

Constitution

MG Motorsport Register (Auckland) Inc.

UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF THE MG MOTORSPORT REGISTER (AUCKLAND) INCORPORATED

1. The name of the society is the “**MG Motorsport Register (Auckland) Incorporated**” (in these Rules called “the Motorsport Register”).

2. OBJECTS

The objects for which the Motorsport Register is established are:

2.1 To act as a car club for use of the M.G. marque of motor vehicle in motorsport.

2.2 To preserve, foster and promote the M.G. marque of motor vehicle, its heritage, and its use in motorsport.

2.3 To foster, promote and support the amateur sport and pastime of motoring in all its branches and whether at a local, regional, national or international level.

2.4 To extend to owners and drivers of M.G. motor vehicles and their friends and families and all persons interested in M.G. motor vehicles and in motoring sport generally the hospitality, privileges and conveniences enjoyed in connection with a club.

2.5 To assist owners of M.G. motor vehicles with the restoration, service, maintenance and preservation of their cars by means of information and technical data.

2.6 To hold, promote and encourage such meets, lectures, discussions and other social functions as the Motorsport Register may from time to time determine.

2.7 To promote, organise and conduct amateur motorsport events including but not limited to:

- Meetings
- Competitions
- Motorkhanas
- Trials
- Speed events
- Hill climbs
- Displays and shows
- Concours
- Races
- Excursions
- Reliability trials

- Rallies
- Autocrosses

with power to offer prizes and awards in respect thereof and with power to determine who shall participate in such events, whether Motorsport Register Members, or otherwise.

- 2.8** To foster road courtesy and safe driving.
- 2.9** To cooperate on an international level with the M.G. Car Club Ltd in the United Kingdom or its successors or assigns.
- 2.10** To be affiliated to Motorsport New Zealand Inc. or its successors or assigns being the body or bodies having the primary role for national motorsport administration in New Zealand.
- 2.11** To be a fully incorporated branch of and cooperate fully with the Club, and to assist it to achieve its objects, particularly in respect of the MG Marque's competition heritage, and the promotion and fostering of motorsport.

3. POWERS

The Motorsport Register shall have the power to do all acts and things necessary for the furtherance of its objects or any of them and including (but without limitation) may exercise the following powers and ancillary objects:

- (a) To have headquarters, clubrooms and other facilities at such places as may from time to time be determined and may erect, maintain, improve, or alter any buildings, premises, land, works, as it may require.
- (b) To purchase, sell, exchange, take on lease or hire or otherwise deal with or acquire upon such terms as it may think fit, any real and personal property and any rights and privileges either necessary or convenient, for the purposes of the Motorsport Register.
- (c) To borrow or raise money and, for the purposes of securing the repayment thereof, may charge all or any of its real or personal property.
- (d) To invest and deal with the funds of the Motorsport Register upon such securities or in such manner, and upon such terms and conditions as shall be reasonable and proper.
- (e) To join or affiliate with or become branches of other incorporated bodies.
- (f) To make grants and subsidies to deserving objects whose objectives are in line with the objects of the Motorsport Register.
- (g) To subscribe for, purchase, take or acquire, shares, debentures or securities in, or promote, or become members of, any club, incorporated body or other corporation, or company or any body not incorporated, or any trust whose objectives are in line with those of the Motorsport Register.

- (h) To take gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the Motorsport Register.
- (i) To print, publish and distribute, whether by sale or otherwise, any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Motorsport Register.
- (j) To enter into contracts, arrangements, undertakings or any other forms of agreement with any club, incorporated body or other corporation or company or any body not incorporated or any person or persons or any trust for any one or more of the objects of the Motorsport Register.
- (k) To open and operate bank accounts with such banks and upon such terms as the Committee shall from time to time determine.

4. MEMBERSHIP

4.1 Eligibility

Motorsport Register membership shall be open to:

- (a) Those natural persons who are current members of the Club and who intend to participate in motorsport, or persons who have otherwise satisfied the Committee of their interest in M.G. cars or who in the opinion of the Committee are otherwise suitable persons to be members of the Motorsport Register.
- (b) Such other body or bodies corporate admitted to membership having objects not inconsistent with the objects of the Motorsport Register and particularly object 2.2.

