



Motorcycling New Zealand Inc.

Constitution

Effective 1 January 2008

MOTORCYCLING NEW ZEALAND INCORPORATED

INDEX TO CONTENTS

- 1.0 Name
- 2.0 Definitions
- 3.0 Objects of MNZ
- 4.0 Membership
 - 4.1 Requirements for Full Membership
 - 4.2 Restricted Membership
 - 4.3 Conditions Relating to Membership and Affiliated Clubs
 - 4.4 Application for Membership by Individual Members
 - 4.5 Membership Year
 - 4.6 Renewal of Membership
 - 4.7 Obligations on Members
- 5.0 Administration
 - 5.1 Officers and their Election
 - 5.2 Commissions
 - 5.3 Member Club Directives
- 6.0 Meetings
 - 6.1 Annual General Meetings
 - 6.2 Special General Meetings
 - 6.3 Provisions applicable to all General Meetings
 - 6.4 Governance Board Meetings
- 7.0 Voting and Proxies
 - 7.1 Annual and Special General Meetings
 - 7.2 Governance Board Meetings
 - 7.3 Proxies
- 8.0 Powers of the Governance Board
 - 8.1 Determine and manage policy and direction
 - 8.2 Delegation of powers
 - 8.3 Fill vacancies in Officers
 - 8.4 Co-opting Additional Members
 - 8.5 Establish Code of Conduct
 - 8.6 Administer discipline
 - 8.7 Suspension of membership
 - 8.8 Appoint representative to FIM Congress
 - 8.9 Settle differences between affiliated clubs, Officers and members

- 8.10 Control and investment of funds
- 8.11 Incur liability
- 8.12 Borrow money
- 8.13 Become shareholder or stakeholder
- 8.14 Raise money
- 8.15 Manage daily administration
- 8.16 Direct Commissions
- 8.17 Act on recommendations of Officers or CEO
- 8.18 Regulate national competitions
- 8.19 Furnish rulings on Manual of Motorcycle Sport
- 8.20 Ensure objectives of Constitution are kept to fore
- 8.21 Appoint salaried or contracted staff
- 8.22 Oversee expenditure
- 8.23 Nominate Patrons
- 8.24 Refer Matters to Sports Disputes Tribunal
- 9.0 Obligations on Officers, Commissioners, Stewards and Employed Staff
- 10.0 Disciplinary Action
- 11.0 Secretarial Functions
- 12.0 Treasury Functions
- 13.0 Headquarters and Registered Office
- 14.0 Common Seal
- 15.0 Finance
- 16.0 Logo
- 17.0 Uniform
- 18.0 Alterations to Constitution
- 19.0 Dissolution
- 20.0 Matters not elsewhere provided for
- 21.0 Transitional Period

MOTORCYCLING NEW ZEALAND INCORPORATED

CONSTITUTION

1.0 NAME

The Association shall be called **MOTORCYCLING NEW ZEALAND INCORPORATED** (called in this Constitution; MNZ).

2.0 DEFINITIONS

2.1 In these rules the following definitions apply:

Affiliated Club means a club which is approved by the GB in terms of this Constitution and to which members of the Club can belong to gain membership of MNZ

Annual General Meeting (or AGM) means the meeting held each year at which the GB reports to the members on activities and financial matters and at which the election of Officers and other authorised matters are dealt with in terms of this Constitution.

Association means Motorcycling New Zealand Incorporated, also referred to herein as MNZ.

Balance Date means the final date of the accounting period for financial reporting purposes.

Cheque Signatories means those persons who are authorised by the GB from time to time to sign cheques and other financial instruments on MNZ's behalf.

Chief Executive Officer (or CEO) means a person appointed by the GB as a salaried administrator of MNZ's affairs, to manage MNZ's operational activities and to perform any other duties that the GB may from time to time require.

Club Levy means the fee determined by the GB annually and payable annually to MNZ by affiliated clubs.

Code of Conduct means any Code of Conduct that may from time to time be adopted by the GB that relates the minimum required standards of behavior and ethical dealings that shall be required of all officers, members, including affiliated clubs, riders, coaches and other participants.

Commission means an individually enabled discipline as established in section 5.2

Commissioner means the Chairperson of any Commission.

Days means all references to days shall mean working days.

FIM means the Federation International de Motocyclisme.

Forms all references to forms shall include approved copies.

Full Member means an affiliated club or a person who is a member of an affiliated club who has been admitted within the rules of this Constitution and has fulfilled the conditions of membership, being other than a restricted member.

General Meeting means any Annual General Meeting or Special General Meeting as herein defined.

Governance Board (or GB) means the Officers of MNZ who have overall responsibility for supervising and managing the affairs of MNZ in terms of this Constitution.

Honorary or Life Member means a person who is elected annually or for life in terms of Rule 4.1.5.

Logo means the design adopted by MNZ from time to time as provided for in this Constitution.

Member Direction means a specific request of MNZ for a matter to be put to a General Meeting as per Rule 5.2.6.

Nominated means all references to nominated shall include seconding of the item.

Ordinary Majority means a simple voting majority of 50% plus one.

Officer means a person elected to the GB in terms of this Constitution.

Patron means a person appointed to that position by the members at a General Meeting. Such person need not be a member of MNZ. The Patron shall have full voting rights and shall be entitled to receive all membership privileges and communications from MNZ. The appointment shall be annually from appointment at an AGM to the next AGM.

