electronic address of the addressee as recorded in the Club Register.

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SCHEDULE ONE

DISPUTES RESOLUTION PROCEDURES

1 Branch Complaints

- 1.1 A complaint can be made only against a Branch Officer in their capacity as a member of the Branch Committee where the person or people making the complaint are Club Member(s) or Branch Officer(s) of the same Branch, or the Branch itself.
- 1.2 A complaint can only be made against a Branch where the person or people making the complaint are Club Member(s) or Branch Officer(s) of the same Branch.
- 1.3 A Branch Officer can only make a complaint in their capacity as a Club Member of the Branch Committee against a Club Member(s) of the same Branch, Branch Officer(s) of the same Branch or the Branch itself.
- 1.4 A Branch can only make a complaint against a Club Member(s) of the same Branch or a Branch Officer(s) of the same Branch.

2 Branch or Club Representative

- 2.1 Where a complaint is made by or against a Branch, the Branch Committee may appoint a Branch Officer or other suitable representative (sometimes referred to as the “Branch Representative”) to exercise the Branch’s rights set out in this Schedule.
- 2.2 Where a complaint is made by or against the Club, the National Committee may appoint an Officer or other suitable representative (sometimes referred to as the “Club Representative”) to exercise the Club’s rights set out in this Schedule.

3 Discipline and Dispute Resolution – Club Members

- 3.1 Under the provisions of the Club Rules, a Branch may adopt rules to discipline its own Branch Members. These rules must not conflict with the provisions of the Club Rules and a Branch does not have the power to make any decision affecting a Branch Member’s status as a Club Member.
- 3.2 Any Club Member(s), Branch Officer(s), Officer(s), Branch or the Club (referred to in this clause 3 as the “Complainant(s)”) may at any time make a complaint about a Club Member(s). Such a complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Complainant(s) and the Club Member(s) whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
- 3.3 If a satisfactory outcome does not result or is unlikely to result from discussion between the Complainant(s) and the Club Member(s) concerned, then the complaint must be made in writing.
- 3.4 Any written complaint about a Club Member(s) must, if it is to be acted upon, include the following details:
 - a) The date the written complaint is being made.
 - b) The name of the Club Member(s) subject of the complaint.

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- c) The factual details of the complaint, including the date(s) on which the conduct complained of took place.
- d) An assessment of the impact of that conduct on other Club Members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the Branch or the Club into disrepute.
- e) The remedy sought by way of discipline of the Club Member(s) complained about.
- f) The names, membership numbers (if applicable) and signatures of the Complainant(s).

A copy of any written complaint must be kept by the Complainant(s).

- 3.5 Any written complaint about a Club Member(s) may be transmitted to the Branch Committee of the branch to which the member(s) complained of belong or may be transmitted directly to the Club Secretary/Treasurer for the attention of the National Committee.
- 3.6 A Branch Committee may proceed to deal with any written complaint received by them in accordance with clauses 3.3-3.5 above, if the Branch Committee has the capacity to efficiently and effectively deal with that complaint in accordance with the Branch Rules, the Club Rules and this Schedule. If not, the complaint must be promptly transmitted to the Club Secretary/Treasurer for attention.
- 3.7 Where a Branch Committee has the capacity to manage a complaint about the conduct of any branch members, the Chairman of the Branch (or where the Chairman has a personal interest in the complaint, the most senior member of the Branch Committee without a personal interest in the complaint) shall promptly investigate to determine the facts and advise the Club Member(s) concerned of the complaint and record any explanations given. If the situation is considered serious enough to invoke the sanctions available to the branch under this Schedule, as defined in clause 3.9 below, the Chairman shall immediately advise the Club Secretary/Treasurer of the circumstances, also advising which of these sanctions would be considered against the Club Member in accordance with the Branch Rules.
- 3.8 If the Club Secretary/Treasurer receives advice of a written complaint about the conduct of a Club Member(s), he/she will urgently consult with the National Committee and promptly advise the Branch Committee as to whether the matter can be dealt with by the Branch Committee or whether it should be referred to the National Committee for determination pursuant to the Discipline provisions of clause 6.6 of the Club Rules.
- 3.9 After consideration of the facts and any explanation given by any Branch Member(s) who are the subject of the complaint, a Branch Committee may impose one or more of the following penalties:
 - a) Admonish the Club Member(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Club Member to apologise to the affected Club Member(s), and any other affected person if appropriate.
 - c) Ban the Club Member(s) from entering onto branch premises or participating in any specified branch event(s) held by the branch to which the Club Member belongs, for a period of up to 6 (six) months maximum, as agreed to and condoned by the Club Secretary/Treasurer in consultation with the National Committee.
 - d) Require compensation by a specified time for any material damage to, or loss of a Branch asset(s).
- 3.10 A full written record of the proceedings in dealing with any complaint against a Club Member(s) shall be retained by the Branch in chronological and dated order and made available on request if the

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matter is subsequently referred to the National Committee of the Club in accordance with the Club Rules and this Schedule.