4.2 Categories of Membership

Subject to clause 4.3 there shall be the following categories of Members of natural persons:

- (a) "**LIFE MEMBERS**" shall be persons who have been elected by ordinary resolution at an Annual General Meeting to Life Membership on the recommendation of the Committee, such election to be made in respect of persons who have rendered a minimum of eight years of outstanding service. Life Members shall be entitled to all the rights and privileges of Ordinary Members including the right to vote and hold office. Life Members shall be exempt from all fees, subscriptions and levies.
- (b) "**ORDINARY MEMBERS**" shall be persons aged 20 years or over who subscribe hereto upon such terms and subject to such criteria as the Committee may from time to time determine, who have been accepted pursuant to these Rules as financial Members of the Motorsport Register. Ordinary Members shall be entitled to vote and hold office.
- (c) "**YOUTH MEMBERS**" shall be persons under the age of 20 who subscribe hereto upon such terms and subject to such criteria as the Committee may from time to time determine, who have been elected pursuant to these Rules as Members of the Motorsport Register. Youth Members shall not be entitled to vote or hold office.

- (d) **"VISITOR MEMBERS"** shall be persons who are Members of the Parent Club or an Affiliated Club who for the duration of their visit may be extended reciprocal hospitality at Motorsport Register events. Visitor Members shall not be entitled to vote or hold office.
- (e) **"PROVISIONAL MEMBERS"** shall be persons who are enabled by provisions in the Motorsport New Zealand National Sporting Code or its appendices to take part in Motorsport Register events without completing membership requirements. Provisional Members shall not be entitled to vote or hold office.
- (f) **"HONORARY MEMBERS":**
 - (i) The Committee shall have the power to elect as Honorary Members any individuals they deem suitable for any period not exceeding one year.
 - (ii) Honorary Members shall be entitled to all privileges of an Ordinary Member except both the right to hold office and the power to vote on Motorsport Register affairs.

4.3 Further Categories of Membership

The Members of the Motorsport Register entitled to vote may by Special Resolution resolve to create such further categories of membership whether of natural persons or body corporate either with or without the right to vote and (in the case of natural persons) hold office and otherwise on such terms as they feel is in the interest of the Motorsport Register.

4.4 Application for membership

- (a) Application for membership shall be made in such manner and upon such terms and conditions and subject to such criteria and at such subscriptions and costs as the Committee or the Motorsport Register may from time to time determine.
- (b) The Committee of the Motorsport Register shall have an absolute jurisdiction to determine on not less than a three-fourths majority of the Committee whether an applicant for membership shall fulfil any criteria for membership of the Motorsport Register and whether such applicant shall be admitted to membership. There shall be no right of appeal from, or review of, any decision to decline membership and the Committee shall not have to give any reasons for so declining an application for membership.
- (c) The Committee shall be under no obligation to consider any re-application for membership by an applicant who has had an application for membership previously declined.

4.5 Resignation and Termination of Membership

Membership shall cease or terminate in the following circumstances:

- (a) Any Member may discontinue membership upon delivering to the registered office of the Motorsport Register or by delivering to a Committee Member of the Motorsport Register

notice in writing of the resignation of that Member and thereupon such Member shall cease to be a Member.

- (b) In the case of any Member being over three months in arrears with a subscription or any other moneys due by such Member to the Motorsport Register if the Committee shall resolve by a three-fourths majority to terminate such membership then such membership shall terminate upon such resolution being made and there shall be no right of appeal from or review of such resolution.
- (c) If the Committee shall resolve by a three-fourths majority that a Member's behaviour or conduct has been injurious to the welfare or character of the Motorsport Register or is in breach of these Rules or any regulations made thereunder then such membership shall forthwith terminate upon such resolution being made and there shall be no right of appeal from, or review of, such resolution.
- (d) Cessation or termination membership shall not relieve such Member from liability in respect of any moneys payable by such Member to the Motorsport Register as at the date of such cessation or termination of membership.

5. MEETINGS OF MOTORSPORT REGISTER MEMBERS ENTITLED TO VOTE

The expressions "Motorsport Register Member" and "Motorsport Register Members" where used in Part 5 of these Rules means only those Members entitled to vote and no others.

5.1 Annual Meeting

The Committee must call an annual meeting of Motorsport Register Members entitled to vote to be held:

- (a) once in each calendar year other than in the calendar year of the Motorsport Register's incorporation; and
- (b) not later than six months after the balance date of the Motorsport Register; and
- (c) not later than fifteen months after the previous annual meeting or, in respect of its first annual meeting, not later than eighteen months after the Motorsport Register's date of incorporation.
- (d) Subject to the power to adjourn a meeting as hereinafter provided the Motorsport Register must hold the annual meeting on the date on which it is called to be held.
- (e) Business to be conducted at an Annual Meeting shall include (but shall not be limited to):
 - (i) The election of Committee Members and of officers within that Committee;
 - (ii) The receiving, considering and, if appropriate, approving of financial statements for the last preceding financial year of the Motorsport Register.

