

Constitution of Motorsport New Zealand Inc.

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INTRODUCTORY RULES

1. Name

- 1.1 The name of the society is MotorSport New Zealand Incorporated (in this **Constitution** referred to as **MSNZ**).

2. Charitable status

- 2.1 **MSNZ** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

- 3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Advisory Commission means any Advisory Commission established pursuant to Rule 31.1.

Annual General Meeting or **AGM** means a meeting of the eligible Members of MSNZ held once per year which, among other things, will receive and consider reports on MSNZ's activities and finances.

Appointed Board Member means a person appointed by the board under Rule 39.12.

ASN means the organisation recognised by the FIA as the sole sporting power for the enforcement of the Code and control of motor sport in New Zealand.

Ballot Scrutineers are two (2) persons appointed at a General Meeting by resolution proposed by the Chair of any General Meeting. Once appointed they will act as scrutineers for the counting of any votes and destruction of any voting papers at General Meetings.

Board means MSNZ's governing body.

Board Member means a member of the Board, including the President, and all Elected, and Appointed Board Members.

By-Laws means additional rules established to regulate the organisation pursuant to Rule 65.

Chair means the person appointed to chair any General Meetings of MSNZ.

Chief Executive Officer or **CEO** means the Chief Executive Officer of MSNZ.

Constitution means the rules in this document.

Elected Board Member means a Board Member elected under 39.11.

FIA is the Federation Internationale de L'Automobile which recognises MSNZ as its ASN for New Zealand

General Meeting means either an Annual General Meeting or a Special General Meeting of the eligible Members of MSNZ.

Interested Member means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

Matter means MSNZ's performance of any of its activities or the exercise of its powers; or any arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by MSNZ.

Member means all persons or entities who have been admitted to MSNZ in one of the types of membership defined in Rule 10, following procedures required by Rule 11.

Member Club means a member as described in Rule 12.

Member d'Honneur means any person given that Office by way of special appointment under Rule 13.

MSNZ means MotorSport New Zealand Incorporated.

National Sporting Code, Code and NSC means all the rules and regulations as defined in the National Sporting Code from time to time.

Notice to Members includes any notice given electronically, or by post, or courier.

Officer means a natural person who is either a member of the Board or who occupies a position in MSNZ that allows them to exercise significant influence over the management or administration of MSNZ, including any Chief Executive Officer, general manager or financial controller.

Official means the holder of a current and valid MSNZ issued officials' licence, including a Clerk of the Course, Steward, Competition Relations Officer, Scrutineer, and Technical Officer.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President d'Honneur means any person given that office by way of special appointment under Rule 13.

President means the person elected to that office at an AGM and otherwise as set out in Rule 39.10 who is responsible for chairing General Meetings and Board meetings, and who provides leadership for MSNZ.

Purposes means the purposes of MSNZ described under Rule 4.

Register of Members means the register of Members kept under this Constitution as required by section 79 of the **Act**.

Replacement Board Member means a Board Member appointed under Rule 39.9 for a partial term based on a vacancy of an elected board member.

Rules means these rules.

Special Resolution means a resolution passed by two-thirds of votes cast by Members eligible to vote at a General Meeting.

Vice-President means the Board Member appointed to deputise in the absence of the President as described in Rule 39.13.

4. Purpose

- 4.1 The purpose of MSNZ is to act as a governing body to administer, manage and promote the sport of four wheeled motorsport within New Zealand.

5. Act and Regulations

- 5.1 MSNZ must not engage in any activities that contravene or are inconsistent with the Act, its regulations, or any other legislation.

6. Powers

6.1 Subject to this Constitution any other enactment and the general law, MSNZ has full rights, powers and privileges and full capacity to carry on or undertake any activity, do any act, or enter into any transaction to further its purpose.

6.2 MSNZ must not:

- (a) Distribute financial benefits to Members or Officers.
- (b) Have capital divided into shares held by Members or Officers.
- (c) Hold property with disposable interests for Members or Officers.

6.3 MSNZ is not operating for financial gain of Members or Officers if it:

- (a) Engages in trade.
- (b) Pays Members or Officers for matters incidental to the Purposes of MSNZ and the Member is a not for profit entity.
- (c) Distributes funds to further the purposes of MSNZ to not-for-profit Members affiliated or closely related to MSNZ, having the same or similar purposes.
- (d) Reimburses reasonable expenses legitimately incurred on behalf of MSNZ, or while pursuing MSNZ's purposes.
- (e) Provides benefits to the public or a class of the public and those persons include Members or their families.
- (f) Provides benefits to Members to alleviate hardship.
- (g) Offers educational scholarships or grants to Members or their families.
- (h) Pays a Member a salary or wages for services to MSNZ on terms that are fair and customary, as if the parties were unrelated and acting independently, each in their own best interest.
- (i) Provides a Member incidental benefits like trophies or discounts in accordance with the purposes of MSNZ.
- (j) On removal from the Register of Incorporated Societies distributes surplus assets to Members that are not-for-profit entities under subpart 5 of Part 5 of the Act.

7. Registered Office

7.1 The registered office of MSNZ shall be at such place in New Zealand as the Board from time to time determines.

8. Contact person

- 8.1 MSNZ must have at least one but not more than three contact persons who the Registrar can contact.
- 8.2 Each contact person must be:
- (a) At least 18 years old,
 - (b) Ordinarily resident in New Zealand,
 - (c) Appointed by the Board.
- 8.3 The names and contact details (physical or electronic address and telephone number) of each contact person must be provided to the Registrar of Incorporated Societies.
- 8.4 Any changes to these details or to the Registered Office must be reported to the Registrar within 20 days of that change occurring or MSNZ becoming aware of the change.

MEMBERS

9. Minimum number of members

- 9.1 MSNZ must maintain the minimum number of Members as required by the Act.

10. Types of members

- 10.1 The classes of membership of MSNZ shall be:
- (a) Member Clubs (Rule 12)
 - (b) Past Presidents and Members d'Honneur (Rule 13).