The procedure for expulsion of Club Members will be as follows:

- 3.11 A Complainant, any person or organisation, may make a complaint to the National Committee that the conduct of a Club Member is or has been injurious to the character of the Club. Every such complaint will be in writing and addressed to the Club Secretary/Treasurer.
- 3.12 If the National Committee considers that there is sufficient substance in the complaint, it may invite the club Member to attend a meeting of the National Committee and to offer a written and/or oral explanation of the Club Member's conduct.
- 3.13 The National Committee will give the Club Member at least 14 (fourteen) days written notice of the meeting. The notice may be delivered by email, or if the Club Member does not have an email address, by signature required courier. The notice will:
 - a) Sufficiently inform the Club Member of the complaint so that the Club Member can offer an explanation of the Club Member's conduct; and
 - b) Inform the Club Member that if the National Committee is not satisfied with the Club Member's explanation, the National Committee may suspend or expel the Member from the Club.
- 3.14 If, in the meeting, the National Committee decides to expel the Member from the Club, the Member will cease to be a Club Member.
- 3.15 A Club Member expelled may, within 14 (fourteen) days, give written notice of appeal to the Club Secretary/Treasurer.
 - a) The Club Secretary/Treasurer will then arrange for the complaint to be heard by the National Committee when they next meet. If that meeting passes a resolution rescinding the expulsion, the Club Member will be reinstated immediately.

4 Dispute Resolution – Branch Officers or Branch

- 4.1 Under the provisions of the Club Rules, a Branch may adopt rules to resolve complaints against its own Branch Officer(s) in their capacity as a member of the Branch Committee, or against the Branch itself. These rules must not conflict with the provisions of the national Club Rules, and a Branch does not have the power to make any decision affecting a Branch member's status as a Club Member.
- 4.2 Any Club Member(s), Branch Officer(s) or Branch may at any time make a complaint about a Branch Officer(s) in their capacity as a member of the Branch Committee, or the Branch. Such a complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Club Member(s) or Branch Officer(s) or the Branch making the complaint and the Branch Officer(s) or the Branch whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
- 4.3 If a satisfactory outcome does not result or is unlikely to result from discussion between the Club Member(s) and/or Branch Officer(s) and/or Branch Representative concerned, then the complaint must be made in writing.
- 4.4 Any written complaint about Branch Officer(s) or the Branch must, if it is to be acted upon, include the following details:
 - a) The date the written complaint is being made.
 - b) The name(s) of the Branch Officer(s) or the Branch subject of the complaint.
 - c) The factual details of the complaint, including the date(s) on which the conduct complained of took place.

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- d) An assessment of the impact of that conduct on other Branch Officer(s), the Branch, Club Members, non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the branch or the Club into disrepute.
- e) The remedy sought by way of discipline of the Branch Officer(s) or the Branch complained about.
- f) The names, membership numbers (if applicable) and signatures of the Member(s), Branch Officer(s) or Branch complaining.

A copy of any written complaint must be kept by the member(s), Branch Officer(s) or the Branch complaining.

- 4.5 Any written complaint about a Branch Officer(s) or Branch may be transmitted to the Branch Committee of the Branch to which the Branch Officer(s) or Branch complained about belongs, or may be transmitted directly to the Club Secretary/Treasurer for the attention of the National Committee.
- 4.6 A Branch Committee may proceed to deal with any written complaint received by them in accordance with clauses 4.3-4.5 above, if the Branch Committee has the capacity to efficiently and effectively deal with that complaint in accordance with the Branch Constitution, the Club Constitution and this Schedule. If not, the complaint must be promptly transmitted to the Club Secretary/Treasurer for attention in accordance with clause 4.12.
- 4.7 Where a Branch Committee has the capacity to manage a complaint about the conduct of any Branch Officer(s) or Branch, the Chairman of the Branch (or where the Chairman has a personal interest in the complaint, the most senior member of the Branch Committee without a personal interest in the complaint) shall promptly investigate to determine the facts and advise the Club Member(s) or Branch Officer(s) or Branch concerned of the complaint and record any explanations given. If the situation is considered serious enough to invoke the sanctions available to the Branch under this Schedule, as defined in clauses 4.9 and 4.10 below, the Chairman shall immediately advise the Club Secretary/Treasurer of the circumstances, also advising which of these sanctions would be considered against the Branch Officer(s) or Branch in accordance with the Branch Constitution.
- 4.8 If the Club Secretary/Treasurer received advice of a written complaint about the conduct of a Branch Officer(s) or Branch, he/she will urgently consult with the National Committee and promptly advise the Branch Committee as to whether the matter can be dealt with by the Branch Committee or whether it should be referred to the National Committee for its attention.
- 4.9 Regarding a complaint against Branch Officer(s), after consideration of the facts and any explanation given by any Branch Officer(s) who are the subject of the complaint, a Branch Committee may impose one or more of the following penalties:
 - a) Admonish the Branch Officer(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Branch Officer(s) to apologise to the affected Club Member(s) or Branch Officer(s), and any other affected person if appropriate.
 - c) Require compensation by a specified time for any material damage to, or loss of, a Branch asset(s).
 - d) Exercise their right to remove the Branch Officer(s) from office in accordance with the Branch Rules (if applicable).
- 4.10 Regarding a complaint against a Branch, after consideration of the facts and any explanation given by the Branch that is the subject of the complaint, the Branch Committee may apologise to affected Club Member(s) or Branch Officer(s), and any other affected person if appropriate, or require the Branch to take other appropriate measures in response to the complaint.