5.2 Special Meetings

A special meeting of Motorsport Register Members entitled to vote on an issue:

- (a) may be called at any time by the Committee or a person who is authorised by these Rules to call the meeting; and
- (b) must be called by the Committee on the written request of Motorsport Register Members holding not less than five percent (5%) of the voting rights entitled to be exercised on the issue.

5.3 Resolution in lieu of meeting

- (a) Subject to clause 5.3(b) a resolution in writing signed by Motorsport Register Members who would be entitled to vote on that resolution at a meeting and who together hold not less than seventy-five percent (75%) of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those Motorsport Register Members.
- (b) Within five (5) working days of a resolution being passed under this clause the Motorsport Register must send a copy of the resolution to every Motorsport Register Member who would have been entitled to vote and who did not sign the resolution or on whose behalf the resolution was not signed.

5.4 Notice of Meetings

- (a) Written notice of the time and place of a meeting of Motorsport Register Members must be served on every Motorsport Register Member entitled to vote and to every Committee Member and any auditor of the Motorsport Register not less than 10 working days before the meeting.
- (b) The notice must state:
 - (i) The nature of the business to be transacted at the meeting in sufficient detail to enable a Motorsport Register Member to form a reasoned judgement in relation to it; and
 - (ii) The text of any special resolution to be submitted to the meeting.
 - (iii) In the case of a notice of Annual Meeting such notice may include a copy of the financial statements for the immediately preceding financial year.
 - (iv) In the case of an Annual Meeting notice shall be given to all Motorsport Register Members entitled to vote intimating the date for closing nominations for Committee and officers within the Committee and shall invite nominations for such positions to be forwarded in writing to the Secretary to arrive not less than two clear working days before the day appointed for the Annual Meeting. Each such nomination to be signed by the person nominated as indication that the nominee is willing to act in such capacity and shall require to be proposed and seconded by Life Members or Ordinary Members and shall bear the signatures of the proposer and seconder.

5.5 Motorsport Register Member proposals

- (a) A Motorsport Register Member entitled to vote may give written notice to the Committee of a matter the Motorsport Register Member proposes to raise for discussion or resolution at the next meeting of Motorsport Register Members at which the Motorsport Register Member is entitled to vote.
- (b) If the notice is received by the Committee not less than 20 working days before the last day on which notice of the relevant meeting of Motorsport Register Members is required to be given by the Committee, the Committee must, at the expense of the Motorsport Register, give notice of the Motorsport Register Member proposal and the text of any proposed resolution to all Motorsport Register Members entitled to vote.
- (c) If the notice is received by the Committee less than 20 but not less than 10 working days before the last day on which notice of the relevant meeting of Motorsport Register Members is required to be given by the Committee, the Committee must, at the expense of the Motorsport Register Member, give notice of the Motorsport Register Member proposal and the text of any proposed resolution to all Motorsport Register Members entitled to vote.
- (d) If the notice is received by the Committee less than 10 working days before the last day on which notice of the relevant meeting of Motorsport Register Members is required to be given by the Committee, the Committee may, if practicable, and at the expense of the Motorsport Register Member, give notice of the Motorsport Register Member proposal and the text of any proposed resolution to all Motorsport Register Members entitled to vote.
- (e) If the Committee Members intend that Motorsport Register Members may vote on the proposal by proxy vote, they must give the proposing Motorsport Register Member the right to include in or with the notice given by the Committee a statement of not more than 1000 words prepared by the proposing Motorsport Register Member in support of the proposal, together with the name and address of the proposing Motorsport Register Member.
- (f) The Committee is not required to include in or with the notice given by the Committee a statement prepared by a Motorsport Register Member which the Committee Members consider to be defamatory, frivolous, or vexatious.
- (g) Where the costs of giving notice of the Motorsport Register Member proposal and the text of any proposed resolution are required to be met by the proposing Motorsport Register Member, the proposing Motorsport Register Member must, on giving notice to the Committee, deposit with the Motorsport Register or tender to the Motorsport Register a sum sufficient to meet those costs.

