

Rules of BMW Race Series Incorporated

THE SOCIETY

1.0 Name

1.1 The name of the society is BMW Race Series Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 21 October 2008.

2.0 Registered Office

2.1 The Registered Office of the Society is Level 5, 110 Symonds Street, Auckland.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

- a) To promote the racing of BMW cars at various events around New Zealand for the enjoyment and sporting fellowship of like-minded enthusiasts;
- b) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- a) The President;
- b) The Secretary;
- c) The Treasurer; and
- d) Other Members as the Committee shall decide.

4.2 Only Members of the Society may be Committee Members.

4.3 There shall be a minimum of six Committee Members.

4.4 If the suitability of any Committee Member is under review, he/she will be allowed to make representations on his/her own behalf, but shall withdraw from the meeting while a vote is taken. That Committee Member can be removed from the Committee by unanimous vote.

5.0 Appointment of Committee Members

5.1 Those six persons who formed the original BMW Race Series Committee in 2006 shall hold office in perpetuity, except that any person may resign from the Committee, or from the Society, in accordance with Clause 14. At a Committee Meeting, the Committee may decide by majority vote:

- a) How large the Committee will be;
- b) Who shall have the title of President, Secretary, and Treasurer;
- c) Whether any Committee Member may have more than one title;
- d) The President of the Society will be elected annually from within the Committee by Committee vote. No President shall hold office for more than two consecutive years. However, after a two year stand down, a former President will once again be eligible to be President.
- e) New Committee Members may only be appointed by the unanimous decision of the Committee at the time the candidate is proposed.

5.2 The BMW Car Club of New Zealand shall have the right in perpetuity, to appoint one of its executive members to the Committee "Secundee". Such appointment will be notified in writing to the Society prior to the position becoming effective. The Secundee may resign from the Committee or be removed following written notification from the BMW Car Club of New Zealand to either remove or replace.

- 6.0 Cessation of Committee Membership
- 6.1 Persons cease to be Committee Members when:
- a) They resign by giving written notice to the Committee.
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.
- 7.0 Nomination of Committee Members
- 7.1 Members may place names before the Committee to be considered for proposal as a Committee Member, but not to request the dismissal of any Committee at any time.
- 8.0 Role of the Committee
- 8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:
- a) Administer, manage, and control the Society;
 - b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - c) Manage the Society's bank accounts;
 - d) Ensure that all Members follow the Rules;
 - e) Decide how a person becomes a Member, and how a person stops being a Member;
 - f) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - g) Decide the procedures for dealing with complaints;
 - h) Set Membership fees, including subscriptions and levies;
 - i) Make regulations.
- 8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules.
- 8.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules.
- 9.0 Roles of Committee Members
- 9.1 The President's role is to:
- a) Ensure that the Rules are followed;
 - b) Convene Meetings;
 - c) Chair Meetings, deciding who may speak and when;
 - d) Oversee the operation of the Society;
 - e) Give a report on the operation of the Society at each Annual General Meeting;
 - f) Advise the Registrar of Incorporated Societies of any rule changes;
 - g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.
- 9.2 The Secretary's role is to:
- a) Record the minutes of Meetings;
 - b) Keep the Register of Members;
 - c) Hold the Society's records, documents, and books;
 - d) Receive and reply to correspondence as required by the Committee;
 - e) Retain the common seal of the Society, if the Society has a common seal.
- 9.3 The Treasurer's role is to:
- a) Collect and receive all payments made to the Society. These payments must be banked as soon as possible after the Treasurer receives them;
 - b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
 - c) Give a financial report and statement of accounts (including an Income and Expenditure Account 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.
 - d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

10.0 Driver Delegates

- 10.1 Driver delegates will be appointed by the BMW Race Driver Series Committee on behalf of The Society.
- 10.2 The role of the Driver Delegates will include, but not be limited to:
- a) Liaison between Membership and Committee on all subjects related to the BMW Race Series.
 - b) Be the first point of contact for Members who have any matters they want put before the Committee.
 - c) Provide feedback for the Committee in relation to proposed rule changes.
- 10.3 The Driver Delegates may be invited to attend Committee meetings but will have no voting rights.
- 10.4 Appointment of Driver Delegates:
- a) Only Members of the Society may be Driver Delegates.
 - b) Committee Members shall not be Driver Delegates.
 - c) Members may nominate other Members for the position of Driver Delegate in advance of the Annual General Meeting or as required by the Committee.
 - d) Nominations for the role of Driver Delegate will be approved by the Committee.
 - e) If necessary, a vote will be held at a General Meeting to select the Driver Delegates.
 - f) Persons cease to be Driver Delegates when:
 - i) They are outvoted at the Annual General Meeting.
 - ii) They resign by giving notice to the Committee.
 - iii) They are removed from the position by a unanimous decision of the Committee.
 - g) If a new Driver Delegate is required other than at the Annual General Meeting, the Committee shall have the option of:
 - i) Appointing a replacement, who will hold the position until the next Annual General Meeting, or
 - ii) Calling for nominations from the Membership, and if a vote is required, calling a Special General Meeting.

