

THE CONSTITUTIONS AND RULES
of the
WAIKATO VINTAGE TRACTOR AND MACHINERY CLUB
INCORPORATED (2024)

The Secretary

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The office of the Club shall be at the premises of the Secretary for the Club.

Dated 5th September 2024

UNDER THE INCORPORATED SOCIETIES ACT 2024

**THE RULES
of the
WAIKATO VINTAGE TRACTOR AND MACHINERY CLUB
INCORPORATED**

THE "CLUB":

1. The name of the Club is the "Waikato Vintage Tractor and Machinery Club Incorporated".
2. The objects for which the Club is established are:
 - (a) To foster interest and engage in the preservation, restoration and maintenance of vintage tractors and machinery.
 - (b) To obtain and conserve all historical records concerning such vehicles or concerning any aspect of the early days of vintage machinery in New Zealand and elsewhere.
 - (c) To promote rallies, touring expeditions, competitions, trials and other such events as may be suitable for any of the club members' vehicles and machinery.
 - (d) To provide facilities by way of monthly meetings for members to obtain information relating to the maintenance of such vehicles and machinery and to this end to provide members with such information, literature, and other assistance.
 - (e) To foster among members a system of mutual voluntary assistance for the maintenance and preservation of vintage machinery.
 - (f) To promote and encourage such meetings, lectures, discussions and other social functions as the Committee shall from time to time determine.
 - (g) To foster road courtesy and safe driving.
 - (h) To keep authentic records of all matters as shall assist in the promotion of the above objects or any of them.
 - (i) To foster, cultivate, and promote the social welfare of members by providing suitable premises for organising social activities and generally to promote and forward the interests and welfare of the Club and its members.
 - (j) To purchase, take on, lease or in exchange or hire or otherwise acquire, hold mortgage and dispose of any real or personal property or rights and privileges which the Club shall think necessary or expedient for the purposes of attaining the objects of the club or any of them.

- (k) To sell, lease, hire or otherwise dispose of any property or any interest of the Club and to surrender any lease held by it on such terms and conditions as the Committee deems fit.
- (l) That the club may cultivate reciprocal relations with kindred institutions in this and other countries.
- (m) That the club may invest and deal with the funds of the club upon such securities or in such manner and upon such terms and conditions as the Club may think fit.
- (n) That the Club may take any gifts or property whether subject to any special trusts or not, for any one or more of the objects of the Club.
- (o) That the Club may print, publish and sell 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 Club.

MEMBERSHIP:

- 3. Any person may apply to become a member of the club. Membership of the club shall not confer on any member thereof, any estate or proprietary right interest or share in the funds and property of the Club, nor shall any member be personally liable for any of the liabilities of the Club.
 - (a) **APPLICATION FOR MEMBERSHIP:**
Each applicant for any new membership must complete and sign the prescribed form of application for membership. The prescribed form of application shall be in such form as the Committee shall from time to time determine. The completed form of application shall then be forwarded with entry fee and first annual subscription to the Secretary who shall forward the application before the Committee which has the power to accept or decline the application for new membership.
 - (b) **MEMBERSHIP:**
Associate membership is available to a member's partner or a member of the extended family. The associated member shall not have voting rights.
 - (c) **SUBSCRIPTION:**
Subscription rates may be determined from time to time by the decision of an Annual General Meeting or Special General Meeting. Annual subscriptions for all members shall be paid on or before 1st May in the year for which the same shall fall due.
 - (d) Members are required to notify the Secretary of a change in name and / or an address.
 - (e) Members are able to make a request, in writing, for the information that the club holds about that member.
 - (f) **RESIGNATION:**
Any member may resign his or her membership on payment of any outstanding fees and giving written notice to that effect to the Secretary.

VOTING:

4. For all purposes in connection with the holding of a general meeting or an election or the nomination of a candidate for office or for membership, no member who is unfinancial shall record his or her vote and such a member shall not be deemed to be financial unless his or her subscription is paid up to the end of the current subscription year.

DEFAULT IN PAYMENT OF FEES:

5. No member whose membership fee is in arrears may speak or vote at any meeting of the Club. If default in payment of fees be continued for three months from the due date, the Committee shall have the power to strike the name of such defaulting member off the membership roll of the Club.