Postmarked means all references to postmarked or mailed shall include electronic timing of transmission.

Restricted Member means a member who has been granted membership for a specific period in accordance with rule 4.2.

Rule means the rules of MNZ in force from time to time.

Special General Meeting means a general meeting of members called for any purpose other than the Annual General Meeting.

Steward has the same meaning as from time to time appears in the MNZ Manual of Motorcycle Sport.

Tribunal means the Sports Disputes Tribunal of New Zealand established by Sport and Recreation New Zealand.

Voting Auditor means an impartial person or entity elected at an AGM specifically to receive, count and advise the GB of the result of voting for the election of officers of MNZ before the AGM.

Voting Majority means the two thirds vote tally required at a General or Special General meeting to obtain a change from the status quo on changes to this constitution.

2.2 Phrasing the masculine includes the feminine and vice versa.

2.3 Phrasing the singular includes the plural and vice versa.

2.4 Reference to any Act or Regulation shall be deemed to include reference to any amendment to that Act or Regulation and to any Act or Regulation passed in substitution therefore.

3.0 OBJECTS OF MNZ

3.1 To conduct, control, promote, foster and develop motorcycle sport and recreation within New Zealand.

3.2 To govern and administer motorcycle sport in New Zealand.

3.3 To encourage participation by members in international events and to select members to represent New Zealand in International competitions, including World and Oceania Championships, and to co-ordinate and arrange the management of New Zealand teams both within New Zealand and overseas.

3.4 To support and encourage the holding in New Zealand of international, national, regional and local competitions, championships and other events.

3.5 To require all MNZ members including riders, coaches, other members, officers and affiliated clubs to adhere to and enforce any then current MNZ Code of Conduct.

3.6 To provide a process by way of hearing, appeal or otherwise to deal with all disputes and disciplinary matters in relation to motorcycle competition and events run under MNZ.

3.7 To advance the interests of, and provide facilities and services for all motorcyclists in New Zealand

3.8 To represent the interests of affiliated clubs and organisations and of all motorcyclists in promoting or opposing bills, legislation or any proposal or schemes by governmental or other authorities that affect those interests.

3.9 To promote the safety of all motorcycle activities in New Zealand.

3.10 To foster and encourage co-operation between all Motorcycle clubs and other motorcycling organisations.

3.11 To obtain affiliation with any overseas body that shares in whole or in part the objects of MNZ and in particular with the FIM.

3.12 To co-operate or associate with any person or body in New Zealand, whether incorporated or not, whose objects or activities or interests are similar in whole or part to those of the MNZ.

6

- 3.13 To be a shareholder or stakeholder in any company or other entity that the GB may from time to time determine may assist in the furthering of these objects.
- 3.14 To delegate such powers of MNZ as the GB shall deem fit.
- 3.15 To take or defend such legal or other lawful proceedings as may from time to time be deemed necessary for the proper conduct of the affairs of MNZ and the fulfillment of these stated objects.
- 3.16 To act as a representative body for all members and clubs in dealings with Government Departments or representative bodies within New Zealand and overseas.
- 3.17 To generally do all such things whatsoever directly or indirectly which are incidental to attaining or maintaining these objects and the well-being of the sport.
- 3.18 It is hereby expressly declared that each paragraph of the objects of MNZ shall be construed independently of and shall in no way be limited by reference to any other paragraph of the objects set out in Rules 3.1 to 3.18 hereof PROVIDED HOWEVER that the foregoing provisions shall not in any way limit the rights, powers and authorities conferred under the Incorporated Societies Act 1908.

4.0 MEMBERSHIP

4.1 Requirements for Full Membership

Full Membership must be either:

4.1.1 Club Membership

Must be an affiliated club as per Rule 4.3 of this constitution and paid the levy due so entitling them to voting rights plus any other benefits of membership as determined from time to time by the GB. Club membership confers full member status; or

4.1.2 Rider Members

Must be members of an affiliated club as defined by Rule 4.3 of this Constitution who have through that club applied for membership of MNZ and paid the subscription due so entitling them to an annual competition licence (if they so choose), to voting rights and the other benefits of membership as determined from time to time by the GB; or

4.1.3 Associate Members

Must be members of an affiliated club as defined by Rule 4.3 of this Constitution who have through that club applied for membership of MNZ and paid the subscription due so entitling them to voting rights and the other benefits of membership as determined from time to time by the GB; or

4.1.4 Officials

Must be members of an affiliated club as defined by Rule 4.3 of this Constitution and either appointed by the GB or elected at a General meeting as a steward, commission member or GB member. Such person shall hold membership rights as a Full Member for the period of their appointment without payment of current subscriptions or levies. Such membership may be revoked by the GB for serious misconduct; or

4.1.5 Honorary and Life Members

Shall be a person who has rendered eminent service to MNZ and has on the recommendation of the GB been elected an Honorary or Life Member at an Annual General Meeting. Such person shall hold membership rights (including an annual competition licence if desired) as a Full Member for such period as the AGM shall determine without payment of current or future subscriptions or levies. Such membership may be revoked by the GB for serious misconduct.

4.2 Restricted Membership

4.2.1 Shall be members of an affiliated club as defined by Rule 4.3 of this Constitution who do not hold financial membership status of MNZ but when competing in a race formally sanctioned or approved by MNZ are granted restricted membership for that event (e.g. a one event licence).

