

THE RULES of
THE DAVID BROWN CLUB OF NEW ZEALAND INCORPORATED

(Under the provisions of the Incorporated Societies Act 2022)

(Revised July 2023)



THE "CLUB"

1. The name of the Club is "THE DAVID BROWN CLUB OF NEW ZEALAND Incorporated".
2. The objects for which the Club is established are:
 - d. To foster interest and engage in the preservation, restoration and maintenance of David Brown tractors and machinery.
 - e. To obtain and conserve all historical records concerning such vehicles or concerning any aspect of the early days of vintage machinery in New Zealand and elsewhere.
 - f. To promote rallies, touring expeditions, competitions, trials, and other such events as may be suitable for any of the club members' vehicles and machinery.
 - g. To provide facilities for members to obtain and maintain such vehicles and machinery and to this end to provide members with such information, literature, tyres, spare parts, and other assistance by such means as the Club or Committee shall from time to time determine.
 - h. To foster among members a system of mutual voluntary assistance for the maintenance and preservation of vintage machinery.
 - i. To promote and encourage such meetings, lectures, discussions, and other social functions as the Committee shall from time to time determine.
 - j. To foster road courtesy and safe driving and in every way co-operate with the Government and Local Authorities to this end.
 - k. To keep authentic records of all matters as shall assist in the promotion of the above objects or any of them.
 - l. To foster, cultivate and promote the social welfare of members by providing, equipping, and furnishing club rooms and organising social activities and generally to promote and forward the interests and welfare of the Club and its members in New Zealand and elsewhere.
 - m. To purchase, take on, lease or in exchange or hire or otherwise acquire hold mortgage and dispose of any real or personal property and any rights and privileges which the Club shall think necessary or expedient for the purposes of attaining the objects of the Club or any of them.
 - n. To sell, lease, hire or otherwise dispose of any real or personal property or any interest therein of the Club and to surrender any lease held by it on such terms and conditions as the Management Committee deems fit.
 - o. That the Club may cultivate reciprocal relations with kindred institutions in this and other countries.
 - p. That the Club may invest and deal with the funds of the Club upon such securities or in such manner and upon such terms as the Club may think fit.
 - q. That the Club may take any gifts of property whether subject to any special trusts or not, for any one or more of the objects of the Club.
 - r. That the Club may print, publish, and sell any newspapers, journals, periodicals, books, bulletins, leaflets, or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Club.
 - s. To do such things as are identical or conducive to the attainment of the above objects or any of them.

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MEMBERSHIP

3. The signatories to these rules shall be the first active ordinary members. Membership of the Club shall not confer on any member thereof, any estate or proprietary right, interest or share in the funds and property of the Club, nor shall any member be personally liable for any of the liabilities of the Club.
- a. Joining the Club. Every application for membership of the Club shall be submitted on the prescribed Application Form, the design of which shall be as determined by the Committee from time-to-time. The completed Application Form shall be forwarded to the Secretary. The first year's Subscription and any Entry Fee needs to be paid by bank direct credit into the Club's bank account. The Secretary shall present the Application to the Committee who have the power to accept or decline the application. On approval of the Membership Application, the New Member shall be issued with a set of the Rules of the Club and a membership card, badge, or number, as appropriate, the cost of which will be covered by the Membership Fee. On admission to the Club, and having paid the prescribed subscription, all new members shall have voting rights.
 - b. Membership. Joint members (spouses or partners) can be joint owner members, subject to fees allowing the associate member to rally with elimination of voting powers.
 - c. Subscription. Subscriptions and fees shall be set one (1) year in advance, and the amount(s) shall be determined by a resolution passed at the Annual General Meeting
 - (i) Subscriptions shall fall due on 1st June each year and shall be payable in full by the date of the Annual General Meeting.
 - (ii) Subscriptions paid by the date of the Annual General Meeting shall be entitled to a discounted rate (as set at the previous AGM and endorsed by the Committee).
 - (iii) Existing Members will be sent subscription reminders with the AGM notice each year. Members need to pay their subscription by direct credit or to the Treasurer at a meeting. Members are to advise the Secretary of any change in their contact details.
 - (iv) Any member whose subscription remains unpaid as of 31st December (*i.e., six (6) months after the due date*) shall be deemed to have resigned his/her membership but may be re-admitted by resolution of the Management Committee on payment of the current year's subscription.
 - d. Resignation. Any member may resign his or her membership by giving written notice to that effect to the Secretary, and with no refund of paid subscriptions.
 - e. Complaints/Suspension/Expulsion. The rules regarding the complaints/suspension/expulsion of members are as follows.
 - (i) Complaints concerning misconduct of or discipline of members and/or grievances brought by members concerning their rights and interests as members or other members should be provided in writing to the Management Committee for their attention. The complaint should set out the allegation to which the dispute relates and whom the allegation is against; and set out any other information reasonably required by the Management Committee.
 - (ii) The Management Committee will give to the member or officer that the complaint is about notice in writing that—states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and sets out the allegation to which the dispute relates.
 - (iii) The information given under subclause (3e) (ii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response either in writing or at an oral hearing (if one is held) before the Management Committee determines an outcome.
 - (iv) The member or an officer who makes a complaint has a right to be heard in writing or at an oral hearing before the complaint is resolved or any outcome is determined.
 - (v) The person who is subject of complaint has the right to be heard before the complaint is resolved or any outcome is determined.
 - (vi) A special Management Committee meeting is called in which the member that made the complaint is invited to attend to outline their complaint/their written submission

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and the member who is the subject of the complaint is given to opportunity to defend himself/herself before the complaint is considered by the Committee.

