

BMW OWNERS REGISTER OF NEW ZEALAND INCORPORATED

Constitution and Rules January 2017

(These Rules rescind all previous Rules of the Club)

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Constitution and Rules 2017

1.0 NAME

The club shall be called the “BMW Owners Register of New Zealand Incorporated” hereafter referred to as “the Club”.

2.0 REGISTERED OFFICE

The registered office of the Club will be at such place as is determined by the Board.

3.0 INTERPRETATION

In these rules, unless inconsistent with context:

- 3.1 “the Club” means BMW Owners Register of New Zealand Incorporated
- 3.2 “the Roll” means the roll of members
- 3.3 “Month” means calendar month
- 3.4 “the Board” means the Board of Management of the Club
- 3.5 “the Rules” means these rules and or any other rules of the Club at the time being in force
- 3.6 “the Act” means the Incorporated Societies Act 1908 and its amendments and any statutory provision for the time being in force in modification of, or in substitution of the same
- 3.7 “Officer” means any officer elected in accordance with the Rules

Should any doubt arise concerning the interpretation of any rule, regulation or bylaw for the time being in force, or any matter not provided for in these rules, the decision of the Board by way of resolution recorded in its minute shall be conclusive and binding on all members of the Club until revoked at a General Meeting of members. Each financial member may upon request obtain a copy of the rules.

4.0 OBJECTS

The objects of the club shall be to:

- 4.1 Provide a means by which BMW motorcycle owners can ride together, meet for companionship and social activities.
- 4.2 Encourage the responsible pursuit and enjoyment of owning and riding BMW motorcycles.
- 4.3 Represent among government, regulatory authorities, manufacturers, media and other relevant bodies the interests of BMW motorcyclist in particular and motorcyclists in general.
- 4.4 Encourage and promote safe motorcycling among members and the motorcycling community.

5.0 POWERS

The powers of the Club shall be to:

- 5.1 Maintain the Constitution which provides for the effective provision of the amenities above and any other activity which may conveniently be carried out in conjunction therewith.
- 5.2 Make or alter the rules of this Constitution by resolution in General Meeting.
- 5.3 Employ or invest funds of the Club in such manner as shall be deemed to be in the best interest of the Club.

- 5.4 Provide an organisation and executive to efficiently control and provide the amenities specified above.
- 5.5 Enter into and/or terminate contracts with members, sponsors and other persons, agencies and organisations.
- 5.6 Delegate duties, co-opt or appoint subcommittees or individuals.
- 5.7 Subscribe to, affiliate to and cooperate with kindred and other organisations, including international.
- 5.8 Establish tribunals to implement disciplinary procedures, conduct hearings and appeals, and impose sanctions and penalties including the withdrawal, suspension and termination of membership.
- 5.9 Delegate powers to the Board to do all such things as are incidental or conducive to the attainment of the Objects and Powers of the Club including power to make policies and bylaws.
- 5.10 Do all things that are incidental or conducive to the attainment of any of these.

6.0 MEMBERSHIP

- 6.1 **Categories of Membership.**
The categories of membership of the club shall be determined by the board. The annual fee payable for each category of membership shall also be determined by the board. The categories of membership and the annual fees must be passed by a majority vote at a board meeting.
- 6.2 **Application for Membership.**
Application for membership shall be made in writing and shall be in such form as the Board from time to time prescribes.
- 6.3 **Admission to Membership.**
At the next meeting of the Board after the receipt of any application for membership and the fee applicable for any class of membership having been paid, such membership application shall be considered and decided.
- 6.4 **Change of Category of Membership.**
Any application for a change of category of membership shall be made and completed in writing addressed to the Board.
- 6.5 **Resignation of Membership.**
Any member deciding to resign must notify the Board in writing prior to the end of the financial year or be liable for an annual subscription. Any member who remains unfinancial for more than one month and further fails to respond to requests for payment shall be deemed to have resigned.
- 6.6 **Discipline**
If it is alleged that a member has conducted themselves in such a manner so as to have committed a serious breach of the rules of this Club then the Board will send to that member a statement detailing the alleged offence and inviting the member and an advocate to present an answer either in writing or in personal attendance before the Board. The Board may, if it is satisfied that it is necessary or desirable to do so having regard to the interests of the Club make an order suspending the member from the benefits of membership pending the matter being determined.
- 6.7 **Withdrawal, Suspension or Termination of Membership.**
 - 6.7.1 A Membership may be withdrawn, suspended or terminated if the member:
 - a. is convicted of an indictable offence, or,
 - b. fails to comply with any of the provisions of these rules, or,
 - c. acts in a manner which brings the club into disrepute.