11. Becoming a member

- 11.1 To become a Member, an applicant must:
- (a) Consent in writing to becoming a Member (consent retained in MSNZ's records).
 - (b) Complete and sign any required application form, provide necessary information, or attend an interview as reasonably required by the Board.
 - (c) Be accepted by the Board, which has the sole discretion to accept or decline applications and must inform the applicant of its decision.
- 11.2 The Board may delegate the authority to consider membership applications.

12. Member Clubs

- 12.1 Any club that is a Member Club of MSNZ at the adoption of this Constitution will retain its status as a Member Club, subject always to it maintaining its status to be a Member.
- 12.2 Member Clubs must be and remain an incorporated society.
- 12.3 Member Clubs have the following rights:
- (a) Receive MSNZ communications and discount packages.
 - (b) Take out competition permits with MSNZ.
 - (c) Attend MSNZ conferences at their own cost.
 - (d) Attend General Meetings at their own cost.
 - (e) Speak and vote by way of an appointed delegate at all such Meetings.
- 12.4 Each Member Club must:
- (a) Administer, promote, and develop motorsport in accordance with this Constitution, and any regulations, by-laws, policies, and procedures determined by MSNZ, the rules of the FIA, the International Sporting Code of the FIA, and any directions or decisions of MSNZ or authorised persons/organisations.
 - (b) Recognise MSNZ as the national governing body for motorsport in New Zealand.
 - (c) Have members it considers appropriate.
 - (d) Act in good faith and loyalty to MSNZ to ensure the maintenance and enhancement of MSNZ and motorsport, and its reputation, for the collective and mutual benefit of the Members and motorsport.
 - (e) Operate with, and promote, mutual trust and confidence between MSNZ and the Members.
 - (f) Always act in the best interests of the Members and motorsport.
 - (g) Members can exercise membership rights (e.g., attending and voting at General Meetings, using MSNZ facilities) only if all fees are paid by due dates. No Member is liable for MSNZ obligations by being a Member.
 - (h) The Board may determine Members' access to MSNZ premises, facilities, equipment, and activities, including any conditions and fees.
- 12.5 Each Member Club must on request:

- (a) Provide MSNZ with a copy of its constitution and any proposed amendments upon request. The Board may require amendments if inconsistent or in conflict with MSNZ's Constitution, regulations, by-laws, or policies.
- (b) Maintain a register of its members in the format determined by the Board and provide it to MSNZ as requested.
- (c) Pay any fees and levies relating to motorsport competition and membership as determined by MSNZ.
- (d) Only make or receive any pecuniary gain through their membership of MSNZ as permitted by the Act.

Non-compliance with this Rule 12.5 may lead to suspension of membership entitlements by the Board, but the Member remains bound by the Constitution until ceasing membership under Rule 15.2.

13. Presidents and Members d'Honneur

- 13.1 The Board may award the title of President d'Honneur to past Presidents of MSNZ or Member d'Honneur to persons who have given distinguished service to motorsport in New Zealand.
- 13.2 The title is held for life, or until:
 - (a) Resignation, or
 - (b) Removal by the Board, following a decision of the Judicial Committee or National Court of Appeal.
- 13.3 A President d'Honneur or Member d'Honneur may attend and speak at Board and General Meetings by invitation of the Board, but without any voting rights.

14. Subscriptions and fees

- 14.1 The annual subscription and any other membership fees for the current financial year shall be set by resolution of a General Meeting, which may also decide on periodic instalments.
- 14.2 Any Member failing to pay the annual subscription (including any periodic payment), levy, or capitation fees within one month of the due date shall be considered unfinancial and shall lose membership rights, including participation in MSNZ activities and access to MSNZ permits, premises, facilities, and property, until all

arrears are paid. If arrears are not paid within two months of the due date, the Board may terminate the Member's membership without prior notice.

15. Ceasing to be a member

15.1 A Member ceases to be a Member in the following cases:

- (a) By written resignation to the Board.
- (b) Subject to any right of review through a Disputes Procedure, by Board resolution if:
 - i. The Member fails to comply with the Constitution, codes of conduct, regulations, By-Laws, policies, or procedures of MSNZ.
 - ii. The Member fails to pay dues within 30 days of the due date.
 - iii. The Member brings MSNZ into disrepute.
 - iv. The Member acts harmfully or inconsistently with expected standards.
- (c) On death, liquidation, deregistration, or dissolution.
- (d) Following a dispute resolution process.

15.2 Effective from:

- (a) The date of resignation receipt by the Board.
- (b) The date of membership termination under the Constitution.
- (c) The date of death, liquidation, deregistration, or dissolution.
- (d) The date specified in a Board resolution or Disputes Procedure determination.

16. Obligations once membership has ceased

16.1 A former Member:

- (a) Remains liable for all subscriptions and fees until MSNZ's next balance date.
- (b) Must stop representing themselves as a Member of MSNZ.
- (c) Must return all materials provided by MSNZ.
- (d) Loses all rights of a Member.

17. Becoming a member again

17.1 A former Member may apply for re-admission as a new applicant by resolution of the Board.

- 17.2 If a former Member was terminated due to disciplinary or dispute resolution, re-admission requires a General Meeting resolution on the Board's recommendation.

18. Associate Members

- 18.1 MSNZ through its Board, at its complete discretion, may create associate membership classes.
- 18.2 Any associate member must provide their written consent to become an associate member of MSNZ.
- 18.3 An associate member is not considered a "member" for the purposes of the Act and does not count towards the minimum membership required under the Act.
- 18.4 The rights and privileges of an associate member will be determined by the Board and may include:
- (a) The right to attend General meetings at their own cost but not speak or vote on any motion or resolution;
 - (b) The right to receive communications and publications;
 - (c) Such other benefits as determined by the Board from time to time.
- 18.5 An associate member must pay an annual subscription fee, as determined by the Board, but is not liable for any debts or obligations of MSNZ.
- 18.6 An associate member ceases to be an associate member by:
- (a) Submitting written resignation to MSNZ;
 - (b) Failing to pay a subscription within three months of due date;
 - (c) Removal by the Board for conduct deemed detrimental to MSNZ following a dispute resolution process;
 - (d) Ceasing to exist (in the case of an organisation or club).

