

## **Rules of the Club.**

### ***Preamble.***

The masculine gender, where appearing in the Rules, shall be deemed to include the feminine gender. Unless the context requires otherwise, words importing gender include all genders.

### ***The Name.***

1. The name of the Club shall be **The Armstrong Siddeley Car Club in New Zealand Incorporated.**

### ***The Objects.***

2. The aims of the Club shall be:
  - a. To exist as a non-political body for the furtherance of interest in motoring, with particular regard to matters pertaining to Siddeley, Deasy, Wolseley-Siddeley, Stoneleigh, Siddeley-Deasy, Armstrong Siddeley and Armstrong Whitworth cars and vehicles.
  - b. To assist members in the restoration, preservation and maintenance of their vehicles by establishing a library of technical books and information which members may consult.
  - c. Provision of vehicle parts.
    - i. To provide a service whereby the Club will undertake to build up and maintain a register of replacement parts, replacement parts themselves, as available, and give members guidance in finding replacement parts.
    - ii. To purchase for sale to members parts for the said motor vehicles whether singularly or in bulk and whether new or second-hand, wholesale or retail and whether at any particular member's request or otherwise.
    - iii. The spares operating body will be known as **The Armstrong Siddeley Car Club in New Zealand Incorporated Sphinx Division.**
    - iv. The Sphinx Division shall be controlled by a committee of four members who will for and on behalf of the club be in sole charge of the operations, financial arrangements and books of account.
    - v. They will operate such bank accounts and investments as they consider will assist in meeting the objectives.
    - vi. The Committee acknowledge that they are responsible to the car owning members through the National Committee and shall report to each meeting of that body. They will also submit a full set of accounts to the National Treasurer for them to be included in the Club accounts.
    - vii. The Sphinx Division committee members will be subject to a review at the Annual General Meeting each year at which two members will retire and if eligible may be re-elected.
  - d. The Club shall have the power to enter into any arrangements necessary for the obtaining of the above objectives.
  - e. To promote formal social and sporting events of a type similar to the Concours d'Elegance and similar events and to co-operate with other motor clubs in similar events.

- f. To publish and issue free to members regular copies of the newsletter, in printed or electronic form, or both, of not less than six per calendar year and subject to overseas costs in the case of offshore members requiring hard copy by post.
- g. To subscribe to become a member of and co-operate with any other Society whether incorporated or not whose objects are altogether or in part similar to those of this Society and to procure from and communicate to the Society such information as may be likely to forward the objects of this Society.
- h. To have at all times due regard for the safety of all road users.
- i. To do all such things as are incidental or conducive to the attainment of the above objectives.
- j. Branches.
  - i. A group of Members in any given area may, with the approval of the National Committee, form a Branch of the Club.
  - ii. Such a Branch will be administered by a Chairman, Secretary/Treasurer and a minimum of two Committee members. All Branch members must be members of the Club.
  - iii. The Branch officers will be elected under the same rules as those of the Club.
  - iv. An Annual General Meeting of the Branch will be held prior to the Club AGM, with the accounts being submitted and when approved, sent to the Club Treasurer for inclusion in the report to the Club AGM.
  - v. The Branch may operate such bank accounts or investments as the Branch Committee shall decide.
  - vi. Branches will operate within the Rules of the Club, and will require National Committee approval for any project which may result in a loss that exceeds branch funds.
  - vii. Branches will close their books as at the 31<sup>st</sup> day of July of each year.
  - viii. Quorum for any Branch General Meeting shall be 5 members. A Quorum for any Branch officers' meeting shall be 3.
  - ix. In the event of a Branch winding up, all Branch assets are to revert to the National Committee, until such a time as the Branch is re-activated.

### ***Membership.***

#### **3. Membership Categories.**

##### **a. Full Membership.**

- i. Full Membership shall be open to any person owning or interested in vehicles of the makes listed in Rule 2.a above on approval by the Officers duly elected which approval shall not be unreasonably withheld, but the Officers shall not be required to give such approval prior to the meeting of the Officers called next following the completion by the applicant of the Club's membership application form, endorsed with the recommendation of at least two financial members and lodgement of the same with the Secretary of the Club, The Secretary shall place the application before the next Officers' meeting.
- ii. The Officers shall not be required to approve any applicant unless and until the entry fee fixed at the Annual General Meeting from time to time and the subscription for the current annual year is paid to the

Secretary. In any case that the Officers shall reasonably withhold approval, the said entry fee and annual subscription shall be returned to the applicant forthwith.