5.6 Proceedings at Meetings of Motorsport Register Members

Proceedings of Meetings of Motorsport Register Members entitled to vote shall be held in accordance with the First Schedule of these Rules.

6. Management of the Motorsport Register

The affairs of the Motorsport Register shall be managed by a committee consisting of:

- (a). The President of the Club
- (b). The Vice President of the Club
- (c). The Club Captain of the Club
- (d). The Treasurer of the Club
- (e). The Secretary of the Club
- (f). The other duly elected or co-opted members of the Club committee in accordance with the rules of the Club.

7. PROCEEDINGS OF THE COMMITTEE

Proceedings meetings of Committee Members shall be held in accordance with the Second Schedule to these Rules.

8. POWERS AND DUTIES OF THE COMMITTEE

8.1 Powers of the Committee/Entering into Contracts

- (a) The business and affairs and the exercise of the powers of the Motorsport Register and the carrying out of the objects of the Motorsport Register shall be managed by or under the direction or supervision of the Committee who shall also have responsibility for the control and investment of the funds and all property of the Motorsport Register.
- (b) The Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management, business and affairs of the Motorsport Register except to the extent that these Rules or the Act expressly require those powers to be exercised by the Motorsport Register Members or any other person.
- (c) For the purpose of entering into a contract or other enforceable obligation the Motorsport Register may execute such contract or other enforceable obligation by the same being signed by two (2) Committee Members or one (1) Committee Member and such other person as may be nominated for the purpose by the Committee with such signature being witnessed or execute such contract or other enforceable obligation under the Common Seal of the Motorsport Register the same being affixed in the manner provided by this Constitution.

8.2 Treasurer

- (a) It shall be the duty of the Treasurer to receive all monies due to the Motorsport Register and to pay all amounts payable on behalf of the Motorsport Register, keep a full and correct account of all receipts and payments, produce a statement of accounts to the Committee at each meeting and to report generally upon the finances of the Motorsport Register, to arrange for the production to each Annual General Meeting of a balance sheet and full set of accounts for the year, and pay all monies received as soon as practicable and without deduction to the credit of the Motorsport Register's bank accounts.

- (b) The Treasurer shall not pay any amount exceeding such limit figure as the Committee may from time to time determine without its having been previously passed for payment by the Committee.
- (c) Withdrawal slips or cheques shall be signed in such manner as the Committee shall from time to time determine.
- (d) The Treasurer shall have the power to invest excess Motorsport Register funds, in the Motorsport Register's name into fixed deposit accounts not exceeding one year at any of the major trading banks without the need to refer to the Committee.

8.3 Secretary

It shall be the duty of the Secretary to arrange, organise and keep a true record of all Members, General and Special meetings and Committee meetings, and to keep a correct roll of all Members, the dates of their membership and their last advised addresses and generally to attend to correspondence where another person is not responsible for such correspondence.

The Secretary may delegate the function of keeping the membership roll.

8.4 Management Rules

Without limiting the generality of the foregoing the Committee may make management rules for regulating the affairs of the Motorsport Register which shall be binding on all Members and may, from time to time, revoke, alter or replace any such Rules. In particular and without prejudice to the generality of the foregoing words the Committee may make such management rules in regard to all or any of the following matters:-

- (a) Conditions of admission to and retirement from membership of the Motorsport Register and as to the rights and privileges (so far as not provided for by the Rules of the Motorsport Register) which shall be accorded to Members of the Motorsport Register and as to the particulars to be supplied by candidates for membership.
- (b) As to the badges and insignia to be issued to members.
- (c) As to the organisation, management and conduct of events arranged by the Motorsport Register.
- (d) As to the persons to be nominated for election at a meeting of the Motorsport Register Members as Life Members.
- (e) As to the amount of the entrance fees and annual subscription which may from time to time be changed.
- (f) As to arrangements for reciprocal concessions or other matters with other Motorsport Registers or Associations.
- (g) As to any other matter relating to the operation of the Motorsport Register not already provided for by the Rules of the Motorsport Register provided always that no

Management Rules shall be inconsistent with or shall affect or repeal anything contained in the Rules of the Motorsport Register.

