

# RULES AND CONSTITUTION OF EASTERN STATES SPEEDWAY (1995) INCORPORATED

## 1. DEFINITIONS AND INTERPRETATION

1.1 In these rules:

“Committee” means the committee referred to in Rule 7.1;

“Member” means a member of society;

“The Society” means the society named in Rule 2.1 below;

“The Act” means Incorporated Societies Act 1908;

Words referring to persons include firms, partnerships, companies and corporations;

Where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer to the other gender.

## 2. NAME AND POWERS

2.1 The name of the Society is EASTERN STATES SPEEDWAY (1995) INCORPORATED.

2.2 Subject to the Act and these Rules, the Society is capable of exercising all the functions of a body corporate and of holding land.

## 3. OBJECTS

3.1 The objects of the Society are to foster, conduct and promote the sport of speedway racing in the province of Marlborough. To form a close relationship among all who are connected with the Society.

To do anything and engage in any activity which is incidental or conducive to attaining the above objects.

## 4. MEMBERSHIP

4.1 Membership of the Society consists of:

a) Ordinary Members who shall be either

(1) Competitors – for whom membership shall be deemed to be a condition of regularly competing at Eastern States Speedway.

(2) Supporter – who shall include pit crew, office holders, committee, and general public

b) Associated Members who shall be

Any volunteer or member of the general public who do not require the voting rights associated with an ordinary member

c) Life Members – Any person may be nominated for election as a Life Member of the association in recognition of notable service in the interests or objects of the association.

Nomination for Life membership must be made in writing by no less than three financial members and should be forwarded to the Secretary. Such nominations will be considered by the Committee at the next meeting. If such nomination is approved by a majority vote at the Committee meeting it shall be considered by the association at its next Annual General meeting. A life Member can only be elected by the supporting vote of a two-thirds majority of members of the association present and voting. No nomination for Life Membership will be received from the floor at such meetings. Life members shall be entitled to all rights and privileges enjoyed by ordinary members (including the right to vote) but do not have to pay fees, subscriptions or levies.

- d) Honorary – An Honorary Member is a person who is acknowledged as providing or having provided important services to the Society. An Honorary member has none of the rights or privileges of an ordinary member. Honorary members may be determined by the committee on a season by season basis.
  - e) Such persons as may be elected by a simple majority of the members present at a general meeting and who pay upon request such entrance fees and annual subscriptions as the society from time to time fixes in Annual General Meeting. No person or incorporated society may be presented as a candidate for election without application in writing in any form prescribed from time to time by the Board signed by the applicant and 2 financial members being lodged in the hands of the secretary at least 21 clear days before such General Meeting. If there are no applications received for a position, nominations can be taken from the floor
- 4.2 For the purpose of these Rules, persons trading in partnership or as a corporation constitute 1 Member. No applicant can be admitted to membership if he or she is an individual perpetrating to represent such partnership or corporation. An application by a partnership must be signed by all the Members of the partnership. A partnership or corporation that is a Member of the Society must designate 1 of its partners or directors or permanent officers as its representative to act on its behalf in all matters concerning society.
- 4.3 Every Member of the society is be deemed to have notice of the rules and regulations (if any) of the Society and will be bound by those documents as if the Member had been an original subscriber to them.
- 4.4 To become a member, a person (“the Applicant”) must:
- a) Complete an application form and
  - b) Supply any other information the committee requires.
- 4.5 The committee may interview the applicant when it considers membership applications
- 4.6 The committee shall have complete discretion when it decides whether or not to allow the applicant to become a member. The committee shall advise the applicant of the decision, and that decision shall be final.

