

WOLSELEY CAR CLUB NZ INCORPORATED

INCORPORATED SOCIETY NO: 220722

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CONSTITUTION

Adopted at a Special General Meeting on 27 May 2025

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Introductory Rules

Name

The name of the society is **Wolseley Car Club NZ Incorporated**, which is abbreviated in this Constitution as the '**Society**'.

Structure of the Society

The **Society** consists of several regional **Branches**, the number of which can change from time to time, depending on the interest in any particular region of New Zealand. Regional branches, if established will consist of a minimum of five financial members of the **Society** within a specific and defined region of New Zealand, and will be formally recognised by the **National Committee**, with formation or dissolution of the Branch approved at a **National Annual General Meeting** of the **Society**.

Each regional branch will be organised and run in accordance with these Rules by a **Branch Committee**, whom in turn is responsible to the National Committee. The National Committee shall have oversight of the affairs and operation of every Branch Committee and represent the interests of the whole Society, including all statutory requirements.

Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances. Annual General Meetings will be held by individual Branches prior to 31 August each year and followed by a National Annual General Meeting to be held by 31 October each year.

'**Associated Person**' means a person who:

- may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) including that member, their spouse where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**;
- may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates;
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates;
- may be interested in the matter because the Society's constitution so provides;

but no such **Member** shall be deemed to have any such interest:

- merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

- if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or
- if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under the Act or the **Society's** constitution.

Branch Structure

Branch or Branches means the membership of the society shall be grouped on a geographical basis into sub-groups referred to as **Branches**. Each **Branch** shall be part of and included as a party to the **Wolseley Car Club of NZ Incorporated** Register of Incorporated Societies.

Branch Committee means the governing body of a specified regional area of members.

Branch Committee Member means a member of the committee which governs the branch, including the **Branch President**, **Branch Secretary/Treasurer** and **Branch Delegate**.

Branch Delegate means the member of the **Branch** appointed at the Branch Annual General Meeting to represent the **Branch** at the **Society's National Annual** and **General Meetings**.

President means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the particular **Branch** of the **Society** and chairing **Branch General Meetings**.

Clear Days means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

National Structure

National Committee means the **Society's** National governing body.

National Committee Member means a member of the **National Committee**, including the **National President**, **National Immediate Past President**, **National Secretary** and **National Treasurer** and **Branch Delegate(s)**.

National Vice President means the **National Committee Member** elected or appointed to deputise in the absence of the National President.

General Meeting means either an **Annual General Meeting** or a **Special General Meeting** of a **Branch** of the **Society**, or of the **National** body. If the latter, it shall include all **Branch Members of the Society** and shall be so described as a **National** meeting.

Matter means (a) the **Society's** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

Member means a person or persons properly admitted to the **Society** as described below.

Notice to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

Officer means an individual who is appointed or elected to a position of office in the Society in accordance with this Constitution (such as a **Committee Member**).

Privacy Officer means the person appointed by the National Committee to address privacy matters at the Society.

Register of Interests means the register of interests of **Committee Members** and all other Members kept under these **Rules**.

Register of Members means the register of **Members** kept under these **Rules**.

Rules means the rules of this Constitution.

Safety Officer means the person appointed by the National Committee to address Health & Safety matters at the Society. Also known as **Health & Safety Officer**.

Voting Members means those persons entitled to vote at General Meetings of the Society as specified in this Constitution.

