



Dated 260724AB

1.0 NAME

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

2.0 REGISTERED OFFICE

- 2.1 The registered office of The Club is 24 The Masthead, Whitby, Porirua 5024, New Zealand. The Executive may alter the situation of the registered office by resolution.

3.0 PURPOSES OF THE CLUB

- 3.1 To promote interest in Riley vehicles.
- 3.2 To promote and encourage the restoration and preservation of all Riley vehicles.
- 3.3 To render technical assistance to members by means of a technical and photographic register containing details of vehicles specifications to identify genuine factory built cars and those that have been modified.
- 3.4 To produce 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.
- 3.5 To maintain a library of information on the history, maintenance, repair and modification of Riley cars, the contents available to members.
- 3.6 To maintain a central spares service to assist members with as wide a range of spares as possible within the Club's finances for the maintenance of Riley vehicles.
- 3.7 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.
- 3.8 To arrange social functions for the purposes of promoting any of the objects of the Club and fellowship among members.
- 3.9 To promote road safety and courtesy.
- 3.10 To ensure that sufficient moneys are available to fund the activities engaged upon by the Club.



- 3.11 To establish, form and control branches (called Areas) of the Club in such places and at such times and under such circumstances as may be expedient.
- 3.12 To do any such things as may be incidental to or conducive to the furtherance and attainment of any of the above purposes.
- 3.13 Pecuniary gain is not a purpose of the Club.

4.0 MANAGEMENT OF THE CLUB

- 4.1 All Executive members (see below) with the exceptions of the Immediate Past President shall be elected at the Annual General Meeting of the Club.
- 4.2 It is recognised that for efficiency the management of the Club should be physically based in one of the islands of New Zealand. Accordingly a candidate for President should ensure that candidates for Secretary, Treasurer and Membership Secretary resident in the same island as the candidate for President are nominated for election at the same AGM.
- 4.3 The members responsible for managing the Club ("the Executive Members" and collectively "the Executive") shall consist of a President, North Island Vice President, South Island Vice President, Secretary, Treasurer, Membership Secretary, (except that the posts of Treasurer and Membership Secretary may be held by one person if necessary), the Area Secretaries (see Clause 5 below), the Immediate Past President only for the period from the AGM at which his or her term as President ceased to the end of the next following AGM and only if he/she remains a member of the Club in that period.
- 4.4 The President is responsible for:
 - # Ensuring the Constitution and rules are followed
 - # Convening meetings of the Executive and establishing whether or not a quorum is present
 - # Chairing Meetings ("the Chairman") of the Executive and General Meetings of the Members and deciding who may speak and when
 - # Overseeing the operation of the Club
 - # Providing a report on the operation of the Club at each Annual General Meeting.



4.5 The Secretary is responsible for:

- # Acting as contact person for the Club as required by section 112 of the Act.
- # Recording the minutes of the meetings
- # Holding The Club's records, documents and books except those required for the Treasurer's function
- # Receiving and replying to correspondence as required by the Executive
- # Advising the Registrar of Incorporated Societies of any Constitutional changes.

4.6 The Membership Secretary is responsible for:

- # Keeping the Register of Members
- # Preparing lists of members and other material relating to membership as required for the management of the Club.

4.5 The Treasurer is responsible for:

- # Keeping a full record of all financial transactions made by the Club including those made by the Areas and the Spares Officer to allow the Club's financial position to be readily ascertained
- # Preparing annual financial statements in accordance with the Club's accounting policies and a financial report for presentation at the AGM
- # Depositing the annual accounts with the Registrar of Incorporated Societies.

4.6 The North and South Island Vice Presidents are responsible for:

- # Deputising for the President as Chairman of meetings in the relevant island in his or her absence
- # In the case of the North Island Vice President liaising with the Area Secretaries in the North Island (see para 5) as required
- # In the case of the South Island Vice President liaising with the Area Secretaries in the South Island as required

4.7 The Immediate Past President is responsible for:

- # Ensuring the continuity of the Executive function between his or her term and the incoming President.