6.7.2 A member may have membership withdrawn, or be suspended, or removed from office on a resolution carried by a majority of votes recorded at a meeting of the Board.

6.8 Reinstatement of Membership.

A member may apply to have membership restored at the end of the period defined, or at the discretion of the Board.

6.9 Appeals against Withdrawal, Suspension or Termination of Membership

6.9.1 A person whose membership has been withdrawn, suspended or terminated may within fourteen (14) days of receiving written notification thereof, lodge with the Secretary notice of intention to appeal against the decision of the Board.

6.9.2 The Board will immediately appoint an Appeals Commission of three persons to hear any appeals on decisions taken by the Board against Withdrawal, Suspension or Termination of Membership.

6.9.3 Upon receipt of a notification of intention to appeal the Board shall, within 14 days of the date of receipt of such notice, convene a meeting of the Appeals Commission to determine the appeal. At such meeting the applicant shall be given the opportunity to fully present a case and the meeting shall have the opportunity to hear the opposing view. The appeal shall be determined by the majority of members at such meeting.

6.10 Roll of Members.

The Board shall cause a roll to be kept in which shall be entered the full name, email address, residential address, telephone number, occupation, category of membership and other relevant information of all persons admitted to membership of the Club, the dates of their admission and/or subsequent changes.

6.11 Compliance.

All members must comply with the Constitution and the Policies and by-laws of the Club.

7.0 OFFICERS

7.1 Officers of the Club.

The Officers of the Club shall be the:

- President
- Vice President
- Secretary
- Treasurer
- Membership Secretary
- Members' Representative

The Immediate Past President shall have an ex officio role for the following year but will not be entitled to vote.

7.2 Election:

7.2.1 Each year the members of the Club eligible to vote shall, by ballot, elect the President, the Vice President, the Secretary, the Treasurer, the Membership Secretary and the Members' Representative. Nominations shall be by way of written nomination signed by a current financial member and endorsed with the consent of the nominee. Nominations must be received by the secretary to enable publication in the last newsletter distributed before the day fixed for the annual general meeting. Nominations may be received at the annual general meeting provided that no member can be elected who has not consented to being nominated.

- 7.2.2 The President, the Vice President, the Secretary, the Treasurer, the Membership Secretary and the Members' Representative shall be elected for a term of two years with a maximum of three terms.
- 7.2.3 The President and Vice Presidents shall retire by rotation in alternate years and may offer themselves for re-election.
- 7.2.4 Any vacancies arising between the Annual General Meetings shall be filled by the Board at its next meeting. Any Officer so appointed shall retire at the following Annual General Meeting but be eligible for re-election.

7.3 Election Procedure

- 7.3.1 The order of election shall be in accordance with the position specified in rule 8.1 and in the event of any person being elected to any position, then their nomination for any other position shall be null and void.
- 7.3.2 In the event of there being insufficient nominations or just sufficient nominations, for the available offices, then those nominated shall be declared elected without a ballot.
- 7.3.3 In the event of nominations for office exceeding the vacancies, a vote shall be held of all members of the Club present at the Annual General Meeting and eligible to vote.
- 7.3.4 Two scrutineers shall be appointed by the Annual General Meeting and they shall count the votes and report the result of their count to the Chairperson of the Annual General. The result shall be declared at such meeting. If ballot papers were used for that vote they will be destroyed after the result has been declared.

7.4 Eligibility for Election

- 7.4.1 Any Club member who puts him or herself forward for election as an officer of the Club must comply with the following criteria:
- Be a financial member of the Club
 - Not be an undischarged bankrupt
 - Not be mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992.
- 7.4.2 Any officer who, during their term of office does not comply with 7.4.1 or is on temporary suspension from the Club must immediately resign from the position held.