SOCIETY MEMBERSHIP

11.0 Types of Members

- 11.1 A Member is either an Ordinary Member or a Life Member, but not an Honorary Member.
- 11.2 An Ordinary Member has the rights and responsibilities set out in these Rules.
- 11.3 A Life Member is a person who is acknowledged as a longstanding Member of the Society. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.
- 11.4 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 a Member.

12.0 Admission of Members

- 12.1 To become an Ordinary Member, a person ("the Applicant") must:
- a) Be invited to join only; and
 - b) May apply to be invited to join
 - c) Complete an application form, if the Committee requires this; and
 - d) Supply any other information the Committee requires.
 - e) Be a current member of and continue to be a financial member of the BMW Car Club of New Zealand
- 12.2 The Committee may interview the Applicant when it considers Membership applications.
- 12.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 12.4 Membership only applies to the individual and is not transferable.

- 12.5 An Ordinary Member may become a Life Member only if:
- a) The Committee recommends that the Society should appoint the Ordinary Member as a Life Member; and
 - b) The Society passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present and voting.
- 13.0 The Register of Members
- 13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Committee requires.
- 14.0 Cessation of Membership
- 14.1 Any Member may resign by giving at least fourteen (14) days written notice to the Secretary.
- 14.2 A Member may have his or her Membership terminated in the following way:
- a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules and/or Regulations in force from time to time or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - iv) The Committee's decision will be final.
- 14.3 A Member will automatically be deemed to give notice to resign if they cease to be a financial Member of the BMW Car Club of New Zealand.
- 15.0 Re-admission of former Members
- 15.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.
- 16.0 Obligations of Members:
- 16.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 16.2 All Members (and Committee Members) participating in any event arranged or organized by the Society shall:-
- a) Obey all the regulations for each event and
 - b) Drive to a high standard showing due consideration and attention to other entrants and
 - c) Act in such a manner as to promote sporting fellowship and to maintain and enhance the image of the Society

MONEY AND OTHER ASSETS OF THE SOCIETY

- 17.0 Use of Money and Other Assets
- 17.1 The Society may only Use Money and Other Assets if:
- a) It is for a purpose of the Society;
 - b) It is not for the sole personal or individual benefit of any Member; and
 - c) That Use has been approved by either the Committee or by majority vote of the Society.

18.0 Joining Fees, Subscriptions and Levies

- 18.1 The Committee shall decide by majority vote at a Committee Meeting:
- a) What a Member must pay to join the Society (“Joining Fee”); and
 - b) What a Member must pay in order to stay a Member (“Subscription”) and how often this must be paid.
- 18.2 The Committee may also in addition to the Joining Fee and Subscription, by majority vote, impose a levy or levies on Members up to a maximum total of \$50.00 in any one financial year.
- 18.3 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full. In addition no Member may compete in a Society event unless their financial standing is up to date.

19.0 Additional Powers

- 19.1 The Society may:
- a) Employ people for the purposes of the Society;
 - b) Exercise any power a trustee might exercise;
 - c) Invest in any investment that a trustee might invest in;
 - d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

20.0 Financial Year

- 20.1 The financial year of the Society begins on 1st July of every year and ends on 30th June of the next year.

21.0 Cheques

- 21.1 Any Payment made by the Society above a value of one hundred dollars must be by electronic deposit.

22.0 Appointing an Auditor

- 22.1 At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

23.0 Society Meetings

- 23.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 23.2 The Annual General Meeting shall be held once every year between 1st May and 30th September. The Committee shall determine when and where the Society shall meet within those dates.
- 23.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least forty percent of the Members, within 6 weeks of receiving such notice.
- 23.4 The Secretary shall give all Members at least 14 days written notice of:
- a) The business to be conducted at any Society Meeting;
 - b) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
 - c) 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.

