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Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Honda Racing Club of New Zealand Incorporated

2. Society number

2575881

I certify that the alteration has been made in accordance with the rules of the society.

Name

Gregory Spark

Position

President

Signature

01/06/2018

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

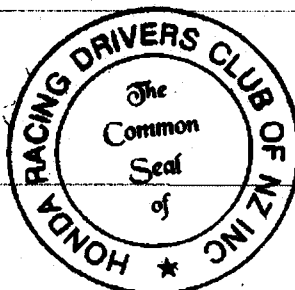
- The name of the society, ending with the word Incorporated
- The objects for which the society is established
- How people become members of the society and how they can leave the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

COMPANIES OFFICE
05 JUN 2018
RECEIVED

4. Your contact details

Name and postal address

Gregory Spark
98 Duncan Road
RD 2, Ohaupo 3882



HONDA RACING DRIVERS CLUB OF NEW ZEALAND

ASSISTANT REGISTRAR OF
INCORPORATED SOCIETIES

CONSTITUTION



1. NAME

1.1. The name of the society is the HONDA RACING DRIVERS CLUB OF NEW ZEALAND INCORPORATED, hereinafter known as "the Club".

2. REGISTERED OFFICE

2.1. The Registered Office of the Club is 98 Duncan Road, RD 2, Ohaupo 3882

3. INTERPRETATION

3.1. Whenever used in this Constitution the following words and phrases shall have the following meaning except where the context otherwise requires:

3.1.1. Any reference herein to 'Rules' shall include this Constitution in addition to any other rules, regulations or bylaws of the Club.

3.1.2. Any reference herein to 'Series' shall refer to the Honda Cup race series for the time being.

3.1.3. Any reference herein to 'written' or 'in writing' shall include electronic mail (email) and any such communication shall bear the sender's signature.

3.1.4. Any reference herein to the masculine gender shall include the feminine gender and vice versa;

3.1.5. Where the singular is used, plural forms of the noun are also inferred;

3.1.6. 'Postal ballot' and 'post' and 'mail' shall be construed to include electronic mail except where the reference is to 'registered mail' or 'registered post';

3.1.7. In the case that any doubt arises as to the interpretation of this Constitution or any By-Laws of the Club, the same shall be referred to the Committee for determination whose decision thereon shall be final and binding;

3.1.8. Headings herein are a matter of reference and not a part of the rules.

4. PURPOSES OF THE CLUB

4.1. The purposes of the Club are to:

4.1.1. Promote good sportsmanship in an environment of healthy competition;

4.1.2. Preserve and protect the Honda marque by provision of relevant services, activities and investments;

4.1.3. Foster amateur motoring and sporting events, social functions and outings through the fellowship of like-minded enthusiasts;

4.1.4. Administer the Honda Cup Series (hereinafter known as "the Series") and any other series or events the Committee may agree upon.

4.1.5. Affiliate with the MotorSport New Zealand and accept its rules and conditions;

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- 4.1.6.** Do anything necessary or helpful to fulfil the above purposes.
- 4.2.** Pecuniary gain is not a purpose of the Club.

5. POWERS

- 5.1.** The Club shall have the power to do, undertake and perform any one or more of the following acts and things, namely:
- 5.1.1.** To purchase, acquire, lease, hire, sell, exchange or otherwise dispose of real and personal property of all kinds;
- 5.1.2.** To open, operate and close bank accounts in such a manner as the Committee shall determine;
- 5.1.3.** Invest and deal with the monies of the Club not immediately required for the purposes of the Club in such a manner as the Committee may from time to time determine;
- 5.1.4.** To amalgamate affiliate and enter into reciprocal arrangements with any other association having objects wholly or in part similar to the Club;
- 5.1.5.** To borrow money;
- 5.1.6.** To enter into contracts in the same manner and to the same extent as a private person may do.

