



Constitution rules of the Jaguar Driver's Club (Auckland) Incorporated

PO Box 11043, Ellerslie 1542, Auckland

[Email: jagclubak@gmail.com](mailto:jagclubak@gmail.com)

www.jaguarddriversclub.co.nz

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INTERPRETATION

“Act” means the Incorporated Societies Act 1908 and amendments

“Rules” means these Rules which rescind and replace all previous Rules

“Club” means the **Jaguar Driver’s Club (Auckland) Incorporated**

“Jaguar Car” means all cars including recreational vehicles (RV’s) of the marque Swallow, SS, Jaguar and Daimler cars powered by internal combustion and/or alternative energy sources.

“Notices” For the purpose of the Rules any notice required to be given to any member hereunder shall be deemed to be properly given if posted or emailed to such member at their last known postal or email address recorded in the Club Register.

CLUB NAME

Rule 1

The name of the club is Jaguar Driver’s Club (Auckland) Incorporated being a duly incorporated society under the Act hereinafter referred to as “the Club”.

REGISTERED OFFICE

Rule 2

The registered office of the Club shall be at such a place in the city of Auckland as may be from time to time determined by the Committee.

OBJECTS

Rule 3

The Objects of the Club are:

1. To promote owning, driving, maintaining and restoring of Jaguar Cars.
2. To foster in any way the interest of motoring and amateur motor sport generally.
3. To promote amateur motor competitions in accordance with the requirements of the such body or bodies as may for the time being have control of motor sport.
4. To arrange tours, lectures, discussions, social and other meetings and gatherings.
5. To affiliate or enter into any agreement, arrangement or engagement with any kindred association, charitable organisation, society, or body for the purpose of furthering the objects of the Club or any of them.

POWERS

Rule 4

The Club shall have the power to do all acts and things necessary for furtherance of its Objects and in particular may exercise the following powers and ancillary objects:

- 1 Open bank accounts including investment accounts.
- 2 Raise income by way of membership levies, grants, donations, sponsorship, sale of goods and services, fundraising activities, and investment income.
- 3 Incur revenue and capital expenditure necessary for the operation of the club including the acquisition of land and buildings.
- 4 Take out insurance cover to protect the Clubs assets and officers.
- 5 Borrow funds and grant securities over the Club's assets.
- 6 Enter into leases or hire purchase agreements.
- 7 Lend money, make gifts, donations, or grants.
- 8 Employ staff

MEMBERSHIP

Rule 5

The membership of the Club shall consist of

1. Life Members
2. Honorary Members
3. General Members
4. Associate Members

1. **LIFE MEMBERS** - Shall consist of Club members who, over a period of years, have given outstanding service in various capacities to the Club. Such members are not required to pay an annual subscription. They shall be proposed by the President of the Club, seconded and elected by majority vote at the Annual General Meeting
2. **HONORARY MEMBERS** - Shall be any person not being a financial member of the Club who performs a service and does not receive any financial remuneration. Honorary Membership shall cease once they no longer provide that service. They shall be elected by the Committee.
3. **GENERAL MEMBERS** - Any member of the public aged sixteen years and above shall be eligible for nomination for membership if they have an interest in Jaguar Cars. The spouses or partners of the General Members shall have equal voting and participations rights in the Club.
4. **ASSOCIATE MEMBERS** – Any person under the age of sixteen shall be eligible for Associate Membership. Associate Members shall not pay a subscription, nor shall they have voting rights or receive a Club magazine. They shall have full participation rights.

ELECTION OF MEMBER

Rule 6

Membership shall be open to all persons subscribing to the Objects of the Club and who have an interest in Jaguar Cars. Refer Rule 3 – Objects and Rule 5 Membership. Each applicant wishing to join the Club must complete the prescribed form of application for membership and must forward the completed form via the Club Website and pay the prescribed fees to the Club's bank account.

The Membership officer shall provide a list of new members who have paid their fees to the Committee at its next meeting.

RESIGNATIONS

Rule 7

Any member wishing to resign their membership shall give notice in writing of such intention to the Secretary on or before the day set down for the Annual General Meeting otherwise they shall be liable to pay their subscription for the ensuing year. After giving such notice they shall cease to enjoy any of the privileges of membership but shall remain liable for payment of all monies due from them to the Club which may be recovered by due process of law.