4.2.2 Such membership is limited to 48 hours and to the event for which it was granted.

4.2.3 Restricted membership rights are not transferable.

4.2.4 Restricted membership shall be issued by the Event Steward on behalf of MNZ on proof of membership to an affiliated club and any other criteria as may from time to time be determined by the GB and the Event Steward shall collect on behalf of MNZ the required restricted membership levy.

4.2.5 Restricted members are not permitted to be Officers or Commission members and shall have no voting rights. Restricted membership does not provide Full membership status.

4.3 Conditions Relating to Membership and Affiliated Clubs

4.3.1 In terms of Rule 4 Full and Associate Members are required to be financial members of an affiliated club as per Rule 4.1.1, being a club that has agreed to the conditions in Rule 4.3.

4.3.2 To be accepted by the GB as an affiliated club within the terms of this Constitution a club must:

4.3.2.1 Have 15 financial members at time of application for affiliation.

- 4.3.2.2 Be incorporated under the Incorporated Societies Act 1908.
- 4.3.2.3 Agree that all members of the Club shall be given information and a reasonable opportunity to be a financial member of MNZ.
- 4.3.2.4 Agree to pay the club levy and any applicable rider levies to MNZ to assist MNZ to undertake its objectives.
- 4.3.3 The GB will consider and make a provisional decision on each application for affiliated club membership status.
- 4.3.4 The GB's provisional decision on a Club's application for membership will be either confirmed or rescinded at the next General Meeting
- 4.3.5 The Board and MNZ in AGM will have regard to the following matters when considering a Club's application for Membership:
 - 4.3.5.1 The objects of the applicant club;
 - 4.3.5.2 The effect of the applicant's activities on competition and/or recreational motorcycling and on motorcycling generally.
 - 4.3.5.3 Whether the objects and activities of the applicant are consistent with the objects of MNZ.
 - 4.3.5.4 The effect of the applicant's activities on any existing Member Club.
 - 4.3.5.5 Any objections raised by any Member Club.
- 4.4 Application for Membership by Individual Members**
 - 4.4.1 Every application shall be in writing and on the form prescribed from time to time by the CEO.
 - 4.4.2 The application shall provide name, residential address, date of birth and any other information that the CEO may require.
 - 4.4.3 Application for Full and Associate Membership shall be lodged with confirmation of current membership of an affiliated club.
 - 4.4.4 Applications for membership under Rules 4.1.2 to 4.1.5 shall be lodged direct to MNZ.
 - 4.4.5 Applications for Restricted Membership under Rule 4.2 shall be lodged with the Event Steward, who shall notify the detail required as per Rule 4.4.2 to MNZ.
 - 4.4.6 The subscription due must accompany every application for either Full membership or Restricted membership.
 - 4.4.7 If required, financial members shall forward a passport photograph with their application and such photograph may be affixed to any membership card at time of issue.
- 4.5 Membership Year**
 - 4.5.1 The membership year shall be from 1 July in each calendar year until 30 June in the following calendar year, or at such time as the GB may otherwise direct.
 - 4.5.2 A person shall not become a financial member unless and until he has paid his subscription for the particular year, and such membership shall continue only until the last day of the month following the then current membership year.

4.6 Renewal of Membership

4.6.1 It is the responsibility of members to renew their annual membership prior to expiry.

4.7 Obligations on Members

- 4.7.1 Every member shall be conclusively presumed to be aware of and so shall be bound by this Constitution and by all the bylaws, regulations and rules of MNZ (including those set out in the Manual of Motorcycle Sport and Code of Conduct) and shall comply with the requirements and all decisions of MNZ and any MNZ Official.
- 4.7.2 The Committee members of each Member Club shall jointly and severally be responsible to MNZ for their respective clubs and may be expelled from MNZ for the acts of the Club.
- 4.7.3 Member Clubs may be liable on an equitable basis for such additional monetary assistance as MNZ may require from time to time to maintain its activities. The amount of such levy shall be decided upon at a General Meeting.
- 4.7.4 Each Member Club may hold motorcycle events. All such events shall be under the jurisdiction of MNZ and rules set out in the Manual of Motorcycle Sport.
- 4.7.5 The Steward shall provide a report of any permitted event held by the Club to the office of MNZ within 7 working days of such event. The report shall include rider numbers and such other information as the CEO or GB may from time to time require. The Club Secretary shall also forward within 7 working days rider levies (if any).
- 4.7.6 Each Member Club shall make application to MNZ for a permit to hold any motorcycling event, including trail rides. MNZ may grant or refuse (with explanation) permits as it thinks fit and in granting permits shall endeavor to ensure that the dates of similar events do not clash. Notwithstanding, where a Member Club is accustomed to holding an event on a certain day or date of the year, that club shall have first claim on that day.