GENERAL MEETINGS

19. Annual General Meeting

- 19.1 MSNZ must hold an AGM annually, within 15 months of the last AGM, at a time, date and place determined by the Board.
- 19.2 The AGM may be held at multiple venues with delegates attending in person or via real-time audio, visual, or electronic communication.
- 19.3 If Board Members or nominees cannot attend in person, an interactive technology solution may be provided.

- 19.4 In case an in-person AGM is not possible, an interactive technology solution will be used, and Member Club delegates must use it to retain voting and speaking rights.
- 19.5 Technical guidelines for any interactive technology solution will be included in the AGM notice.
- 19.6 The AGM will conduct the following business:
- (a) Confirm minutes of the previous General Meeting.
 - (b) Appoint Ballot Scrutineers.
 - (c) Consider annual financial reports.
 - (d) The election of any vacancies arising in the positions of Elected Board Members and Advisory Commission members.
 - (e) The election of any vacancy arising in the position of the President.
 - (f) Consider any remits to alter the Constitution (Rule 61).
 - (g) Consider any Special Resolution to appoint a liquidator (Rule 62).
 - (h) Address properly submitted items of business.
 - (i) Amend agenda items by majority agreement.
 - (j) Discuss non-agenda items by majority agreement but not vote on them.

20. Notice

- 20.1 The Board must give 90 days notice of an Annual General Meeting. Such notice will be sent to the contact address recorded in MSNZ's register of Members.
- 20.2 The notice will include:
- (a) Any remits to alter the Constitution (Rule 61).
 - (b) Any Special Resolution to appoint a liquidator (Rule 62).
 - (c) Any other Special Resolution.
 - (d) The period and method of voting for Elected Board Member and/or Advisory Commission positions.
 - (e) Technical guidelines for any interactive technology solution used for the AGM.
- 20.3 The AGM and its business will not be invalidated if one or more Members do not receive the notice.

21. Agenda

- 21.1 Remits to alter the Constitution or which require a Special Resolution must be received by the Chief Executive Officer at least 100 days before the date set of the AGM. Any such remit or special resolution must be submitted with the text of the remit or proposed resolution included along with an explanation of the reasons for or intention of the alteration.
- 21.2 Ordinary AGM business items must be submitted in writing to the Chief Executive Officer by eligible Member Clubs or the Board at least 30 days before the AGM.
- 21.3 An agenda with the business items included will be sent to the Board and eligible Members no later than 21 days before the AGM.

22. Errors and Omissions in Notice and Agenda

- 22.1 Any irregularity, error, or omission in the notices, agendas, or relevant papers of the AGM, or failure to give notice within the required time frame, does not invalidate the meeting or prevent it from considering its business, provided that:
- (a) The issue does not affect the consideration of any remits to alter the Constitution or Special Resolutions.
 - (b) The President decides it is appropriate for the meeting to proceed.
 - (c) A motion to proceed is approved by a two-thirds majority of votes cast.

23. Delegates and attendees

- 23.1 Each Member Club can appoint one delegate to represent it at General Meetings. This appointment must be notified to MSNZ at least 30 days before an AGM and 10 days before other General Meetings. Delegates can be replaced if the Chief Executive Officer is notified before the meeting commences.
- 23.2 Member Clubs without a delegate appointed as per this rule can only send a delegate if the majority of appointed delegates agree.
- 23.3 Member Club delegates have voting rights as defined in Rule 12.
- 23.4 Each Member Club may appoint up to two observers at General Meetings. Observers:
- (a) Have no voting rights.
 - (b) Can speak through the Member Club delegate with permission from the Chair.

- 23.5 The following persons can attend General Meetings but have no voting rights:
- (a) The President
 - (b) The Vice-President
 - (c) Board Members
 - (d) Advisory Commission members
 - (e) President's d'Honneur and Member's d'Honneur
 - (f) The Chief Executive Officer
 - (g) Any other persons or organisations invited by the President or the Board

24. Quorum

- 24.1 No business can be conducted at a General Meeting unless a quorum is present at the start time.
- 24.2 A quorum is at least forty percent (40%) or 32 of the Member Clubs eligible to vote, whichever is less.
- 24.3 A quorum must be maintained throughout the meeting in the absence of which, the meeting shall be adjourned and any decisions made while a quorum was not maintained shall be invalid.
- 24.4 If a quorum is not present within thirty minutes of the scheduled start time:
- (a) The President may propose a delay to later that same day if the lack of quorum is temporary, with majority agreement from attending delegates.
 - (b) If a quorum is unlikely to be achieved that day, the meeting will be adjourned and rescheduled by the Board, with written notice to Member Clubs.
 - (c) If a quorum is still not present at the rescheduled meeting, the attending Member Clubs will constitute a valid quorum.

25. Control of General Meetings and Voting

- 25.1 The President of MSNZ shall chair the General Meeting. If the President is unavailable, the Vice-President shall chair. If neither is available, another Board Member (selected by the Board) shall chair. If no Board member is available, the attending Member Clubs shall elect a chairperson.
- 25.2 Only Member Club delegates appointed under Rule 23 may vote on resolutions at a General Meeting. Each delegate has one vote.

- 25.3 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or electronically and voting at a General Meeting.
- 25.4 Proxy votes and postal votes are not permitted.
- 25.5 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 25.6 Voting on any motion to amend this Constitution in accordance with Rule 61, or appoint a liquidator in accordance with Rule 62, will require a Special Resolution.
- 25.7 Voting shall generally be conducted via a show of ballot cards or an electronic voting system, except where this Constitution provides otherwise.
- 25.8 If requested by two or more delegates at the meeting, the President shall request a vote to determine whether the item of business under discussion shall be voted on by a secret ballot.
- 25.9 If a secret ballot is called, Ballot Scrutineers for the General Meeting shall count the votes.
- 25.10 In the event of an equal number of votes at a General Meeting, the President may call for further discussion and a secret ballot. If there is still an equal number of votes after the secret ballot, the motion shall fail, and the status quo shall stand.