4.8 To be eligible for election as President or a Vice President, a member shall previously have been a member of the Club for at least two years.



- 4.9 The Executive Members (except a retiring President who becomes the Immediate Past President) shall retire from office at each Annual General Meeting ("AGM") but are eligible for re-election. Executive Members may resign by giving written notice to the Secretary.
- 4.10 A Club Historian, a Club Magazine Editor and a Spares Officer shall be appointed by the Executive from the Members and shall be deemed to be Executive Members. The Members in these positions shall not have voting rights but shall have speaking rights and shall remain deemed Executive Members until either they resign or their appointment is terminated by the Executive.
- 4.11 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.
- 4.12 When it has been deemed necessary to co-opt Members, they shall not exceed in number the total of those Executive members elected at the preceding AGM.
- 4.13 The President or in his/her absence, one of the Vice Presidents shall chair meetings of the Executive. The Chairman shall have a casting vote as well as a deliberative vote at all meetings.
- 4.14 Meetings of the Executive may be held by either of the following methods:
- # The First Method.
Physical attendance by the Executive Members 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 the Executive Members by surface mail or Email or other means of communicating writing and subsequent response to the Chairman of the meeting by the Executive Members by like means and on or before a stated date.
- 4.15 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 the case of meetings held under the First Method as above the quorum shall be satisfied by the physical attendance by the Executive Members 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.



- # In the case of meetings held under the Second Method as above the quorum shall be satisfied by the number of Executive Members responding to the Chairman of the meeting.
- 4.16 All Executive Members shall receive an agenda not less than fourteen days before a meeting. Additional items shall be accepted by the Secretary up to two days before the meeting for consideration at the meeting Those Executive Members expected to 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.
- 4.17 The Executive shall have all administrative and other powers necessary for properly carrying out the purposes of the Club and in particular shall have power:
 - # 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 Club rules as it thinks necessary for the management or well-being of the Club or the furtherance of its purposes. Club rules are not a part of the Constitution but are used to regulate any function of the Club. Any new Club rule or amendment to an existing Club rule shall be published in the next available Bulletin or Newsletter.
 - # To determine all questions or disputes as to the meaning of this Constitution or Club rules or any expression therein or as to anything done or omitted to be done by any member of the Club.
 - # To deal with any matter not provided for in the Constitution or Club rules in such a manner as it thinks fit.

5.0 MANAGEMENT OF AREAS OF THE CLUB

- 5.1 The Executive will define from time to time geographical areas of New Zealand which shall be known as Areas.
- 5.2 Nominations for the position of Area Secretary shall be called for by the method and at the time set out in clause 6.3. The outgoing Area Secretary shall be also be eligible for re-election.
- 5.3 The President, Immediate Past President, Vice Presidents, National Secretary, Treasurer and Membership Secretary shall not simultaneously hold the position of Area Secretary.
- 5.4 Areas may establish a local bank account to administer Area funds. The Executive may vote to fund Area activities ("the Area Capitation") from central funds by any method. Areas may not incur expenditure chargeable to the national funds without authorisation by the Executive.



- 5.5 Area Secretaries may invite local Members to form an Area committee to assist with the organisation and running of local events. This committee shall hold such meetings as the Area Secretary deems necessary.
- 5.6 Any Member may submit in writing to their Area Secretary a Notice of Motion related to Area activities to be considered at the next Area meeting.
- 5.7 Area Secretaries shall have the right to submit Notices of Motion to be considered at the next meeting of the Executive.
- 5.8 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.

6.0 GENERAL MEETINGS OF MEMBERS

- 6.1 An Annual General Meeting of the Club shall be held during the annual rally or failing this at any other time in the financial year within the time limits as required by the Act:
 - # To elect the Executive Members (other than the non voting Members of the Executive and the Immediate Past President) for the ensuing year.
 - # To appoint or not appoint an auditor or reviewer for the ensuing year.
 - # To set subscriptions and the Area Capitation (if any) for the ensuing year.
 - # To consider any other motions which may be submitted to the AGM.
- 6.2 At least three months prior to the AGM, all 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. The notice of the AGM may be published in the Club Magazine, providing three months notice has been given.
- 6.3 Nomination of Members of the Executive shall be called for no later than two months before the AGM either in the Club Magazine or by written notice to all Members.
- 6.4 Nominations for Vice Presidents can only be made by Members resident in the relevant island. If a vote is required, only those Members resident in the relevant island shall be entitled to vote.