8 BOARD OF MANAGEMENT

8.1 The Governing Body of the Club

The governing body of the Club shall be a Board of Management and shall consist of:

President who will be the Chairperson,
Vice President
Secretary
Treasurer
Membership Secretary
Members' Representative
Immediate Past President who is a non-voting member.

8.2 Powers and Duties

- 8.2.1 The Board shall be responsible to the members for achieving the objects of the Club. The Board shall be responsible to the members for the overall control of the Club and shall have authority for all aspects of financial management, business and general affairs of the Club which include, but are not limited to the following:
- a. To coordinate and direct a long-term plan and policies for the diligent use of the Club's finances and resources.
 - b. To formulate and implement a long-term plan and policies for the furtherance of the objects of the Club.
 - c. To formulate long-term policy to ensure full and satisfied membership of the Club.
 - d. To exercise all such powers and do all such acts and things as the Club by its Rules or Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed to be exercised or done by the Club in general meeting but, subject, nevertheless, to the provisions of existing statutes.

Without prejudice to the general powers conferred by the preceding and other powers confirmed by these rules the Board shall have the following additional powers:

- 8.2.2 To invest such part of the funds of the Club as shall not be required to satisfy or provide for immediate demands of the Club in an investment portfolio that contains an appropriate range of investments, is diversified to a suitable extent, and is invested in such manner as is reasonably expected from a prudent business person exercising an appropriate level of care, diligence and skill in investing money and managing the affairs of others.
- 8.2.3 To determine who shall be authorised to sign on behalf of the Board, bills, notes, receipts, cheques, contracts and documents provided that any such documents are signed by two duly authorised signatories unless the Board has resolved otherwise.
- 8.2.4 To cause full and complete records of all Club activities to be kept.
- 8.2.5 To cancel any membership for non-payment of subscriptions provided the member shall be given four weeks notice in writing of the Board's intention to cancel the membership. The notice shall contain a statement informing the member that his or her membership shall be cancelled on a certain date if payment is not made.
- 8.2.6 To endorse all payments from Club funds to meet budget requirements, and to report to members all significant non-budgeted expenditure through notation in monthly minutes of Board meetings.
- 8.2.7 To regulate, and if necessary control, the number of members within the categories and types of membership and under such conditions as it may deem expedient.
- 8.2.8 In the event of any matter arising from the conduct of the Club's activities for which there is no provision in these Rules to deal effectively with such matter, the Board may, at its discretion (not controllable in any Court of Law or Equity) deal with and dispose of such matters as it deems fit.
- 8.2.9 From time to time to make, alter and rescind regulations and bylaws for conducting the affairs of the Club and carrying out the objects of the Club. Such regulations and bylaws shall not be inconsistent with these Rules.

8.2.10 To undertake an annual analysis of financial, operating, environmental and other risks to the club and develop potential actions of mitigation for significant risks.

8.3 Meetings

8.3.1 The Board shall generally meet at such times and places as it determines necessary, provided it shall meet at least four (4) times in each calendar year. Meetings may be held in person or by any other means of communicating decided upon by the Board.

8.3.2 The President shall preside at every meeting of the Board. At any meeting where the President is not present or is unwilling to act as Chairperson the members present may elect their own Chairperson from the remaining Board members.

8.3.3 Three (3) members of the Board personally present shall be a quorum and no business shall be transacted unless a quorum is present

8.3.4 At any meeting of the Board the person presiding at the meeting shall have a deciding vote and, in the case of an equal number of votes, shall also have a casting vote.

8.3.5 A special meeting of the Board may be convened on the requisition of not less than three (3) members of the Board.

8.3.6 All proceedings and all resolutions of the Board shall be recorded as minutes in either hard copy or electronic form.

9.0 MEETING OF MEMBERS

9.1 Annual General Meeting

9.1.1 The Board shall convene an Annual General Meeting of the Club to be held in conjunction with the annual rally but not later than eight months following each financial year at such time and place as the Board may determine

9.1.2 The Officers of the Club will be elected at the Annual General Meeting

9.1.3 The meeting shall transact only business specifically set down in the notice convening a meeting

9.1.4 At such meeting the following items will be presented for adoption:

- Minutes of the previous meeting,
- Annual report from the Board,
- Financial statements for the financial year, including income and expenditure, balance sheet for the past year and the estimate of income and expenditure for the current year.