8.5 Sub-Committees and Administrative Appointments

- (a) The Committee may appoint sub-Committees to handle any matters it deems fit;
- (b) A sub-Committee shall be required to appoint a Chairperson who shall report the sub-Committee's proceedings to the Motorsport Register's Committee;
- (c) The members of a sub-Committee shall be selected from the Members of the Motorsport Register. Such Members will be selected at the absolute discretion of the Motorsport Register's Committee;
- (d) A sub-Committee or Administrative Appointment can be terminated at any time by the Motorsport Register's Committee for whatever reason.
- (e) Any sub-Committee will be automatically terminated at the date of the Annual General Meeting.
- (f) The Committee may appoint persons from members of the Committee to fulfil administrative functions as the Committee shall see fit.

8.6 Committee Members to act in good faith

A Committee Member, when exercising powers or performing duties, must act in good faith and in what the Committee Member believes to be the best interests of the Motorsport Register.

8.7 Reimbursement of Committee Members

The Committee Members shall be entitled to be paid reasonable travelling, hotel, and other expenses incurred in attendance at Committee meetings and when in any other manner whatsoever and wheresoever engaged on the business or affairs of the Motorsport Register.

9. INDEMNITY AND INSURANCE

9.1 Indemnity of Committee Members, Officers, Employees and Volunteers.

- (a) The Committee may cause the Motorsport Register to indemnify a current or former Committee Member, officer, employee or a volunteer of the Motorsport Register for costs incurred by him or her in any proceedings:
 - (i) that relates to liability for any act or omission in his or her capacity as a Committee Member, officer, employee or volunteer; and
 - (ii) in which judgment is given in his or her favour or in which he or she is acquitted, or which is discontinued.

- (b) The Committee may cause the Motorsport Register to indemnify a current or former Committee Member, officer, employee or a volunteer of the Motorsport Register in respect of
 - (i) liability to any person other than the Motorsport Register for any act or omission in his or her capacity as a Committee Member, officer or employee or volunteer; or
 - (ii) costs incurred by the Committee Member, officer or employee or volunteer in defending or settling any claim or proceeding relating to any such liability.

9.2 Insurance of Committee Members, Officers, Employees and Volunteers

- (a) The Committee may cause the Motorsport Register to effect insurance for current or former Committee Members, officers, employees or volunteers of the Motorsport Register in respect of:
 - (i) Liability for any act or omission in his or her capacity as a Committee Member, officer or employee or volunteer; or
 - (ii) costs incurred by that Committee Member, officer or employee or volunteer in defending or settling any claim or proceeding relating to any such liability; or
 - (iii) costs incurred by that Committee Member, officer or employee or volunteer in defending any criminal proceedings for any act or omission in his or her such capacity.
 - (iv) any other risk that the Committee may determine should be insured against.

10. NOTICES

The following apply to all notices between the parties relevant to this constitution, whether authorised by this constitution or be the general law:

10.1 Manner of Service

- (a) All notices must be served in writing.
- (b) All notices must be served on the party by one of the following means:
 - (i) By personal delivery; or
 - (ii) By posting by ordinary mail; or
 - (iii) By facsimile; or
 - (iv) By email or
 - (v) As otherwise provided in clause 10.1 (d).

- (c) A notice published in a newsletter, notification or magazine issued by the Club or Motorsport Register posted or emailed to Club or Motorsport Register Members shall be deemed to have been served on all those Motorsport Register Members who have given that address as their last known postal or email address to the Motorsport Register.
- (d) In accordance with section 20(1) of the Electronic Transactions Act 2002, any notice or document that must be given in writing by one party to the other party may be given in electronic form and by means of electronic communication, subject to the rules regarding service set out above.

10.2 Time of Service

A notice is deemed to have been served:

- (a) In the case of personal delivery, when received by the party;
- (b) In the case of posting by ordinary mail, on the third working day following the date of posting to the last postal address advised in writing by the party;
- (c) In the case of facsimile transmission, when sent to the facsimile number notified in writing by the party;
- (d) In the case of email, when sent to the email address notified in writing by the party, except where a non-delivery advice email generated automatically is received by the sender;
- (e) As otherwise permitted in terms of clause 10.1 (d).
- (f) Any period of notice required to be given under these rules shall be computed by excluding the day of service.

10.4 Proof of Service

In proving service it shall be sufficient to prove that the notice was properly addressed and sent in the manner required by these Rules for service of that form of communication.

11. SEAL

The Motorsport Register shall have a common seal which shall only be affixed to documents in pursuance of a resolution of the Committee and in the presence of two members of the Committee of the Motorsport Register.

12. REGISTERED OFFICE

The registered office of the Motorsport Register shall be at such place as the Motorsport Register may from time to time give notice to the Registrar of Incorporated Societies.

