

CONSTITUTION OF
RSQKRU Incorporated
(Updated 2024)

1. Name

The Club shall be called “RSQKRU Incorporated and is hereinafter called “the Club”.

2. Registered Office

The registered office of the Club shall be at such place as shall be determined from time to time by the Executive Committee.

3. Objects and Powers

- a. As amateurs to engage in, promote, conduct and encourage motor sport for the recreation and entertainment of the general public.
- b. To foster, improve, provide and promote safety at motor sport events and such other branches of sport as sanctioned by the Executive Committee and to foster and promote matters of common interest, and good fellowship among club members.
- c. To enter into any agreement, arrangement or engagement with any kindred associations, society or body for training or otherwise howsoever as shall be decided between the Club and such other kindred associations, societies or bodies.
- d. To join in, contract, engage or arrange with any other sporting body of any kind within or outside of New Zealand in any matter or thing, which may be for the benefit of the Club and its members.
- e. To affiliate to Motorsport New Zealand Incorporated, to abide by its rules and those of Federation International de l'automobile or affiliate to a Member Club of Motorsport New Zealand Incorporated.
- f. To provide trophies and/or awards for any objects on any terms whatsoever.
- g. To provide procedures and penalties for the purpose of suppressing abuses, fraud or wrongful tactics, breaches of rules or other undesirable conduct by any member or by any person participating in or associated with sporting and other events organised or controlled by the Club.
- h. To acquire whether by way of purchase, lease, hire or otherwise any land or building, goods or chattels and to obtain licences of or concessions for any course, roadway or other property or interest or to carry out any works, improvements or other activities which may assist in the furtherance of the objects of the Club.
- i. To develop, build on, improve, alter, maintain, sell, lease, hire or otherwise deal with or dispose of land, buildings and chattels owned or used by the Club.
- j. To lend and advance money and guarantee the payment of money with or without security and to invest the funds of the Club in such investments as the Executive Committee may from time to time determine.
- k. To borrow or raise or secure the payment of money in such manner as the Club may think fit with or without security charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay-off any such securities.
- l. To purchase, subscribe for or otherwise acquire shares, stock, debentures or any other interest in any company, body or society.
- m. To do all such acts and things as may be desirable for the furtherance of the objects of the Club.

4. Property

The property and effects of the Club shall be vested in the Club.

5. Membership

- a. Applications - Any person wishing to attain membership of the Club shall make application to the Secretary and/or Treasurer in such form as may from time to time be prescribed by the Executive Committee agreeing to accept and abide by the rules for the time being of the Club and shall with such application tender the appropriate subscription for the financial year of the Club in which such application is made.
- b. Admission – Applications for membership shall be referred to and determined by the Executive Committee and in the case of an application being declined, the entrance fee and subscription shall be refunded to the applicant in full.
- c. Classes of Membership –
 - i. Ordinary membership in Club activities consisting of:
 - a. Participating Member, being one who provides their services at events and is over the age of 16 years old.
 - ii. Life membership having full entitlement to participation in all activities of the Club, provided however that a Life Member may only be appointed at:
 - a. An Executive Committee meeting by unanimous decision where notice of intention has been advised to all Executive Committee members, or
 - b. An Annual General Meeting or a Special General Meeting by a two-thirds majority of all financial members present.
 - iii. Honorary membership entitling full participation in club activities. Honorary membership may be conferred by a majority decision at an Executive Committee meeting as recognition of exceptional services rendered to the Club. Honorary membership may only be conferred for one financial year, during which period the honorary member shall not be required to pay an annual subscription.
- d. Annual Subscriptions – The Annual Subscriptions shall be such sum as shall be fixed in respect of a class of membership by a majority vote of financial members (which term where used in these rules means those members who have paid or are deemed to have paid the annual subscription payable in the financial year of the Club current for the time being), present at an Annual or Special General Meeting provided however that prior notice of intention to make or change the amount of such annual subscription be given at least three (3) weeks before the date of the meeting.
- e. Payment of Subscriptions – Subscriptions shall be due on the first day of July following the Annual General Meeting and will be current until the following June. Any member not paying a subscription within one month of the due date for payment thereof may be given one month's notice to pay. At the expiry of such period of notice and in the event that such payment has not been made, the member's name shall be removed from the club register and the member so concerned shall be advised in writing at his or her last known address of the termination of his or her membership.
- f. Termination of Membership – Any member may resign in writing and such resignation shall be effective on receipt by the Executive Committee. A member may be expelled and his or her membership may be terminated if, the Executive Committee expressed by a majority vote, after hearing the member, the member who has been found guilty of misconduct or a breach of the rules of the Club or bylaws made thereunder.
- g. Suspension of Membership – A member may have his or her membership suspended if, the Executive Committee expressed by a majority vote, after hearing the member who has been found guilty of misconduct or a breach of the rules or bylaws of the Club or misconduct.
- h. Leave of Absence of Membership – A member may in writing request a leave of absence of membership which shall be effective on receipt by the Executive Committee for such a period of time as determined by the Executive Committee not exceeding a two-year period.