## 5 TERMINATION OF MEMBERSHIP

- 5.1 Any Member of the society who fails in the observance of any law, rule, regulation, bylaw or code of ethics of the Society of which for the time being Members are expected to observe, or whose character or business methods are considered by the committee not to be in the best

interests of the Society, or whose business activities do not in the opinion of the Committee entitle that Member to continue to be a Member. The member must be given the right to attend the committee to put their case forward prior to going to a general meeting. They may be removed from the Society by a resolution to that effect passed by a majority of two thirds of the Members Present at the general meeting

- 5.2 Any Member wishing to resign from the Society must give to the secretary not less than 1 months' prior written notice of that Member's intention to resign and must pay all fees, subscriptions or levies up until that date of expiry of such notice. The resignation may then be accepted by the Committee.
- 5.3 Any person ceasing to be a Member of the Society for any cause whatsoever nevertheless remains liable to the Society for all subscriptions and other moneys which may have become due to such person prior to termination of such person's membership.
- 5.4 Any person ceasing to be a Member of the Society must upon demand from a Member of the Committee return to the Society any property of the Society then in that persons possession or under the persons control within 14 days. No such person after ceasing to be a Member must hold himself, herself or itself as a Member of the Society or use any trademark, trade name, logo or other mark of identification of the Society, or disclose any confidential information relating to the Society or to any other Member of the Society.
- 5.5 Any member who fails to pay the annual subscription by 31<sup>st</sup> December in the year invoiced shall be deemed to have resigned from the society and membership terminated.
- 5.6 **The committee may suspend or expel from membership any member wilfully disobeying any of the rules or bylaws of the club or guilty of any conduct rendering him or her in the opinion of the committee unfit or unsuitable to be a member of the club or deserving of suspension or expulsion. Provided that before suspending or expelling any member the committee shall hear any accusations against the member, ask questions and give explanations and the committee shall give any such member the opportunity of defence.**

## 6. ANNUAL SUBSCRIPTIONS

- .1 The Society at Annual General Meeting has the power to determine the amount of the annual subscription payable by Members excluding Life Members of the Society.
- .2 A Member is not entitled to vote or take advantage of Membership in any way until such Member's subscription and/or arrears subscription are paid.

## OFFICERS

- 1 On incorporation, Committee is hereby constituted comprising of all of the officers of Eastern States Speedway Incorporated.
- .2 At every Annual General Meeting held the society must elect from the Society's Financial Membership a Committee consisting of the following officers:

President - who shall preside at all meetings and take the chair. To ensure that the rules are followed oversee the operation of the Society and give a report on the operation of the Society at each Annual General Meeting.

Vice – President – who shall assist the President and should the President be unavailable shall act in their place.

Secretary – shall attend all meetings and take proper minutes there of, copies of which shall be made available to committee meetings, shall read and file all communications, issue notices of meetings and conduct all correspondence. To advise the Registrar of Incorporated Societies of any rule changes or alterations.

A current register of members must be kept at all times which will contain the names, the addresses and telephone numbers and the date that they became a member (It is up to the member to advise of any changes).

Treasurer – shall collect and receive all subscriptions, dues and other monies made to the society and shall be banked within 7 days of receiving monies. Pay all accounts and Wage and statutory payments. Keep a true and accurate record of the society accounts so that the Society's financial situation can be clearly understood at any point in time. To give a financial report and statement of accounts (including Income and Expenditure Account, budget forecast and Balance Sheet) at each Annual General Meeting, and more often if either the committee or a majority of the Society decides this in a Meeting. To forward the annual financial statements of the society to the Registrar of Incorporated Societies upon approval by the members at an Annual General Meeting.

Club Captain – to liaise with class representatives, by way of a meeting being held monthly during race season, and report back to committee any issues and queries raised at the meeting

And up to 5 Committee Members Maximum.

The Secretary and Treasurer positions may be treated as one

All Committee members must be financial Member.(Ordinary).

The committee is to act as promoter or appoint a reputable and suitably qualified Promoter.

7.2 b Nomination Process: No person or incorporated society may be presented as a candidate for election without application in writing in any form prescribed from time to time by the committee signed by the applicant and 2 financial members being lodged in the hands of the secretary at least 21 clear days before such General Meeting. Nominations must be received in writing to the secretary 21 days prior to the AGM and notified to members 14 days prior to the AGM, with all AGM Business

.3 The Secretary, Treasurer and/or Promoter is entitled to such remuneration as may be determined from time to time by the Committee.