6. MEMBERSHIP

6.1. Types of Members

- 6.1.1.** Membership may comprise different classes of membership as decided by the Club, including:
- 6.1.1.1.** **Full Membership** is available to any person who has an interest in Honda motor vehicles.
- 6.1.1.2.** **Associate Membership** is for Members who do not own a Honda vehicle but have a genuine interest in Hondas. Associate Members cannot stand for the Committee or benefit from the Club's group purchasing arrangements.
- 6.1.1.2.1.** Associate Members do not have voting rights.
- 6.1.1.2.2.** Associate Membership is available to the spouse or partner of a full or honorary life Member without any fee applying.
- 6.1.1.3.** **Honorary Life Membership** may be elected on the recommendation of the Committee and by unanimous vote of all present at an Annual General Meeting.
- 6.1.1.3.1.** Honorary Life Members shall have all the rights of ordinary Members without payment of subscription.

6.2. Admission of Members

- 6.2.1.** Membership to the Club is 'by invitation'.
- 6.2.2.** To become a Member, a person ("the Applicant") must:
- 6.2.2.1.** Complete the prescribed application form; and
- 6.2.2.2.** Pay the prescribed subscription fee; and
- 6.2.2.3.** Supply any other information the Committee requires.

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6.2.3. The Committee shall have complete discretion when it decides whether or not to allow any Applicant to become a Member.

6.2.4. The Committee shall advise the Applicant of its decision.

6.2.4.1. In the event of an application being declined, the Committee is under no obligation to state reasons for declining the application and there is no right of appeal against any such decision of the Committee.

6.3. Register of Members

6.3.1. The Secretary shall keep a register of all Members ("the Register"), which shall contain the names, postal addresses, email addresses and telephone numbers of all Members, and the dates at which they became Members.

6.3.2. If a Member's contact details change, that Member shall give their new postal and/or email address and/or telephone number to the Secretary.

6.3.3. Each Member shall supply such other details as the Committee requires.

6.4. Obligations of Members

6.4.1. All Members (including Committee Members) shall promote the purposes of the Club, comply with its rules and shall do nothing to bring the Club into disrepute.

7. SUBSCRIPTIONS

7.1. The annual subscription for the following year shall be such amount as the Annual General Meeting may decide, after receiving recommendations from the Committee.

7.2. New Members who pay their subscription within 60 days prior to the annual subscription date shall have their membership carried forward to also include the following membership year.

7.3. Any Member who has not paid his annual subscription renewal in full within 60 days of due date shall be deemed to have resigned.

7.3.1. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no membership rights and shall not be entitled to participate in any Club activity.

7.4. Once membership is terminated under 7.3 or 7.5.1 or 7.5.2, a new application for membership must be lodged for consideration by the Committee.

7.5. Cessation of membership

7.5.1. Any Member may resign by giving written notice to the Secretary.

7.5.2. Membership may be terminated for any reason at the discretion of the Committee, which shall also decide to the date of termination.

7.5.2.1. The Committee is under no obligation to state reasons for termination and there is no right of appeal against any such decision of the Committee.