26. Minutes

- 26.1 Full minutes of all General Meetings shall be kept and made available upon request to eligible Members.
- 26.2 Minutes shall be archived permanently.

27. Special General Meetings

- 27.1 The Board must convene and give written notice to eligible Members for an SGM within 30 days of receiving a written request from:
- (a) The Board itself; or
 - (b) At least eight Member Clubs.
- 27.2 The written request must state the purpose of the SGM.
- 27.3 If the request includes a remit to alter the Constitution, Rule 61 must be observed.

- 27.4 If the request includes a remit to place MSNZ into liquidation, Rule 62 must be observed.
- 27.5 The SGM must only address the business specified in the request.
- 27.6 Written notice to eligible Members must include details of the business, date, time, and place (if not held via interactive technology).
- 27.7 Unless the Board deems the business urgent, notice must be given as follows:
- (a) At least 60 days for remits to alter the Constitution or requiring a Special Resolution.
 - (b) At least 30 days for all other business.
- 27.8 The procedures for General Meetings apply to Special General Meetings.

28. Resolution in lieu of General Meeting

- 28.1 MSNZ may pass a written resolution in lieu of a General Meeting and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the eligible Member Clubs voting on the resolution. A written resolution may comprise of one or more documents in similar form (including letters, electronic mail or other similar means of communication) each proposed by one or more, or on behalf of one or more Member Clubs. A Member Club may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any manner permitted by the Constitution including for example by electronic means.

BOARD

29. Board composition

- 29.1 The Board will consist of six Board Members.
- 29.2 The Board composition will be as follows:
- (a) President, who shall be the Chair of the Board, elected at the AGM under Rule 39.10
 - (b) Vice-President, who shall be Chair of the Board in the absence of the President and is one of the Elected Board Members, appointed under Rule 39.13.
 - (c) Three Elected Board Members, elected at the AGM under Rule 39.11.

(d) Two Appointed Board Members, appointed by the Board under Rule 39.12.

(e) Any Replacement Board Member appointed by the Board under Rule 39.9.

29.3 At all times, a majority of the Board Members must be members of a Member Club of MSNZ.

29.4 No person shall be a Board Member while also being a member of an Advisory Commission.

30. Functions of the Board

30.1 From the end of each Annual General Meeting until the end of the next, MSNZ shall be managed by, or under the direction or supervision of, the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

31. Powers of the Board

31.1 The Board has all the powers necessary for directing and supervising the management, operation, and affairs of MSNZ, subject to such modifications, exceptions or limitations as are contained in the Act or this Constitution.

31.2 If any situation arises that is not anticipated or provided for in the Constitution, By-Laws, or any regulations, policies, or procedures of MSNZ, the matter will be determined by the Board, provided that the powers in this Rule 31 must be used only to further the Purposes of MSNZ as described in this Constitution.

32. Sub-Committees

32.1 For the purposes of this Constitution, each of the Advisory Commissions is a Sub Committee.

32.2 The By Laws provide for the establishment of Sub Committees for such matters as the Board may determine and consisting of such persons (whether Members of MSNZ or not) and for such purposes as it deems appropriate.

32.3 Unless otherwise resolved by the Board:

(a) The quorum for every sub-committee is half the members of the sub-committee, but not less than two.

(b) No sub-committee shall have the power to co-opt additional members.

- (c) A sub-committee must not commit MSNZ to any financial expenditure without express authority from the Board.
- (d) A sub-committee must not further delegate any of its powers.
- (e) Every subcommittee will report to the Board.

33. General matters: committees

- 33.1 The Board and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or sub-committee meeting.
- 33.2 Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it deems appropriate.

34. Indemnity

- 34.1 MSNZ shall indemnify, to the fullest extent permitted by law, the President, all Board Members, the Chief Executive Officer, and other officers and employees of MSNZ against any liability arising from the proper performance of their duties connected with MSNZ.

BOARD MEETINGS

35. Procedure

- 35.1 The President must act as chairperson of the Board. If the President is not attending a meeting, the Vice-President must act as chairperson. If neither the President nor Vice-President is attending, the attending Board Members must choose one of their number to act as chairperson. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the Board.
- 35.2 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.
- 35.3 At its first meeting following the AGM, the Board must elect a Vice-President from among its members.
- 35.4 The quorum for a Board meeting is four Board Members.

- 35.5 Each Board Member may have one vote, including the chairperson, who has no right to an additional casting vote. Voting shall be by voices or, upon request of any Board Member, by a show of hands or by a ballot. No proxy or postal votes may be cast.
- 35.6 A resolution in writing, signed or consented to by email, or other form of visible electronic communication, by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents, each signed or consented to by one or more Board Members.
- 35.7 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution without being physically present. This may occur by telephone, through video conferencing facilities, or by other means of electronic communication, provided that prior notice of participation by that means is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in such a manner shall constitute the presence of that Board Member at that meeting.
- 35.8 The Board may reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of MSNZ's business. However, the Board may only do so if it has established a policy for such matters.

36. Frequency

- 36.1 The Board should meet at regular intervals, as agreed by the Board Members. Meetings may be called at any time by the President or any two Board Members.
- 36.2 The President, or the CEO, shall give all Board Members at least five days' notice of Board meetings. In cases of urgency, a shorter period of notice may suffice.

BOARD MEMBERS

37. Qualifications of Board Members

- 37.1 Every Board Member must be a natural person who:
- (a) Has consented in writing to be an Officer of MSNZ.
 - (b) Has certified in writing that they are not disqualified from being elected or appointed as a Board Member, either by this Constitution or the Act.

- (c) If seeking election or re-election for the position of President or Elected Board Member must retain throughout such tenure continuous membership of a Member Club.
- (d) Is not an employee of, or current contractor to, MSNZ, or any subsidiary company of MSNZ.

