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Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

The Riley Car Club of New Zealand Incorporated

2. Society number

220144

I certify that the alteration has been made in accordance with the rules of the society.

Name

Jennifer Mary Jackson

Position

Secretary

Signature

17 / 07 / 2015

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes--

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- What name of the society is to appear with the word 'Incorporated'*
- The objects for which the society is established*
- How meetings of the society will be called and held and how voting will take place*
- How officers of the society will be appointed*
- Control and use of the common seal*
- How the society's affairs will be controlled and conducted*
- The powers (if any) that the society has to borrow money*
- How the rules of the society can be altered*

NPC# 23
17 JUL 2015

4. Your contact details

Name and postal address

Jenny Jackson
24 The Masthead
Whitby, Porirua 5024

Telephone

Email (optional)



CONSTITUTION

Dated 10/06/15

NAME

- 1 The name of the Society shall be **"The Riley Car Club of New Zealand Incorporated"**. (Hereinafter referred to as "The Club")

OBJECTS

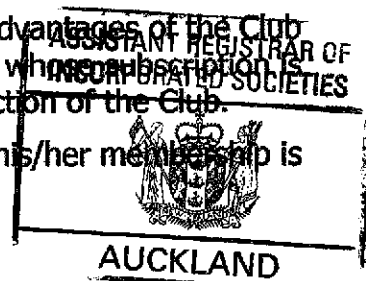
- 2 To promote interest in Riley Vehicles.
- 3 To promote and encourage the restoration and preservation of all Rileys.
- 4 To render technical assistance to members by means of :
 - a. A technical and photographic register which may be maintained containing details of vehicles specifications, this could identify genuine factory built cars and those that have been modified.
 - b. A Journal or Bulletin which may be published up to six times a year as a vehicle for the exchange of information on: Owner's experiences, technical information, the sale or exchange of cars and spare parts, or any other matters of interest to members.
 - c. A library of information on the history, maintenance, repair and modification of Riley cars which may be maintained, the contents available to members.
 - d. A central register of spares which may be established to assist members that provides as wide a range of spares as possible within the Club's finances for the maintenance of Riley vehicles.
- 5 To promote and encourage the use of Riley cars by means of rallies, tours, displays, gymkhanas and such other activities that might be seen as suitable.
- 6 To arrange social functions for the purposes of promoting any of the objects of the Club and fellowship among members.
- 7 To promote road safety and courtesy.
- 8 To set an annual subscription to fund the running of the Club and create a reserve that will be sufficient to provide the annual needs of the Club.
- 9 To establish, form and control branches of the Club in such places and at such times and under such circumstances as may seem expedient.
- 10 To do any such things as may be incidental to or conducive to the furtherance and attainment of any of the above objectives.



CONSTITUTION

MEMBERSHIP

- 11 The membership of the Club shall consist of Members.
 - a. There shall be such classes of membership as shall be from time to time stipulated in the Club Rules.
 - b. A member shall cease to be a member of the Club upon the Membership Secretary receiving written instructions to that effect OR the member is no longer eligible by terms of the Club's Constitution.
 - c. All members are eligible to vote at General Meetings.
 - d. All members are eligible to stand for election and may hold any office within the Club.
- 12 The qualification of membership shall be either ownership of a Riley vehicle or an interest in Riley vehicles.
- 13 All applications for membership shall be on the form provided and the signature on the form shall be deemed to be an undertaking by the applicant to be bound by the rules and regulations of the Club for the time being in force.
- 14 All applications for membership of the Club shall be supported by one or more members.
- 15 All applications for membership shall be accompanied by the amount of an entry fee and the annual subscription for the time being in force.
- 16 The applicant shall be notified of his/her acceptance and shall be supplied with a Membership Card, a Club Name Badge a receipt for the subscription, and notification of the name and address of the Area Secretary of the Branch of the Club situated most conveniently to the applicant. Reference to the location of the Constitution of the Club for the time being in force and other relevant documents on the Club website shall be made. If the applicant has not been accepted the Club shall return the subscription and entry fee.
- 17 Prospective Members are required to complete the Membership Application Form concerning their vehicles, as far as practicable. Members are to advise the Secretary annually by means of the Renewal Membership Form of any alteration to the specification or change of ownership of their vehicles.
- 18 No member shall be entitled to any of the privileges or advantages of the Club until his/her subscription has been paid and no member whose subscription is in arrears shall be entitled to vote at any meeting or election of the Club.
- 19 A member shall remain continuously liable as such until his/her membership is terminated by resignation or pursuant to Clause 25.





