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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Horseless Carriage Club of New Zealand Inc.

2. Society number

AK/ 1072345

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

Name

Philip Eitenberg

Position

Treasurer

Signature

[Handwritten Signature]

26 1 8 1 14

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.

COMPANIES & REGISTRIES
DUBLIN AUCKLAND
NPC# 08
- 1 SEP 2014 2 5 AUG 2014
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What must be included in your rules?

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

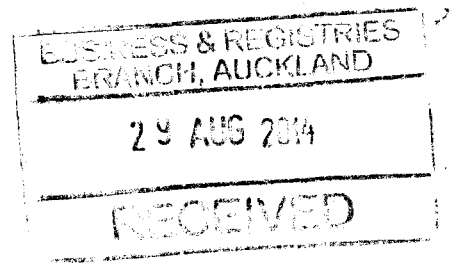
- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

4. Your contact details

Name and postal address
P Eitenberg
38-21 George St
Newmarket
Auckland 1023

Telephone

Email (optional)



RULES
OF
THE HORSELESS CARRIAGE CLUB OF NEW ZEALAND (INC.)

1. NAME:

The name of the Club shall be "The Horseless Carriage Club of New Zealand (Incorporated)" hereinafter referred to as the "Club".



2. OBJECTS: The object of the Club are:

- (i) To foster interest and encourage the preservation and maintenance of motor vehicles of all types of propulsion constructed up to and including December 31st 1918, to be known as "Brass Era" and Veteran vehicles and to ensure that the governance of the Club is vested with those members who own such vehicles.
- (ii) To obtain and conserve historical records concerning such vehicles or concerning any aspect of motoring in New Zealand.
- (iii) To promote Rallies, Touring, Competitions, Trials and such other events as may be suitable for the above classes of vehicles.
- (iv) To organise such events as the Executive Committee may from time to time approve to include post 1918 vehicles.
- (v) To foster among members a system of mutual, voluntary assistance for the maintenance and preservation of vehicles catered for by the Club.
- (vi) To promote and encourage such meetings, lectures, discussions and other social functions as the Club may from time to time determine.
- (vii) To foster road courtesy and safe driving and to co-operate with Government and local authorities to this end.
- (viii) To promote the importance and value of Historic Vehicles so that appropriate legislation continues to ensure the free use of such vehicles on all New Zealand roads.
- (ix) To advocate and lobby on behalf of members of the Club to protect and advance these objects.

3. POWERS.

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

- (i) The Club and its Branches (if any) may have head quarters, club rooms and other facilities at such places as will from time to time be determined.

- (ii) The Club may liaise with any organisation whose aims are similar to, or compatible with those of the Club.
- (iii) The Club may purchase, take on lease or otherwise acquire upon such terms as it may think fit any real and personal property and any rights and privileges either necessary or convenient for the purpose of the Club and may erect, maintain, improve or alter any building, premises or works as it may require.
- (iv) The Club may, for any of its objects, borrow or raise money and, for the purpose of securing the repayment thereof, may charge all or any of its real or personal property.
- (v) The Club may invest and deal with the funds of the Club upon which securities or in such manner and upon such terms and conditions as the Executive Committee may deem fit.
- (vi) The Club may sell, lease, exchange, mortgage or otherwise deal with any of the real or financial and personal property of the Club.
- (vii) The Club may join or affiliate as a Member of any Incorporated Society under "The Incorporated Societies Act, 1908" which has, as one of its objects, the advancement of and the governance of early automobiles.
- (viii) The Club may make grants and subsidies to further the objects of the Club.
- (ix) The Club may act as agents for and introduce business to fire, accident, indemnity and general insurance offices, especially in relation to motorists and motor vehicles catered for by the Club provided there are benefits to Club Members and or the club.
- (x) The Club may take any gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the Club provided there are benefits to Club Members and or the club.
- (xi) The Club may print, publish and sell any newsletters, journals, periodicals, books, bulletins, leaflets, videos, compact disks, DVDs (including hosting a web site) or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Club, subject to the terms and conditions of relevant legislation.
- (xii) The Club shall open, maintain, and close any such accounts with any of the major trading banks in New Zealand as shall be agreed by the Executive Committee. All monies received on account of the Club shall be paid into one of the Club's bank accounts and all payments made by the Club shall be made by cheque on the appropriate Club bank account. Electronic banking may be used where appropriate but all payments must be authorised by two of the club's authorised signatories.
- (xiii) The Club may receive fees, subscriptions and other funds.
- (xiv) The Club may employ staff and engage the services of personnel and/or organisations to assist and advise the Club.
- (xv) The Club shall determine its membership and/or other appointed personnel in accordance with the Rules.
- (xvi) The Club shall establish committees and delegate its power to those committees in accordance with the Rules.
- (xvii) The Club may discipline its Members if necessary.
- (xviii) The Club shall determine policies and procedures to facilitate the Club's objects and/or manage its real or personal property as the need arises and in accordance with the rules.
- (xix) The Club may pursue any course of action which will further the aims and objects of the Club