6. Officers of the Club

- a. Executive Committee – The Governing Body of the Club shall consist of the following: President, Secretary and/or Treasurer, plus a Committee of four (4) members

The role of Secretary and/or Treasurer may be occupied by one person doing each role or one person doing both roles.

The governing body of the Club shall be referred to collectively as “The Executive Committee”.

- b. Honorary Officers – There may be honorary positions of Club Solicitor and such others, as the Executive Committee shall from time to time determine.
- c. Co-opted Officers – Co-opted officers may be appointed by the Executive Committee.
- d. Eligibility for Office – Only financial members of the Club are eligible for any office of the Club other than honorary appointments.
- e. Election of Officers -
- i. Nominations for officers and members of the Committee, other than ex-officio members shall be received in writing by the Club Secretary and/or Treasurer at least 28 days before the Annual General Meeting. All officers and members of the Executive Committee (other than offices held ex-officio) must be nominated and seconded by financials members of the Club.
 - ii. If only one (1) member is nominated for each of the positions of President or Secretary and/or Treasurer then they will automatically be appointed to that position at the Annual General Meeting unless an objection is raised at the Annual General Meeting.
 - iii. If only four (4) members are nominated for the position of Committee Member then they will automatically be appointed to the position of Committee Member at the Annual General Meeting unless an objection is raised at the Annual General Meeting.
 - iv. If more than one (1) member is nominated for each of the positions of President or Secretary and/or Treasurer then an election for that position where there is more than one (1) nominated shall be elected by secret ballot at the Annual General Meeting of the Club. The member with the greatest number of votes will be elected to the position being voted on.
 - v. If more than four (4) members are nominated for the position of Committee Member then an election for those positions shall be elected by secret ballot at the Annual General Meeting of the Club. The members with the greatest number of votes will be elected to the position being voted on.
 - vi. If the voting ends with an equal amount of votes for the remaining position then a secret ballot will be completed between the members with the equal votes until a member is elected with the greatest amount of votes.
 - vii. Honorary officers shall be appointed by the Executive Committee.
 - viii. The members of the Executive Committee shall be elected for a term of two (2) years, with the exception of the first Annual General Meeting following the date of the commencement of these rules, and at each subsequent Annual General Meeting two (2) members shall stand down, but may offer themselves for re-election, provided that those members who did not stand down and offer themselves for re-election in one year shall do so in the ensuing year, with the aim of creating consistency and experience within the committee so an entirely new Committee is not elected, unless deemed necessary by a majority of members at the Annual General Meeting.

7. Powers of the Officers and Committee

The Executive Committee shall have the general management and control of affairs of the Club and as regard finance, sports meetings, touring and social events and may appoint sub-committees, and frame bylaws not inconsistent with these rules, decide all disputes and matters affecting the welfare of the Club, impose penalties and elect or suspend or expel members.

8. Indemnity of Officers

No officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other officer of the Club or for any loss occasioned by any error of judgement or oversight on his or her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his or her own wilful default or dishonesty.

9. Committee Meetings

- a. Types of Meetings – The Executive Committee shall meet no less than four (4) times per annum as an ordinary meeting. At least seven (7) days notice of such meeting shall be given orally or in writing to all committee members by the Secretary and/or Treasurer.

The Executive Committee may be requested to meet as a Special Meeting on the request of the Club President or any three other members of the Executive Committee. Notice of such a meeting shall be issued with 48 hours of the Secretary and/or Treasurer receiving the request and the meeting must be held within twenty-one (21) days of receipt of the request.

- b. Quorum – A quorum for an Executive Committee meeting shall be a majority of the members thereof.
- c. Chairman – The Club President will chair all General, Special or Executive Committee meetings unless unable to attend, in which case the Secretary and/or Treasurer shall take the chair. If neither the President nor the Secretary and/or Treasurer attend, the members present may elect a chairman for the meeting.
- d. Adjournment – In the event of a quorum not being present within 45 minutes of the time for which a meeting was called, those members that are lawfully present shall either decide the place, date and time to which the meeting shall be adjourned (and notify all members accordingly), or if an adjourned meeting cannot be arranged, shall abandon the meeting.
- e. Minutes – The Secretary and/or Treasurer shall keep minutes of all meetings and when confirmed by the Executive Committee such minutes shall be conclusive evidence of the proceedings recorded therein.
- f. Voting – Voting at Executive Committee Meetings shall be by show of hands and shall be by majority vote. If any two (2) members demand a secret ballot this shall be allowed. At all Executive Committee Meetings the Chairman shall have a casting vote as well as a deliberate vote.
- g. Absence – Any Executive Committee member who shall be absent without leave from three consecutive meetings of the Executive Committee shall be deemed to have resigned his seat, unless he or she gives the Executive Committee a satisfactory reason for such absence.