5.0 ADMINISTRATION

5.1 Officers and their Election

- 5.1.1 The Officers of MNZ shall be the President and four other elected members comprising:
- 5.1.1.1 An On Road representative from the South Island and an Off Road Representative from the North Island ("Group 1")
- 5.1.1.2 An On Road representative from the North Island and an Off Road Representative from the South Island. ("Group 2")
- 5.1.2 In addition, the GB may co-opt no more than two additional members to the Board for their specialist knowledge and/or skill. All of such members shall collectively comprise the GB, but any co-opted member shall not have any voting rights on the GB.
- 5.1.3 To be eligible for election as an Island Representative, the member must be nominated and voted for by Full members residing in the Island being represented at the time for the election.
- 5.1.4 All Officers shall be Full members (and not an Affiliated Club) at the time of their nomination and election.
- 5.1.5 MNZ shall no later than 1 February each year notify all affiliated Clubs by mail and full members by way of posting on the MNZ website that nomination for all vacant officers of MNZ shall close on 31 March at the address of the Voting Auditor.
- 5.1.6 MNZ shall no later than 20 working days following the close of nominations forward to every member so entitled to vote a voting pack.
- 5.1.6.1 The voting pack shall include the notification of the nominees for each position and nominee background information, voting forms for the vacant positions and instructions for the completion and filing of voting returns with the Voting Auditor on a specified date, being postmarked 10 calendar days before the date of the General Meeting.
- 5.1.6.2 All voting papers shall be passed unopened to the Voting Auditor with a current register of voting members from MNZ.

- 5.1.6.3 All valid voting papers must be on the original forms provided by MNZ. Photocopies and non-originals will not be counted except with the prior written consent of the CEO.
- 5.1.7 The Voting Auditors shall receive and count the votes and pass the certified results to the President prior to the AGM in time for the successful candidates to be notified to those present at the meeting. The Voting Auditors shall be independent of MNZ and appointed at a General Meeting. If the entity appointed Voting Auditor ceases to exist before the next AGM, the GB may appoint another.
- 5.1.8 The President's position shall be up for election every second year. The incumbent shall be eligible for re-election. The other representative positions shall be up for election every second year alternating between Groups 1 and 2.
- 5.1.9 Subject to the foregoing provisions, Officers shall hold office from the conclusion of the AGM at which they are elected to the conclusion of the Officer's appointed term and shall be eligible for re-election.
- 5.1.10 In the event of the death or resignation of the President, the vacancy shall be filled from existing elected GB members and such appointee shall hold office until the next AGM.
- 5.1.11 In the event of the death or resignation of an elected GB member, or a GB member filling the President's vacancy, the GB may select and appoint a replacement from the pool of elected commission members.
- 5.1.12 No Officer of MNZ shall be permanently removed or permanently suspended from office except by a two-thirds majority of votes recorded at a General Meeting. MNZ shall give no less than three weeks notice to the Officer concerned of the date and place of the General Meeting at which a motion of removal from office is to be considered. The GB may temporarily suspend an Officer for a period not exceeding five (5) weeks.

5.2 Commissions

- 5.2.1 Prior to the AGM the GB shall determine for the ensuing year:
- 5.2.1.1 The need or otherwise for Commissions. The Commissions may include any or all of the following plus other Commissions as may from time to time be decided by the GB:
- ▣ Motocross Commission
 - ▣ Road Race Commission
 - ▣ Enduro Commission
 - ▣ Cross Country Commission
 - ▣ Speedway Commission
 - ▣ ATV Commission
 - ▣ Trials Commission
 - ▣ Stewards Commission
 - ▣ Health & Safety Commission
 - ▣ Coaching Commission
- 5.2.1.2 The goals and objectives for each Commission required.
- 5.2.1.3 Any recommendations to the incoming GB as regards future direction, policy and issues, following the GB annual review of the performance of each Commission.
- 5.2.2 The GB in consultation with the Chief Executive Officer and Operations Manager will review all nominations/applications for Commissioner positions to satisfy themselves of the competencies of the nominated person and may seek all and any appropriate information it deems necessary to carry out this review.
- 5.2.3 All discipline commissioners are to be appointed by the GB for a two year term.
- 5.2.4 In the event that a Commissioner does not perform in accordance with the position description, acts outside the scope of the position, commits MNZ without authority or does not act in the best interest of the sport, the Board may dismiss the Commissioner and appoint an Acting Commissioner who shall hold that office until the next Annual General Meeting.
- 5.2.5 MNZ will ensure all clubs and officials are advised of the change and will call for nominations and applications for consideration by the GB.
- 5.2.6 Each Commission shall report to the GB through the CEO and shall provide written reports to the GB in whatever format and in whatever period as shall from time to time be required.
- 5.2.7 Commissioners shall be entitled to attend meetings of the GB when invited but shall have no vote at such meetings.
- 5.2.8 Commissioners shall be up for appointment every second year alternating on a basis to be determined by the GB to ensure continuity of experience. The incumbents shall be eligible for re-appointment.
- 5.2.9 Subject to the overriding authority of the GB to alter the same, the Commissions shall, where applicable, have the following general objectives:
- 5.2.9.1 Strategic Direction and Policy: To develop and recommend to the GB policies that best promote the achievement of MNZ's objectives as they relate to the particular Commission's brief.
- 5.2.9.2 Competition: To organise the National, Island and Regional competitions within the particular Commission's area of responsibility with the assistance of the CEO.
- 5.2.9.3 Technical: To develop rules relating to competitions and other events to ensure safe, fun and fair competition; To assist the CEO, where required, with the production of brochures manuals and other printed and electronic material regarding these objectives; To undertake and co-ordinate training of suitable persons as technical officials.