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8. MANAGING COMMITTEE

- 8.1.** The Club shall be managed by a Committee comprising six elected Members and the Series Coordinator ex officio and the Chief Technical Officer ex officio.
- 8.1.1.** To be eligible for election to the Committee, a nominee must have been a Member of the Club for a continuous period of at least twelve months immediately prior to the Annual General Meeting at which they are standing for office.
- 8.1.2.** Ex officio Committee Members do not have voting rights.
- 8.2.** The term of office for elected Committee Members shall be three years, after which time they must retire, but are eligible for re-election.
- 8.3.** The term of office for each Committee Member shall commence from the conclusion of the meeting at which officers are elected, to the conclusion of the meeting at which elections for those positions are next held.
- 8.4.** Elections to the Committee to replace Members who have reached the end of their term of office are to be held at each Annual General Meeting.
- 8.5.** Nominations for Committee Members shall be made in writing to the Secretary at least 14 days before the date of the Annual General Meeting.
- 8.6.** In the event of insufficient nominations for the Committee vacancies, nominations may be accepted from the floor of the Annual General Meeting.
- 8.7.** Committee Members may retire voluntarily at any time but should give 90 days' notice of their intention to retire.
- 8.7.1.** Election of Committee Members for vacancies created by voluntary or compulsory retirement during a term of office and more than four calendar months from the end of a membership year shall be by postal ballot.
- 8.7.2.** Any vacancy occurring within four months of the end of the membership year may be temporarily filled by appointment by the Committee.
- 8.7.2.1.** Any such appointment shall lapse at the following Annual General Meeting and the appointed Committee Member will be eligible for election, which will be deemed the beginning of his term.
- 8.8.** The Committee will elect a President and shall appoint a Secretary and a Treasurer.
- 8.8.1.** The Secretary and Treasurer must enjoy either full Member or associate Member status within the Club for their term of office.
- 8.8.2.** The positions of Secretary and Treasurer may be held outside the Committee (see 6.1.1.2).
- 8.8.2.1.** If so held, such position or positions will be subject to full control of the Committee and shall report to the Committee at meetings and at any other time on request.
- 8.9.** The Committee shall be based in any geographic area as may from time to time be decided by the Committee.
- 8.10.** Members of the Committee must own a Honda car as at the time of the Annual General Meeting. If not, they must resign from the Committee.
- 8.11.** Associate Members or non-Members may be called on by the committee to fill administrative positions in both the Club and any Events run by the club. This may include the offices of Treasurer and Secretary of the

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Club (see 8.8) – 8.8.2.1). These positions will not confer voting rights if occupied by individuals who are not Full Members of the Club.

9. ROLE OF THE COMMITTEE

9.1. The role of the Committee is to:

- 9.1.1.** Administer, manage, and control the Club;
- 9.1.2.** Carry out the purposes of the Club, and use money or other assets to do that;
- 9.1.3.** Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- 9.1.4.** Set accounting policies in line with generally accepted accounting practice;
- 9.1.5.** Delegate responsibility and co-opt Members where necessary;
- 9.1.6.** Ensure that all Members follow the Club's rules;
- 9.1.7.** Decide how a person becomes a Member, and how a person stops being a Member;
- 9.1.8.** Decide the times and dates for Meetings, and set the agenda for Meetings;
- 9.1.9.** Decide the procedures for dealing with disputes and complaints;
- 9.1.10.** Set levies from time to time as necessary;
- 9.1.11.** Recommend the annual subscription fee to each Annual General Meeting;
- 9.1.12.** Make regulations;
- 9.1.13.** Set the rules for events.

10. DUTIES OF OFFICERS

10.1. The Chair/President is responsible for:

- 10.1.1.** Ensuring that the Rules are followed;
- 10.1.2.** Convening meetings and establishing whether or not a quorum is present;
- 10.1.3.** Chairing meetings, deciding who may speak and when;
- 10.1.4.** Appointing a Committee Member to act as Chairman in the event that the President is unable to attend any meeting;
- 10.1.5.** Overseeing the operation of the Club;
- 10.1.6.** Providing a report on the operations of the Club at each Annual General Meeting.

10.2. The Secretary is responsible for:

- 10.2.1.** Recording the minutes of Meetings;
- 10.2.2.** Keeping the Register of Members;
- 10.2.3.** Liaising with the Series Coordinator over matters of membership and round entries and sundry correspondences;
- 10.2.4.** Holding the Club's records, documents, and books except those required for the Treasurer's function;

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- 10.2.5. Receiving and replying to correspondence as required by the Committee;
- 10.2.6. Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members present at an Annual General Meeting.
- 10.2.7. Advising the Registrar of Incorporated Societies of any constitutional rule changes.
- 10.3. The Treasurer is responsible for:
 - 10.3.1. Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
 - 10.3.2. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the generally accepted accounting policies;
 - 10.3.3. Providing a financial report at each Annual General Meeting;
 - 10.3.4. Providing financial information to the Committee as the Committee determines.

11. FINANCIAL YEAR

- 11.1. The financial year of the Club begins on 01 April of every year and ends on 31 March of the following year.

12. MEMBERSHIP YEAR

- 12.1. The membership year begins on 01 September of every year and ends on 30 August of the following year.

