

THE MERCEDES-BENZ CLUB AUCKLAND (INCORPORATED)

CONSTITUTION

1. a) **Name:**
The name of the Club shall be 'The Mercedes-Benz Club Auckland Incorporated'.
- b) **Office:**
The registered office shall be the home of the current Secretary.

2. **Objects:**
The objects of the Club shall be:
 - a) To provide fellowship and interest to all members
 - b) To assist and give advice to such other members who may require it.
 - c) To encourage safe motoring.
 - d) To promote rallies, touring expeditions, competitions, trials and such other events as may be decided upon.
 - e) That the Club may cultivate reciprocal relations with kindred institutions in this and other countries.
 - f) That the Club may purchase, take on or lease or otherwise acquire in the name of the Club upon such terms as it may think fit any real and personal property and rights and privileges either necessary or convenient for the purpose of the Club, and to erect and maintain, improve or alter any buildings, premises, works as it may require.
 - g) That the Club may borrow or raise money upon mortgage of any of the real or personal property of the Club or other obligations or securities of the Club.
 - h) That the Club may invest and deal with the funds of the Club upon such securities or in such a manner and upon such terms and conditions as the Club may think fit.
 - i) That the Club may sell, lease, exchange, mortgage or otherwise deal with all or any of the real and personal property of the Club.
 - j) That the Club make grants and subsidies in favour of deserving objects, whether the same are similar to the objects of the Club or not.
 - k) That the Club may subscribe and apply for and take and or acquire by purchase or otherwise, and hold shares, debentures or securities in or promote or become a member of or grant financial assistance to any Company Association or Branch whether incorporated under the Companies Act, 1955, or Incorporated Societies Act, or not so incorporated having objects altogether or in part similar to any of the objects of the Club, or having as one of its objects the publication of newspapers, journals or works providing news or information of interest to members either of the Club or Branches.
 - l) That the Club may enter into contracts, arrangements, undertakings or any other form of agreement with any person, firm, company or other body for the purpose of the foregoing objects or any one of them and may employ any person as Secretary and/or Treasurer or for any other purpose in connection with the business of the Club.

3. **Membership:**
 - a) The members of the Club shall consist of the Club members for the time being resident within the boundaries or territory from time to time assigned by the Executive of the Club to the management of a Branch.
 - b) Any application for membership must be made in prescribed form to the Club in accordance with rules of the Club, and upon election to membership of the Club the applicant if holding the necessary residential qualifications shall

become a member of the Branch.

4. Class of Members:

a) **Members**

- i. Who shall be persons owning or driving a Mercedes Benz vehicle, who shall be deemed the financial member and shall be entitled to vote at Annual General and Special General Meetings.
- ii. Any associate, life or family member nominated and appointed to the Committee shall be accorded the same rights as a full member, while they are serving on the Committee.

b) **Associate Members**

Any other persons interested in furthering the objects of the Club, which shall include members who for the time being are not owners of vehicles.

c) **Life Members**

Are members who may be appointed by a clear majority of subscribing members at a General Meeting.

d) **Family Members**

Any member's spouse, partner or dependent child attaining the age of 15.

5. Election of Members:

The election of ordinary members shall be governed by the following regulations:

- a) Every member shall submit an application on a form approved by the Committee.
- b) The Committee shall consider all applications for membership and may accept, defer or reject any application without having to give reasons for its decisions. The decisions of the committee shall be final for that year, but any candidate who is rejected may make application again in the next Club year. The committee may at any time, in its uncontrolled discretion, close the membership list for such period as it thinks fit.
- c) Every new member shall immediately after election, be notified thereof by the Secretary, and shall on election be bound by the Rules and By-laws of the Club.
- e) That the 31st March being the end of the financial year, any members not financial by the **31st March** shall cease to be financial members.

