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Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland

Certificate - Alteration of rules

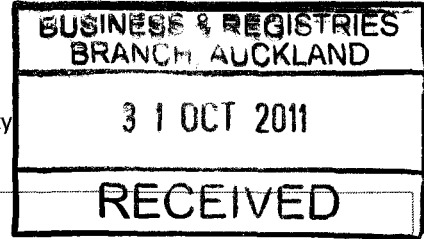
Section 21 Incorporated Societies Act 1908

1. Name of society

M R 2 Owners Club of New Zealand Incorporated

2. Society number

931817



I certify that the alteration has been made in accordance with the rules of the society

Name

Pamela Maureen Harris

Position

Secretary

Signature

P. Harris

Date

27 / 10 / 11

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

NPC# 09
- 3 NOV 2011

4. Your contact details

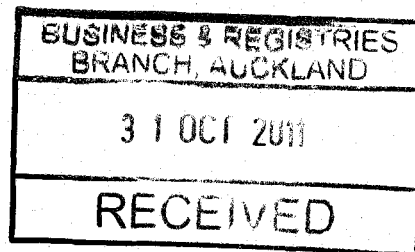
Name and postal address

Pamela M Harris
325 Main South Road
Green Island
Dunedin 9018

Telephone

03 488 2679

Email (optional)



Charter with Changes Marked – June 2011

**Constitution of the MR2 Owners Club of New Zealand,
Incorporated.**

1 NAME

1.1 The name of the society will be “The MR2 Owners Club of New Zealand Incorporated” referred to in this Constitution as “The Club”.

2 AIMS AND OBJECTIVES

The objectives of the Club are:

- 2.1 To promote, organise and conduct in the Club and with other clubs, local and national events such as rallies, tours, trials, competitions, exhibitions, and social functions for the benefit and enjoyment of members.
- 2.2 To assist members in the maintenance, restoration and enhancement of their vehicles.
- 2.3 To maintain the Club website and regularly distribute a newsletter concerning the activities and interests of the Club.
- 2.4 To obtain and maintain historical, statistical and other records and documents pertaining to the Club and members' vehicles.

3 MEMBERSHIP

- 3.1 Membership will be open to any person with an interest in Toyota MR2s .
- 3.2 The membership will consist of the following categories:
 - 3.2.1 Ordinary Membership -Being up to two (2) persons residing at the same address.
 - 3.2.2 Associate Membership -Being other Clubs, Companies, Corporations or other Bodies Corporate.
 - 3.2.3 International Membership -- Being Ordinary Membership but residing overseas.
 - 3.2.4 Honorary Membership -Refer to Clause 5.
 - 3.2.5 Life Membership -Refer to Clause 6.
- 3.3 Application for membership will be made to the Executive Committee (“the Committee”) for approval. The form of the application may be prescribed from time to time.
- 3.4 The Committee will have the right to refuse membership. Any refusal will be advised in writing, but the Club will not be obliged to give any reason for declining membership.
- 3.5 Any member who has not paid the appropriate subscription within two (2) calendar months of the due date will be deemed non-financial. Any entitlements granted under the Constitution will cease from the due date for membership.
- 3.6 The amount payable and the due date for membership are to be agreed for each relevant category at an Annual General Meeting (AGM).
- 3.7 Two (2) named persons residing at the same address under the Ordinary Membership category will be recognised as being two (2) individual financial members.



John Harris
Secretary
R.P. Harris

3.8 Associate members will pay an annual subscription. They will be entitled to nominate a person to attend meetings as an observer. The observer will have no voting rights, unless they are also a financial or a life member of the Club.

3.9 A person ceases to be a member of the Club if that person:

- .dies;
- . resigns that membership;
- . is expelled from the Club; or
- . fails to pay without reasonable cause any fee, subscription, or other amount when it becomes due.

4 LIFE MEMBERS

4.1 At an AGM, the Club may, on the recommendation of the Committee, appoint any member a life member.

4.2 Life members will not be required to pay a subscription, but will otherwise retain all of the rights and privileges of ordinary membership.

4.3 The criteria for consideration of life membership will be that agreed by the Committee from time to time.

5 HONORARY MEMBERS

5.1 At an AGM the Club may, on the recommendation of the Committee, appoint an Honorary Member (whether or not such a person is already a member of the Club), who will retain honorary membership for the period determined.

5.2 Honorary members (unless they also hold an ordinary membership or a life membership) will have no right to vote and will not be eligible to hold offices of the Club.

5.3 An Honorary member will not be required to pay a subscription.

6 CLUB PATRON

6.1 At an AGM the Club may, on the recommendation of the Committee, appoint a Patron, who will retain the role for the period determined.