CONSTITUTION

- 20 Any member may resign their membership by delivering notice thereof in writing to the Secretary, who shall report the same to the next meeting of the Executive.
- 21 Any member who, by their conduct shall bring the name of the Club into disrepute may be expelled by the Executive and his/her subscription for the unexpired portion of the current year shall be forfeited.
- 22 Any member who has been expelled may require that a special meeting of the Executive be held within two months of the expulsion at a place and on a day fixed by the Executive. The member shall be entitled to be present or represented at such a meeting.
- 23 If the meeting passes a resolution cancelling the expulsion of such a member he/she shall be restored to the membership as from the date of expulsion.

SUBSCRIPTIONS

- 24 The annual subscription shall be set at the AGM for all classes of membership as determined in the club rules. The annual subscription shall be payable in full within one month from the due date.
- 25 Every such member whose subscription remains unpaid for three calendar months after it shall have become payable shall ipso facto cease to be a member of the Club. The Executive may reinstate any such member on satisfactory grounds being shown for failure of payment.

INCOME APPLICATION

- 26 The funds and the property of the Club shall be applied solely in furtherance of the objects of the Club.

FINANCE

- 27 The Financial Year of the Club will end on 30th September in each year
- 28 The Executive shall have full authority to make regulations, changes to by-laws or otherwise for the keeping of all accounts, issuing cheques, inspection of books and accounts by members and other matters appertaining to the control of the Club.
- 29 The control and investment of funds of the Club shall be in the hands of the Executive which shall have the necessary powers for the purpose.
- 30 At the end of each financial year of the Club, an auditor may be appointed by the outgoing Executive, his/her term of duty being the forthcoming financial year. The auditor shall not be an officer or member of the Executive. Any casual vacancy occurring in the office of auditor may be filled by the Executive.



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- 31 Cheques on the current Club Account may be drawn on the signature of the Secretary/Treasurer and one other of the following officers:
- President
 - A person authorised by the Executive.

Cheques on the other current accounts operated by the Club branches and spare parts officers may be drawn on by one of the following officers:

- The relevant Area Secretary or spares officer
 - A person authorised by the executive
- 32 The Club shall have the power to borrow money. All such arrangements shall be made solely by the authority of the Executive, however any decision to borrow money shall require three-fourths majority in a postal vote carried out nationally on the issue.

OFFICERS OF THE CLUB

- 33 Officers of the Club shall consist of a President, 1 x North Island Vice President, 1 x South Island Vice President, Secretary and Treasurer/Membership Secretary, (except that the posts of Secretary and Treasurer/Membership Secretary may be held by one person if necessary) and the Area Secretaries.
- 34 To be eligible for election as President or Vice Presidents, a member shall previously have been a member of the Riley Car Club of New Zealand for at least twelve months.
- 35 The Immediate Past President shall be a member of the Executive, so long as he/she remains a member of the Club.
- 36 All officers of the Club shall retire from office at the end of each financial year but are eligible for re-election.

EXECUTIVE

- 37 The Executive shall comprise the Officers of the Club and a South Island member. This member shall be nominated by a South Island member and elected by a postal ballot of South Island members conducted by the outgoing Secretary prior to the end of the financial year.
- 38 A Club Historian, a Club Magazine Editor, a Pre-War Spares Officer and a RM Spares Officer shall be invited to attend Executive meetings. Those people shall not have voting rights but shall have speaking rights.
- 39 When it has been deemed necessary to co-opt members, they shall not exceed in number the total of those elected by the members during the annual elections.