For Both National and Branches:

‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

Purposes

The primary purposes of the **Society** are to:

- promote interest in and use of Wolseley vehicles;
- promote and encourage the efficient maintenance of members’ vehicles;
- provide technical assistance to assist owners to restore and maintain Wolseley vehicles;
- operate a spare parts facility to assist owners to restore and maintain Wolseley vehicles;
- publish a regular newsletter at intervals to be determined by the National Committee which may include technical information, reports of social events, advertising of upcoming events, advertising the sale and/or exchange of cars or parts, and any other matters of general interest;
- own and maintain a website supporting the purposes of the Society;
- promote the Society through social media and printed matter where and if practical to do so;
- maintain a library of information on the history, maintenance, repair, modification and restoration of Wolseley vehicles;
- arrange social functions for the purpose of promoting any of the objects of the Society;
- operate a central register of known Wolseley vehicles in New Zealand;
- support Branches;
- promote and encourage driving skills;
- promote road safety and courtesy;

- operate a central register of members **Wolseley** vehicles and other affiliated marques in New Zealand;
- promote interest in and use of motor vehicles manufactured to deem them closely related to Wolseley motor vehicles;
- subscribe to any national body or Society deemed relevant by the National Committee which will represent the interests of the Society and its members in the furthering of any or all of the above purposes.

Prohibition on Member Benefits

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
- conferring any kind of ownership in the **Society's** assets on **Members**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- for matters that are incidental to the purposes of the **Society**, pays a **Member** of the **Society** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favorable to the Member than those terms),
- pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**, or
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

Tikanga / Culture

The tikanga or culture of the **Society** is as follows:

- to support anyone with an interest in Wolseley or associated marque vehicles as owners or non-owners without discriminating within the membership against age, gender, religion or ethnicity.

and these **Rules** shall be interpreted having regard to that tikanga or culture.

Act and Regulations

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

Registered Office and Contact Persons

The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

At its first meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Incorporated Societies Act 2022. The Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

Power to Borrow Money

The **Society** has the power to borrow money. It must abide by all agreed contractual conditions. Any decision to borrow money must be as a direction from the Society's National Annual General Meeting, and/or a **Special General Meeting** called specifically for the purpose of considering a motion proposing to borrow money and must seek and abide by contractual Legal conditions.

Other Powers

In addition to its statutory powers, the **Society**:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

Members

Minimum Number of Members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

Types of Members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Member:** A **Member** is an individual admitted to membership under these **Rules** who has not ceased to be a **Member** and has paid the required annual subscription to be a member

of the **Society**, or is an **Affiliated Member** as described below. The spouse or partner of a Member has the full rights and privileges of a Member, including voting at an Annual or Special or ordinary General Meeting.

- **'Life Member'** means a person previously accepted as a **Member** of the **Society** who is honoured for highly valued services and length of service to the **Society** and nominated and approved as a **Life Member** by resolution of a motion put to a National Annual General Meeting of the Society and passed by a two-thirds majority of those eligible to vote at the meeting. A **Life Member** is not required to pay the annual subscription and shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member**. Nominations for **Life Membership** and information in support of the nomination must be submitted to the National Secretary of the Society 30 clear days prior to the National Annual General Meeting of the Society.
- **Overseas Member:** a person not residing in New Zealand who shall pay 50% of the normal subscription. Overseas Members do not have voting rights and may not stand for office in the Society.
- **Affiliated Members:** Other clubs, organisations or companies may be granted Affiliated Membership upon payment of a fee determined by the National Committee. Affiliated Members do not have voting rights and may not stand for office in the Society. Their benefits will be determined on a case by case basis.

Becoming a Member: Application

Every application for membership to the Society must be in writing on the application form provided by the Society, and provide all of the required information as set out on the form. A suitable reason must be provided for any information the applicant chooses not to provide or withhold, which may be taken into account when the application is considered for approval.

Becoming a Member: Process

Every application for membership (with the exception of Affiliated Membership) will be considered for approval by the Branch Committee responsible for the region in which the applicant resides. An applicant may be required to attend an event or an interview at the discretion of the **Branch Committee**.

The **Committee** may accept or decline an application for membership. If the applicant is declined membership, the **Branch Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

Once the membership has been approved by the Branch Committee, the National Secretary is to be advised and forwarded a copy of the completed application form within 30 days of the acceptance.

Obligations and Rights

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details. The Member can request that any details remain private and confidential under the provisions of the Privacy Act current at the time of application.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

Other Obligations and Rights

All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Society** and are current for that particular financial year.