6.2 The Club Patron will have no right to vote and will not be required to pay a subscription.

7 EXECUTIVE OFFICERS AND EXECUTIVE COMMITTEE

7.1 The Executive Officers of the Club will consist of President, Vice-President, Secretary and Treasurer, who will be elected at in conjunction with the AGM.

7.2 The Committee will consist of the Executive Officers and not less than two (2) or more than eight (8) additional members of the Club, The election results will be announced at the AGM.

7.3 The Committee will hold Office until the conclusion of the following AGM.

7.4 The Committee will have the power to create subcommittees for the execution of any object the Club deems necessary. Limitation on the function and powers of each

subcommittee will be defined by the Committee. Such functions and powers will be exercised in accordance with the Constitution and any rules of the Club. A subcommittee will not hold powers equal to or greater than those of the Committee.

7.5 The Committee may act despite any vacancy in its number. Casual vacancies in any of the offices of the Committee shall be filled as soon as possible by the appointment of another financial Club member, who shall hold office until the next AGM.

8 PROCEDURE OF THE COMMITTEE

8.1 The Committee will meet from time to time “as required” or otherwise, as decided by the Committee members.

8.2 The Committee may make, repeal or amend such rules or standing orders as it may consider necessary or convenient for the proper administration of the Club and the efficient utilisation of the Club’s assets. Such decisions will be binding on all members until otherwise determined by the Committee, provided that they do not conflict with the Constitution of the Club or The Incorporated Societies legislation.

8.3 The Executive Officers may call Committee meetings subject to at least 7 (seven) days’ notice to consider matters of urgency.

8.4 A quorum of the Committee will be when greater than half have communicated in the agreed manner.

8.5 Any motion will be valid and in full force and effective immediately the result of the vote is declared unless otherwise stated.

8.6 Any member of the Club may attend a Committee meeting but will have no right to vote and may only take part in discussion with the consent of the chair.

8.7 Save as expressly provided, the Committee may determine its Standing Orders for the conduct of Committee meetings.

8.8 The Executive Committee will operate within the Club rules as agreed and published from time to time.

9 POWERS OF THE COMMITTEE

9.1 The Committee will have control of the funds and any other assets of the Club.

9.2 The Committee will have all of the administration powers necessary for properly carrying out the objects of the Club in accordance with the Constitution of the Club and The Incorporated Societies Act.

9.3 The Committee will have the powers necessary for enquiring into and resolving any complaints about Club members.

9.4 Without restricting sub-paragraph 9.1 the Committee will have the following additional powers:

9.4.1 Generally to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights and privileges which the Committee may think necessary for the purpose of executing any of the objects of the Club. In particular the Committee may acquire any machinery, equipment or motor vehicles.

9.4.2 To invest any funds of the Club not immediately required in any legitimate investments.

9.4.3 To sell, exchange, lease or dispose of or otherwise deal with all or any part of the

Club's property.

9.4.4 To borrow, or raise money by overdraft from any bank or in any manner as may be thought fit and to secure payment provided that no such undertakings are made or given without the prior consent of the members in an AGM or a Special General Meeting.

9.4.5 To engage, remunerate and dismiss officers and employees as required.

9.5 The Club will bank with the organisation agreed by the Committee and all monies received by or on behalf of the Club will be paid into a Club bank account and cheques or other forms of withdrawal drawn on such accounts shall be signed by two (2) Committee members nominated by the Committee for that purpose.

9.6 Funds received from charitable or public funding organisations to be applied to specific projects or purposes will be recorded and reported as such, and as much as practicable, will be kept separate from the other Club funds.

9.7 No monies owed by the Club will be paid out or any other payments made except with the authority and resolution of the Committee under the rules made from time to time. Any payments in excess of \$500 need the express prior approval of the Committee.

9.8 The Committee will not dispose of property in excess of the value of five hundred dollars (\$500) without the prior approval of the Club at a Meeting.

9.9 The Committee will each year, consider the functions and powers required by the MegaRun subcommittee for the next event. The limitations on the MegaRun subcommittee will be made by way of the MegaRun rules.

9.10 The Committee will have the power to appoint and, subject to the disciplinary process outlined in Clauses 20.1 – 20.3, dismiss any non-executive officer of the Club including but not limited to:

- . the magazine editor,
- . the merchandise coordinator,
- . area coordinators,
- . forum moderators and the web administrator (who is responsible for appointing forum moderators).

9.11 The roles and responsibilities of the non-executive officers of the Club will be agreed from time

to time and defined in the Club's rules.

9.12 Financial members in a region may nominate their Area Coordinator, subject to confirmation by the Committee.

10 ANNUAL GENERAL MEETINGS

10.1 The AGM will be called by the Secretary to be held during the month of March each year. The notice of the meeting will be in the hands of the members not less than thirty (30) days before the appointed date. The agenda for the meeting will be set out in the notice and will include notices of any motions to be considered at the meeting. Inclusion of the notice and agenda in the Club newsletter will be regarded as sufficient notice.