37.2 Board Members must not be disqualified under section 47(3) of the Act from being appointed or holding office as a Board Member of MSNZ.

38. Duties of Board Members

38.1 The duties of each Board Member are to:

- (a) Provide good governance for MSNZ.
- (b) Exercise the powers of the Board for proper purposes.
- (c) Regularly monitor and review the performance of MSNZ, including setting and measuring performance standards expected of the Chief Executive Officer.
- (d) Always act in good faith and in the best interests of MSNZ.
- (e) Act, and ensure MSNZ acts, in accordance with this Constitution and the Act.
- (f) Formulate By-Laws, regulations, policies, and procedures as appropriate for MSNZ.
- (g) Where appropriate, engage in activities to promote, market, represent, and fundraise for MSNZ.
- (h) Not disclose information that the Board Member would not otherwise have available other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of promoting or running motorsport.
 - ii. As required by law.
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993 or any other Act passed in substitution.
- (i) When exercising powers or performing duties as a Board Member, exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, (without limitation):
 - (i) the nature of MSNZ;

- (ii) the nature of the decision; and
 - (iii) the position of the Board Member and the nature of the responsibilities undertaken by him or her.
- (j) Must not agree to the activities of MSNZ being carried on in a manner likely to create a substantial risk of serious loss to MSNZ or to its creditors, or cause it to allow the activities to be carried on in a manner likely to create a substantial risk of serious loss to MSNZ or its creditors.
 - (k) Must not agree to MSNZ incurring an obligation unless satisfied at that time on reasonable grounds that MSNZ will be able to perform that obligation when it is required to do so.
 - (l) Shall only be able to enter into major transactions (involving 50% or more of MSNZ assets) with the support of 75% of the Members present at an AGM.

39. Election and/or Appointment of Board Members

- 39.1 When required, elections of the President and Elected Board Members and other elections as provided for in this Constitution or By-Laws, must be undertaken at an AGM by those Member Club delegates attending and entitled to vote.
- 39.2 Prior to each AGM, the CEO (or other Officer), shall advise the Board and all Member Clubs of the schedule of rotation and any vacancies arising in Board Member positions at the AGM. As part of the AGM notice sent to Members that are eligible to attend, nominations will be called for any Board or Sub Committee vacancies.
- 39.3 All nominations for the positions of President or Elected Board Members must fulfill all the following:
- (a) The nominee must fully comply with all aspects of the Qualification of Board Members, outlined in Rule 37, above, which includes being a member of a Member Club as defined in Rule 37.1(c); and
 - (b) The nominee must be nominated by a Member Club; and
 - (c) The nomination must be seconded by at least one other Member Club; and
 - (d) The nomination must include the nominee's written acceptance of their nomination; and
 - (e) The total number of nominations received from a Member Club must not exceed the total number of positions vacant; and

- (f) The nomination must be received at the registered office of MSNZ no later than 45 days prior to the Annual General Meeting.
- 39.4 If fewer nominations than the vacant number of positions to be filled are received, the position shall be filled in accordance with Rule 39.9.
- 39.5 Where the number of nominations equals the number of positions to be filled, the nominees shall be declared elected without the need for an election.
- 39.6 The highest polling nominee for each vacant position will be declared elected. In the event of a tied vote, the process prescribed in Rule 39.8 shall be observed.
- 39.7 Where, at an election, any positions to be filled have different terms of office, the nominee with the highest number of votes cast in their favour will be declared elected for the longest term of office, the nominee with the second highest number of votes cast in their favour will be declared elected for the second longest term of office, and so on, until all the positions have been filled. In the event of a tied vote, the process prescribed in Rule 39.8 shall be observed.
- 39.8 Where, due to there being two (2) or more nominees receiving the same number of votes, the election process is not able to be completed in accordance with Rule 39.6 and Rule 39.7, a subsequent secret ballot shall be held as follows:
- (a) All nominees with a higher number of votes than the tied nominees will be declared elected in accordance with Rule 39.6 and/or Rule 39.7 where applicable and will be removed from the subsequent secret ballot.
 - (b) All remaining nominees will be included in the subsequent secret ballot.
 - (c) Those nominee(s) for the remaining vacant position(s) who receive the highest number of votes cast in their favour will be declared elected.
 - (d) If the subsequent secret ballot still results in a tied vote for one or more remaining vacant position(s), the Ballot Scrutineers shall determine the elected nominee(s) by the drawing of lots.
- 39.9 If a vacancy for an Elected Board Member occurs between Annual General Meetings:
- (a) That vacancy may be filled by resolution of the Board, and any such Replacement Board Member must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member, as defined in Rule 37.1.

- (b) Any Board vacancy occurring within 120 days of the likely AGM date will not be filled unless the additional Elected Board Member is required to fulfill the Board Composition requirements detailed in Rule 29.1.
- (c) The term of office for a Replacement Board Member shall expire at the conclusion of the AGM following their appointment.
- (d) At that AGM, a permanent Replacement Board Member will be elected or appointed under the procedures set out in Rule 39.11, provided that the term of such Replacement Board Member will expire at the same time as the vacating Board Member would have had he or she remained in office.

39.10 The tenure and election of President shall be as follows:

- (a) The President will be elected triennially at the AGM.
- (b) The President shall hold office for three years, until the conclusion of voting at that year's AGM.
- (c) The President may be re-elected for a maximum of two further terms of office, whether consecutive or not, making a maximum total tenure of nine years.
- (d) After a third term in office, a departing President will be eligible for nomination for, or appointment to, any Board role only after completing a stand-down period of not less than three years.
- (e) If the President resigns or leaves office before the end of their term, the Vice-President will automatically assume the office of President, but only until the next AGM, at which time an election for President will be held for a term of three years.