10. Annual General Meetings and Special General Meetings

- a. The Annual General Meeting of the Club shall be held within three (3) months after the start of the financial year.
- b. Special General Meetings may be called by the Executive Committee at any time for special reason or by the Secretary and/or Treasurer upon receipt of any requisition delivered to the Secretary and/or Treasurer signed by no fewer than ten (10) financial members.
- c. Notice & Agenda
 - i. Not less than three (3) weeks notice of the date, time and place of the Annual General Meeting shall be given to all members. Notice on the Club website or by email will be taken as being sent to all current members.
 - ii. The notice of meeting shall contain sufficient particulars to the business to be considered.
 - iii. An agenda containing the notice of meeting, the annual report and a properly prepared set of financial statements (in accordance with current accepted accounting guidelines for Incorporated Societies) shall be supplied to all members either prior to or at the Annual General Meeting.
 - iv. Only business as listed on the Agenda will be transacted at a Special General Meeting.

- d. **Quorum** – At any Annual General Meeting or Special General Meeting a quorum shall be twenty-five (25%) percent of the members financial at the commencement of the meeting, or ten (10) financial members present at the commencement of the meeting, whichever is the lesser. If a quorum is not present, the meeting shall be adjourned for not less than one (1) and not more than five (5) weeks and at least three (3) days notice given to all financial members of the adjourned meeting at their last known address (including email address). Business may then be transacted at the adjourned meeting irrespective of the presence of the specified quorum.
- e. **Voting**
 - i. No member shall be eligible to vote at any meeting unless he or she shall be a financial member. For the purpose of this subclause a member shall be deemed to be a financial member unless he or she is more than two (2) months in arrears with his or her subscription.
 - ii. Every financial member shall have one (1) vote.
 - iii. Voting may be by a show of hands and except as elsewhere specified shall be by majority vote. If any two (2) members demand a secret vote this shall be allowed. The Chairman shall have a casting vote as well as a deliberate vote.

11. **Rules**

- a. The Rules of the Club shall not be altered or amended except by a two-thirds (2/3) majority vote of the financial members present at any Annual General Meeting or Special General Meeting. No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved where that amendment will affect the non-profit status of the organisation. Prior notice of amendments or alterations must be given to all members at the same time as the Notice of Meeting.
- b. On admission to membership of the Club, each member may on request, be supplied with a copy of the Club Rules and Bylaws and shall be bound thereby to all Club rules and bylaws whether or not they personally receive a copy.
- c. All members shall be bound by the Rules and Bylaws.
- d. The Executive Committee can at Executive Committee meetings establish bylaws to ensure that the Club is run efficiently and for smooth administration. The Bylaws are effective when accepted by a two-thirds (2/3) majority vote of the Executive Committee. The Bylaws must not interfere with or alter the Constitution of the Club.

12. **Accounts**

- a. **Club Accounts** – The Accounts of the Club shall be closed at the end of each financial year. Financial Statements shall be prepared in accordance with current accepted accounting guidelines for Incorporated Societies (consisting of Income & Expenditure Account and Balance Sheet and such other reports as required) and submitted for consideration and approval at the Annual General Meeting.
- b. **Expenditure** – Executive Committee authorisation shall be necessary before any money is spent on chattels or goods ordered for any individual item of expenditure over \$5,000.00. Expenditure in excess of \$10,000.00 or where the transaction is deemed to be a “major transaction” on an individual purchase, must be approved at an Annual or Special General Meeting. Expenditure incurred in relation to attendance at events shall be authorised by any two of the Executive Committee as per Clause 12 (c).
- c. **Bank Accounts** – The Club may open and maintain bank accounts. Signing authority on the bank accounts shall be held by the Club President and the Secretary and/or Treasurer. All payment transactions shall be authorised jointly by two authorised (2) signatories.

13. Dispute Resolution

a. How complaint is made

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

b. Person who makes complaint has right to be heard.

- i. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- ii. If the 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.
- iii. 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.

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

- i. This clause applies if a complaint involves an allegation that a member, an officer, or the 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 Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- ii. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- iii. If the respondent is the society, an officer may exercise the right on behalf of the society.
- iv. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

- b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

d. Investigating and determining dispute.

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

e. Society may decide not to proceed further with complaint.

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

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

f. Society may refer complaint.

- i. The society may refer a complaint to —
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- ii. The 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).

g. Decision makers

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

- 1. impartial; or
- 2. able to consider the matter without a predetermined view.

14. Personal Benefit

All income, benefits or advantage shall be applied to the objectives of the Club. No member of the Club or any person associated with any member shall participate in or materially influence any decision made by the Club, in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such payment or benefit shall be that which would be paid in an arms-length transaction (being open market value). This clause is irrevocable without the prior approval of Inland Revenue.

15. Trophies

Cups, trophies etc in the possession of the Club shall be held and competed for upon such conditions of the original donor thereof, or if such conditions are at any time found to be impracticable, the Executive Committee may frame such regulations regarding these Cups, Trophies etc as it shall deem practicable providing always that the conditions so framed must be for competitors of kindred nature as the donors originally intended.

16. Common Seal

The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee in that behalf, and every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by any other member of the Executive Committee.

17. Dissolution of the Club

In the event of the dissolution of the Club, the property, assets and funds of the Club remaining after the payment of all debts and liabilities of the Club shall be disposed of to another tax-exempt organisation approved by Inland Revenue as members of the Club may determine at General Meeting. Donors of Cups, Trophies etc may stipulate to have their donations returned to them or their kin in the event of the dissolution of the Club.