FINANCIAL YEAR:

6. The financial year of the Club shall commence on the 1st. day of January in each year and to terminate on the 31st. day of December of that year.

ANNUAL GENERAL MEETING:

7. The Club shall hold an Annual General Meeting in the month of May in each year. Seven days' notice shall be given by advertisement in the Club newsletter and by electronic means to members. The purpose of the meeting is the electing of officers, receiving the report of the outgoing Committee, the Treasurer's statement of receipts and expenditure and the balance sheet and transaction of any other general business of the Club.

SPECIAL GENERAL MEETING:

8. A Special General Meeting of the Club shall be called by the Secretary within ten days of receiving a requisition signed by three members of the Committee or ten ordinary members. A notice calling such a meeting and stating the business to be dealt with shall be advertised in the the club newsletter and by electronic means, at least seven days before the date of such a meeting. No business other than that for which the meeting is called shall be dealt with.

MANAGEMENT COMMITTEE:

9. (a) The Committee shall consist of a President, Vice-President, Secretary and/or Treasurer and a minimum of six committee members, all of whom shall be elected (by ballot if necessary) at each Annual General Meeting.
- (b) The retiring President of the Club may sit on the Committee ex-officio for the year subsequent to his or her term of office.
- (c) The presence of five members of the Committee shall be deemed a quorum. In the event of a quorum not being present within five minutes after the time appointed, then the Chairman shall adjourn the meeting to a suitable date and time and the Secretary shall notify the Committee members accordingly.
- (d) Any member of the Committee who fails to attend four consecutive meetings of such committee shall cease to be a member of such committee unless he or she furnishes satisfactory reasons for such absence.
- (e) In the event of any office becoming vacant, such vacancy shall be filled by the remaining members of the Committee.

- (f) The President or Vice-President, or any two members of the Committee shall have power at all times to instruct the Secretary to cancel any meeting called of the Committee.
- (g) The President or Vice-President or any two members of the Committee shall have power at all times to instruct the Secretary to call a meeting of the Committee.
- (h) The Committee shall have power to frame rules and regulations for the use of the Club's equipment and to alter or vary the same when necessary.
- (i) The Committee shall have power to make by-laws and to alter or rescind them as occasion may require and such by-laws shall have the same effect as the rules of the Club provided they are not inconsistent therewith. Any such by-laws made by the Committee are to be attached to the Club's copy of the rules.
- (j) The Committee may from time to time raise or borrow or secure the payment of any sums of money for the purpose of the Club.
- (k) The Committee may raise or secure the payment or repayment of such monies in such manner upon such terms and conditions in all respects as it may think fit and in particular by the issue of debentures charge upon all or part of the property of the Club.
- (l) Committee meetings shall be held at such times at such places as the Committee may from time to time deem fit. The Secretary shall give notice to each member thereof the intention to hold such meetings.
- (m) The Committee shall have the power and right to co-opt to establish Sub-committees to deal with any matters or projects (at the direction of the Committee) and for this purpose to co-opt members to serve thereon. At least one Committee member shall be appointed to any such sub-committee and such sub-committee shall have only such powers as maybe delegated to them from time to time by the Committee.

QUORUM:

- 10. Ten members actually present shall constitute a quorum at the Annual General Meeting and all Special General Meetings. In the event of a quorum not being present within ten minutes after the time appointed, then the Chairman shall adjourn the meeting to a suitable date and time at least fourteen days hence. The Secretary shall give seven days' notice of such a meeting by advertisement in the local paper and electronically.

METHOD OF VOTING:

- 11. The voting at all meetings shall be open or by ballot if demanded by a majority of those present. The Chairman shall have a casting vote.

PRESIDENT:

12. The President of the Club shall be Chairman to all General Meetings and all Committee meetings at which he shall be present and in his absence, the meeting shall be chaired by the Vice-President, or failing the Vice-President, any other member of the Club or Committee as elected to the Chair by the meeting.