- 5.2.9.4 Coaching: To develop coaching and training programs and the distribution of such information to members desiring same; To determine development squads and the appointment of coaches to such squads; To implement coaching programs; To develop video and other methods of communication of programs to riders with the assistance of the CEO.
- 5.2.9.5 Youth: To encourage youth to participate in motorcycle competitions and events at club, regional, island, national and international level; To assist with video or any other medium the development of the motorcycle sport and recreation with the assistance of the CEO.
- 5.2.9.6 Media: In conjunction with the CEO: To prepare and issue media releases for all forms of communication, the preparation and distribution of media kits, and publicity relating to the development of the motorcycle sport, recreation and safety.
- 5.2.9.7 Selection: Subject to satisfaction of the GB: To select National and International teams to represent NZ in motorcycle competitions; To issue criteria, within the terms of the selection policies advising the basis on which selection for named competitions will be made.
- 5.2.9.8 High Performance: Subject to the satisfaction of the GB: To formulate and implement appropriate programs to identify and develop riders able to compete at an International level; To develop and formulate policies for selection of high performance riders.

5.2.10 The GB may determine further Commissions to advise or undertake specific assignments and select Commissioners and may change or revise any or all of the objectives of the Commissions.

5.2.11 Any Commission dispute regarding who is primarily responsible for what shall be referred to the GB for determination. The Commissions shall be primarily responsible for managing their particular discipline, including developing the strategic direction, policies, plans and rules that relate to their particular brief.

The CEO shall provide each Commission with such assistance, guidance, expertise, support and resources as may be reasonably necessary to enable each Commission to function effectively, efficiently and economically.

The CEO shall be primarily responsible for implementing the direction, policy, plans or rules set by the GB or Commissions. The CEO shall also be primarily responsible for all commercial, financial or contractual matters involving MNZ.

Commission members and the CEO are expected to consult with one another and work cooperatively and harmoniously together. All are subject to the overall direction and control of the GB.

5.3 Member Club Directives

5.3.1 Affiliated Clubs may make submissions to the Commissions for changes or amendments to rules, including competition rules, or determinations made by Commissions whether or not such determinations have been ratified by the GB. Furthermore, they may seek determination of new issues and such issues, if approved, shall be referred to the GB for ratification. Affiliated Clubs have the right to seek a review by the GB of any issues, changes or determinations placed before any Commission and rejected by it.

5.3.2 Affiliated Clubs have the right at any General Meeting to seek a Members Direction regarding any issue, changes (including competition rule changes) or determinations placed before the GB and rejected by it. Affiliated Clubs must give the GB at least 60 days notice in writing of their intention to seek a Members Direction and its subject matter so that other members can be notified of its inclusion on the General Meeting's agenda.

5.3.3 All Full members shall be entitled to vote on the Members Direction.

5.3.4 The process described in rules 5.2.11 and 5.3.1 may be dispensed with and a matter brought directly to any General Meeting for a Members Direction in the following circumstances:

5.3.5 At a Special General Meeting where the subject matter of the Members Direction, or any matter reasonably incidental thereto, is the purpose for which the Special General Meeting was called.

5.3.6 Where the GB considers that it is in the best interests of MNZ and its members that the matter be debated and a Members Direction given.

5.3.7 The GB must comply with, and exercise its powers in accordance with, any Members Direction so given unless doing so would breach the objects of this constitution or otherwise be unlawful.

6.0 MEETINGS

6.1 Annual General Meetings

- 6.1.1 The AGM of MNZ shall be held no later than the last day of June in each year, on a date to be determined by the GB.
- 6.1.2 The business of the AGM shall be:
- Roll Call
 - Obituaries
 - Confirmation of Minutes of last AGM
 - Consideration of the Annual Report of the GB
 - Consideration of the Audited Financial Statements of MNZ and any related parties to balance date
 - Appointing an Auditor and a Voting Auditor
 - Announcing the result of the election of MNZ Officers for the ensuing term
 - Confirmation from the Board of subscriptions for members for the ensuing year
 - Election of Honorary or Life Members
 - Special Business (if any) for which proper notice has been given, including any Members Direction received
 - General Business. All General Business matters must be given to the President or person chairing the AGM no later than 9am on the first day of the AGM. The President or Chairperson shall have authority to accept or reject it but in any event shall not deliberately avoid matters being brought before members.
- 6.1.3 Notice of the AGM, with minutes of the previous AGM and audited financial accounts to balance date, shall be forwarded not less than twenty eight (28) working days before such meeting to Full Members. The notice shall state the date, place and time and the business to be transacted. Every notice required to be delivered to a member shall be deemed to have been forwarded if posted to the last address that has been notified to MNZ for that member, or emailed to the member's email address if the member has opted in writing to be notified in that manner.
- 6.1.4 If a Member Club does not attend, either through a club delegate or by proxy, two consecutive AGM's, that club's membership shall be placed on review by the GB.
- 6.1.5 There shall be a dedicated professional minute taker present throughout all General Meetings to record the minutes.
- 6.1.6 AGM and Special Annual General Meeting Costs
- 6.1.6.1 MNZ shall refund the reasonable travel costs to the General Meeting of club representatives and of Life and Honorary members, GB members, and Commissioners.
- 6.1.6.2 All claims for reimbursement of claimable costs must be lodged with the MNZ office within 90 working days of the meeting to which they relate and must be supported by such evidence of payment as the CEO may require.
- 6.1.6.3 The costs of the General Meeting shall be recorded as follows:
- 6.1.6.3.1 Part 1 costs – the general running costs of the General Meeting such as venue hire, catering, secretarial staff, stationary, travel, and the accommodation costs of GB members, the CEO and other Officers, provided such persons are not also Club delegates.
- Part 2 costs – the approved travel costs of all Club delegates present at the General Meeting.