No **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

A **Branch Committee** may decide what access or use **Members** may have within the region of the **Branch**, of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, including any conditions of and fees for such access or use.

Subscriptions and Fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the **Society's Annual General Meeting** (which can also decide that payment be made by periodic instalments). The due date for the payment of the annual subscription shall be 30 September in each year.

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within **three** calendar month(s) of the date the same was due for payment shall be considered as un-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within **five** months of the due date for payment of the subscription, other fees, or levy, the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Ceasing to be a Member

A **Member** ceases to be a **Member**:

- on death (or if an Affiliated Member on liquidation or dissolution of the organisation), or
- by resignation from that **Member's** class of membership by notice to the **Branch or National Secretary**, or
- on termination of a **Member's** membership following a dispute resolution process under these **Rules**.

These provisions will take effect from the date of death of the **Member** (or liquidation or dissolution if an Affiliate) or the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these **Rules**.

If the Member was a Life Member and the Life Member has passed away, the spouse or partner of the Member will continue to receive the rights and privileges of Life Membership unless the Branch Secretary is notified in writing by the spouse or partner that he or she wishes to terminate membership of the Society.

Obligations on Resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society**, including any membership card or certificate, and any badges, handbooks and manuals, library books and trophies issued by the Society without charge to the member.
- shall cease to be entitled to any of the rights of a **Society Member**.

Becoming a Member Again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Branch Committee**. Any previous period of membership will not be considered to be cumulative to the new term of membership for determining the total period of membership to the Society.

However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **Branch General Meeting** on the recommendation of the **Branch Committee**.

General Meetings

Annual General Meetings

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Branch Committee** (if a **Branch Annual General Meeting**) or the **National Committee** (if a **National Annual General Meeting**) and be consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings**.

Annual General Meetings: Business

The business of an **Annual General Meeting** shall be to:

- confirm attendance and apologies for the Meeting
- confirm the minutes of the previous AGM and any SGM held since the previous AGM
- consider any correspondence to the meeting
- receive the Society's report for the financial year
- receive the statement of accounts and balance sheet for the Society for the financial year
- Elect a President, a Vice President, a Secretary and a Treasurer and other Committee Members.

And in the case of a National Annual General Meeting:

- set any subscriptions or levies for the first full financial year following the Annual General Meeting
- adopt Branch Reports and reports from Members holding positions of office within the Society
- consider any motions with proposed alterations to the Constitution of which due and proper notice has been given
- consider any notices received and making recommendations as National Committee for new Life Membership of the Society

- consider any general business.

The National Committee must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the Society during the most recently completed accounting period
- the annual financial statements for that period
- notice of any disclosures of conflicts of interest made by Committee Members and Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Annual General Meetings: Procedure

The Society shall give at **least 30 Clear Days'** written notice of any **General Meeting** to all **Branch Committee/National Committee Members** and **Voting Members**. The notice shall set out:

- the date, time and venue for the **General Meeting** (as determined by the **Branch Committee/National Committee**); and
- the closing date(s) for applications for elected positions, proposed motions, and any other items of business to be submitted to the Society, which must be not less than 14 days prior to the AGM unless otherwise agreed by the **Branch Committee/National Committee**;
- the format by which the meeting will be conducted, either in person or through the use of appropriate audio visual technology.

Written resolutions may not be passed in lieu of a **General Meeting**.

AGM Agenda

An agenda containing the business to be discussed at the AGM shall be sent to all **Branch Committee/National Committee Members** and all **Members** no later than 7 days before the date of the General Meeting. Any additional items of general business may be raised from the floor with the consent of the Chair/President of the Society.