**b. Life Members.**

At any Annual General Meeting of the Club, the Committee, on the proposal of three Members in writing, may recommend the names of Members or past Members whose meritorious or very lengthy service to the Club on any facet of its operations is, in the opinion of the committee, deserving of recognition, to be accorded the title of Life Member, but that life members shall not exceed ten percent of the total membership at the time of appointment, not counting joint members. On the voting of such matters at such meetings, the decision must be unanimous with no dissenting votes. Such life Members shall receive all the benefits of membership but no membership fees or subscriptions shall be payable.

**c. Permanent members.**

Permanent Members may be granted from time to time at the discretion of the National Committee. The subscription to be determined at the Annual General Meeting. Their number shall be confined to a maximum of 10% of full members. Such membership shall be for a period of fifteen years or the lifetime of the member whichever is the shorter.

**d. Associate members.**

The category of Associate Member has been discontinued except for those already in that category as at October 2019. Existing Associate Members shall be entitled to retain that status for the duration of their membership at the fee determined from time to time by the Annual General Meeting. They shall have a vote in all matters except those pertaining to Sphinx Division but shall not have special purchasing privileges.

**e. Joint Membership.**

Financial Members under Rules **3.a**, **3.b**, **3.c** and **3.d** shall be entitled to have any one individual who is deemed to be the joint owner of their car, including but not limited to a spouse, de facto partner, other family member or friend, join the Club as a joint member upon the payment of an extra nominal fee fixed by an Annual General Meeting. The second member of a joint membership shall have full membership privileges except provision of a magazine copy and special purchasing privileges. Joint membership shall not be available where both parties separately own a car nominated in Rule **2.a** and in this case separate ordinary membership shall be required.

**4.** Any member may resign by delivering a signed notice to that effect to the Secretary for the time being.

**5.** Membership of the club shall terminate in any year when the provisions of Rule **26** have not been complied with, the termination taking place at the date indicated in that rule, and the Secretary shall strike off the name of such member from the Register of Members. Any member may require the Secretary to call a meeting of Officers and may attend such meeting for the purpose of stating their case, and the Officers shall have the power to reinstate such member on payment of said annual subscription and on such terms as the Officers see fit including the imposition of a fine.

***Discipline of Members.***

**6.** The Officers shall have powers of discipline over members whose actions are deleterious to the name of the Club or who act in any way to the detriment of the Club. Such powers shall include the power to expel any member or to impose a fine.

Before passing any disciplinary measure, the Secretary shall inform the member of the act complained of and invite him to state his case at a meeting of the Officers called for that purpose. No such fine shall be imposed except by a meeting of all Officers.

### ***Meetings.***

7. Annually after the close of the financial year at a time and place to be fixed by the Officers an Annual General Meeting shall be held. The Committee and Officers shall present for the approval of the meeting the Annual Financial Statement and report generally to the meeting. The members at the meeting shall elect Officers for the ensuing year and deal with any other business which any member may have placed on the agenda by delivering written notice thereof including the form of any resolution to be put to the meeting to the Secretary not later than twenty-eight clear days prior to the said meeting, or that arises at that meeting.
8. At the request in writing and signed by ten percent of the financial membership delivered to the Secretary not later than thirty-five clear days prior to the proposed date, the Secretary shall call an extraordinary general meeting to be held on the proposed date.
9. The Secretary shall call any General Meeting of the Club by providing Club members with a Written Notice of the meeting. The Notice shall include the time, date and place of the meeting, and any matter to be raised at the meeting by members, as provided by these Rules, including the formal wording of any motion to be proposed. Written Notice shall be sent to members not less than 21 clear days before the General Meeting. Written Notice means communication by post or electronic means (including email and website posting) or a combination of these methods.  
If the Secretary has provided Written Notice to all members in good faith, the meeting and its business will not be invalidated simply because a small number of members did not receive the Written Notice.