9.1.5 Any member wishing to bring before the Annual General Meeting any notice to be included in the business of the meeting shall give notice in writing of such motion to the Secretary before 5 p.m. on the 20th day before the Annual General Meeting and no such motion shall come before the meeting unless such notice has been given or unless the Board shall see fit to dispense with this requirement in any particular case.

9.2 Special General Meeting

9.2.1 A Special General Meeting of members may be called at the direction of the Board at any time in such place as the Board may determine.

9.2.2 In addition a Special General Meeting shall be called within one month from the date of receipt of a requisition in writing signed by not less than Three (3)

members of the Board or of Ten (10) members entitled to vote and such requisition shall clearly state the reasons why such a meeting is being convened and the nature of the business to be transaction.

- 9.2.3 If the Board neglects to call a Special General Meeting within one month of the date of delivery of the requisition, the requisitionists may convene it themselves.
- 9.2.4 No business shall be transacted at any Special General Meeting except such as has been specified in the notice convening it.
- 9.2.5 At any Special General Meeting a motion of no confidence in the Board or any member or members thereof may be moved and passed, provided that notice of the intention to move has been given and the notice calling such meeting.
- 9.2.6 On the passing of such a motion the Board, or such member or members as the case may be, shall be deemed to have resigned and the meeting shall have the power to and may then proceed to elect a new Board or a new member or members thereof as the case may be, in the same manner, or as nearly as practicable in the same manner, as at an Annual General Meeting of the Club to hold office until the next Annual General Meeting of the Club.

9.3 **Notice of Meeting**

- 9.3.1 Fourteen (14) days notice shall be given of all Annual and Special General Meetings and the notice shall state the business to be considered at the meeting.
- 9.3.2 The notice shall be sent electronically or by post to all members at their last known place of address and posted on the Club website fourteen days prior to the meeting
- 9.3.3 The accidental omission to give notice of a meeting to any member or members shall not invalidate the proceedings of any meeting provided that any omission to give notice shall not affect more than 20% of the members.

9.4 **Quorum**

At all Annual or Special General Meeting no fewer than 25 members present actually or by video conferencing entitled to vote shall form a quorum. Unless a quorum is present within 15 minutes of the time for which the meeting is called, the meeting shall stand adjourned for a fortnight and then be held at the same time and place, and the business on the Agenda Paper, but no other, shall be then disposed of by the members present, in person without constituting a quorum.

9.5 **Adjournment.**

Any meeting may be adjourned as the members present shall resolve.

9.6 **Chairperson.**

The Chairperson of every Annual or Special General Meeting shall be the President and in their absence a Chairperson shall be elected from members present.

9.7 **Voting and Proxy Voting.**

- 9.7.1 At any general meeting of members every member will have one vote expressed by a show of hands or in writing.
- 9.7.2 No member shall be entitled to be present and vote at any Annual or Special General Meeting or participate in any ballot or to be reckoned in a quorum who is in arrears with any subscription or sum payable by them to the Club.
- 9.7.3 At all meetings of the Club voting on all matters, the Secretary having first declared the number of votes received by proxy, shall be by a show of hands. Alternatively, any 20 members present with voting rights may (before or on

the declaration of the result of the show of hands) ask for a ballot. Unless a ballot is so demanded the declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect on the books containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.8 Ballot

9.8.1 If a ballot be demanded it shall be taken in such manner and in such time and place as the Chairperson of the meeting may direct and either at once or after an adjournment or otherwise, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn. The results of any ballot shall include the numbers of votes cast both for and against.

9.8.2 The demand of a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.

9.9 Casting Vote

In the case of an equal number of votes, either by a show of hands all a ballot, the Chairperson shall have a casting vote in addition to the vote to which he or she may be entitled. The Chairperson at the meeting shall be the sole and absolute judge of the validity of every vote tended at any meeting or ballot at the meeting.

9.10 Minutes

9.10.1 Minutes of all Annual or Special General Meetings shall be kept and the record of minutes shall be open to the inspection by members at all reasonable times.