10.2 A quorum at an Annual General Meeting will consist of not less than ten (10) financial members.

11 SPECIAL GENERAL MEETINGS

11.1 A Special General Meeting may be called by the Committee at any time. Notices of such meetings will be in the hands of members not less than fourteen (14) days before the appointed date and be accompanied by an agenda for the meeting.

11.2 A Special General Meeting will be called by the President, Vice-President or Secretary within thirty-one (31) days of receipt of a written petition signed by not less than five (5) financial members calling for the said meeting and setting out the motions for consideration.

11.3 A Special General Meeting will only consider business related to the reason for which it is called, as notified to members.

11.4 A quorum at any Special General Meeting will consist of not less than ten (10) financial members and will include a minimum of half of the Committee.

11.5 When a voting system that meets the criteria of clause 14 (to the satisfaction of the Committee) is available, the club members can be asked to vote on any remits, without requiring the physical convening of a meeting. The remits are decided by the Committee, or submitted jointly by not less than five (5) financial members. At least fourteen (14) days must separate the publication of the ballot from the deadline for voting. At least ten (10) valid votes or 20% of the financial membership (whichever is the greater) must be received by the deadline for the vote to be binding. Any motion that would result in a change to the charter requires the support of at least sixty percent (60%) of the valid votes received.

12 ELECTION OF OFFICERS

12.1 The Secretary will invite nominations from all financial members for the positions of President, Vice-President, Secretary, Treasurer and Committee members.

12.2 Nominations and their nominator are to be returned to the Secretary before the nomination deadline, post email or fax nominations are acceptable and required to be confirmed by the secretary.

12.3 Only a member who has been a financial member continuously for the preceding six months may be nominated.

12.4 If the number of candidates for an Executive Position or Committee Position exceeds the number of respective vacancies to be filled, an election shall take place.

12.5 Such election shall be by postal ballot or alternate voting system (clause 14) of all financial members of the Club, and will be conducted by the Secretary. Ballot documents will be prepared by the Secretary and sent to every financial member. The ballot paper will contain the name and region of members nominated for each of the offices, and the voting deadline.

12.6 Ballot papers must be delivered to the Secretary by hand, post, email or fax. No ballot paper which is delivered to the Secretary after the deadline shall be valid.

12.7 The committee shall appoint two official scrutineers to assist the Secretary in the counting of the votes. The nominees not exceeding the number of vacancies respectively to be filled who obtain the highest number of votes will be deemed to be duly elected, only after the dissolution of the AGM at which the poll results are announced.

12.8 Where any vacancy exists after the counting of votes in Clause 12.7, that vacancy may be filled by calling for nominations at the AGM. Where the number of nominees is less than or equal to the number required to fill the vacancy, the nominees will be duly elected. If the number of nominees exceeds the number required, an election at the AGM will determine the successful candidate/s.

13 VOTING

13.1 Voting at any AGM or Special General Meeting will be by show of hands, voice, or secret ballot, whichever will be deemed appropriate by the members present.

13.2 At all AGM or Special General Meetings each financial member may exercise one (1) vote on each motion.

13.3 Where provided for in the notice of meeting, voting by proxy may also be allowed by one of the following methods (1) telephone contact, or (2) post, or (3) by other means. votes on pre-announced motions must be transmitted to the club by the voting deadline by one or more of the following methods:

13.3.1 Post:

13.3.2 Fax

13.3.3 Email

13.3.4 Other means that meets the criteria in clause 14.

13.4 In the case of equality of voting the chair may exercise a casting vote in addition to their deliberative vote.

13.5 Except as is provided otherwise in this Constitution a simple majority of members may decide any question.

13.6 Any motion will be valid and in full force and effect immediately the motion is put and the voting recorded, unless the motion or this Constitution provides otherwise.

14 ALTERNATE VOTING SYSTEM CRITERIA

14.1 Any alternative voting system must be approved by the Committee.

14.2 It must demonstrate compliance with the following criteria:

14.2.1 Only financial members can vote.

14.2.2 No member can vote more than once.

14.2.3 No vote can be changed.

14.2.4 All valid votes are counted.

14.2.5 Any invalid vote is not counted.

14.2.6 Votes are counted and reported efficiently and correctly.

14.2.7 Any supplementary information supplied with the ballot can only be factual, rather than emotive or coercive.

14.2.8 Votes are preserved until 1 month after the ballot and disposed of without revealing how members voted.

14.2.9 Scrutineers can verify all the above.

14.3 It is accepted that it is outside scope for a voting system to guarantee delivery of all voting papers to members, or from members to the club for counting, since this is also true for the NZ postal system.