- 6.5 Nominations for Area Secretaries can only be made by Members resident in the relevant island. If a vote is required, only those Members resident in the relevant island shall be entitled to vote.
- 6.6 All motions to be considered at the AGM must be in the hands of the Secretary at least fourteen days prior to the AGM being held.
- 6.7 All motions received and/or proposed by the Executive for the AGM shall be considered solely by the Members physically attending the AGM. The results of the vote on each motion shall be published in the next Club magazine or newsletter.
- 6.8 Where only one nomination for an Executive Member has been received no vote is required and the position shall be declared filled by the Chairman.
- 6.9 A majority of votes in any vote or ballot shall be necessary for the adoption of any motion and in the case of two (2) or more candidates for Executive office receiving an equal number of votes the Chairman of the AGM shall have a second or casting vote.
- 6.9 If a Member present at an AGM request it, voting on any one motion as requested shall be kept secret. Ballot papers shall be distributed and returned to the Secretary who shall deliver them to two scrutineers appointed by the Executive to analyse and verify them and report the result to the AGM.
- 6.10 A General Meeting of Members (not being an AGM) may be called by the Executive for any purpose.

7.0 GENERAL MEETINGS AND REMITS

- 7.1 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 physical presence of Members at meetings or by real time electronic methods of communication to the meeting or by post, email, fax or other methods of recording the members vote on an issue and provided to the Secretary. Notifications of meeting dates and the nature of the business to be transacted will normally be made by publication in the Club Magazine or by a general circulation to Members by mail, email or other means.
- 7.2 General Meetings (but not AGM's) shall be conducted by the methods set out in the preceding clause.



- 7.3 Any ten (10) members may collectively submit a remit to the Executive for consideration by all members of the Club. The Executive shall within 28 days of receiving such a remit set a General Meeting date for consideration of the remit and shall publish the date and nature of the remit by the methods set out in paragraph 7.1.

8.0 CONSTITUTIONAL AMENDMENTS

- 8.1 Any motion put forward at the AGM or other General Meeting of the Club to:

- # Alter the Constitution of the Club OR
- # Remove from office any member of the Executive OR
- # Affiliate with any other Association, Club or Body

shall be voted on and receive at least a three-fourths majority of votes for its adoption.

- 8.2 No addition or alteration of the Constitution or Club rules shall be approved if it affects the Personal Pecuniary Benefit Clause (18.0) or the Dissolution Clause (19.0).

9.0 MEMBERSHIP

- 9.1 The Club shall consist of Members (including Overseas Members and Life Members) and other classes.

- 9.2 A Member is an individual. The Member's partner is also a Member.

- 9.3 There shall be such sorts of Members and other classes as shall be from time to time stipulated in the Club Rules.

- 9.4 All Members (hereinafter collectively "Membership") are eligible to vote at General Meetings. Other classes are not eligible to vote at General Meetings.

- 9.5 All Members are eligible to stand for election and may hold any office within the Club with the exception of:

- # The North Island and South Island Vice Presidents
- # The Area Secretaries

which offices may only be respectively held by a Member resident in the relevant island or Area.