SECRETARY AND TREASURER:

13. The positions of Secretary and Treasurer may be held by one or two members of the Club as decided at the Annual General Meeting.

(a) SECRETARY - It shall be the duty of the Honorary Secretary:

- (i) To attend all meetings of the Club and the Committee unless by reason of unavailability.
- (ii) To be the dedicated contact for the Club and to provide his / her contact details to the Registrar.
- (iii) To keep a register of members.
- (iv) To call all meetings of the Club or Committee forthwith upon being requested to do so in accordance with these rules.
- (v) To take minutes of all meetings of the Committee and members.
- (vi) To conduct all correspondence including sub-committees.
- (vii) To keep a record of all attendances at meetings of the Committee.
- (viii) Forward by post or electronically, to members, all notices including those required by the Rules.
- (ix) To obey all such lawful instructions and to do and perform all such lawful acts and things as may be given or required to be done by a meeting of the Club or Committee to perform any other duties imposed on him by these Rules.
- (x) The Secretary may be paid such honorarium as the Club in General Meeting shall from time to time decide.

(b) TREASURER - It shall be the duty of the Honorary Treasurer:

- (i) To collect and receive all monies due to the Club.
- (ii) To be responsible for paying for all monies paid into his or her hands on account of the Club into an account or accounts in the name of the Club in a bank or banks selected by the Committee.
- (iii) To keep such book or book of accounts as the Committee may from time to time require showing the Club's receipts and expenditure and all other matters usually entered in such books.
- (iv) To pay out of the Club's general working account all debts and accounts contracted by the Club after the same shall have been passed by the Committee for payment.
- (v) To prepare prior to the Annual General Meeting, an audited statement of accounts for the preceding financial year. The audited accounts shall then be submitted to the

Committee for such alteration or addition as the Committee deems fit and the placed before the Annual General Meeting for approval and adoption.

- (vi) To obey all such lawful instructions and to do and perform all such lawful acts and things as may be from time to time be given or required to be done by a meeting of the Club or the Committee, or by these Rules.
- (vii) To do and perform all such other lawful duties as may usually appertain to the office of the Treasurer.
- (viii) The Treasurer may be paid such honorarium as the Club in General Meeting shall from time to time decide, but should the Treasurer also hold the position of Secretary to the Club, then only one honorarium at the discretion of the Committee shall be paid by the Club commensurate with the duties of both Secretary and Treasurer of the Club.

AUDIT:

- 14. The Financial reviewer, who shall be selected during the financial year, shall review the books of the Club and when satisfied with the correctness of the statement of accounts, append their certificate.

OFFICE:

- 15. The situation of the office of the Club shall be the premises of the Secretary of the Club.

GUESTS:

- 16. No member shall introduce as a guest a person who has been suspended, required to resign, or expelled, or whose name has been struck off the register of members either for non-payment of subscription or for any other reason.

WINDING UP:

- 17. A majority of the members present at the Annual General Meeting or a Special General Meeting convened for that purpose may resolve that the Club shall be wound up as from a date to be decided in such resolution. That meeting may also direct the disposition of the funds and property of the Club after the winding up thereof. Any such funds and property shall be dispersed between other vintage machinery clubs with similar objects in New Zealand, with suitable recognition to the Waikato Vintage Tractor and Machinery Club Incorporated. Such resolution shall be confirmed at a subsequent Annual or Special General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

ALTERATIONS TO RULES:

- 18. No alterations or suspensions of or additions to or rescinding of the Rules shall be made except at a Special or Annual General Meeting. Any member wishing to propose any changes of the Rules shall give notice in writing of such intention to the Secretary who shall give at least seven day's notice to members and shall set forth in such notice, the proposed alterations or such suspensions of or additions to or rescinding of the Rules. Any such alternations or suspensions of or additions to or rescinding of the Rules must be carried by a majority of at least two-thirds of the members actually at the meeting.

COMMON SEAL:

19. The Common Seal shall be kept at the registered office of the Club or in the custody of the Secretary and shall be affixed only by resolution of the Committee and in the presence of two members of the Committee and the Secretary.