6. Expulsion or Resignations of Members:

- a) A member may resign by giving notice to that effect to the Secretary in writing, but such member so resigning shall be liable for all subscriptions due by him or her for the financial year in which such resignation takes effect.
- b) Any member who shall be expelled from the Club or who for any other reason whatever ceases to be a member of the Club, shall have no claim of interest in the property or funds of the Club and shall contemporaneously with his ceasing to be a member, return to the Secretary any of the property of the Club in his possession.
- c) The committee shall have power upon receipt of any complaint, and after hearing the explanation of any such member concerning the matter of the complaint, to reprimand, suspend or expel any member. Any member expelled or suspended in accordance with this rule may appeal to a General Meeting of the Club, whose decision shall be final and pending the holding of such General Meeting, such member shall abide by the decisions of the committee.
- d) As Club insignia remain the property of the Club at all times and as the fees paid are hire fees only and not refundable on return of insignia, all members must, on resignation or expulsion from the Club, return to the Secretary all Club insignia held by him/her or attached to his/her vehicle. Removal of window transfers and bumper badges on disposal of vehicle, is also compulsory.

7. Annual Subscription:

- a) Members
- b) Associate Members

The annual subscription shall be such as shall from time to time be decided by the Club in General Meeting.

8. General Meetings:

The Annual General Meeting of the Club shall be held at a place decided upon by the Committee during the month of June each year. Special General Meetings may be held at such time and place as the Committee may appoint.

At all General Meetings (Special or Ordinary) each member of the Club who would be entitled to vote at a meeting of the Club shall have one vote, which must be given personally. Voting shall be by a show of hands unless six members present demand a secret vote. The Chairman of a meeting shall in the event of a tie in matters other than the election of officers and Committee have a casting vote as well as a deliberate vote.

9. Notice of Meetings:

Seven days' notice in writing shall be given to all Club members of all Annual or Special General Meetings and of the business to be transacted thereat. Not less than seven days before the Annual General Meeting the Club Secretary shall send to every member of the Club an Agenda Paper of the business to be transacted at the meetings and advise that a copy of the accounts of the Club for the preceding financial year will be available at the Annual General Meeting. Notice shall be deemed to have been given to each member on written advice posted to each and every Club member. On requisition in writing, signed by five financial members of the Club given to the Secretary or his being directed to do so by the Club Committee or by the President, he shall forthwith call a Special General Meeting. The provision relating to notice of and proceedings at the Annual General Meeting shall apply to Special General Meetings as far as practicable, except that notices of motion or resolutions to be proposed at a Special Meeting must be received by the Club Secretary at least fourteen days before such meeting.

10. Quorum:

The Quorum for the Annual General Meeting or a General Meeting shall be six members of the Club, but if at the time and place called for the holding of such a meeting a quorum is not present, the meeting shall be adjourned to the same place and time in the following week, and the members then present shall be deemed a quorum. Quorum for a Committee meeting shall consist of not less than six members.

11. Voting:

The voting on any resolution shall be in the first place by a show of hands, but if six members demand a poll, a poll shall be taken in a manner decided by the meeting. Provision is made that if in the event of a member not being able to be present at an Annual General Meeting, a postal vote will be allowed.

12. Election of Officers:

The officers of the Club shall be:

- A President
- One Vice-President
- One Club Captain

One Editor
One Secretary
One Treasurer
Three to six Committee members

All of whom shall be elected each year at the Annual General Meeting.

13. The General Committee:

All Nominations of office bearers and other members of the Committee must be made and be seconded by financial members of the Club submitted in writing to the Secretary of the Club not less than 30 days before the Annual General Meeting if insufficient nominations received then they may be called for at the meeting.

14. Cheques:

All cheques and other banking documents drawn or endorsed by the Club shall be signed by the Treasurer and counter-signed by either the Secretary or such appointed by the Committee for that purpose. If there shall be a Secretary/Treasurer holding office, the same shall be countersigned by either of two other persons appointed by the Committee for that purpose.

15. Minute Book:

Minutes of the proceedings of all General Meetings of the Club and the meetings of the Committee shall be kept by the Secretary and shall be read and confirmed at the next General Meeting or Committee meeting respectively. The minutes of the Club shall be open to the inspection of members at all reasonable times.