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- 4.11 A full written record of the proceedings in dealing with any complaint against a Branch Officer(s) or a Branch shall be retained by the Branch in chronological and dated order and made available on request if the matter is subsequently referred to the National Committee in accordance with the Club Rules and this Schedule.
- 4.12 When the National Committee is to attend to a complaint against a Branch Officer(s), it must consider the facts and explanation given by any Branch Officer(s) who are the subject of the complaint. The National Committee must then recommend to the Branch Committee which of the penalties listed in clause 4.9 (if any) should be imposed on the Branch Officer(s). Where a Branch Committee disagrees with the National Committee's recommendation, the parties must refer the complaint to a suitable external person or organisation for consideration. While not binding, the parties agree that the following categories of dispute should be referred to the following external persons or organisations:
- a) where the dispute involves an issue of personal animosity or where relationships within the Branch have broken down, the dispute should go to mediation;
 - b) where the dispute concerns the interpretation of the Branch's statutory obligations, the dispute should go to an independent lawyer;
 - c) where the dispute concerns matters about the Branch's financial operation, the dispute should go to an external person with accounting skills; and
 - d) where the dispute concerns operational matters, the dispute should go to an external person or organisation with operational skills.
- 4.13 When the National Committee is to attend to a complaint against a Branch, it must consider the facts and explanation given by the Branch that is the subject of the complaint. The National Committee may then require the Branch to apologise to affected Club Member(s) or Branch Officer(s), and any other affected person if appropriate, or require the Branch to take other appropriate measures in response to the complaint.

5 Disputes Resolution – National Committee Officers or Club

- 5.1 Any Club Member(s), Officer(s), or the Club may at any time make a complaint about another Officer in their capacity as a member of the National Committee, or the Club itself. Such a complaint may, in its simplest form, be dealt with and resolved by way of a direct discussion between the Club Member(s) or Officer(s) or the Club making the complaint and the Officer(s) or the Club whose conduct is the subject of the complaint, facilitated by suitable intermediaries if appropriate.
- 5.2 If a satisfactory outcome does not result or is unlikely to result from discussion between the Club Member(s) and/or Officer(s) and/or the Club Representative concerned, then the complaint must be made in writing.
- 5.3 Any written complaint about Officer(s) or the Club must, if it is to be acted upon, include the following details:
- a) The date the written complaint is being made.
 - b) The name of the Officer(s) or the Club subject of the complaint.
 - c) The factual details of the complaint, including the date(s) on which the conduct complained of took place.
 - d) An assessment of the impact of that conduct on other Officers, the Club, Club Member(s), non-members or members of the public, and the degree to which that conduct may have brought, or potentially brought, the Club into disrepute.
 - e) The remedy sought by way of discipline of the Officer(s) or the Club complained about.
 - f) The names, membership numbers (if applicable) of the Club Member(s) or Officer(s) or the Club complaining.

A copy of any written complaint must be kept by the Club Member(s) or Officer(s) making that complaint.

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- 5.4 Any written complaint about an Officer(s) or the Club may be transmitted to the Club Secretary/Treasurer for the attention of the National Committee, or where the complaint is regarding the Club Secretary/Treasurer or the President of the Club, to another Officer of the Club for the attention of the National Committee.
- 5.5 The National Committee (excluding those involved in the complaint) or a suitable delegate of the National Committee shall promptly investigate to determine the facts and advise the Officer(s) or the Club concerned of the complaint and record any explanations given.
- 5.6 After consideration of the facts and any explanation given by any Officer(s) who are the subject of the complaint, the National Committee may impose one or more of the following penalties;
- a) Admonish the Officer(s) if they agree not to repeat the conduct that gave rise to the complaint.
 - b) Require the Officer(s) to apologise to the affected Club Member(s) or Officer(s), and any other affected person if appropriate.
 - c) Require compensation by a specified time for any material damage to, or loss of, a Branch asset(s).
 - d) Exercise their right to remove the Officer(s) from office in accordance with the Club Constitution.
- 5.7 After consideration of the facts and any explanation given by the Club where the Club is the subject of the complaint, the National Committee may apologise to affected Club Member(s) or Officer(s), and any other affected person if appropriate, or require the Club to take other appropriate measures in response to the complaint.
- 5.8 A full written record of the proceedings in dealing with any complaint against an Officer(s) or the Branch shall be retained by the National Committee in chronological and dated order.

6 Dispute resolution principles

- 6.1 A person may not act as a decision maker in relation to a complaint if 2 (two) or more Club Members of the National Committee, or where applicable the Branch Committee, consider that there are reasonable grounds to believe that the person may not be:
- a) impartial; or
 - b) able to consider the matter without a predetermined view.
- 6.2 Disputes must be determined in a manner consistent with the rules of natural justice.