LIBRARY BOOKS:

20. That it be Club policy not to loan library books to non-members or institutions.

LIABILITY OF OFFICERS:

21. Any Committee member who may by the authority of the Committee accept or incur any pecuniary liability on behalf of the Club shall be held indemnified by the Club against any personal loss in respect of such liability. This indemnity shall extend to any obligations incurred by any Committee member or member of the Club provided that the Committee or Club shall by resolution, ratify or confirm the action of such a Committee member or member of the Club.

PECUNIARY GAIN:

22. 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 have been paid in an arm's length transaction (being the open market value).

NOTICES:

23. Any notice required by these Rules to be given shall be in writing and may be serviced either personally or by electronic means.

LIFE MEMBERSHIP:

24. Any two financial members of the Club may submit to the Secretary, a nomination in writing, proposing and seconding another member for Life Membership. The nomination will then be considered by the Committee in consultation with the Patrons. The Committee may or may not recommend this nomination. The presentation of this award shall be made at an appropriate occasion. A Life Member shall not be obligated to pay an annual membership fee.

PATRONS:

25. Any two members may submit to the Secretary, a nomination in writing with full explanation, proposing and seconding another person to the office of Patron of the Club. The nominated person should come from within the Club and have been a longstanding member with good input and background knowledge of how the Club operates. The nomination will be considered by the Committee who may or may not recommend the nomination for approval. The nomination for Patron shall be presented at an Annual General Meeting. The Office of Patron is the highest award that the Club can make to any person and will be granted sparingly and in recognition of significant individual service and advancement of the objects of the Club. The Office of Patron is an honorary appointment and does not commit any holder of the office to any financial obligations of the Club. A Patron will enjoy all the privileges of full membership and in addition will have speaking rights at any meeting of the Club. It is expected that a Patron will offer advice and assistance within the Club that will promote the objects and best interests of the Club before any personal interests or views of

the Patron. It is also expected that a Patron will assist in representing the Club at functions particularly in civic or other important occasions.

A Patron shall not be obligated to pay an Annual Membership Fee. The appointment of Patron is for life or until such time as the holder of the office notifies the Secretary in writing. No more than two (2) Patrons will be allowed at any one time.

DISPUTE RESOLUTION PROCEDURES

26 A disagreement is defined as a dispute if it also relates to an allegation that —

- an officer or a member has engaged in misconduct, or
- a member's rights or interests have been damaged, or
- there has been (or is likely to be) a breach by members, officers, or the Club of a duty under —
 - the Club's constitution, or
 - the Incorporated Societies Act 2022.

Should a disagreement arise, then the following procedure will be followed.

(a) How complaint is made

- (i) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Club.
- (ii) The Club may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - a. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
 - b. sets out the allegation to which the dispute relates.
- (iii) The information given under subclause (i)b. or (ii)b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (iv) A complaint may be made in any other reasonable manner permitted by the Club's constitution.

(b) The person who makes complaint has right to be heard

- (i) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (ii) If the Club makes a complaint —
 - a. the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the Club.
- (iii) Without limiting the manner in which the member, officer, or Club may be given the right to be heard, they must be taken to have been given the right if
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the member's, officer's, or Club's written statement or submissions (if any) are considered by the decision maker.

(c) Person who is subject of complaint has right to be heard

- (i) This clause applies if a complaint involves an allegation that a member, an officer, or the Club (the respondent) —
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the Club's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- (ii) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (iii) If the respondent is the Club, an officer may exercise the right on behalf of the Club.
- (iv) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

(d) Investigating and determining dispute

- (i) The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (ii) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

(e) Club may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the Club may decide not to proceed further with a complaint if —

- (i) the complaint is trivial; or
- (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a member or an officer has engaged in material misconduct;
 - b. that a member, an officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's constitution or the Incorporated Societies Act 2022;
 - c. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (iv) the person who makes the complaint has an insignificant interest in the matter; or
- (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (vi) there has been an undue delay in making the complaint.

(f) Club may refer complaint

The Club may refer a complaint to —

- (i) a. a subcommittee or an external person to investigate and report; or

- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (ii) The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation etc).

(g) Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- (i) impartial or
- (ii) able to consider the matter without a predetermined view.