- 23.5 All Members may attend and vote at Society Meetings.
- 23.6 No Society Meeting may be held unless at least twenty Members attend.
- 23.7 All Society Meetings shall be chaired by the President. If the President is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 23.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:
- Voices;
 - Show of hands; or
 - Secret ballot.
- 23.9 The business of an Annual General Meeting shall be:
- Any minutes of the previous Meeting(s);
 - The President's report on the business of the Society;
 - The Treasurer's report on the finances of the Society, and the Statement of Accounts;
 - Motions to be considered;
 - General business; and
 - Approval of plans for the balance of the current and next calendar years.
- 23.10 The Committee may submit to Members matters which are to be decided by Members, in the form of a postal ballot.
- 23.11 Any Member entitled to attend and vote at a Society Meeting may appoint a proxy in their place, provided:-
- The proxy appointed is a Member of the Society entitled to attend & vote at Society Meetings
 - The proxy is notified to the Committee at least 24 hours prior to the Society Meeting
- 24.0 Motions at Society Meetings
- 24.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion:
- It must be voted on at the Society Meeting chosen by the Member; and
 - The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 24.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").
- 25.0 Committee Meetings
- 25.1 No Committee Meeting may be held unless more than two-thirds of the Committee Members attend, and "unanimous" in relation to Committee decisions shall apply to the number present at the time.
- 25.2 The President shall chair Committee Meetings, or if the President is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.
- 25.3 Decisions of the Committee shall be by majority vote except for the election of Committee Member as per Clause 5.
- 25.4 The President or person acting as President has a casting vote.
- 25.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 25.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

26.0 Signing of Documents

- 26.1 The Society may choose to have a common seal. A document shall be executed on behalf of the Society if:
- a) The common seal is attached to the document if the Society has elected to have a common seal; and/or
 - b) The document is witnessed by any one of the President, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

27.0 Altering the Rules

- 27.1 The Society may alter or replace these Rules at a Committee Meeting by a resolution passed by a unanimous decision of the Committee and only if the change does not affect the “no private benefit” rule (Clause 29), the “winding up rule” (Clause 28) and the right of the BMW Car Club of New Zealand to appoint a Committee Member. (Clause 5.2). This clause will apply in perpetuity.
- 27.2 Proposals relative to these rules may be presented by Society Members at any General Meeting or by letter to the Secretary. It shall be the responsibility of the Committee to give due consideration to any such proposal.
- 27.3 When a Rule change is approved by a Committee Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form and a notice to all Members to advise of the rule change. No Rule change shall take effect until this is done.

WINDING UP

28.0 Winding up

28.1 If the Society is wound up:

- a) The Society’s debts, costs and liabilities shall be paid;
- b) Surplus Money and Other Assets of the Society may be disposed of:
 - i) By resolution; or
 - ii) According to the provisions in the Incorporated Societies Act 1908; but
- c) No distribution may be made to any Member;
- d) The surplus Money and Other Assets shall be distributed to:
 - i) Another amateur sports promoter and/or charitable organization or incorporated society having similar objectives or for some other charitable purpose within New Zealand.

29.0 Prohibition on Personal or Pecuniary Profit

- 29.1 Nothing expressed or implied in this constitution shall permit the activities of the Society to be carried on for the personal pecuniary profit of any Member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any Member or individual. Provided always:
- a) No Member or person associated with a Member of the Society shall receive any income, benefit or advantage from the Society where they can materially influence the payment of income, benefit or advantage. Except where that income benefit or advantage is derived from:
 - i) Professional services to the Society rendered in the course of business, charged at no greater than current market rate
 - ii) Interest on money lent to the Society at no greater rate than current market rate
 - b) All Members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee and shall take no part whatsoever in the matter before Committee

30.0 Society Competitions

30.1 The Committee will arrange for the participation of the Society at race meetings around New Zealand.

30.2 The Committee will be responsible for setting the regulations and keeping the Members informed of any changes or amendments to those regulations as well as the different series classes

30.3 Members entering these competitions may only enter in a car approved by the Committee

31.0 Definitions

31.1 In these Rules:

- a) "Cheque" means a personal cheque or a bank cheque or an electronic payment.
- b) "Committee" means the Committee of the Society.
- c) "Committee Meeting" means a meeting of the Committee.
- d) "Committee Member" means any Member who is on the Committee.
- e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- i) "Rules" means these rules, being the rules of the Society.
- j) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.