- 9.6 The qualification of Membership shall be either ownership of a Riley vehicle or an interest in Riley vehicles.
- 9.7 All applications for Membership shall be by the submission of the Membership Application form provided and the signature on the form shall constitute consent to be a member of the Club as required by Section 76 of the Act and shall be deemed to be an undertaking by the applicant to be bound by the Constitution and rules of the Club for the time being in force.
- 9.8 All applications for Membership of the Club shall be supported by one or more Members.
- 9.9 All applications for Membership shall be accompanied by the amount of an entry fee (if any) and the annual subscription for the time being in force.
- 9.10 The Membership applicant shall be notified of his/her acceptance by the Membership Secretary and shall be supplied with a Membership card, a name badge a receipt for the subscription, and notification of the name and address of the Area Secretary in the residential location of the applicant and reference to access the Constitution of the Club 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.
- 9.11 Prospective Members are required to complete the Membership Application form concerning their vehicles, as far as practicable. Members are to advise the Membership Secretary annually by means of a subscription renewal form of any change of ownership or alteration to the specification or of their vehicles and any changes to their address or other contact details.
- 9.12 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 by eleven (11) months or more shall be entitled to vote at any meeting of the Club.
- 9.13 A Member shall cease to be a member of the Club:
- # Upon the Membership Secretary receiving written notification to that effect OR
 - # The Member is no longer eligible by terms of the Club's Constitution OR
 - # the Member has not paid a subscription within eleven (11) months subsequent to the due date and the Membership Secretary at



his/her sole discretion decides to terminate the membership. The Executive may reinstate any such member on satisfactory grounds being shown for failure of payment.

- 9.14 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.
- 9.15 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.
- 9.16 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.
- 9.17 Other classes shall be accepted without nomination or payment of subscription and shall have such rights as decided by the Executive. Other classes are typically former partners of deceased Members, former Members who have sold their vehicle but wish to stay in touch with the Club or those with a general interest in Riley Cars but without the intention of full participation in the Club. "Friends of the Club" is an other class.

10.0 SUBSCRIPTIONS

- 10.1 The annual subscription shall be set at the AGM for all classes of Membership for the next following Financial Year. The annual subscription shall be payable in full within one month from the due date.
- 10.2 An annual subscription paid by a Member shall be deemed to be also a subscription for their partner who is also a Member

11.0 FINANCE AND ACCOUNTING

- 11.1 The Financial Year of the Club begins on the first day of October in any one year and ends on the thirtieth day of September of the following year.



- 11.2 Payments from the current Club Account may be made on the authority of the Treasurer and an Executive member authorised by the Executive.
- 11.3 Payments from the other current accounts operated by the Club Areas and the Spares Officer shall be authorised by two of the following Members:
- # The relevant Area Secretary or Spares Officer as the case may be
 - # The Treasurer
 - # An Executive Member authorised by the Executive.
- 11.4 The Club shall have the power to borrow money. Any decision to borrow money shall require a three-fourths majority in a vote on the issue carried out at the AGM or other General Meeting.
- 11.5 The Executive shall have full authority to make rules for the keeping of accounts, inspection of books by Members and other matters relating to the financial affairs of the Club.
- 11.6 At the AGM following the Financial Year end of the Club an Auditor or reviewer may be appointed by resolution of the Members to audit or review the accounts for the then current year. The reviewer shall not be a member of the Executive and the Auditor shall not be a member of the Club.

12.0 ACTIVITIES OF THE CLUB

- 12.1 The Club may publish a magazine to be distributed to each Member or circulate papers of interest to each Member at such intervals as the Executive decides.
- 12.2 Areas are free to organise such events as the Members in the Area decide.
- 12.3 The Spares Officer shall arrange the buying and selling of spare parts as he or she thinks fit. Selling of spares will normally be solely to Members.
- 12.4 The venue of the annual rally shall be decided on by the Executive. The dates of the annual rally will normally be in February or March. The organisation of the rally is delegated to the Area in which it is



to be held. The Executive shall assist the Area in any way requested by the Area including financial help.

12.5 The Executive shall organise and promote any event it decides.

13.0 DISPUTES AND COMPLAINTS

13.1 The Executive must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution or rules of the Club, ensure that the dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, timely and effective manner.

13.2 A Member may make a complaint by giving to the Executive a notice in writing that:

- # States that the Member is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
- # Sets out the allegation to which the dispute relates and who (if any) the allegation is against; and
- # Sets out any other information reasonably required by the Executive in connection to the dispute.