39.11 The tenure and election of Elected Board Members shall be as follows:

- (a) Board Member elections will be held at each AGM.
- (b) Elected Board Members shall hold office for three years, until the conclusion of voting at that year's AGM.
- (c) Save for any unscheduled vacancies, Member Clubs will be advised of the vacancies for Elected Board Positions which will be contained within the Notice of AGM for each year.
- (d) Elected Board Members may be re-elected for a maximum of two further terms of office, whether consecutive or not, making a maximum total tenure of nine years.

- (e) After a third term, a departing Elected Board Member will have a stand down period of three years before they can seek any re-election. They are, however, eligible to stand as President at any time, without any requirement to stand down.

39.12 The tenure and appointment of Appointed Board Members shall be as follows:

- (a) The Board, excluding the Appointed Board Member whose term is ending, shall consider the skills, experience and other attributes preferred for any Appointed Board Member vacancy.
- (b) The Board shall provide Member Clubs with these preferences and invite nominations from Member Clubs for persons identified as suitable candidates taking account of those preferences. The Board may also include a list of suitable persons identified by it as fulfilling those qualifications. The Member Clubs shall consider the information provided and respond to the Board with suitable recommendations including information on any nominee's skills, experiences and attributes in its nomination(s). The Member Clubs may instead, endorse any candidate proposal provided by the Board.
- (c) The Board shall determine a timeframe for response and consideration.
- (d) The Board shall take such advice as appropriate as to the skills required, in considering any nominations received.
- (e) The Board will make the appointment decision at a subsequent Board meeting, such meeting to take place in person or via electronic means.
- (f) The term of office for Appointed Board Members is three years from the date of appointment and will be staggered so that only one Appointed Board Member term will expire at any one time.
- (g) Appointed Board Members may be reappointed by the Board to a maximum of two further three-year terms of office, whether consecutive or not, making a maximum total tenure of nine years.
- (h) After a third term, a departing Appointed Board Member will have a stand down period of three years before they can seek any re-election. They are, however, eligible to stand as President at any time, without any requirement to stand down.

39.13 The tenure and election of Vice-President shall be as follows:

- (a) The Vice-President must be an Elected Board Member.

- (b) Following each AGM, or whenever the position is otherwise vacant, a Vice-President shall be elected by an internal vote conducted by the President and Board Members.
- (c) The Vice-President shall hold office for one (1) year or until the first Board meeting after the AGM, whichever comes first.
- (d) The Vice-President may be re-elected for successive terms, if they remain an Elected Board Member.
- (e) The Vice-President shall be the Chair of the Board in the absence of the President.
- (f) If the Vice-President assumes the role of President under Rule 39.10(e) any time that they serve as President will count towards their tenure limit as an Elected Board Member, but not as President.

39.14 Transition Rules – at the adoption of this constitution, to ensure continuity of governance and maintenance of the tenure restrictions, the following rules will apply regarding the tenure of existing Board Members, elected under the previous Constitution:

- (a) The term for President will end at conclusion of the AGM taking place three years after the President was last elected. The current term and any previous terms as President will count towards the overall tenure limits outlined in Rule 39.10.
- (b) The terms for each Elected Board Member will end at the AGM taking place three years after they were last elected. The current term and any previous terms as Elected Board Members will count towards the overall tenure limits outlined in Rule 39.11.
- (c) The terms for each Appointed Board Member will end three years after they were last appointed. The current term and any previous terms as Appointed Board Members will count towards the overall tenure limits outlined in Rule 39.12.
- (d) The term for Vice-President will end one year after they were last elected, or at the first Board meeting after the AGM, whichever comes first.

39.15 Overall Tenure Rules: to ensure steady evolution in the governance of MSNZ, the tenure limits specified in Rule 39.10(d), Rule 39.11(e) and Rule 39.12(h) will apply regardless of whether terms are successive or not, unless a three-year stand-down from the Board has been observed.

- 39.16 Voting Process: the following rules will apply to all elections for President, Elected Board Members and any other groups, such as Advisory Commissions.
- (a) To allow nominees to contest more than one elected role, the order for elections held at an AGM or other Special General Meeting will be:
 - i. President (if required)
 - ii. Elected Board Member
 - iii. Advisory Commission
 - iv. Any other position
 - (b) If a candidate is elected as President, any nomination they have for Elected Board Member, Advisory Commission or other elected roles, will be automatically withdrawn.
 - (c) If a candidate is elected as an Elected Board Member, any nomination they have for Advisory Commission or other elected roles, will be automatically withdrawn.
 - (d) For all elections, votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the process defined in Rule 39.8.
 - (e) Ballot Scrutineers shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (f) The failure for any reason of any Member to receive such Notice of the general meeting shall not invalidate the election.

40. Removal of Board Members

- 40.1 The Members in a General Meeting called for such purpose may, by Special Resolution, remove the President or any Elected Board Member before the expiration of their term of office if the Members determine at that meeting the President or Board Member has breached their duties as specified in Rule 38 or are otherwise unfit to continue holding office.
- 40.2 The Board may, by resolution, remove any Appointed Board Member before the expiration of their term of office if the Board determines that the Board Member has breached their duties as specified in Rule 38 or are otherwise unfit to continue to hold office.
- 40.3 Subject to any right of review under the Disputes Procedure, removal is effective from the date specified in the resolution.

41. Ceasing to hold office

- 41.1 A Board Member ceases to hold office when they resign (in writing to the Board), are removed, die, or vacate office as per section 50(1) of the Act.
- 41.2 Within 14 days of resigning or ceasing to hold office, a Board Member must return all MSNZ books, papers, and property.

42. Conflicts of interest

- 42.1 Disclosure of Interest:
- (a) Board Members, sub-committee members and advisory commission members must disclose the nature and extent of any interest in a Matter to the Board, sub-committee or advisory commission and record it in the Interests Register.
 - (b) Disclosure must be made as soon as practicable after becoming aware of the interest.
- 42.2 Restrictions on Interested Members:
- (a) Must not vote or take part in decisions related to the Matter without the unanimous consent of all the other members of the Board, sub committee or advisory commission.
 - (b) Must not sign documents related to the Matter without the unanimous consent of all the other members of the Board, sub committee or advisory commission.
 - (c) May participate in discussions unless the Board, sub-committee or advisory commission decides otherwise.
 - (d) Can be counted for quorum purposes even if prevented from voting.
- 42.3 Special General Meeting:
- (a) If 50% or more of Board Members are prevented from voting due to interest, a Special General Meeting must be called unless all non-interested Board Members agree otherwise.
- 42.4 Sub-Committee and Advisory Commission Decisions:
- (a) If 50% or more of sub-committee, or advisory commission members are prevented from voting due to interest, the matter will be referred to the Board.