4. MEMBERSHIP:

- (i) CATEGORIES OF MEMBERSHIP: There shall be three categories of membership within the Club, all of whom shall be entitled to Club rights to participate in organised activities. Each Membership shall receive one copy of Club notices and newsletters and, except for Honorary Membership, one vote on each issue arising at any Club meeting. For each membership where a spouse or partner has been recorded on the membership list either one may vote and either one may serve on the Executive Committee as per the rules.
- A. MEMBER: Any person of good standing, including a spouse or partner desiring to take part in the activities of the Club may apply for membership providing they tender the yearly subscription with their application for membership.
- B. LIFE MEMBER: Any person who has rendered outstanding service to the Club may be elected a Life Member. A candidate for a Life Membership shall be a financial member of the Club and shall be nominated by a member (who must also be a financial member.) Such nomination shall be forwarded to the Club Secretary who will place such nomination on the agenda for the next meeting of the Executive Committee of the Club. If approved by a vote of at least 75% of that Committee, such nomination shall be placed on the agenda of the next Annual or Special General Meeting of the Club and it will be necessary for 75% of the members in general meeting to approve the nomination for the nominee to be accepted as a Life member. Life Members shall not be required to pay any subscription.
- C. HONORARY MEMBERSHIP:
- (a) Eligibility for Honorary Membership: Persons who have distinguished themselves by meritorious service in the furtherance of veteran and vintage vehicle restoration and/or motoring either in New Zealand or other parts of the world. The election to and term of such membership shall be determined by the Executive Committee.
- (b) Rights and Privileges: Honorary members shall be exempt from payment of admission fees and subscriptions, shall have no vote and shall not be eligible to hold any office in this club. Such members shall be entitled to attend all meetings of the Club and enjoy all other privileges of this club.
- (ii) QUALIFYING OWNERSHIP DEFINITION:
For the purpose of definition a motorised vehicle manufactured on or before 31st December 1918 complete or in parts being restored or capable of being restored substantially to its original

specifications and where "Ownership" of such vehicle, for the purpose of this definition is the owner, owners spouse or partner or is either the settler or beneficiary of a Trust owning said vehicle or a person nominated by the owner as being the custodian or manager of such vehicle will Qualify the member to engage in such activities in the Club that requires such qualification but does not imply ownership for any other purpose.

(iii) PROCEDURE:

Any person wishing to take part in the activities of the Club as a member shall complete the current membership application form. The membership application form shall require a prospective member to secure the sponsorship of two members in good standing of the Club. Upon receipt of the completed application form, the Club Secretary may request written confirmation from the sponsoring members as to the applicant's desirability as a Club member. This written confirmation is to be kept in confidence and will be made available only to the Executive Committee. The completed application form along with the two sponsoring members' written replies, if required, will be presented to the next regular meeting of that Committee. The application for membership will become effective upon a majority affirmative vote by the Executive Committee. The ballot may or may not be a secret ballot. The Executive Committee are not required to justify to the applicant, the sponsoring members or the general membership, the approval or disapproval of the application. The results of the vote shall be recorded in the minutes of the meeting.

(iv) RESIGNATION: Any member may resign upon written notification to the Secretary and that resignation shall be effective upon receipt by the Secretary provided the Member's indebtedness to the Club, if any, is paid in full.