Notices of Motion

Any notice of motion from a **Member** must be received by the Secretary at least 14 days prior to an AGM in order to be considered at that meeting, unless otherwise agreed by the Committee. Only Members eligible to vote may submit notices of motion. Every notice of motion must be signed by the Member who submitted it.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

All **Members** except **Affiliated Members** and **Overseas Members** may attend, speak and vote at **General Meetings**:

- in person, or
- by the contemporaneous linking together by telephone, video, or other means of communication of the members provided that prior notice of the meeting is given to all

members and provided that all members participating in the meeting are able to hear each other effectively and simultaneously.

No **Branch General Meeting** may be held unless at least 5 eligible financial **Members** of that Branch attend. This will constitute a quorum.

No **National General Meeting** may be held unless at least 10 eligible financial **Members** of the Society attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by technology as described above shall be deemed to constitute a sufficient quorum. Any decisions, motion or resolutions made when a quorum is not present are not valid.

General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting will be chaired by the **Vice President**. If the **Vice President** is absent then the meeting will be chaired by a committee person appointed by the Committee.

Any person chairing a Branch or National **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may:

- With the consent of that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

The **Branch Committee** may put forward motions pertaining to matters of the Branch of the Society for the Branch of the **Society** to vote on (**'Committee Motions'**), which shall be notified to Branch Members with the notice of the **General Meeting**.

The **National Committee** may put forward motions pertaining to matters of the National Branch of the Society for the National Branch of the **Society** to vote on (**'Committee Motions'**), which shall be notified to all Members of the Society with the notice of the **National General Meeting**.

Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the relevant **Secretary** at least 14 **Clear Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**).

Special General Meetings

Special General Meetings may be called at any time by the **Branch Committee** or by the **National Committee** by resolution.

The **Branch Committee** must call a **Special General Meeting** if the **Branch Secretary** receives a written request signed by at least 50% per cent of Members of the **Branch**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The **National Committee** must call a **National Special General Meeting** if the **National Secretary** receives a written request signed by at least 50% per cent of all **Members** nationally. Any resolution or written request must state the business that the **National Special General Meeting** is to deal with.

If the Secretary is required to convene a **Special General Meeting**, the Secretary shall give at least 14 Days' notice of the time, date and venue of such meeting to all Committee Members and all Voting Members, unless the National Committee considers such notice period is not practicable due to exceptional circumstances. The notice of the **Special General Meeting** must clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. The **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the Meeting.

Minutes

Minutes must be kept by the relevant (Branch or National) **Secretary** of all **General Meetings**.

Committee

Composition

A Branch or National Committee will consist of a minimum of five (5) and a maximum of nine (9) **Committee Members** who are:

- **Members**; and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a **President**,
- a **Vice President**,
- a **Secretary** and a **Treasurer**, who may be the same person,
- **other elected or appointed positions** deemed appropriate to carry out the functions of the committee.

And additionally, for the **National Committee**

- an **Immediate Past President**
- a **Branch Delegate** from each **Branch**. Any **Branch** with more than 25 financial members is entitled to two Delegates

Qualifications

Prior to election or appointment, every **Committee Member** must consent verbally or in writing to be a **Committee Member** and on the nomination form certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

The following persons are disqualified from being appointed or otherwise holding office as an officer of a society:

- a. a person who is under 16 years of age:
- b. a person who is an undischarged bankrupt:
- c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993:
- d. a person who is disqualified from being an officer of a charitable entity under section 36C of the Charities Act 2005:
- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4:
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961):
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence under section 22(2):
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv):
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere:
- f. a person who is subject to any of the following orders:
 - i. a banning order under subpart 7 of Part 4:
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003:
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009:
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State or territory outside New Zealand that is a country, State or territory prescribed by the regulations:
- h. In relation to any particular society, a person who does not comply with any qualifications for officers contained in the society's constitution.

Election or Appointment

The election of **Committee Members** to Branch or National Committee positions shall be conducted as follows

- a. **Committee Members** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before acting in the appointed position, supply a signed consent to appointment or a nomination form which includes a statement certifying that

the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**).