### ***Voting.***

10. On any resolution proposed at any such meeting as aforesaid, each member shall be entitled to one vote. The mode of voting shall be as follows:
  - a. By vocal acclamation but if any member shall call for a count of votes a count shall be taken by an Officer of the Club on a show of hands or secret poll, except in the case of the election of Club Officers in which case a secret poll shall be taken.
  - b. By proxy voting, whereby a member unable to attend any such meeting shall appoint another member to vote on his behalf. The absentee member shall complete a pro-forma, supplied by the Secretary prior to the meeting concerned, and hand it to his appointee, who shall surrender it to the Secretary at the meeting concerned, in order that the number of proxy votes used by a member can be established. The pro-forma shall state the absentee member's name. Except for the election of Officers and Committee, proxy voting shall be restricted to those items given on the published Agenda for the meeting, which Agenda shall be in the hands of the absentee within the period indicated in Rule 9, in order that the absentee member can advise the member voting on his behalf of his wishes in the matter. Where a count has been called for, or a secret poll taken as described in Rule 10.a above, the member voting on behalf of an absentee member shall record the vote as directed by that absentee member. Proxy voting shall **not** apply to any items initiated and voted upon from the floor of the meeting which do not appear in the published Agenda for that meeting except that for the election of Officers

and Committee, where names are nominated from the floor of the meeting, proxy voting **shall** apply.

- c. Postal voting will be permitted where the elected officers consider it to be in the Club's best interest.
- d. Before any matters involving proxy votes may be put, the Meeting will elect scrutineers from among non-members at that meeting. It will be their responsibility to ensure that:
  - i. Only duly qualified members vote on any question.
  - ii. They count the show of hands and secret ballot votes after making due allowance for proxy votes (where allowed).
  - iii. They will familiarise themselves with the holders and number of proxy votes at the meeting and establish the method of showing the number of proxy votes for any voting.
- e. After ballot votes are counted the result will be transmitted to the meeting by the Chairman giving the number of valid votes cast for each person. The ballot votes will then be destroyed by order of the Chairman.

#### ***Quorum.***

- 11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten financial members in person shall constitute a quorum.

#### ***Alteration of Rules.***

- 12. These Rules may be altered, added to or rescinded by the passing of a resolution by the Club at a general meeting provided that:
  - a. Notice in writing and signed by at least five members of the Club specifying in writing the proposed resolution is forwarded to the Secretary not less than thirty-five clear days before the proposed meeting.
  - b. The Secretary shall give notice in writing to the members of the Club of the date of hearing in the mode hereinbefore prescribed and of the proposed resolution.
  - c. No addition to or alteration of the pecuniary profit clause or the winding up clause shall be approved without the Inland Revenue Department's approval.

#### ***Management.***

- 13. The Officers of the club shall include the President, the Vice Presidents, the Secretary, Treasurer, Editor and a committee of four members which shall include at least two female members.
- 14. The Officers shall hold office until the election of Officers or their deputies at the Annual General Meeting, and notwithstanding that the President and Secretary may be replaced in such election, they shall, in the interests of continuity of the meeting, continue to conduct the business of the rest of the Agenda and the recording of it to the end of that meeting unless specifically required to stand down on a motion from the floor, which motion shall require a two-thirds majority of members present to be deemed to be effective. The procedure for the election of Officers shall be as follows:
  - a. Nominations for the office of President shall be taken by the Secretary and nominations for other office or committee shall be taken by the President.
  - b. Each nomination shall be seconded.

- c. The election of officers shall be consecutive commencing with the President and followed by the Vice Presidents, Secretary, Treasurer, Editor and Committee.
  - d. The election shall be by secret poll unless there is only one nominee for the office in which case the nominated person shall be deemed duly elected.
- 15.**
- a. The business of the Club shall be managed by the Officers who may pay all expenses incurred in the promoting and registering the Club as an Incorporated Society and may exercise all such powers of the Club as are met by the Incorporated Societies Act 1908 or these regulations required to be exercised by the Club in a general meeting, subject nevertheless to any of these Regulations and the provisions of the Act and to such regulations as may be prescribed by the club in general meeting, but no such last mentioned regulation shall invalidate any prior act of the officers which would have been valid if that regulation had not been made.
  - b. No member or person associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
    - i. Professional services to the organisation rendered in the course of business at no greater rate than current market rates.
    - ii. Interest on money lent at no greater rate than current market rates.
- 16.** The Committee shall have power to appoint a member to fill any vacancy on the committee or amongst the officers until the next Annual General Meeting, and the member thus appointed shall hold office until the election of a successor in office. A quorum at Committee meetings shall be five members.
- 17.** Any committee member who fails to attend three consecutive meetings of the Committee without obtaining leave of absence from the Committee shall ipso facto vacate his office.
- 18.** Each Officer may exercise such usual powers as are usually exercisable by persons holding such office.
- 19.** The officers shall meet within one month of incorporation and shall meet thereafter at such times as they determine. Meetings may be held via video or telephone conference, or other format as decided by the committee.