9.10.2 The first business at every meeting after the Chair is taken and apologies received shall be the adoption of the minutes of the last meeting and if the minutes do not appear to have been correctly recorded, they shall on being found or made correct be signed by the Chairperson.

10.0 Financial

10.1 The financial year of the club shall end on the 30 June in each year.

10.2 The Treasurer shall be responsible for keeping true and a full account of money received and expended by the Club and of the assets and liabilities of the Club in proper books which shall be kept at such place as the Board thinks fit.

10.3 The Treasurer shall be responsible for the preparation of all financial statements, a copy of which shall be prepared and published prior to an Annual General Meeting.

10.4 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to the members of the Club or any of them and no member shall in any way receive any pecuniary gain from the property or operations of the Club. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Officer or servants of the Club, or prevent the payment of interest on the bona fides borrowings of money by the Club from any member.

10.5 The Treasurer shall provide for the safe custody of books, documents, instrument of title and securities of the Club.

11.0 Power to Contract with the Club

- 11.1 No Board Member shall be disqualified by reason of their office from contracting with the Club either as vendors or purchaser or otherwise.
- 11.2 It shall be the duty of any Board Member to declare the nature of any interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. The Board Member must declare his or her interest at the first opportunity which would usually be the first meeting in which the contract or arrangement was discussed.
- 11.3 No Board Member who declares his or her interest shall vote at a Board meeting on any matter relating to the contract or arrangement.

12.0 Indemnity

The Club hereby agrees to indemnify all or any Office bearers both past and present against any personal liability whatsoever incurred by virtue of any such Office bearers lawfully and properly acting or omitting to act in their capacity as Office bearer. The indemnity does not extend to an Office bearers personal dishonesty or to the wilful commission or omission by that Office bearer of an act known to that person to be a breach of that person's duty to the club.

13.0 Disputes

Any disputes between the Club, its Officers and its members shall be referred to the Board for determination. Any determination by the Board in respect of any disputes shall, at the request of any party to that dispute, be referred by the Board to arbitration in accordance with the Arbitration Act 1996. Any such reference to arbitration shall be a reference to a single disinterested arbiter to be appointed by the Board and the decision of such arbiter shall be final and binding upon the parties to the dispute in respect of all questions of fact.

14.0 Amendment to Club Rules

14.1 Rules may be added to, repealed or amended only by a two thirds majority vote at an Annual General Meeting or at a Special General Meeting of the Club called for that purpose.

Any member desiring to propose any repeal, amendment or addition to these rules shall give notice in writing to the secretary at least 20 days before the date of such a meeting.

Notice of any such repeal, amendment or addition must be posted or sent electronically to each member at least 14 days before the date of the meeting at which each proposed repeal, amendment or addition is considered.

14.2 No addition to or alteration or rescission of the rules shall be approved if it affects the not for profit aims, personal benefit 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.

15.0 Club By-Laws

- 15.1 The Board has power to establish, amend, or adopt by-laws.
- 15.2 Such by-laws must conform to the Rules of the Club both in fact and intent.

16.0 Dissolution.

- 16.1 Should the Club at any time determine in General Meeting that it be merged with another organisation then the funds or property remaining after the satisfaction of all debts and liabilities shall pass to the new organisation.
- 16.2 Should the membership of the Club fall below 30 members for a period of three months then the Club shall be wound up. The Club may also be wound up voluntarily if the Club at a General Meeting of its members passed a resolution requiring the Club to be wound up and the resolution is confirmed at a subsequent General Meeting called for that purpose and held no earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 16.3 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its liabilities and costs, charges and expenses of the winding up, any property or assets whatsoever, that property or those assets shall not be paid or distributed amongst the members of the Club but shall be given or transferred to some other charitable organisation having objects similar to the objects of the Club or used to further a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

17.0 Revocation

All Rules existing immediately prior to these Rules coming into operation are hereby revoked provided that such revocation shall not effect:

- a. The validity, effect or consequence of anything already done or suffered,
- b. Any right, interest or title already acquired, accrued or established or any remedy or proceeding in respect thereof,
- c. Any existing status or capacity,
- d. The proof of any past act or thing.