13. ALTERATION TO THE RULES

13.1 These Rules may be altered, added, rescinded and replaced only by:

- (a) special resolution at a meeting of Motorsport Register Members entitled to vote; and
- (b) that special resolution then being confirmed as approved by an ordinary resolution at a meeting of Club Members entitled to vote.

14. WINDING UP

14.1 If any meeting of Motorsport Register Members entitled to vote shall resolve by special resolution that the Motorsport Register shall be wound up, a further Special Meeting of Motorsport Register Members entitled to vote shall be called and be held not earlier than 20 working days after the date of the meeting at which the resolution was passed to discuss the confirmation of such resolution. If the resolution shall by special resolution be confirmed at such further meeting a Committee (or, if there shall be no agreement on the composition of this Committee, a liquidator) shall be appointed by the meeting. Such Committee (or liquidator) shall dispose of all the assets of the Motorsport Register, and, shall attend to the payment of all costs, debts and liabilities of the Motorsport Register.

14.2 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the organisation but shall be given or transferred to the Club or to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.

14.3 Notwithstanding clause 15.1 the liquidator shall be entitled to be reimbursed for all reasonable costs and disbursements incurred by him or her in relation to the liquidation notwithstanding that he or she may be a Member of the Motorsport Register.

15. PAYMENTS TO MEMBERS

15.1 No private pecuniary profit shall be made by any Member from the Motorsport Register, except that:

- (a) Members may be reimbursed for expenses properly incurred in connection with the affairs of the Motorsport Register
- (b) the Motorsport Register may pay reasonable and proper remuneration to any officer or servant of the Motorsport Register in return for services rendered to the Motorsport Register.

15.2 No Member of the organisation or any person associated with a Member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). 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.

16. APPROVAL OF INLAND REVENUE

- 16.1 No addition to or alteration or the non-profit aims, payments to Register Members clause or the winding-up clause shall be approved without the approval of Inland Revenue.

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.

17. DEFINITIONS

- 17.1 In these Rules the following words and expressions have the meanings given to them in this clause:

“Act” means the Incorporated Societies Act 1908 or any Act in substitution or amendment of the same.

“annual meeting” means a meeting of Motorsport Register Members held pursuant to clause 5.1.

“Committee” means the Committee Members numbering not less than the required quorum acting as the Committee of Committee Members of the Motorsport Register and where one Committee Member is a quorum it means that Committee Member so acting alone.

“common seal” means a permanently moulded stamp or other impression capable of reproducing the words “The Common Seal of” followed by the name of the Motorsport Register.

“the Club” means the MG Car Club (Auckland Centre) Inc

“the Motorsport Register” means the legal entity created under the Act to which these Rules relate.

“rules” means these Rules of the Motorsport Register and all amendments to it from time to time.

“Committee Member” means a person appointed and continuing in office for the time being, in accordance with these Rules, as a Committee Member of the Motorsport Register.

“ordinary resolution” means a resolution of Motorsport Register Members approved by a simple majority of the votes of those Motorsport Register Members entitled to vote and voting on the question.

“Parent Club” means the M.G. Car Club Ltd in the United Kingdom or its successors or assigns.

“special meeting” means any meeting (other than an annual meeting) of Motorsport Register Members entitled to vote on an issue, called at any time by the Committee or by

any other person who by these Rules is entitled to call meetings of Motorsport Register Members.

“special resolution” means a resolution of Motorsport Register Members approved by a majority of seventy-five percent (75%) or more of the votes of those Motorsport Register Members entitled to vote and voting on the question.

“working day” means any day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign’s Birthday, Labour Day, New Zealand’s anniversary day and the provincial anniversary day as observed at the place of affected persons; and
- (b) a day in the period commencing on the 24th day of December in any year and ending on the 10th day of January in the following year, both days inclusive.

A working day shall be deemed to commence at 9.00am and to terminate at 5.00pm. Any act done pursuant to these rules by a party after 5pm on a working day, or on a day which is not a working day, shall be deemed to have been done at 9.00am on the next succeeding working day.

17.2 Words importing the singular number only include the plural number and vice versa

17.3 Where not inconsistent with these Rules a reference to a person includes any firm, Club or other body corporate

17.4 Subject to the above, expressions contained in these Rules bear the same meaning as in the Act, at the date on which these Rules becomes binding on the Motorsport Register.