16. Use of Money:

- a) The Club shall have full power to acquire land or chattels by purchase, lease or otherwise, to borrow moneys upon security of its assets or without security. The funds of the Club shall be controlled by the Committee and may be invested as the Committee shall decide.
- b) In particular but without derogating from the generality of the foregoing rule and subject to the provision of the Rules of the Club, the funds of the Club shall be applied as follows:
 - i. In payment of the legal and other expenses incurred by the Club.
 - ii. In payment of the expenses of the Club.
 - iii. In payment of the salaries and wages of any officers and servants for the time being of the Club or of any other person in return for any services rendered to the Club.
 - iv. In payment of any award of prizes given by the Club.
 - v. In payment of the purchase money or rent of any premises, land, goods, chattels or effects purchased or hired by the Club or any repairs or other outgoings in respect of such premises and in paying for any other property acquired by the Club.
 - vi. In payment of any principal interest and other moneys owing and payable by the Club or in constituting a reserve fund to meet future contingencies.

17. Accounts Audit:

True accounts shall be kept of all moneys received and expended by the Club and the matters in respect of which such receipts and expenditure shall take place and of the assets, credits and liabilities of the Club in books of account which shall be kept at such place or places as the Committee shall from time to time think fit. No review or audit of the annual financial statements is required unless a review or audit is requested by 10% of the Members at any properly convened Society Meeting.

18. Alteration of Rules:

The Club in General Meeting may alter, rescind or add to these rules PROVIDED HOWEVER that no alteration, rescision or addition to such rules shall be made without:

- a) Notice of the proposed new rule alteration or addition having been signed by two financial members of the Club and deposited with the Secretary at least 28 days before the date of the meeting at which such alteration, rescision or addition is to be proposed.
- b) A copy of such proposed new rule alteration or addition having been posted to each member of the Club at least 14 days before the date of the meeting at which the same is to be considered.
- c) The approval of two-thirds of the members voting in person at a General Meeting of the Club at which the same is proposed.

19. Duties of President:

The President of the Club shall act as Chairperson at all meetings and shall have a casting vote as well as a deliberate vote.

20. Duties of the Club Captain:

The Club Captain is directly responsible to the President and Committee for all activities outside the hall. The Club Captain has the power to co-opt any member or any Committee member to serve him/her.

21. Duties of Secretary:

The Secretary under the direction and control of the Committee shall attend to all the business of the Club. The Secretary shall attend all meetings and record the Minutes thereof and attend to all correspondence. The Secretary shall ensure the Club maintains a complete register of all members of the Club and generally perform such other duties as are consistent with the office of Secretary.

22. Duties of Treasurer:

The Treasurer shall adequately record all dealings with funds and assets of the Club. He/she shall receive all moneys due to the Club and attend to the banking and safety thereof, pay all debts, outgoings and periodical payments due, payable and contracted by it and keep proper books of account. At such times and from time to time when directed to do so by the Committee, he/she shall furnish statements of all the financial transactions of the Club and he/she shall furnish to each Annual General Meeting of the Club an Income and Expenditure account and Balance Sheet and generally perform such other duties as are consistent with those of a Treasurer.

23. Notices:

A Notice may be served by or on behalf of the Club upon a member personally or by sending the same through the post in a prepaid letter or magazine addressed to the member at their last known address.

24. Common Seal:

The Club shall have a Common Seal which shall be under the control of the Secretary and shall be affixed by him/her to documents only in pursuance of a resolution of the Committee or of a General Meeting of the Club. The Common Seal shall be affixed in the presence of one other member of the Committee.

25. Indemnity:

The Committee and every member shall be indemnified from and out of the funds of the Club against any loss, damages, expense, liability or costs incurred by reason of or in connection with any proceedings instituted against the Committee or any

member or members for any act done, omitted or suffered in relation to the performance or attempted performance of any official duty for the Club.

26. Construction of Rules:

These rules shall be read and construed in accordance with the Provisions of “The Incorporated Societies Act 1908” or any amendments thereof and any regulations made thereunder and the terms used in these rules shall be taken as having the same respective meanings as they have when used in the Act except where inconsistent with the text thereof.

27. Winding up:

If upon winding up of the Club there remains after satisfaction of all debts and liabilities any property whatever, the same shall be disposed of in such a manner as shall be decided by a General Meeting of the Club.