7.4 The Committee has power to appoint a financial Member to fill any casual vacancy on the committee until the next Annual General Meeting. Any Member so appointed must retire at the next Annual General Meeting. Together with the rest of the Committee but all or any of the retiring Committee are eligible for re-election. 3 of the Committee must stay at each AGM

.5 The Committee has the power to establish sub Committees and to delegate to such sub committees such of the powers of the Society as may be necessary for the sub committee to carry out a specified task or tasks to assist in achieving the objects of the Society. The Committee may appoint as

members of the sub committee persons who are neither members of the Committee nor members of the society.

.6 The Executive Committee is to consist of the President, Secretary and two other Committee Members. Who have served on the committee for a minimum period of two years. To be elected by the committee at the first meeting following the AGM.

.7 In order to stand for the position of president nominee must have served on the committee for a period of Two Years in the Last Six Years.

## 8 DUTIES OF THE COMMITTEE

.1 It is the duty of the committee generally to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify Members of intended meetings and the business to be transacted at those meetings and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of account for preceding year.

## 9. ADDITIONAL POWERS OF THE COMMITTEE

9.1 In addition to any power expressly or impliedly conferred by these rules, the Committee has the following powers and authorities.

- a. To co-operate with all interested parties in public relations in promotion of the objects of the Society.
- b. To enter into any arrangement with any institution or organisation which has similar to those of the society.
- c. To solicit donations, gifts and bequests through the Society for promotion of the objects of the Society.
- d. To expend any money in pursuance of and incidental to any of the objects of the Society.
- e. To purchase, lease or otherwise acquire equipment to the value of up to \$3000.00 and to sell, lease or otherwise dispose of Equipment.
- f. To recommend the printing of publications and their issue to Members of the Society and others.
- g. To do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.
- h. To set gate prices in conjunction with their budget for the coming season
- i. To elect the executive committee for the following season as per rule 7.6
- j. To liase with the club captain regarding any issues raised at the representatives meeting to be held separately.

- k. To employ people for the purpose of the Society: Complete with contracts, job descriptions and or roles and responsibilities, with annual reviews.
- l. To determine written roles and responsibilities of key personnel

10. MEETINGS

10.1 Annual General Meeting

The Annual General meeting shall be held once every year in the month of July. The Committee shall determine when and where the Society shall meet. The Secretary shall give Members at least 14 days notice of:

- (a) The business to be conducted, including standing orders
- (b) A copy of the Annual Report and Statements of Accounts
- (c) A List of Nominees for the Committee, and information about that Nominee's if provided.
- (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- (e) Election of Committee Members.
- (f) Appoint Auditor
- (g) No business other than that of which notice has been so given can be brought forward at such meeting.

Budget forecast to be presented by the committee for approval for the coming season

10.2 Special General Meeting

The President or, in the President's absence or inability, any other Member of the Committee, may at any time for any special purpose call a Special General Meeting, and the President must do so forthwith upon the requisition in writing of any 5 Members with a detailed agenda for the meeting, and with giving up to 14 days notice. No business other than that of which notice has been so given can be brought forward at such meeting.

10.3 General Meetings

The President or, in the President's absence or inability, any other Member of the Committee, may at any time for any purpose call a General Meeting giving up to 14 days notice.

10.4 Committee Meetings

The Secretary may convene a Committee Meeting at any time, and must do so forthwith upon requisition in writing of any two Committee Members stating the purposes for which the meeting is required. In all other respects, unless otherwise expressly stated in these rules, the Committee may regulate its meetings and its procedure as its members see fit.

10.5 Procedure at Meetings

- a. At all meetings, the President, and in the President's absence any other duly elected chairman, must take the chair and every financial Member is entitled a motion to 1 vote exercised in person, by proxy or in writing. In the case of an equality of votes,

the chairman has a casting as well as a deliberative vote. The mode of voting on all questions is by voices or, if any Member so requires, by a show of hands, or paper ballot.