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- 40 The Executive may co-opt members to the Executive for special projects. Such co-opted members shall not have voting rights but shall have speaking rights.
- 41 A quorum of the Executive shall be the next greater whole number to half the number of the members of the Executive with voting rights in attendance at the meeting.
- 42 Meetings of members of the Executive may be held by either of the following methods:
- The First Method.
Physical attendance by members of the Executive at the same place and time and/or those using effective telephone or real time electronic methods of communication with the meeting for the whole or substantially the whole of the meeting.
- The Second Method.
By written agenda and motion(s) circulated to members of the Executive by surface mail or Email or other means of communicating writing and subsequent response to the chairman of the meeting by members of the Executive by like means and on or before a stated date.
- 43 The members of the Executive in attendance at the meeting shall be deemed to be as follows:-
- The First Method.
Those physically present and those using effective telephone or real time electronic methods of communication with the meeting for the whole or substantially the whole of the meeting.
- The Second Method.
Those voting on motion(s) by responding to the chairman of the meeting in writing or email or other means of communicating writing on or before a stated date.
- 44 All members of the Executive should receive an agenda not less than fourteen days before a meeting. Those members who will be absent from the meeting will be invited to express a view in writing or by communicating with the Secretary. These views shall be communicated to the meeting by the Secretary. The outgoing executive shall remain in office until the financial report has been approved and forwarded to the Registrar of Societies and all arrangements for the induction of the new Executive have been completed.
- 45 The President or in his/her absence, one of the Vice Presidents or Immediate Past President shall chair meetings of the Executive. The Chairman shall have a casting vote as well as a deliberative vote at all meetings.



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- 46 The Executive shall have all administrative and other powers necessary for properly carrying out the objects of the Club and in particular shall have power to:
- To appoint sub-committees as it may deem necessary from time to time to assist in carrying out its duties and to delegate all or any of its powers to such sub-committees.
 - To make, repeal and amend rules (not being inconsistent with these rules) as it thinks expedient for the management or well-being of the Club or the furtherance of its objects.
 - To determine all questions or disputes as to the construction and meaning of these rules or any expression wherein or as to anything done or omitted by any member of the Club.
 - To deal with any matter not provided for in the rules in such a manner as it thinks fit.
 - Any new Rule or amendment to an existing rule shall be published in the next available Bulletin or Newsletter.
- 47 Areas shall elect an Area Secretary annually. Nominations shall be called for by the National Secretary who shall conduct the election.
- 48 The Executive will define from time to time the geographical areas which shall be known as Areas.
- 49 The President, Immediate Past President, Vice Presidents, National Secretary, Treasurer/ Membership Secretary shall not simultaneously hold the position of Area Secretary.
- 50 Local areas may not incur expenditure chargeable to the National funds without authorisation by the Executive.
- 51 Area secretaries may invite local members to form an Area Committee to assist with the organisation and running of local events.
- 52 Any member may submit in writing to their Area Secretary a notice of motion to be considered at the next Area Meeting.
- 53 Area Secretaries shall have the right to submit Notices of Motion to be considered at the next Executive Meeting.
- 54 The Area Secretary shall keep annual accounts and send these to the Treasurer within one month of the end of the financial year for compilation in the Club Accounts and auditing.

VOTING PROCEDURE AT GENERAL MEETINGS

- 55 All ballots shall be kept secret. Ballot papers shall be dispatched by and returned to the Secretary who shall analyse and deliver them to the two