13. MEETINGS

- 13.1. All meetings are to be chaired by the President or in his absence, his appointed Committee Member replacement (see 10.1.4).
- 13.2. Meetings of the Committee shall be held regularly at intervals as determined by the Committee or when called for by the President or a minimum of three Committee Members.
- 13.3. The Annual General Meeting shall be held within four calendar months of the end of financial year.
- 13.4. Notification of the date and venue of the Annual General Meeting shall be given in writing by the Secretary to all Members at least one calendar month beforehand.
 - 13.4.1. Items for the Agenda of this meeting must be submitted in writing to the Secretary at least 14 days before the meeting.
- 13.5. Special General Meetings of the Club may be called at any time by the Committee OR by the Secretary on receipt of written request from any 10 full Members of the Club.
 - 13.5.1. Prior written notice of at least 21 days, setting forth the business to be considered at the meeting shall convene such meetings.

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- 13.6. Voting at general meetings shall be by show of hands or by secret ballot as may be determined by the Chairman of the meeting OR by the Committee.
- 13.7. A quorum for the general meetings shall comprise 10 Members eligible to attend, including Committee Members.
- 13.8. A quorum for the Committee meetings shall comprise four Committee Members including either the President or Secretary and up to two other Committee Members who may attend by conference call or video link (e.g. Skype), and 'majority' in relation to any Committee decisions shall apply to the number attending at the time.
- 13.9. The Chairman of any meeting shall have a deliberative vote and, in the event of a deadlock, a casting vote.

14. COMMON SEAL

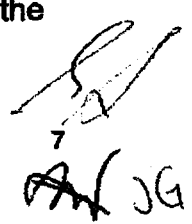
- 14.1. The common seal shall be in the custody of the Secretary and shall not be affixed to any document except by order of the Committee and then only with the covering signatures of the President, Secretary and one other Committee Member.

15. ALTERATIONS TO RULES

- 15.1. Proposals relative to this provision shall be presented by a Club Member by email or letter to the Club Secretary.
- 15.2. All rules of the Club including the Constitution and all bylaws of the Club may be altered, added to, or rescinded only by a majority decision by the Committee.
- 15.3. It will be responsibility of the Committee to give due consideration to these proposals and make a decision which shall be final.

16. FUNDS

- 16.1. All Club funds, including Members' funds held as deposits or advance payments, shall be held in the bank or investment accounts in the name of the Club.
- 16.2. The annual balance sheet shall be subject to an annual review by a suitably qualified person who is not a Member of the club. The reviewed accounts shall be made available at the next Annual General Meeting.
- 16.3. All payments and purchases over \$100 shall be approved by a minimum of 3 Members of the Committee, or by the whole Committee if exceeding \$500, and shall be made available at the next Annual General Meeting.
- 16.4. The Committee shall have the power to borrow or invest money to further the objectives of the Club.
- 16.5. The Committee may allocate funds as it deems necessary for the use of Area Representatives and other officials in meeting the objectives of the Club and its Member(s).


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17. BYLAWS

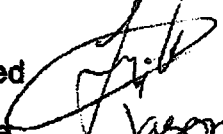
- 17.1. The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law.
 - 17.1.1. Such bylaws shall include but are not limited to Series Articles and Series Technical Regulations.
- 17.2. All such bylaws shall be binding on all Members of the Club.
- 17.3. A copy of the bylaws for the time being, shall be available for inspection by any Member on request to the Secretary.

18. WINDING UP


- 18.1. If the Club is wound up:
 - 18.1.1. The Club's debts, costs and liabilities shall be paid according to the provisions in the Incorporated Societies Act 1908; but:
 - 18.1.1.1. Surplus Money and Other Assets of the Club shall be donated to a charitable organisation of the Committee's choosing.
 - 18.1.1.2. No distribution of funds may be made to any Member.

Signed 
Name Gregory Spark
Position President

Date 1/6/2018
Of Ngahinepouri

Signed 
Name Jason Gibbs
Position Secretary

Date 1/6/2018
Of Hamilton

Signed 
Name Mark Walters
Position Committee

Date 1-6-18
Of Hamilton