17.5 A reference to a clause means a clause of these Rules.

17.6 The clause headings are included for the purposes of convenience and do not affect the construction of these Rules.

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President of the MG Motorsport Register
(Auckland) Incorporated

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Vice President of the MG Motorsport Register
(Auckland) Incorporated

FIRST SCHEDULE

Proceedings of Meetings of Motor Sport Members entitled to vote shall be held as follows:

1. Chairperson

- (a) The President of the Club shall be the Chairperson of the meeting. In the case of an Election of Committee the Chairperson of the election shall be the person who held the office of President immediately prior to the commencement of the election process.
- (b) If the President is not present within 15 minutes of the time appointed for the commencement of the meeting or shall be unable or unwilling to chair the meeting, the Committee Members present may choose one of their number to be Chairperson of the meeting.
- (c) An irregularity in a notice of meeting is waived if all the Motorsport Register Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Motorsport Register Members agree to the waiver.
- (d) The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Motorsport Register Member does not invalidate the proceedings at the meeting.
- (e) If a meeting of Motorsport Register Members is adjourned for less than 20 working days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

2. Methods of holding meetings

A meeting of Motorsport Register Members entitled to vote may be held by a number of Motorsport Register Members, who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting.

3. Quorum

- (a) Subject to subclause 3(c) of this Schedule, no business may be transacted at a meeting of Motorsport Register Members entitled to vote if a quorum is not present.
- (b) A quorum for a meeting of Motorsport Register Members is present if such Motorsport Register Members or their proxies are present who are between them able to exercise not less than ten (10) percent of the votes entitled to be cast on the business to be transacted by the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Committee Members may appoint, and, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time for the meeting, the Motorsport Register Members or their proxies present are a quorum.

4. Voting

- (a) Unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the Chairperson of the meeting:
 - (i) Voting by voice; or
 - (ii) Voting by show of hands
- (b) A declaration by the Chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with subclause 4(c) hereof.
- (c) At a meeting of Motorsport Register Members a poll may be demanded by a Motorsport Register Member present having the right to vote.
- (d) A poll may be demanded either before or after the vote is taken on a resolution.
- (e) If a poll is taken, votes must be counted according to the votes attached to the Motorsport Register Members present or by proxy and voting.
- (f) A poll shall be conducted by way of secret vote and otherwise in accordance with such procedures as the Chairperson shall at the time of the meeting determine in the interests of achieving a fair process.
- (g) For the purposes of this clause, the instrument appointing a proxy to vote at a meeting of the Motorsport Register confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Motorsport Register Member has the same effect as a demand by the Motorsport Register Member.
- (h) Each Body Corporate Member entitled to vote has three (3) votes and each individual Motorsport Member entitled to vote has one (1) vote. The Chairperson of a Motorsport Register Members' meeting is not entitled to a casting vote.
- (i) Unless otherwise specified in these Rules, or required by law, a resolution shall be carried by way of ordinary resolution.

5. Proxies and representatives

- (a) A Motorsport Register Member entitled to vote may exercise the right to vote either by being present or by proxy.
- (b) A proxy for a Motorsport Register Member is entitled to attend and be heard and vote at a meeting of Motorsport Register Members as if the proxy were the Motorsport Register Member.
- (c) A person appointed as proxy must be a Motorsport Register Member entitled to vote and must be appointed by notice in writing signed by the Motorsport Register Member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.

- (d) No proxy is effective in relation to a meeting unless a copy of the notice of appointment is deposited or a legible facsimile copy received by the President or Secretary not less than one hour before the start of the meeting.
- (e) An instrument appointing a proxy may be in the following form or any other form which the Committee Members shall approve:

“Iof being a Member of hereby appoint or failing him/her as my proxy to vote for me and on my behalf at the (Annual/Special) general meeting of the Motorsport Register to be held on the day of and at any adjournment thereof and/or for a period of months from the date hereof and for me and on my behalf to sign the entry in the Minute Book of the Motorsport Register of any resolution or resolutions passed at such meeting or by such entry.

Signed this day of 20.....

Witness: Signed:

6. Postal votes

A Motorsport Register Member may not exercise the right to vote by casting a postal vote.

7. Minutes

- (a) The Committee must ensure that Minutes are kept of all proceedings at meetings of Motorsport Register Members.
- (b) Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

8. Corporations may act by representatives

A body corporate which is a Motorsport Register Member entitled to vote may appoint a representative to attend a meeting of Motorsport Register Members on its behalf in the same manner as that in which it could appoint a proxy.