RECORDS

43. Register of Members

- 43.1 MSNZ shall keep an up-to-date Register of Members.
- 43.2 For each current Member, the information contained in the Register of Members shall include:
- (a) Their name, and
 - (b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - (c) Their contact details, including:
 - (d) A physical address or an electronic address, and/or
 - (e) A telephone number.
 - (f) Whether the Member is financial or unfinancial
- 43.3 Every current Member shall promptly advise MSNZ of any change of the Member's contact details.
- 43.4 MSNZ shall keep a record of the former Members of MSNZ. For each Member who ceased to be a Member within the previous seven years, MSNZ will record:
- (a) The former Member's name, and
 - (b) The date the former Member ceased to be a Member.

44. Interests Register

- 44.1 The Board shall maintain an up-to-date register of the interests disclosed by Board Members and by members of any Sub-Committee or Advisory Commission.

45. Access to information for members

- 45.1 Members may request information from MSNZ at any time in writing.
- 45.2 Requests must detail the information sought clearly.
- 45.3 MSNZ must respond within a reasonable time by:
- (a) Providing the information,
 - (b) Agreeing to provide the information within a specified period,

- (c) Agreeing to provide the information within a specified period if the Member pays a reasonable charge (specified and explained), or
- (d) Refusing the request with reasons.

45.4 MSNZ may refuse requests if:

- (a) It protects the privacy of individuals (including deceased persons),
- (b) Disclosure prejudices MSNZ's or its Members' financial/commercial position,
- (c) Disclosure prejudices another person's financial/commercial position,
- (d) The information is irrelevant to MSNZ's operations,
- (e) It maintains legal professional privilege,
- (f) Disclosure breaches an enactment,
- (g) The burden of responding is disproportionate to the benefit,
- (h) The request is frivolous or vexatious, or
- (i) The request concerns a dispute or complaint already addressed under this Constitution and the Act.

45.5 If a charge is required, the Member may withdraw the request within ten (10) days of notification by informing MSNZ that:

- (a) They will not pay the charge, or
- (b) They consider the charge unreasonable.

45.6 This rule does not limit Information Privacy Principle 6 of the Privacy Act 2020 regarding access to personal information.

FINANCES

46. Control and management

46.1 The funds and property of MSNZ shall be:

- (a) controlled, invested and disposed of by the Board, subject to the provisions of this Constitution, and
- (b) devoted solely to the promotion of the purposes of MSNZ.

46.2 The Board shall maintain bank accounts in the name of MSNZ.

46.3 All money received on account of MSNZ shall be banked promptly (two business day).

46.4 The Board will establish reasonable and effective procedures for the inspection and approval of accounts for payment and will review those procedures from time to time

to ensure that only those accounts which are legitimate charges incurred on behalf of MSNZ are paid.

- 46.5 The Board will ensure that accounting records are kept and controlled that:
- (a) correctly record the transactions of MSNZ, and
 - (b) allow MSNZ to produce financial statements that comply with the requirements of the Act, and
 - (c) enable the financial statements to be readily and properly audited if required.
- 46.6 The accounting records must be kept in written form for the current accounting period and for the previous seven completed accounting periods or in a form or manner that is easily accessible and convertible into written form.
- 46.7 Statements of financial position and financial performance shall be audited if required by way of an ordinary resolution of the members at the previous AGM and otherwise a Financial Review may be undertaken.

47. Balance Date

- 47.1 MSNZ's financial year shall commence on the first day of January of each year and end on the last day of December. Subject to the Act, the Board may change the Balance Date as it determines.

DISPUTE RESOLUTION

48. Definitions

- 48.1 Dispute means a disagreement or conflict involving MSNZ and/or its members in relation to specific allegations set out in 48.2 below.
- 48.2 For the avoidance of doubt no Dispute may be brought under the provisions of this Constitution to the extent that a disagreement or conflict or any other Matter arises out of or in relation to a motorsport competition or during a Meeting or Event as those terms are defined under the National Sporting Code. That Code and its appendices provide an exclusive jurisdiction for dealing with all such matters and an exhaustive judicial and inquiry process for the resolution of all such matters and is the sole forum for determining any such disagreement or conflict.
- 48.3 The disagreement or conflict may be between any of the following persons:

2 or more Members;

1 or more Members and MSNZ;

1 or more Members and 1 or more Officers;

2 or more Officers;

1 or more Officers and MSNZ;

and the disagreement or conflict relates to any of the following allegations:

- (a) a Member or an Officer has engaged in misconduct in their capacity as a member or an officer; or
- (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (c) MSNZ has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

48.4 Disputes Procedure means the procedure for resolving a Dispute set out in Rules 51 to 60.

48.5 Member is a reference to a Member acting in their capacity as a Member.

48.6 Officer is a reference to an Officer acting in their capacity as an Officer.

49. Application of other legislation to a Dispute

49.1 The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

50. Application of other procedures under this Constitution or a By Law

50.1 If the Dispute is dealt with by a separate procedure under this Constitution or in a By-law (Other Procedure), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

- 50.2 For a dispute which arises out of matters arising during an event, competition, or meeting as defined in the National Sporting Code, the Member shall be disciplined in accordance with the National Sporting Code only without reference to the procedures set out in this part of the Constitution.
- 50.3 If the conduct, incident, event or issue does not meet the definition of a Dispute and/or is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

51. Application of the Disputes Procedure

- 51.1 If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

52. Raising a complaint

- 52.1 A Member or an Officer may start the Disputes Procedure (Complaint) by giving written notice to the Board setting out:
- (a) the allegation to which the Dispute relates and who the allegation is against; and
 - (b) any other information reasonably required by the Board or its delegate under Rule 55.1.
- 52.2 MSNZ may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- 52.3 The information given must be enough to ensure that a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 52.4 All Members (including the Board) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to MSNZ's activities.