13.3 The Executive may make a complaint involving an allegation against a Member by giving to the Member notice in writing that:

- # States that the Executive is starting a procedure for resolving a dispute in accordance with the Club's Constitution and rules; and
- # Sets out the allegation to which the dispute relates.

13.4 The information given under sub clause 13.2 and/or 13.3 must be enough to ensure that the matter at issue is fully described or the person against whom an allegation is made is fairly and fully advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

13.5 A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

13.6 A Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

13.7 If the Executive makes a complaint any delegated member of the Executive has a right to be heard before the complaint is resolved or any outcome is determined.



- 13.8 Without limiting the manner in which the Member or Executive may be given the right to be heard, they must be taken to have been given the right if:
- # They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - # An oral hearing is held if the Executive considers that an oral hearing is needed to ensure an adequate hearing; and
 - # An oral hearing (if any) is held before the decision maker; and
 - # The Member's, or Executives written statement(s) or submission(s) (if any) are considered by the decision maker.

14.0 PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

- 14.1 This clause applies if a complaint involves an allegation that a Member, or the Club (in either case "the respondent"):
- # Has engaged in misconduct; or
 - # Has breached, or is likely to breach, a duty under the Club's Constitution or rules or the Act or the law; or
 - # Has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 14.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 14.3 If the respondent is the Club or the Executive, a member of the Executive may exercise the right on behalf of the Club or Executive.
- 14.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- # The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - # The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - # An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - # An oral hearing (if any) is held before the decision maker; and
 - # The respondent's written statement or submissions (if any) are considered by the decision maker.

15.0 EXECUTIVE MAY REFER COMPLAINT

- 15.1 The Executive may refer a complaint to:



- # A subcommittee, or an arbitral tribunal, or an external person to investigate and make a decision (each called severally "the decision maker") OR
 - # The Executive may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, or facilitation).
- 15.2 A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Executive consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

16.0 EXECUTIVE MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

- 16.1 Despite clause 13.1, the Executive may decide not to proceed further with a complaint if:
- # The complaint is trivial
 - # That a Member has not engaged in material misconduct
 - # That a Member, or the Club has not materially breached, or is likely to materially breach, a duty under the Club's Constitution or Club rules or the Act
 - # That a Member's rights or interests or Members' rights or interests generally have not been materially damaged
 - # The complaint appears to be without foundation or there is no apparent evidence to support it
 - # The person who makes the complaint has an insignificant interest in the matter
 - # The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution
 - # That there has been an undue delay in making the complaint.

17.0 INDEMNITY

- 17.1 All Executive Members including the deemed Executive Members and the co-opted Members shall be indemnified by the Club to the extent that Insurance is carried by the Club from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except such as have happened or incurred through their own wilful negligence or default.

18.0 PERSONAL PECUNIARY BENEFIT



- 18.1 No Member or any person associated with that Member shall participate in or materially influence any decision made by the Executive in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 18.2 Any such income, benefit or advantage paid for any professional, trade or other services rendered to the Club 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.

19.0 DISSOLUTION

- 19.1 The Club shall not be wound up except by Resolution passed in accordance with the provisions of Section 208 of the Act.
- 19.2 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 The Vintage Car Club of New Zealand (Inc.) or some other Club, Society or organisation having objectives or purposes similar to the purposes 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 the Registrar of Incorporated Societies all as in accordance with Section 216 of the Act.
- 19.3 No addition or alteration of the winding up Clauses (19.1 and 19.2) shall be approved by the Executive without the Inland Revenue Department's approval.

20.0 DEFINITIONS AND MISCELLANEOUS MATTERS

- 20.1 In this document it is assumed that:
- # Where the masculine form is used the feminine is included and vice versa
 - # Where the singular is used, plural forms of the noun are also inferred and vice versa
 - # Headings are a matter of reference and not a part of the other written matter.



- 20.2 Any reference in this Constitution to Club rules, activities, actions and appointments always assumes that the said Club rules activities, actions and appointments are not repugnant to the law, the Act or this Constitution.
- 20.3 Reference to "the Act" means reference to the Incorporated Societies Act 2022.