- b. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least 14 clear days before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c. Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the person chairing the meeting.
- d. Two **Members** (who are not nominees) or non-**Members** appointed by the relevant Chairman shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
- f. The National Annual General Meeting may choose to appoint (or in the case of more than one person being nominated by the meeting) elect a **Patron** of the Society.
- g. A **Branch Annual General Meeting** must appoint a **Delegate** or Delegates depending on the size of the Branch. Any **Branch** with more than 25 financial members is entitled to two **Delegates**. The **Delegate(s)** is to reside as its representative on the **Society's Committee**. Where an appointed **Delegate** is unable to attend the **Society's Annual General Meeting**, a proxy must be appointed to attend.
- h. The election of **Branch Committees** shall follow the same conduct as for the election of the **Society's Committee**.
- i. The **Branch Annual General Meetings** must be held prior to the **Society's Annual General Meeting** as set out in the **Introductory Rules** above.
- j. Nominations for Life Membership and supporting information from Branch General Meetings must be submitted to the Society's Secretary 30 clear days prior to the Society's Annual general Meeting. The nomination must comply with the rules under 'Types of Membership', Life Membership. The nomination is confirmed by the Society's National Committee and or the Annual General Meeting.

Term

Unless expressly agreed by a majority present at a Branch or National Annual General Meeting, the term of office for all **Committee Members** of the Society and its Branches shall be three years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

Notwithstanding the above, no **President** shall serve for more than 6 consecutive years as **President**.

Removal

Where a complaint is made about the actions or inaction of any **Committee Member** of either the Society or one of its Branches (and not in the **Committee Member's** capacity as a Member of the **Society or Branch**) the following steps shall be taken:

- The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- The **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- The complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee** (excluding the **Committee Member** who is the subject of the complaint) if it considers that an oral hearing is required,.
- Any oral hearing shall be held by the **Committee** (excluding the **Committee Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Committee** (excluding the **Committee Member** who is the subject of the complaint).

If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a two-thirds majority of those present and voting.

If the committee member is a National Committee Member, the complaint process above will be dealt with by the National Committee and subsequently a National General Meeting.

Cessation of Committee Membership

A **Committee Member** of either the Society or one of its Branches shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**.

Each **Committee Member** shall within 10 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **National Committee** all books, papers and other property of the **Society** held by such former **Committee Member**.

Functions

From the end of each **Annual General Meeting** (Branch or National) until the end of the next, the Society shall be governed by the relevant **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any relevant **General Meeting**.

Each **Branch** shall be governed by its own Branch Committee from the end of the Branch Annual General Meeting until the next, for the advancement of the **Society's** purposes and the implementation of resolutions approved by any Branch **General Meeting**.

Officers' Duties Mandatory

At all times each **Committee Member**, whether acting in the capacity of a Branch or National **Committee Member**:

- a. shall act in good faith and in what he or she believes to be the best interests of the **Society**,

- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution,
- d. when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- f. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.
- g. must be aware of their responsibilities and support structures as set out in the Society's "Handbook of Responsibilities for Elected and Nominated Persons.

Powers

Subject to these **Rules** and any resolution of any **General Meeting** the Committee may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is three members of the sub-committee,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority,
- a sub-committee must not further delegate any of its powers, and
- a copy of the sub-committee minutes of meetings shall be provided to the Secretary of the committee to which it reports prior to next meeting of that committee.

General Issues

The **Committee** and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

Conflicts of Interest

A member of the **Committee**, whether a National or Branch Committee, and/or of a sub-committee has an interest in a matter if the member of the **Committee** and/or sub-committee:

- a. may obtain a financial benefit from the matter; or
- b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- c. may have a financial interest in a person to whom the matter relates; or
- d. is a partner, director, member of the **Committee** and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the **Committee** whether a National or Branch Committee and/or sub-committee is not interested in a matter—

- a. merely because the member of the **Committee** and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
- b. if the member of the **Committee**'s and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or
- c. if the member of the **Committee**'s and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the **Committee** in carrying out the member of the **Committee**'s and/or sub-committee's responsibilities under the **Act** or the **Rules**; or
- d. if the member of the **Committee** and/or sub-committee is a member of the committee of a union and the member of the **Committee**'s and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

A member of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a. to the **Committee** and/or sub-committee; and
- b. in an interests register kept by the **Committee**.

Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.

A member of the **Committee** and/or sub-committee who is interested in a matter—

- a. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However a member of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

Committee Meetings

Frequency

The **Committee** whether a National or Branch Committee shall meet at least annually or more frequently at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the relevant **President** or **Secretary**.

Procedure

The quorum for Committee meetings is at least two-thirds of the number of Committee Members.

Records

Register of Members

The **Secretary** of each Branch of the Society shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**. This Register must be shared with the National Secretary, who in turn must consolidate the lists from all Branches of the Society and hold and maintain that as a full Register of all members of the Society.

Contents of Register of Members

The information contained in the **Register of Members** shall include each **Member's**:

- postal address
- residential address if different to the postal address
- phone number (landline and/or mobile)

- email address (if any)
- the date the **Member** became a **Member**,
- whether the **Member** is financial or un-financial
- preference to have personal details suppressed in accordance with the current provisions of the Privacy Act

Every **Member** shall promptly advise the **Secretary** of any change of their contact details in recognition that failure to do so will restrict their ability to receive information and notices from the Society.

Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

Register of Interests

The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members and Members**.

Access to Other Information

A **Member** may at any time make a written request to a society for information held by the society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
- refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- withholding the information is necessary to maintain legal professional privilege, or

- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g. the request for the information is frivolous or vexatious.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the **Member** informs the **Society**—

- a. that the **Member** will pay the charge; or
- b. that the **Member** considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.

Financial

Financial Year

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

Society Funds

The funds and property of the **Society** shall be:

- accumulated, controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- devoted solely to the promotion of the purposes of the **Society**.

Banking

The Society's current bank account(s) shall be kept at a trading bank chosen by the Committee. All online transactions undertaken involving the Society's bank account(s) whether managed by Branch Committees or the National Committee shall be authorised by a minimum of two signatures or two electronic authorisations.

Accounting Records

The Committee shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the Society. A Statement of Accounts and Balance Sheet in accordance with External Reporting Board Standards – Tier 4 (Not for Profit) shall be forwarded to each Committee Member and Member with the notice of the AGM.

Filing Returns

The Society must file online its annual return with the Registrar of Incorporated Societies within six (6) months of balance date.

A copy of the statement of accounts and balance sheet adopted at the **National General Meeting** are required to be filed with the Registrar of Incorporated Societies within six (6) months of balance date.

Dispute Resolution & Procedures

Meanings of dispute and complaint

1. A disagreement or conflict is a **dispute** if –
 - (a) it is between –
 - (i) 2 or more members; or
 - (ii) 1 or more member and the society; or
 - (iii) 1 or more members and 1 or more officers; or
 - (iv) 2 or more officers; or
 - (v) 1 or more officers and the society; or
 - (vi) 1 or more members or officers and the society; and
 - (b) the disagreement or conflict relates to an allegation that –
 - (i) a member or an officer has engaged in misconduct; or
 - (ii) a member or an officer has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Act; or
 - (iii) the society has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
 - (iv) a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged.
2. A member, an officer, or a society makes a **complaint** if, in accordance with the society's constitution, -
 - (a) the member or officer starts a procedure for resolving a dispute in accordance with the constitution; or
 - (b) the society starts a procedure for resolving a dispute in accordance with the constitution (for example, the society starts a disciplinary action against a member or an officer in relation to an allegation referred to in subsection 1(b)(i) or (ii)).
3. In this section, a reference to –
 - (a) a member is a reference to a member acting in their capacity as a member:
 - (b) an officer is a reference to an officer acting in their capacity as an officer.