Part 3 costs – the accommodation costs and approved travel costs Life or Honorary members who are not Club delegates to the General Meeting.

The Costs shall be met as follows:

All member Clubs shall be levied an equal share of the Part 1 costs.

6.1.6.3.2 All member Clubs with the exception of the host Club of the General Meeting shall be levied an equal share of the Part 2 costs.

All Part 3 costs shall be met from MNZ funds.

6.2 Special General Meetings

6.2.1 A Special General Meeting may be called at any time by the GB by giving Full Members not less than 28 working days notice and shall set out in the form of a resolution the business to be conducted. Only that business, or any matter reasonably incidental thereto, shall be conducted.

6.2.2 A requisition to the GB for a Special General Meeting must be signed by at least 15 Affiliated Clubs and shall set out in the form of a resolution the business to be conducted. Only that business or any business reasonably incidental thereto, shall be conducted.

6.2.3 In respect of a Special General Meeting requisitioned in terms of Rule 6.2.2, the GB will call such meeting to take place within 45 working days of receiving a requisition.

6.3 Provisions applicable to all General Meetings

The Chair shall be taken by the President, or any member selected by the meeting.

Every Full Member may vote in accordance with Rule 7.1 with the Chairperson having a casting vote.

The quorum shall be one third of Affiliated Clubs present in person or by proxy in accordance with Rule 7.3.

Except for the election of Officers (which may only be done by Postal or, once approved, electronic voting only), voting shall be done by voice but if any member requests it, the Chairperson shall call for a vote by a show of hands, or by poll vote or secret ballot.

Proxy votes are permitted in terms of Rule 7.3; except for constitutional amendments and the election of Officers.

6.3.1 If a matter arises in General Business that the Chairperson considers is of such significance that a vote on the matter is required, the Chairperson may direct that Full members be given a reasonable opportunity to consider it. Voting may then take place in such manner as the GB may determine (i.e. by postal or electronic vote, at a Special General Meeting or at the next AGM).

6.4 Governance Board Meetings

6.4.1 Meetings of the GB shall be at such intervals as shall be necessary to properly conduct the affairs of MNZ.

6.4.2 The GB shall conduct itself as transparently as possible. Full minutes of the proceedings of each meeting shall be kept and available to Full members upon request, however, the GB shall decline to make publicly available any commercially sensitive material or material that affects the privacy of a particular individual, including employment matters unless authorised to do so in writing by all affected parties. The GB may, at its sole discretion, authorise the minutes, or any parts thereof, to be published on the MNZ website.

6.4.3 The CEO and any Commissioners or staff members, shall attend such meetings when requested.

6.4.4 The President shall be the Chairperson of the meeting, or any member selected by the meeting.

6.4.5 Meetings may be held in person or by telephone or video conference calls.

6.4.6 A quorum for any GB meeting shall be four (4) elected members of the GB.

6.4.7 Any Officer absent without apology from three consecutive GB meetings shall be deemed to have forfeited his office if the GB shall at its next meeting so resolve, subject to Rule 5.1.10 and 5.1.11, in which instance Rule 5.1.12 applies.

6.4.8 Travel, accommodation, communication and any reasonable expenses for any Officer, Commissioner or employee of MNZ attending meetings including the cost of toll calls and video conferences shall be borne by MNZ. All

expense claims must comply with MNZ expense claim policy and be submitted within 90 days of the expense being incurred unless the CEO, or in the case of an expense claim made by the CEO, the President, has otherwise agreed.

6.4.9 There shall be no proxy arrangements for meetings of the GB.

7.0 VOTING AND PROXIES

7.1 Annual and Special General Meetings

7.1.1 The voting at these meetings shall be:

7.1.1.1 Each Affiliated Club has three (3) votes and is required to place these, either in person or by proxy.

7.1.1.2 Every other Full member has one vote.

7.1.1.3 The Chairperson has a deliberative and a casting vote.

7.1.2 Full members may vote by:

7.1.2.1 Postal or electronic vote as determined by the GB from time to time for the election of Officers; and

7.1.2.2 On the form provided by the GB and in the time and on the conditions stated thereon; and for other matters by:

7.1.2.2.1 Personal vote at the meeting; or

7.1.2.2.2 Proxy vote subject to the rules relating to the appointment of a proxy.

7.1.3 Constitutional changes shall be passed by a voting majority of two thirds of Full members present in person or by proxy at the Annual or Special General Meeting.

7.2 Governance Board Meetings

7.2.1 Each elected Officer has one vote.

7.2.2 The Chairperson has a deliberative and a casting vote.

7.2.3 No Officer may vote on any matter in which they or their employer or any closely related party to them has a conflict of interest, including (but not limited to) a commercial interest or pecuniary gain from the outcome.

7.2.4 There shall be no proxy voting at GB meetings.

7.3 Proxies

7.3.1 Except for the election of Officers a Full member is entitled to appoint a proxy to represent and vote on their behalf at General Meetings.