(v) SUSPENSION EXPULSION AND REINSTATEMENT: Any member may be suspended by the Executive Committee for non-payment of subscriptions at the expiration of thirty days after mailing the member a default notice for unpaid Subscriptions. Suspension by the Executive Committee shall be at the discretion of the Executive Committee. A member suspended for non-payment of subscriptions shall be reinstated upon receipt of the current year's subscriptions and the submission of a completed membership application form in order to re-establish current eligibility.

(vi) EXPULSION AND REINSTATEMENT BY THE EXECUTIVE COMMITTEE: The Executive Committee shall have the summary power by vote of a majority of its members to suspend, expel or terminate the membership of any Club member for conduct which in its opinion disturbs the order, dignity, business or harmony or impairs the good name, good will or prosperity of the Club or which is likely to endanger the welfare, interest or character of the Club or for non-payment of subscriptions or for any conduct in violation of the rules and regulations of the Club. Such action by the Executive Committee may be taken at any meeting of such Committee. The decision of the Executive Committee in such matter shall be final and conclusive. After the expiration of any period set forth in any suspension by the Executive Committee, the member shall be reinstated automatically. However, a three-fourths

affirmative vote of the Executive Committee at a regular meeting shall be required for re-instatement following indefinite expulsion by the Executive Committee.

- (vii) GENERAL: Upon the resignation, suspension or expulsion of a member the rights and privileges as a member of the Club shall cease.

5. MEETINGS OF MEMBERS:

ANNUAL GENERAL MEETING:

- (i) An Annual General Meeting of this Club will be held in the month of August each year. The purpose of this meeting shall be to consider and, if thought fit, adopt the financial statements of the previous financial year AND to elect six (6) to eight (8) eligible members as the Executive Committee, AND to elect one of the elected Executive Committee as President for the ensuing year AND to transact any other business as may be necessary. The Executive Committee which has been elected as above will at its first meeting determine the office bearers as set out in Rule 6(i) hereof. The members of the Executive Committee shall hold office until the next succeeding Annual General Meeting when they shall retire but be eligible for re-election.
- (ii) Not less than twenty one clear days before the Annual General Meeting the Executive Committee shall cause notice to be given to all Club members and shall invite nominations from general members for candidates for President and the Executive Committee to be forwarded in writing to the Club Secretary. Each such nomination to be signed by the person nominated as an indication of willingness to serve in such capacity. Each such nomination shall require to be proposed and seconded by Club members and shall bear the signatures of the proposer and seconder. At the discretion of the Chairman, nominations may be accepted from the floor of the meeting.
- (ii) SPECIAL GENERAL MEETINGS: Special General Meetings of the members may be called after a majority affirmative vote of the Executive Committee or by the Secretary upon written application of at least ten financial members of the Club. The application shall state the purpose of the meeting. The Secretary must send notice of Special General Meetings as hereinafter provided within seven days after receipt of a proper and valid application for same.
- (iii) TIME AND PLACE: Any Annual or Special General Meeting shall be held at such time and place and date as the Executive Committee shall select—but shall be within thirty one days after receipt by the Secretary of a valid and proper application for a Special General Meeting.
- (iv) NOTICES: A written or printed notice stating the purpose, place, date and time of every meeting of the membership shall be mailed (or emailed, where the member has agreed to receive such notices by email) by the Secretary to each member in good standing of the Club at least twenty one days prior to the meeting. Notice shall be deemed to have

been given if sent by post or email addressed to the member's last known postal or email address.

- (v) QUORUM: At the Annual General Meeting or a Special General Meeting of the members a quorum shall consist of at least ten members of the membership entitled to vote. Less than a quorum may, by a three fourths vote of those voting, adjourn a Special or Annual General Meeting from time to time until the business is completed.
- (vi) PROCEDURE: Each current membership shall be entitled to one vote at any Annual or Special General Meeting. The use of proxies at any membership meeting is prohibited. Every question submitted in the first instance shall be determined by voices. In the event of a vote being demanded the questions shall be decided by a show of hands. A ballot shall be held if demanded by not less than six members qualified to vote.