- b. At all meetings other than Committee Meetings, 5 financial members in addition to the committee constitute a quorum. At Committee Meetings 5 financial member constitute a quorum.

## 11. SERVICE OF NOTICES

- .1 Every notice required to be given out to the Members or any of them is deemed to be sufficient if it is advertised as a public notice in the local paper for Blenheim, or if posted in a prepaid letter addressed to the Member at the Member's last known place of business or residential address.

## 12. COMMON SEAL

- .1 The Society must provide a common seal that is to remain in the custody of the Secretary or such other person as may be nominated by the Committee. The use of the seal can be authorized only by resolution of the Committee and its application is to be witnessed by the president, and by the Secretary or one other member of Committee.

## 13. CONTROL AND INVESTMENT OF FUNDS

- .1 The funds of the Society are to be devoted solely to the furtherance of the objects of the Society as set out in these rules and are to be under the control of the Committee.
- .2 All monies received by or on behalf of the Society must forthwith be paid to the credit of the Society in an account with such bank as is from time to time fixed by the Society. All cheques or withdrawal slips drawn on the account must be signed by the Treasurer and President or Secretary, or by one nominated Committee Member. The Society may from time to time invest and re-invest in such securities and upon such terms, as it thinks fit, the whole or any part of its funds, which are not required for the immediate business of the Society.

## 14. APPLICATION OF PROFITS

- 14.1 The income and property of the Society from wherever derive, are to be applied solely towards the promotion of the objects of the Society as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to any Member of the Society.

## 15. BORROWING POWERS

- 15.1 In addition to any other powers vested in it, and without limiting Rule 2.2, the Society has a power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security, founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society thinks fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Society passed in General Meeting.

## 16. AUDITOR

16.1 The books of the Society must be audited annually and reported upon by an auditor appointed at the Annual General Meeting of the Society.

16.2 Such auditor cannot hold any other office in the Society and is to receive such fee as may be fixed from time to time by the Committee. If a vacancy occurs in the office of auditor during any year the Committee is to appoint an auditor to hold office until the next Annual General Meeting.

17. REGISTERED OFFICE

17.1 The registered office of the Society is to be at such place as the Society for time to time determines in General Meeting. Due notice of any change of office is to be given to the registrar or Incorporated Societies.

18. WHERE NO RULE APPLIES

18.1 If any case arises which in the opinion of the Committee is not provided for in these Rules it is decided by the Committee which must act in what it considers to be the best interests of the Society but whose decision is final.

19. REGULATIONS

The Society may from time to time by resolution in General Meeting make amend or cancel regulations not inconsistent with these rules governing procedure at its meetings and conduct of its activities in pursuance of its objects.

20. ALTERATION OF RULES

.1 These Rules may be altered, added to or cancelled by resolution by a majority vote of two thirds of the members present at any Special General meeting or at the Annual General Meeting.

21. LIQUIDATION AND DISPOSITION OR SURPLUS ASSETS

.1 The Society must be liquidated if the Society, at a General Meeting of its members, passes a resolution by a simple majority appointing a liquidator and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed is passed.

.2 In the event of the Society being liquidated, the surplus assets after payment of the Society's liabilities and the expenses of the liquidation are to be distributed to a like minded organization as is resolved at the first General Meeting referred to in Rule 21.1

22. CONFIDENTIALITY

22.1 All information in any way relating to the affairs of the Society or of any Member of the Society which is received by a member is to be treated as secret and confidential. This obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the society.

23. INDEMNITY



23.1 No action in law or other claim may be taken by Members or their executors or administrators against any other member of the Society or Committee or officer in pursuance of the provisions of these rules, notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee is liable for any loss or expenses of the Society or any Member, unless it occurs as a result of criminal or willful default.

24. LIABILITY OF MEMBERS

24.1 Except as is otherwise provided in the Act, no member is under any liability in respect of any contract, debt or other obligation made or incurred by the Society.