#### ***The Seal.***

- 20.** The Officers shall provide for the safe custody of the seal which shall only be used pursuant to a resolution of the Officers and every instrument to which the seal is affixed shall be signed by any two of the persons following, namely: The President, Vice-Presidents, Secretary, Treasurer, Editor or by any one of such persons and another person being a member of the committee and appointed by such officers.

#### ***Borrowing Powers.***

- 21.** The Club shall have the power to borrow or raise money and to mortgage or charge its undertaking, property and subscriptions or any part thereof and to issue any securities for any debt, liability or obligation of the Club, but such powers shall be exercised only pursuant to a resolution of the Officers.

***Control and Investment of Funds.***

- 22. All money received by or on behalf of the Club shall forthwith be paid to the credit of the club in a banking account or accounts with such banking institution as the officers shall approve by resolution, and such banking account shall be operated by two such persons as the Officers shall by resolution appoint for such purpose from time to time.
- 23. The Club may from time to time invest or re-invest in such securities as are authorised by law for the investment of trust funds such funds as are not required for the immediate business of the club and also in such other securities as the officers shall determine by resolution from time to time.

***Books of Account.***

- 24.
  - a. The financial year shall end on the 31<sup>st</sup> day of July in each year on which day the accounts of the club shall be balanced.
  - b. An Audit of the National accounts or the Sphinx Division accounts or any of the Branch accounts shall be carried out if requested by:
    - any three members of the National Committee **OR** 60% of members present at a General Meeting **OR** a petition signed by at least 20% of current financial members
  - c. The accounts, including bank statements and receipts, shall be tabled at a National Committee meeting prior to the Annual General Meeting, and at least three committee members are to sign these documents to indicate that they have sighted them. These documents shall be available at the Annual General Meeting for members to inspect.
- 25. The books of the club may be inspected by any financial member on giving reasonable notice of intent. Time to be mutually agreed between the member and Treasurer.

***Entry or Joining Fee and Subscription.***

- 26. Entry or joining fees and subscriptions shall be of such sums as determined by the annual general meeting from time to time.
  - a. New Members.
    - In accordance with Rule 3, applications for membership shall be accompanied by the entry or joining fee and the current year's subscription, less any rebated amount as may be determined by the Annual General Meeting.
  - b. Membership renewals.
    - i. On the 20<sup>th</sup> of the month following the end of the financial year the Secretary shall render an account to each member setting out the subscription for the ensuing year and showing details of any rebated amount which that Annual General Meeting has authorised.
    - ii. On the 20<sup>th</sup> of the month following, where the subscription remains unpaid, any rebated portion of the subscription shall be forfeited and membership shall be renewed only by payment of the full unrebated subscription.

- iii. On and after the 20<sup>th</sup> of the month then following, membership shall lapse and shall be reinstated only by the payment of the entry or joining fee, together with the full unrebated subscription for the current year.

***Trophies.***

- 27. The Club's trophies are to be awarded at the Annual General Meeting as follows:
  - a. Guidelines for the award of trophies may be set by the Club in a general meeting, and such guidelines may be amended only at a general meeting.
  - b. The winners of the trophies are expected to have their names engraved on the trophies in a manner similar to those already engraved.
  - c. All trophies are to be returned to the Secretary, cleaned and in their containers, at or before the next Annual General Meeting.

***Interpretation.***

- 28. Any question relating to the interpretation of these rules shall be determined by the Officers, whose decision will be final.

***Winding Up.***

- 29. The winding up of the club shall be controlled as follows:
  - a. In the event of a call for the Club to be wound up, an extraordinary General Meeting shall be called to decide by postal ballot if a further extraordinary general meeting shall be held not earlier than thirty days after that resolution to confirm the proposed winding up.
  - b. The net assets of the Club after payments of all debts and liabilities shall be formed into a trust account to be administered by a nominated trustee who will distribute any such net proceeds to charity.