6. THE EXECUTIVE COMMITTEE:

- (i) The affairs of the Club shall be vested in and managed by the six to eight elected members of whom no less than 50% of those serving at any one time are "Qualifying Members" as defined in 4 (ii). The person elected as President, shall be required to be a Qualifying Member however the Vice-President, Secretary and Treasurer do not have to be Qualified for the purpose of holding office or voting at Executive meetings. There shall be at all times the need to preserve the requirement that the Club be managed by a majority of Qualified Members within the quorum. The President shall have a casting vote if required.
The Executive Committee may, by a three-fourth majority vote, co-opt members to the Executive Committee with or without full voting rights thereon to perform specific functions on the Committee or to fill a vacancy thereon.
- (ii) REMOVAL AND RESIGNATION: Any Officer may be removed for any cause, by a three-fourths majority vote of the Committee then in office, at a regular or special meeting of the Executive Committee. Any Officer may resign at any time by giving written notice to the Executive Committee, or to the President or to the Secretary of the Club. Any such resignation shall take effect at the date of receipt of such notice or at any time specified therein and unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.
- (iii) REGULAR MEETINGS: The Executive Committee shall hold at least six (6) regular meetings during the fiscal year at approximately sixty (60) day intervals.
- (iv) SPECIAL MEETINGS: Special meetings of the Executive Committee may be called for any purpose or purposes at any time by the President. If they are absent or unable, or refuse to call any meeting it may be called by any other Executive Committee member.

- (v) NOTICES: Written notices of the time and place of regular or special meetings of the Executive Committee shall, if not agreed to at the previous meeting, be delivered personally, emailed or sent by post to each Committee member's address recorded in the records of the Club. Notices must be given, mailed or emailed at least five (5) days prior to the meeting.
- (vi) WAIVER OF NOTICE: The transactions of any meeting of the Executive Committee however called and noticed or wherever held shall be as valid as a meeting duly held after regular notice, if a quorum be present and if either before or after the meeting, each of the Committee not present sign a waiver of notice or a consent to holding such meeting. All such waivers or consents, shall be filed with the minutes of the meeting.
- (vii) QUORUM: A majority of the authorised number of Executive Committee members shall be necessary to constitute a quorum for the transaction of business provided the quorum has a majority of Qualified Members.
- (viii) ADJOURNMENT: A quorum of the Executive Committee may adjourn any Executive Committee meeting to meet again at a stated date, place and time.
- (ix) FEES & COMPENSATION: Executive Committee members shall not receive any fee or salary for their services but, by resolution of the Executive Committee, reimbursement may be allowed to any Committee member for any funds paid by him or her for the benefit of the Club.

7. POWERS OF THE EXECUTIVE COMMITTEE:

- (i) The Executive Committee shall have the power to call meetings of the Club when they deem it necessary to conduct, manage and control the affairs, relations and business of the Club and to make regulations not inconsistent with the Rules of the Club and the Laws of New Zealand for the guidance of the officers and management of the affairs of the Club. The Executive Committee shall not have power to incur indebtedness. The Executive may appoint such other officers, agents or committees as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any Club office as hereinbefore provided in Rule 6(i) hereof.

8. DUTIES OF OFFICERS:

- (i) PRESIDENT: The President shall be the Chief Executive Officer of the Club and shall, subject to the advice of the Executive Committee, have general supervision, direction and control of the business and affairs of the Club. The President shall preside at all meetings of the members and at all meetings of the Executive Committee. He or she will be an ex-officio member of all sub-

committees and shall have the general powers and duties of management usually vested in the office of President.

The President shall sign all contractual documents provided however that all contractual documents must have first been approved by the Executive Committee and those documents would not incur any arrangements or costs or liabilities that would not be able to be reasonably met by the Clubs financial assets at the time of signing.

(ii) VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Executive Committee or the Rules. In the event that a casting vote is required only a Qualified Member present at the meeting may make such vote if the Vice-President is not qualified.