53. Investigating and determining Disputes

- 53.1 Unless otherwise provided, the Board must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.

53.2 Disputes must be dealt with in a fair, efficient, and effective manner respecting the rules of natural justice.

54. Decision not to proceed with a matter

54.1 Despite the contents of the Disputes Procedure, the Board may decide not to proceed with a Complaint if:

- (a) the Complaint is trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
 - i. any material misconduct; or
 - ii. any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
 - iii. any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the Complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been an undue delay in making the Complaint; or
- (g) the Complaint involves two Members who are also members of an organisation (Organisation X) which is also a Member of MSNZ, and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.

55. Complaint may be referred

55.1 The Board may refer a Complaint to a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes (Hearing Body), and includes

- (a) an arbitral tribunal; or
- (b) a sub-committee or an external person to investigate and report; or
- (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

56. Hearing Body

56.1 The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

56.2 Without limiting their powers, the Hearing Body may:

- (a) decide not to proceed further with the Complaint.
- (b) decide not to uphold the Complaint; or
- (c) uphold the Complaint and make such directions as the decision maker thinks appropriate including but not limited to:
 - i. suspending or terminating a Member's membership.
 - ii. suspending an Officer's term of office or removing an Officer from office.
 - iii. revoking any honour or award granted by the MSNZ.
 - iv. ordering any party to the Dispute to meet the reasonable costs of any other party to the Dispute.
 - v. ordering either party to the Dispute to meet any of MSNZ's reasonable costs in dealing with the Complaint,

and such direction or directions shall be binding on the parties to the Dispute.

57. Bias

57.1 An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

58. Complainant's right to be heard

58.1 The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If MSNZ makes a Complaint, MSNZ has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of MSNZ.

58.2 A Member or Officer or MSNZ must be taken to have been given the right if:

- (a) the Member or Officer or MSNZ has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
- (b) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing, if any, is held before the Hearing Body; and
- (d) the Member's or Officer's or MSNZ's written statement or submission, if any, are considered by the Hearing Body.

59. Respondent's right to be heard

59.1 The Member or Officer who, or MSNZ which, is the subject of the Complaint (Respondent) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is MSNZ, a Board Member may exercise the right on behalf of MSNZ. A Respondent must be taken to have been given the right if:

- (a) 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
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing, if any, is held before the Hearing Body; and
- (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

60. Appeals

60.1 Any person subject to the disciplinary procedures under the National Sporting Code has the right of appeal to the National Court of Appeal, and then to the International Court of Appeal, in accordance with the National Sporting Code.

60.2 There is no right of appeal or right of review in respect of a decision made under the Disputes Procedure.

ALTERATIONS TO THE CONSTITUTION

61. Amendments to the Constitution

- 61.1 No alteration, addition to or revision of this Constitution shall be approved if it affects the not- for-profit purposes, personal benefit prohibition or the winding-up rules of MSNZ. This Rule 61 must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.
- 61.2 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 61.3 MSNZ may amend or replace this Constitution only if a Special Resolution is passed by a two-thirds majority of those Member Clubs attending and entitled to vote at a General Meeting.
- 61.4 The amendment may be approved by a resolution passed in lieu of a meeting as authorised by this Constitution.
- 61.5 Any proposed resolution to amend or replace this Constitution shall be signed by at least 20% of eligible Member Clubs and given to the Board at least 100 days before the General Meeting at which the resolution is to be considered and shall be accompanied by a written explanation of the reasons for the proposed amendment.
- 61.6 No later than 20 days before the date of the meeting at which the proposal is to be discussed the Board shall give to the members notice of the proposed resolution, the reasons which accompanied it and any recommendations that the Board has.
- 61.7 When an amendment is approved it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from that date.

LIQUIDATION AND REMOVAL FROM THE REGISTER

62. Resolving to put society into liquidation

- 62.1 MSNZ may be put into liquidation in accordance with the provisions of Part 5 of the Act, if:
- (a) A Special Resolution at a General Meeting passes a resolution appointing a liquidator; and

(b) Such Special Resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not later than 30 days, after the date on which the resolution was passed.

62.2 Upon appointment of a liquidator the provision of Part XVI of the Companies Act 1993 or any Act passed in substitution, shall apply to the liquidation of MSNZ.

62.3 If upon the winding-up or dissolution of MSNZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of MSNZ but shall be given or transferred to some other not-for-profit organisation body having purposes like the Purposes of MSNZ.

63. Resolving to apply for removal from the register

63.1 MSNZ may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

63.2 The Board shall give 30 days' written Notice to all Members of the proposed Special Resolution to remove MSNZ from the Register of Incorporated Societies.

63.3 The Board shall also give written Notice to all Members of the General Meeting at which any such proposed Special Resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

63.4 Any Special Resolution to remove MSNZ from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members attending and voting at the General Meeting called for this purpose.

64. Surplus assets

64.1 If MSNZ is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

64.2 On the liquidation or removal from the Register of Incorporated Societies of MSNZ, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in some other not-for-profit organisation body having purposes like those of MSNZ.

64.3 However, in any resolution under this rule, MSNZ may approve a different distribution to a different not-for-profit entity from that specified above, so long as MSNZ complies with this Constitution and the Act in all other respects.

OTHER

65. By-Laws

65.1 The Board from time to time may make and amend By-Laws, and policies for the conduct and control of MSNZ activities and codes of conduct applicable to Members, but no such By-Laws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

65.2 The By-Laws have the same effect as this Constitution and shall be binding on Members accordingly. If there is any inconsistency between the By-Laws and this Constitution, then this Constitution shall prevail.