9. Loss of voting right if sums unpaid

If a sum due to the Motorsport Register is unpaid by a Motorsport Register Member that Motorsport Register Member may not vote at a Motorsport Register Members' meeting other than a meeting of an interest group.

10. Other proceedings

Except as otherwise provided in these Rules a meeting of Motorsport Register Members may regulate its own procedure.

11. Adjournments

- (a) The Chairperson of a meeting of Motorsport Register Members may, at the request of those Motorsport Register Members present in person or by proxy who are between them able to exercise a majority of the votes able to be cast at the meeting, adjourn the meeting.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) If a meeting of Motorsport Register Members is adjourned for less than 20 working days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned. In any other case, notice of the adjourned meeting shall be given in accordance with the Notice of Meeting provisions.

SECOND SCHEDULE

Proceedings of Committee Meetings shall be held as follows:

1. Chairperson

- (a) The President of the Club shall be the Chairperson of the meeting.
- (b) If the President is not present within 10 minutes of the time appointed for the commencement of the meeting or shall be unable or unwilling to chair the meeting, the Committee Members present may choose one of their number to be Chairperson of the meeting.

2. Notice of meeting

- (a) A Committee Member or, if requested by a Committee Member so to do, an employee of the Motorsport Register, may convene a meeting of the Committee by giving notice in accordance with this clause.
- (b) Not less than 2 working days' notice of a meeting of the Committee must be sent to every Committee Member who is in New Zealand, and the notice must include the date, time, and place of the meeting and the matters to be discussed.
- (b) An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Committee Members entitled to receive notice of the meeting agree to the waiver.

3. Methods of holding meetings

A meeting of the Committee may be held either:

- (a) By a number of the Committee Members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or;
- (b) By means of audio, or audio and visual, communication by which all Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

4. Quorum

- (a) A quorum for a meeting of the Committee is a majority of the Committee Members.
- (b) No business may be transacted at a meeting of Committee Members if a quorum is not present.

5. Voting

- (a) Every Committee Member has one vote.
- (b) The Chairperson has a casting vote in the case of an equality of votes.

- (c) A resolution of the Committee is passed if it is agreed to by all Committee Members present without dissent or if a majority of the votes cast on it are in favour of it or in cases where the Rules of the Motorsport Register require a three-fourths majority then if a three-fourths majority of the votes are cast in favour of it.
- (d) A Committee Member present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless he or she expressly dissents from or votes against the resolution at the meeting.

6. Minutes

The Committee must ensure that Minutes are kept of all proceedings at meetings of the Committee.

7. Unanimous resolution in lieu of meeting

- (a) A resolution in writing, signed or assented to by all Committee Members then entitled to receive notice of a Committee meeting, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.
- (b) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Committee Members.
- (c) A copy of any such resolution must be entered in the minute book of Committee proceedings.

8. Other proceedings

Except as provided in these Rules, the Committee may regulate its own procedure.

9. Absence of Committee Member

- (a) It is not necessary to give notice of a meeting of the Committee to any Committee Member for the time being temporarily absent from New Zealand.
- (b) Committee Member Proxies and representatives
 - (i) A Committee Member unable to attend a specified Committee meeting may appoint another Committee Member to act as his or her proxy at such meeting.
 - (ii) A proxy for a Committee Member is entitled to attend and be heard and vote at a Committee meeting as if the proxy were the Committee Member.
 - (iii) Nothing herein shall prevent the person appointed as proxy from exercising his or her vote as Committee Member in addition to the vote of the person for whom he or she is acting as proxy.
 - (iv) A proxy must be appointed by notice in writing signed by the Committee Member and the notice must state which particular meeting the appointment is for.

- (v) No proxy is effective in relation to a meeting unless a copy of the notice of appointment is deposited or a legible facsimile copy received by the President, Vice-President or Secretary not less than one hour before the start of the meeting.
- (vi) An instrument appointing a proxy may be in the following form or any other form which the Committee Members shall approve:

"I of being a Committee Member of the M.G. Motorsport Register (Auckland) Incorporated hereby appoint..... or failing him/her as my proxy to vote for me and on my behalf at the meeting of the Committee to be held on the..... day of 20... and at any adjournment thereof and on my behalf to sign the entry in the Minute Book of the Committee of any resolution or resolutions passed at such meeting or by such entry.
Signed this day of..... 20.....

Signed: _____