EXPULSION OF MEMBERS

Rule 8

The membership of any member may be terminated for good reason by the Committee, provided that the member concerned shall have the right to be heard by the Committee, accompanied by a support person or representative, before a final decision is made.

If the Committee shall resolve by majority vote of three-quarters of the members present at such meeting that any member be guilty of any such conduct or activities then the Committee by a like majority shall be empowered to admonish, fine, suspend or expel such member or exercise any one or more of the above powers together. Annual dues for any period of suspension shall be payable and any fines imposed may be recovered by due process of law.

OBSERVANCE AND INTERPRETATION

Rule 9

Every member binds themselves to abide by the Rules of the Club and by any alterations thereto made in conformity with these Rules and also accept as final and binding the decisions of the Committee in all cases of dispute or disagreement as to the interpretation of the Rules.

ENTRANCE FEES

Rule 10

An entrance fee may be levied against all applicants for membership. The amount thereof may be revised if required by the Committee and ratified by the Club by simple majority vote at a General Meeting. If agreed, such fee shall be paid in full with each application for membership.

SUBSCRIPTIONS

Rule 11

The subscription shall be fixed at each Annual General Meeting for the following financial year. Any member who has not paid their subscription for the current financial year before September 30th shall be issued with no less than two reminder emails by the Committee

during October. Should the member concerned not respond or pay their overdue subscription by the 7th November, they will cease to be a member of the Club but shall remain liable for any moneys they may owe the Club.

MANAGEMENT

Rule 12

The authority and responsibility for the transaction of the business of the Club shall be vested in the Committee.

PATRON

Rule 13

A well-recognised exponent of the Jaguar marque may be invited from time to time as required, to be Club's Honorary Patron following agreement by majority vote at the Annual General Meeting. The Patron may not necessarily reside in New Zealand and need not be a member of the Club.

PRESIDENT

Rule 14

The President of the Club shall be elected at the Annual General Meeting of the Club. Subject to termination of office by resignation in writing, the President shall remain in office for a maximum of two successive years or until his or her successor is appointed at the next Annual General Meeting following their appointment. The retiring President shall be eligible for re-election after a period not less than two years following the date they resigned.

IMMEDIATE PAST PRESIDENT

Rule 15

There shall be an Immediate Past President of the Club who shall be the retiring President and who may continue to be a member of the Committee.

VICE PRESIDENT

Rule 16

The Vice President of the Club shall be elected at the Annual General Meeting of the Club. Subject to termination of office by resignation in writing, the Vice President shall remain in office for a maximum of two successive years or until his or her successor is appointed at the next Annual General Meeting following their appointment. The retiring Vice President shall be eligible for re-election after a period not less than two years following the date of their resignation.

COMMITTEE

Rule 17

The Committee may consist of the President, the Immediate Past President, the Vice President. In addition there shall be at least six members elected at the Annual General Meeting. The members of the Committee shall hold office until the election of their successors at the next Annual General Meeting of the Club.

SUB-COMMITTEES**Rule 18**

The Committee shall have the power to appoint a sub-committee to meet on its behalf in respect to any matter which is specifically referred to such sub-committee.

COMMITTEE ATTENDANCE**Rule 19**

Any member of the Committee or a Sub Committee, who fails to regularly attend meetings of such Committee in any financial year without providing an apology ahead of the Committee's meeting shall cease to be a member of such Committee unless the Club Committee shall resolve to the contrary.

SECRETARY**Rule 20**

The Committee shall appoint a Secretary who shall be a Committee member and shall attend in person or by deputy all meetings of the Committee and take minutes of the proceedings and conduct all correspondence on behalf of the Club.

TREASURER**Rule 21**

The Committee shall appoint a Treasurer who shall be a Committee member and may also be the Secretary but who if not the Secretary shall be entitled to attend in person or by deputy all meetings of the Club and all meetings of the Committee. The Treasurer shall bank all moneys received in the name of the Club and no disbursements shall be made there from except in accordance with the provisions of Rule 22. The Treasurer shall when required by the Committee present it, the Club, or any other Sub Committee of the Club such statement of financial affairs of the Club as shall from time to time be required as aforesaid.

FINANCE**Rule 22****1 Generally**

- a. The balance date of the Club shall be set by the Committee.
- b. Annual financial statements comprising a Statement of Income and Expenditure and Balance Sheet shall be compiled for presentation at the Annual General meeting. The

statements shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP) and in accordance with the requirements of the Act.