15 ALTERATION OF THE CONSTITUTION

15.1 The Constitution of the Club may be altered, rescinded or added to by resolution passed at any AGM or Special General Meeting if the motion is passed with a sixty percent (60%) majority of those who are entitled to vote.

15.2 Notice regarding proposed alterations to the Constitution will be given in general terms in the notice calling the meeting.

15.3 Any change to the Constitution will be presented to the Registrar of Incorporated societies for registration as soon as possible.

16 DUTIES OF THE SECRETARY

16.1 The Secretary shall conduct the Club correspondence and will ensure records are kept.

16.2 The Secretary will ensure minutes of all Committee meetings, General Meetings, AGMs and Special General Meetings are kept.

16.3 The Secretary will also ensure that a register of members is kept in accordance with section 22 of The Incorporated Societies Act 1908.

16.4 Other duties of the Secretary are as agreed from time to time by the Committee and outlined in the Club's "Roles and Responsibilities" document.

17 DUTIES OF THE TREASURER

17.1 The Treasurer will ensure all bookkeeping and accounting is undertaken in accordance with the Constitution.

17.2 The Treasurer will ensure that the Club accounts are presented to the AGM.

17.3 Other duties of the Treasurer are as agreed from time to time by the Committee and outlined in the Club's "Roles & Responsibilities" which constitute standing orders of the Club.

18 THE SEAL

18.1 The common Seal will be kept in the custody of one of the Executive Officers. It will not be affixed to documents except following a resolution of the Committee.

18.2 The Seal will be affixed by a Committee member in the presence of at least one (1) other member of the Committee.

19 SERVICE OF MEMBERS

19.1 Any notice which by this Constitution is required to be served on a member will be served by posting to their last named address by "advice received" post or its equivalent.

19.2 The notice will be deemed to have been delivered in the ordinary course of the post.

19.3 Any notice of meeting will be provided to members by ordinary post to the member's last known address and will be deemed to have been delivered in the ordinary course of the post.

19.4 No meeting will be deemed improperly constituted and no decision reached at any meeting will be invalidated solely on the grounds that due to accident or inadvertence the requisite notice has not been given to any member or members.

20 RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS

20.1 Any member of the Committee may resign from the Committee by giving notice in writing to the remainder of the committee. Those occupying a position with responsibilities requiring formal handover to their successor (as per the Roles and Responsibilities document) must ensure that this happens within one month of their written notice.

20.2 A member of the Committee can be removed from office by a sixty percent (60%) majority vote at a Special General Meeting, provided that notice of the resolution has been given in the calling of the meeting.

20.3 The Committee member will be served with the notice of the resolution in accordance with Clause 19.1 of this Constitution and will have at least fourteen (14) days' notice of the meeting.

20.4 The Committee member will be given the opportunity to address the meeting, or may have read to the meeting, a statement of reasonable length before the vote is taken.

20.5 Any vacancy in the Committee between AGMs may be filled by the Committee.

21 DISCIPLINE AND EXPULSION OF MEMBERS

21.1 If in the opinion of the majority of members attending the Annual General Meeting or a Special General Meeting it is considered that any member is or has been acting in a manner contrary to this Constitution or in any way likely to bring the Club into disrepute, the Committee may enquire into their conduct.

21.2 Written notice will be served on the member providing at least fourteen (14) days notice of intention to conduct the enquiry.

21.3 The member concerned will be invited to provide relevant information to the Committee for its consideration.

21.4 If it appears that there is proper cause the Committee may admonish or expel the member.

22 RESIGNATION

22.1 A member of the Club may resign from membership by giving notice in writing but will remain liable for any subscriptions remaining due at the time the resignation takes effect.

23 ACCOUNTS

23.1 The financial year will conclude on the 31st day of December each year.

23.2 By the time of the AGM in February the accounts of the Club will be finalised to enable their presentation to the AGM.

24 AUDITOR

24.1 An auditor for the Club may be appointed at an AGM or by the Committee. Membership of the Club will not disqualify any person from acting as Auditor.

25 REGISTERED OFFICE

25.1 The registered office of the Club will be at an address to be determined by the Committee from time to time.

26 SOLICITOR

26.1 A solicitor for the Club may be appointed by the Committee from time to time. Membership of the Club will not disqualify any person from acting as solicitor.

27 CASES NOT PROVIDED FOR

27.1 In the event of any question arising out of the interpretation of this Constitution, or in the event of any case arising for which no provision is made, that question of interpretation or matter for which no provision is made will be settled by the Committee.

27.2 Any member of the Club who is dissatisfied with any determination of the Committee under this Clause may appeal to a General Meeting of the Club after giving the Secretary seven (7) days' notice of his or her intention to do so. The decision of the members in the General Meeting shall, saving the rights of any court of competent jurisdiction, be final and binding on the member and the Club and its members.