The appointment must be:

7.3.1.1 In writing giving the appointed person's full name and address;

7.3.1.2 Signed by the appointing member, or in the case of a member under aged 15, by their legal guardian, with their membership number stated;

7.3.1.3 Dated;

7.3.1.4 On the original proxy voting form provided by MNZ for the purpose, except with the prior written approval of MNZ;

7.3.1.5 Given to a Full member (not being an Affiliated Club) who is entitled to vote in their own right.

7.3.2 The proxy must be for the purpose of the matters listed in the proxy form, and any other matter reasonably incidental thereto, and no other unrelated matters.

7.3.3 All proxies must be forwarded to the Voting Auditor and postmarked no later than 10 calendar days before the commencement of the General Meeting to which they relate.

7.3.4 There shall be no proxies:

- 7.3.4.1 For the election of Officers, which may only be done by postal or, once approved, electronic voting; or
- 7.3.4.2 At GB meetings

8.0 POWERS OF THE GOVERNANCE BOARD

Subject to the provisions of this Constitution and without prejudice to the generality of this paragraph the prime objective of the GB shall be to administer the rules of MNZ and the rules of competition and to supervise and manage the affairs of MNZ, and in particular to exercise the following powers:

- 8.1 To determine the strategic policy and direction of MNZ and shall supervise and manage the administration and constitutional affairs of MNZ.
- 8.2 To delegate any of its functions to the CEO, Commissioners or any other person or employee it may from time to time determine.
- 8.3 To fill any vacancy that may occur in the Officers of MNZ or on any Commission by resignation, death or otherwise, with any such person appointed to hold office in terms of Rules 5.1.10 to 5.1.12.
- 8.4 To co-opt onto the GB no more than two other persons, who shall hold office for so long as the GB shall determine but in any case not beyond the next AGM. Such person or persons may be selected for reason determined by the GB including for their specialist knowledge and/or skill. For the duration of the term of office any such person shall for all purposes be an Officer of MNZ but shall have no voting rights on the GB.
- 8.5 To establish a Code of Conduct for members, to amend it from time to time, and administer the same.
- 8.6 To administer the disciplinary practices and procedures in accordance with the Manual of Motorcycling Sport and the Code of Conduct as may be in force from time to time, in a fair and reasonable manner, and in accordance with natural justice. Any party to a dispute may refer an appeal (except in respect of any 'in the field of play' decision) to the Sports Disputes Tribunal of New Zealand to be determined in accordance with its rules.
- 8.7 To expel or suspend from membership of MNZ or to impose any other appropriate punishment (including a fine) for the infringement by any club or member of any rule, regulation or by-law of MNZ or to which members of MNZ are subject, or for any conduct which in the opinion of the GB is prejudicial to the interests of MNZ, its members, or the sport/recreation of motorcycling. In general, this is subject to compliance with the procedures as set out in the Manual of Motorcycle Sport.
- 8.8 To appoint representatives of MNZ to attend each FIM Congress as the MNZ delegates.
- 8.9 To settle any unresolved disputes/differences or other matters between Affiliated Clubs, Officers, and members.
- 8.10 To control, invest and expend the funds and property of MNZ subject to the provisions of this Constitution with the funds devoted solely to the furtherance of the objects of MNZ.
- 8.11 To incur such liabilities as may be necessary (or which the GB may consider necessary) towards the carrying out of the objects of MNZ.
- 8.12 To borrow money, with or without security, and to mortgage or pledge any property of MNZ for such purpose. A General Meeting is required where utilising this power will reasonably result in a levy on members under application of Rule 4.7.3.
- 8.13 To become a shareholder or stakeholder in any company or other entity that the GB may from time to time determine may assist in the furthering of MNZ's objects.
- 8.14 To raise money by way of subscription on members, levies on members, levies on approved clubs, sponsoring or corporate membership subscriptions, sale of rights and privileges, sale of intellectual property, rental of equipment and assets, sanctioning fees, service fees, and in any other manner so as to provide funds for the furtherance of the objects of MNZ.

- 8.15 To oversee and manage, which may be carried out through appropriate delegations, the day to day administration of the affairs of MNZ.
- 8.16 To advise the Commissioner of each Commission of any specific directions, objectives and powers that the GB may determine for that Commission.
- 8.17 To consider, and if thought fit, act upon recommendations received from Commissions or the CEO.
- 8.18 To determine rules and regulations for all national competitions provided such regulations do not infringe upon the rules and regulations of the FIM or such other body MNZ is affiliated to.
- 8.19 To furnish rulings upon the Manual of Motorcycle Sport when requested to do so by race organisers, stewards, and Full members.
- 8.20 To ensure that the objectives of this Constitution are kept to the fore in the development and maintenance of motorcycle sport and recreation in New Zealand.
- 8.21 To appoint such salaried or contracted Officers or staff as shall be considered necessary to conduct the affairs of MNZ and all of its Commissions, and to dismiss and retire the same as may be necessary. For avoidance of doubt, the GB may delegate to the CEO such powers and responsibilities' regarding the management of subordinate employees (but not elected officials) as it from time to time thinks fit.
- 8.22 To oversee and authorise the expenditure of all MNZ funds.
- 8.23 To nominate a Patron or Patrons.
- 8.24 To refer any matter to the Sports Disputes Tribunal for determination subject to the procedure set out in this Constitution, regarding rules, regulations, or policies of MNZ and including (but not limited to) any dispute which may be of national significance, or relate to a document interpretation or in which the GB believes special circumstances are involved.