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- scrutineers appointed by the Executive, to verify them and report the result to the Annual General Meeting. A majority of votes in any ballot shall be necessary for the proper election of any member to the Executive.
- 56 Nomination of Officers and the South Island member of the Executive shall be called for no later than three months before the Annual General Meeting either in the Club Magazine or by written notice to all members.
- 57 Nominations for Officers and members of the Executive shall close with the Secretary, two months before the Annual General Meeting.
- 58 Nominations for Vice Presidents can only be made by members of the relevant Island. If a vote is required, only those members in the relevant Island shall be entitled to vote. If no vote is required the results of those positions may be declared by the Secretary.
- 59 A nominated member is eligible for election after one year's membership.
- 60 All elections for office on a National level shall be conducted by Postal Ballot.
- 61 Within One month prior to the Annual General Meeting the voting papers for the election of officers for the forthcoming year and any other business requiring a decision by vote shall be issued to all members.
- 62 Completed voting papers must be returned to the Secretary within 14 days of the date of posting the voting papers.
- 63 The candidates up to the number of vacancies who receive the most votes shall be declared elected and in the case of two (2) or more candidates receiving an equal number of votes the Chairman of the Annual General Meeting shall have a second or casting vote.
- 64 The Annual General Meeting of the Club shall be held during the annual rally for the following purposes:
- a. To receive from the Executive a report, balance sheet and statement of accounts for the preceding year and an estimate of the receipts and expenditure for the current financial year.
 - b. To appoint or not appoint an auditor for the ensuing year.
 - c. To set subscriptions and area capitation payments for the ensuing year.
 - d. To consider any other motions which may be submitted to the AGM.
- 65 Two months prior to the Annual General Meeting of the Club, all Club members shall be notified of the date, time and place of the meeting, the deadline for motions to be considered at the AGM, and shall be invited to attend. It is acceptable for the notice of the AGM to be published in the Club Magazine, providing the correct number of days notice has been given.
- 66 All motions to be considered at the Annual General Meeting must be in the hands of the Secretary at least fourteen days prior to the meeting being held.



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- 67 All motions received shall be considered by the Executive and members attending the AGM and then published in the next Club Magazine.

AMENDMENTS

- 68 Any resolution put forward to:
- a. Alter the Constitution of the Club
 - b. Remove from office any Officer of the Club or any member of the Executive
 - c. Affiliate with any other Association, Club or Body

must be voted on and receive a three-fourths majority of votes returned before it can be effected.

- 69 The Club may by resolutions passed by postal vote hereinafter provided, (refer to clause 70) rescind or amend any by-law made or resolution passed by the Executive.
- 70 No addition or alteration or rescission of these rules shall be approved if it affects the Personal Pecuniary Benefit Clauses or the Dissolution Clauses.

REMITTS

- 71 Any 10 members may collectively submit a remit for consideration by all members of the Club. The Executive, must, within 28 days of receiving such a remit, conduct a postal vote on the issue. In default, the members in question may conduct a postal vote on the issue.
- 72 Any Postal Ballot conducted under Clause 70 shall be conducted in the same manner, as early as possible, as that in which ballots are carried out by the Executive. Completed voting papers must be returned to the Secretary within 14 days of posting, the issue will be decided on the majority of votes returned. In the event of there being an equal number of votes, the Chairperson will have a second or casting vote.

INCIDENTAL

- 73 Because the geographical remoteness of many Club members may prevent their personal participation in General Meetings, the business of the Club shall normally be conducted by post, email, fax (providing there is a record of the material available to the Secretary) or by publication in the Club Magazine.
- 74 One copy of the Club Magazine shall be circulated to each member on publication.

INDEMNITY

- 75 All officers and servants of the Club shall be indemnified by the Club from and against all losses and expenses incurred by them in or about their discharge



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of their respective duties, except such as happen through their own wilful negligence or default.

PERSONAL PECUNIARY BENEFIT

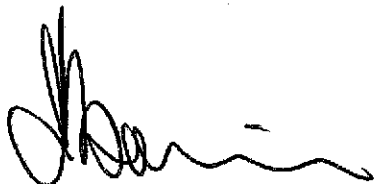
- 76 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 77 Any such income paid shall be reasonable and relative to that which would be paid in any arms length transaction (being open market value). The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

DISSOLUTION

- 78 The Club shall not be wound up except by Special Resolution passed in accordance with the provisions of Section 24 of "The Incorporated Societies Act 1908" and if upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, any property what-so-ever, the same shall not be paid to, or distributed among members of the Club but shall be given to or transferred to some other Club or Society having objectives similar to the objects of the Club, to be determined by the members of the Club, at or before the time of dissolution and in default thereof, the same shall be disposed of in such a manner as shall be directed by a Judge of the High Court of New Zealand.
- 79 No addition or alteration of the Winding Up Clause (Rule 78) shall be approved without the Inland Revenue Department's approval.

 Secretary

 W.A. Riley PRESIDENT.

 TREASURER, MEMBERSHIP SECRETARY