(iii) SECRETARY: The Secretary shall attend all meetings of the members and the Executive Committee and shall record all minutes and votes in a book kept for that purpose. The Secretary shall keep, or cause to be kept, a register showing the names and addresses of all members. The Secretary shall give, or cause to be given, notice of all meetings of the members and off the Executive Committee, as required by law to be given and they shall keep the seal of the club in safe custody and shall have such powers and perform such other duties as may be prescribed by the Executive Committee or these Rules.

The Secretary shall have custody of the records of the Club and shall at all times be subject to the control of the Executive Committee. In the absence of the Secretary from any meeting of the members or Executive Committee, the presiding officer shall appoint a secretary pro-tempora. The Secretary shall also be required to ensure the compliance with all requirements of the Incorporated Societies Act 1908.

(iv) TREASURER It shall be the duty of the Treasurer to have the custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Executive Committee and to perform such other duties as pertain to the office of Treasurer.

9. FINANCIAL YEAR:

The financial year of the Club shall end on June 30th. The financial statements shall be prepared by the Treasurer as at June 30th of that year and be reviewed by a suitably qualified person approved by the Executive Committee, which may be a club member.

10. SUBSCRIPTIONS:

The annual subscription shall be fixed by the Executive Committee. Accounts for subscriptions will be sent out by the Treasurer to members in September and shall be payable by December 1st. All subscriptions paid by November 20th shall be subject to such discount as may be determined by the Executive Committee from time to time. Members who do not pay their subscriptions by December 1st will be in default.

11. BRANCHES.

- (i) The club may establish Branches at any place or places it may think fit and may from time to time determine the boundaries of such Branches.
- (ii) The Members of a Branch shall consist of the members of the club who for the time being reside within the boundaries of that new Branch. When a new Branch is formed, existing members shall have the option of joining that new Branch or staying with their original Branch.
- (iii) Each newly formed Branch shall have the power to elect its Honorary Officers which shall be a Branch Chairman, a Club Captain, a Secretary/Treasurer and three other members, the majority of whom shall own a vehicle constructed on or before December 31st 1918 in accordance with Clause 4 (ii).
- (iv) The Branch Chairman shall upon election be deemed forthwith to be an additional member of the Executive Committee of the Club.
- (v) The Branch rules or any amendment to the Branch rules must first be approved by the Executive Committee.

12. PERSONAL PECUNIARY PROFITS TO MEMBERS

Notwithstanding anything expressed or implied in these Rules, the activities of the club shall not be carried on for the personal pecuniary profit or benefit of any member or individual.

13. AMENDMENT TO RULES:

These Rules shall not be amended, added to or rescinded except by a Notice of Motion signed by three members of the Club to be read at an Annual General Meeting or Special General Meeting and approved by a resolution passed by a majority of three-fourths of the members voting at the meeting, provided a quorum has been reached. Any abstention from a vote is not included in the total votes. The full text of any such proposed Notice of Motion shall be provided to members with the notice calling the meeting.

No addition to or alteration of the personal pecuniary profits to members clause or the winding up clause shall be approved without the prior approval of the Inland Revenue Department.

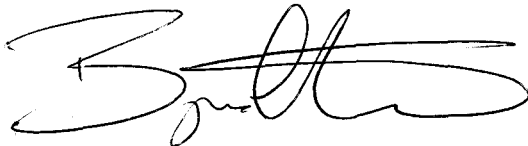
14. SEAL:

The Club shall have a Common Seal which shall be kept in the custody of the Secretary and which shall be affixed to any document only in pursuance of a resolution of the Executive Committee and in the presence of the President, Secretary and any other one member of the Executive Committee who shall subscribe their names and offices.

15. WINDING UP:

If at any Annual or Special General Meeting the majority resolve that the Club shall be wound up, a further Special General Meeting shall be called in accordance with the Incorporated Societies Act 1908, and held not earlier than thirty days after the date of the meeting at which the resolution was passed to confirm or reject the resolution. If the resolution is confirmed at the Special General Meeting the Club shall be wound up and the members shall direct the disposal of all the Club assets and finances to be paid to an approved non-profit or charitable organisation with aims and objects similar to those of the Club, once all debts and liabilities have been settled.

END OF DOCUMENT



BENJAMIN PORTER 22-08-2014



DAVID C PORTER 22-08-2014



Philip Eilenberg 26/8/14