- c. All expenditure shall be approved by the Committee.
- d. Committee members seeking re-imbursement for expenditure made on behalf of the Club shall complete an expense claim form as prescribed by the Treasurer. The reimbursement will then require the approval of the Committee.
- e. Any bank account operated by the club must require two authorised signatories in order to make payments.

2 Reserve Account - To protect accumulated funds of the Club

- a. The Committee shall invest surplus accumulated funds into a term deposit account(s) or similar financial instrument(s), hereinafter referred to as the "Reserve Fund"
- b. The interest earned from the Reserve Fund may be transferred to the Current account for operational use by the Committee.
- c. The Committee may from time to time transfer up to ten percent of the balance of the Reserve Fund to the Current account where necessary for cash flow reasons, provided that any amounts transferred are restored to the Reserve Fund by the end of the financial year.
- d. The Committee may commit up to ten percent of the Reserve Fund in any one year on a specific project or projects, provided that a full meeting of the Committee approves the expenditure commitment with at least a two thirds majority. In the event that the Committee wishes to commit more than ten percent of the Reserve Fund, the Committee will require the support of the membership via the A.G.M. or a Special Meeting.
- f. No part of the Club's income or reserves is to be used or to be available for the personal use of any member or an associate person of any member.

ANNUAL GENERAL MEETINGS

Rule 23

The Annual General Meeting of the Club shall be held not earlier than 31st July and not later than 30th November in each year upon the date and at a time and place to be fixed by the Committee.

SPECIAL GENERAL MEETINGS

Rule 24

A Special General Meeting may be convened by the Committee or by a minimum of any fifteen financial members of the Club, who may by notice in writing, which must state the objects and business of the Special General Meeting and direct the Committee to call such a meeting, which is to be called no later than thirty days after delivery of the said notice to the Committee and no other business may be transacted.

MEETING OF COMMITTEES

Rule 25

Committees shall meet whenever summoned by the Secretary who shall give at least five clear days notice to all persons entitled to attend and vote at such meeting. The Committee shall

meet at intervals of not more than two months to transact any outstanding business which it is empowered to transact.

NOTICE OF MEETING

Rule 26a

At least fourteen days notice of all General Meetings shall be given but non receipt of such notice by any member shall not invalidate proceedings. The Notice of the Annual General Meeting (AGM) shall inform the members of the names of the officers of the Club who are not seeking re-election and those who are seeking re-election and shall call upon all financial members of the Club to provide nominations for the officers of the Club at least seven days before the AGM. Such nominations shall include identified seconders and the nominee signifying their consent to nomination, and all such parties to the nomination shall be financial members of the Club. Such nomination(s) may be submitted either in writing by post or email from the relevant members' email addresses registered with the Club.

Rule 26b

Members at any Annual General Meeting have the right to propose nomination for the positions of officers of the Club. Should any member so nominated not be present at the meeting their prior consent in writing to the nomination shall have been obtained and must be handed to the Secretary at the time of nomination.

Rule 26c

At each Annual General Meeting members shall elect EITHER to appoint an auditor to conduct an audit or review of the financial statements OR to dispense with such audit or review for the ensuing year. If the members elect to appoint an auditor it will be the responsibility of the Committee to make that appointment. All costs arising from the conduct of the audit shall be borne by the Club.

PROCEEDINGS AT ANNUAL GENERAL MEETING

Rule 27

The Annual General Meeting shall transact the following business.

1. Call for Apologies.
2. Minutes of the previous General Meeting.
3. Business arising from the Minutes. Provided however, that the Meeting may agree to hold over such Business until a discussion of General Business.
4. Presidents Report.
5. Treasurers Report.
6. Auditors Report (if applicable).
7. Election of Officers as provided above.
8. Fixing of subscriptions for the following year.
9. Discussion and voting on any notice of motion received either prior to or at the Meeting
10. General Business.

QUORUMS

Rule 28a

At General Meetings of the Club fifteen members personally present shall form a quorum.
At meetings of the Committee four members personally present shall form a quorum.

Rule 28b

If, within half an hour from the time appointed for any General Meeting a quorum is not present, the meeting, if convened at the request of members shall be dissolved. In any other case it shall stand adjourned to a date to be agreed by the Committee.