9.0 OBLIGATIONS ON OFFICERS, COMMISSIONERS, STEWARDS AND EMPLOYED STAFF

- 9.1 All Officers, Commissioners, Stewards and employed staff of MNZ shall act at all times in the best interests of MNZ and its members, free from any compromising influences and loyalties.
- 9.2 All Officers, Commissioners, Stewards and employed staff of MNZ shall declare any possible conflict of interest in any matter related to their position or the business of MNZ.

10.0 DISCIPLINARY ACTION

- 10.1 If a Member Club does not attend, either through a club delegate or by proxy, two consecutive AGM's, that club's membership shall automatically be placed on review by the GB.
- 10.2 Subject to the rules of natural justice, the GB may terminate the membership of any member for serious misconduct. The GB may also impose lesser penalties for less serious misconduct including (but not limited to) the termination of any Official position held, suspension of membership or any membership privileges, the imposition of a fine, a warning, loss of competition points and/or any other penalty that the GB may consider appropriate in the circumstances, under the process outlined at Rule 10.3.
- 10.3 Where the GB considers, on reasonable grounds, that a member may have committed serious misconduct, it may suspend that member, or any membership privileges, pending further investigation for a period not exceeding 28 days. The GB may extend the period of suspension past 28 days if the member requests, and is granted, a postponement of any opportunity to reply to the allegation(s) made or, if as a result of the member's reply, further investigations are required. In any event, the GB is to use its best endeavors to determine all disciplinary matters as soon as is reasonably possible.

11.0 SECRETARIAL FUNCTIONS

- 11.1 The GB shall make all necessary arrangements for the secretarial functions of MNZ including keeping of minutes of meetings.

12.0 TREASURY FUNCTIONS

12.1 The GB shall make all necessary arrangements for treasury and accounting functions of MNZ and shall arrange, if possible, for the employment of a Chartered Accountant who shall keep a complete set of account books in which shall be recorded in detail all the financial transactions of MNZ. Annual Accounts of all entities of MNZ shall be prepared and audited for presentation at the Annual General Meeting of MNZ and shall be included with the notice of meeting. For avoidance of doubt, initial book work may be undertaken in house.

13.0 HEADQUARTERS AND REGISTERED OFFICE

13.1 The MNZ Secretariat will at all times be the headquarters of MNZ and the location of the MNZ Secretariat shall be decided, from time to time, by the GB.

14.0 COMMON SEAL

14.1 The Common Seal of MNZ shall be kept by the CEO and shall not be affixed to any document except by resolution of the GB recorded in the minute book, and in the presence of two members of the GB.

15.0 FINANCE

15.1 The financial year of MNZ shall run from the first day of January in each year and end on the last day of December of that year, or such other dates as shall from time to time be decided at the AGM.

15.2 All cheques shall be signed by any two of the Officers provided that the GB may delegate this authority to any other person or persons.

16.0 LOGO

16.1 The GB may, as required, adopt or modify a logo for MNZ.

17.0 UNIFORM

17.1 Any representative uniform of MNZ shall be determined, as required, by the GB.

17.2 The GB shall also, as required, determine who, and which categories of members shall be entitled to wear the representative uniform.

18.0 ALTERATIONS TO CONSTITUTION

18.1 With the exception of Rule 19, these rules may be rescinded, altered or added to by resolution by a two-thirds majority vote at any AGM Meeting or Special General Meeting of which notice has been duly given, such notice must contain particulars of the proposed alteration. For avoidance of doubt, a proposed rescission or alteration may be amended or otherwise modified at any AGM or Special General Meeting.

18.2 Notice by any member of any proposed alteration to the Constitution shall be given to MNZ in writing, and in the case of an alteration proposed for consideration as a special resolution at an Annual General Meeting notice shall be given no later than 60 working days preceding the AGM. On receipt of such a notice, the GB shall cause notice of a General Meeting to be sent to full members, incorporating notice of the proposed alterations.

19.0 DISSOLUTION

- 19.1 MNZ may be dissolved by a resolution passed by a special majority of two thirds of full members at a general meeting of which notice of 90 working days of the intention to vote on dissolution has been given to all full members.
- 19.2 In the event of the dissolution of MNZ any residual net assets shall be disposed of in accordance with the directions of any general meeting of MNZ. However, in no circumstances shall any assets be distributed directly to any individual members or members of MNZ.
- 19.3 Notice of any general meeting where it is resolved to wind up the assets of MNZ shall be sent to the Registrar of Incorporated Societies.
- 19.4 MNZ may be wound up in terms of Section 24 of the Incorporated Societies Act.

20.0 MATTERS NOT ELSEWHERE PROVIDED FOR

- 20.1 In the event of any matter arising which is not provided for in these rules or any matter relating to the proper interpretation of these rules, the same shall be determined by the GB, whose decision shall be conclusive and binding on all members.
- 20.2 Notice of any such decision so made shall be given to the next General Meeting and shall be voted on by Full members.

21.0 TRANSITION PERIOD

- 21.1 Group 1 GB members elected the first election under this constitution shall be subject to re-election at the end of the first year to enable the alternating period elections as per Rules 5.1.8