How complaint is made

- (1) A member or an officer may make a complaint by giving to the branch committee, in the first instance, (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 society'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 society.
- (2) The society 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 society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(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.
- (4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

Person who makes complaint has right to be heard

- (1) 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.
- (2) If the society makes a complaint, -
 - (a) the society 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 society.
- (3) Without limiting the manner in which the member, officer or society 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 society's written statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) –
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (4) 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.

Investigating and determining dispute

- (1) A society must, as soon as is reasonable practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (2) Disputes must be dealt with under the constitution in a fair, efficient and effective manner and in accordance with the provisions of the Act.

Society may decide not to proceed further with complaint

Despite the “Investigating and determining dispute” rule above, a society may decide not to proceed further with a complaint if –

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

Society may refer complaint

- (1) A society may refer a complaint to –
 - (a) the National Committee; or
 - (b) a subcommittee or an external person to investigate and report; or
 - (c) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

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 –

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

Dissolution & Liquidation

1. **Voluntary:** The **Society** may be voluntarily put into liquidation if:
 - a) a Special Resolution is passed at a General Meeting appointing a liquidator; and
 - b) such resolution is confirmed by Special Resolution at a subsequent **Special General Meeting** called for that purpose and held not earlier than 30 Days after the date on which the resolution to be confirmed was passed.
2. **Other:** The Society may also be put into liquidation or dissolved in accordance with the Incorporated Societies Act 2022.
3. **Distribution:** If, upon the liquidation, or dissolution of the **Society**, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to The Vintage Car Club of New Zealand Incorporated and/or some other body that shares

similar purposes to the Society and/or any other not-for-profit entity or entities in New Zealand which are exclusively charitable, and which share similar purposes to the Club.

No part of the Society's income or other funds may be paid or received for the financial gain of any individual.

4. A **Branch** may be wound up:

- if after three notices for an Annual General Meeting, a quorum for the Annual General Meeting is not met, or
- if unable to elect a Committee of more than 3 persons, or
- if the Branch goes into recess for a period exceeding 12 months during which time no General Meeting (including Special or Annual General Meetings) is conducted.

In the event of winding up a branch, all assets (financial or other assets) are to be transferred to the ownership of the Society as directed by the National Committee.

Resolving to apply for removal from the Register

1. **Removal:** The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Incorporated Societies Act 2022.
2. **Notice:** The Committee shall give 30 working days written notice to all members of the proposed resolution to remove the Society from the Register of Incorporated Societies. The Committee shall also give written notice to all members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Incorporated Societies Act 2022.
3. **Resolution:** Any resolution to remove the Society from the Register of Incorporated Societies must be passed by two thirds majority of all members present and voting.

Alterations to the Rules

Amending These Rules

The **Society** may amend or replace these **Rules** at a **National General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present. No addition to or alteration of the aims, prohibition on member benefits clause or dissolution & liquidation clause shall be made which affect the tax-exempt status. 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

Any proposed motion to amend or replace these **Rules** shall be signed by at least ten per cent of eligible **Members** and given in writing to the **Secretary** at least 60 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 30 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration and shall take effect from the date of registration.

Common Seal

The common seal of the **Society** must be kept in the custody of the **National Secretary**.

The common seal may be affixed to any document:

- a. by resolution of the **Committee**, and must be countersigned by two **National Committee Members**; or by one **National Committee Member** and the **National Secretary**
- b. by such other means as the **National Committee** may resolve from time to time.

Indemnity & Insurance

Indemnity

Each Member and each Committee Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Society against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Society.

Insurance

The National Committee may, at the expense of the Society, obtain any appropriate insurance cover in respect of the indemnity provision above.

Matters Not Provided For

If any matter arises which in the opinion of the National Committee is not provided for in this Constitution, then it may be determined by the National Committee in such manner as the National Committee deems fit. Every such determination shall be binding upon Members unless and until set aside by Ordinary Resolution at a General Meeting.