Rule 28c

If, a Committee decision relating to a specific expenditure is required outside the time when a planned Committee Meeting is due, a consensus reached between four Committee Members via telephone, email communications or face to face impromptu meeting shall be considered a quorum, providing decisions reached are confirmed in writing to all participants.

VOTING

Rule 29a

Each member as defined under Rule 5 personally present and eligible to vote at any meeting shall be entitled to exercise one vote. The Chairman shall in the event of equality of voting have a casting vote. A poll shall be held if any member present so demands.

Rule 29b

Any financial member entitled to be present and vote at any General Meeting may appoint a proxy to be present and vote in their stead, and the proxy appointed to attend and vote shall have the same rights as a Member, provided that a proxy shall not be entitled to vote except on a poll. Any proxy must be appointed in writing and such notice must be handed to the Secretary at the commencement of the Meeting or emailed to the Secretary at least twenty-four hours beforehand. A member shall not be entitled to appoint more than one proxy to attend on the same occasion, but may appoint alternative proxies for the same occasion, in the event one of them is unable to attend.

Rule 29c

No member present may exercise a proxy vote for more than one other member, except that the Chairman may act on written and signed directions from any number of absentees. A member appointing a proxy must give specific instructions as to the casting of their vote.

Rule 29d

In any election for the position of President of the Club where more than two nominations have been received, a primary election shall be held. The two candidates with the greatest number of votes in such a primary will then go forward to the final vote.

CHAIRING OF MEETINGS

Rule 30

At any General or Committee Meeting of the Club the President shall take the chair. In his or her absence, or if he or she is not present within fifteen minutes after the time appointed for the meeting, or if he or she is present but unwilling to act, the Vice President will take the chair. In the absence of both President and Vice President as provided above or if they are present and unwilling to act, the members present will elect a Chairperson from among their number.

RIGHT TO BE PRESENT

Rule 31

No one may take part in any Meeting of the Club unless specifically invited by the Committee unless they have been duly elected as a Member of the Club and paid all moneys due by them to the Club. Note this does not preclude any prospective member from attending, but they will not be permitted to vote.

INCONSISTENCIES WITH THE ACT

Rule 32

Should there be any inconsistencies between these Rules and the Act, then the Act shall prevail.

MEMBERS' DATA

Rule 33

The Club takes the privacy and security of its members' data very seriously.

Members' data shall be maintained by the Club and held secure in the Club's electronic membership database.

The Club Membership Secretary alone will be able to access and amend data held on the membership database. Other Committee members shall only be able to access the database to read, but not amend Membership details.

All Committee members shall make a formal undertaking to restrict their handling and disclosure of Members' Data using the template attached at Appendix A hereto: "*Committee Member or Register Organiser Undertaking for restricted handling and disclosure of Member Data*"

Rule 33a

All members shall provide as a minimum their

- postal address including post code,
- a current email address
- a telephone number (mobile and or land-line)

COMMON SEAL

Rule 34

The Common Seal of the Club shall be held in custody of the Secretary and shall not be affixed to any document unless authorised by resolution of the Committee and shall only be affixed in the presence of two members of the Committee.

ALTERATIONS TO RULES**Rule 35**

Any alteration may be made to these Rules at the General Meeting of the Club provided that seven days clear notice of the proposed alteration is given to all members entitled to receive such notice and that the resolution proposing such alteration is carried by two-thirds majority of those personally present and voting at such meeting provided that no addition or alteration, or recession to the Rules shall be approved if it affects the personal benefit Rule 22 Part 2f) or the winding-up Rule 36. Notice of such alterations shall be signed on behalf of the Committee or by five members of the Club.

WINDING UP**Rule 36**

If any General Meeting shall resolve that the Club shall be wound up a further General Meeting shall be called not earlier thereafter than thirty days to discuss the confirmation of such resolution. If the resolution shall be confirmed at such further Meeting the Club shall be wound up and all surplus assets, after payment of all costs, debts and liabilities shall be handed to such Society, Club, Association or Trust having objects the same or similar to the objects of the Club, as shall be named in the Resolution for winding up the Club.

TRUSTEES**Rule 37**

In the event of any winding up, the Club at a General Meeting will appoint three persons to act as Trustees to Execute such winding up.

Appendix A

Template for: Committee Member or Register Organiser Undertaking for restricted handling and disclosure of Member Data

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