- (vii) That a vote is taken to decide the member's fate.
- (viii) That the member that made the complaint and the respondent are informed in writing of the decision of the meeting.
- (ix) The Management Committee may decide not to proceed further with a complaint if the complaint is trivial; or may refer a complaint with the consent of all parties to a complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice) to investigate and make a decision.

VOTING

- 4. For all purposes in connection with the holding of a general meeting or an election or the nomination of a candidate for office or for membership, no member who is unfinancial shall record his or her vote and such a member shall not be deemed to be financial unless his or her subscription is paid up to the end of the preceding subscription year.

DEFAULT IN PAYMENT OF FEES

- 5. No member whose membership fee is in arrears may speak or vote at any meeting of the Club. If default in payment of fees is continued for six months from the due date, the Management Committee shall have the power to strike the name of such defaulting member off the membership roll of the Club.

FINANCIAL YEAR

- 6. The financial year of the Club shall commence on the first day of June in each year and to terminate on the 31st day of May of the following year.

ANNUAL GENERAL MEETING

- 7. The Club shall hold an Annual General Meeting in the month of July in each year (of which twenty-eight (28) days' notice shall be given by email or text, or may be included in the club newsletter) for the purpose of election of officers, receiving the report of the outgoing Committee, the Treasurer's statement of receipts and expenditure and the balance sheet, and transaction of any other business of the Club pertinent to an Annual General Meeting

SPECIAL GENERAL MEETING

- 8. A Special General Meeting of the Club shall be called by the Secretary within ten (10) days of receiving a requisition signed by three (3) members of the Management Committee, or ten (10) ordinary members. All financial members shall be given written notice at least fourteen (14) days prior to the date of such a meeting, and that written notice may be by email, text or included in the club newsletter. No other business than that for which the meeting is called, shall be dealt with.

MANAGEMENT COMMITTEE

- 9.
 - a. To be an officer of the society a person must be certify that they:
 - (i) are not disqualified, and
 - (ii) are 16 years of age or older.
 - b. To be an officer of the society a person cannot be
 - (i) a discharged bankrupt,
 - (ii) prohibited from being a director or promoter of a company
 - (iii) convicted and sentenced for certain offending within the last 7 years (for example, a crime involving dishonesty),
 - (iv) disqualified from being an officer of a charitable entity
 - (v) subject to particular orders (for example, a banning order),

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- (vi) or unable to comply with any qualifications for officers contained in the society's rules.
- c. The duties of the Management Committee are to:
 - (i) act in good faith and in the best interests of the society
 - (ii) Exercise powers for proper purposes only
 - (iii) Comply with the Act and the constitution (rules)
 - (iv) Exercise reasonable care and diligence
 - (v) Not create a substantial risk of serious loss to creditors
 - (vi) Not incur an obligation the officer doesn't reasonably believe the society can perform
- d. The officers who shall constitute the Management Committee shall consist of a President, Vice-President, Secretary and/or Treasurer, Safety officer and Editor if applicable, and a minimum of four (4) committee members, all of whom shall be elected (by ballot if necessary) at each Annual General Meeting. The Management committee shall have the power to co-op members as required.
- e. The retiring President of the Club may sit on the Committee ex-officia for the year subsequent to his or her term of office.
- f. Five members of the Management Committee shall form a quorum. In the event of a quorum not being present within five minutes after the time appointed, then the Chairman shall adjourn the meeting to a suitable date and time and the Secretary shall notify Committee members accordingly.
- g. Any member of the Management Committee who fails to attend four consecutive meetings of such committee shall cease to be a member of such committee unless he or she furnished satisfactory reasons for such absence.
- h. In the event of any office becoming vacant, such vacancy shall be filled by the remaining members of the Management Committee.
- i. The President or Vice-President, or any two members of the Management Committee shall have power at all times to instruct the Secretary to cancel any meeting called of the Management Committee.
- j. The President or Vice-President, or any two members of the Management Committee shall have power at all times to instruct the Secretary to call a meeting of the Management Committee.
- k. The Management Committee shall have the power to frame rules and regulations for the use of the Club's equipment and to alter or vary the same when necessary.
- l. The Management Committee shall have power to make by-laws and to alter and rescind them as occasion may require and such by-laws shall have the same effect as the rules of the Club provided, they are not inconsistent therewith. Any such by-laws made by the Management Committee are to be attached to the Club's copy of the rules.
- m. The Management Committee may from time to time raise or borrow or secure the payment of any sums of money for the purposes of the Club.
- n. The Management Committee may raise or secure the payment or repayment of such monies in such manner upon such terms and conditions in all respects as it may think fit and in particular

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by the issue of debentures charged upon all part of the property of the Club.

- l. Management Committee meetings shall be held at such times at such places as the Management Committee may from time to time deem fit and the Secretary shall give notice to each member thereof of the intention to hold such meetings.

- m. The Management Committee shall have the power and right to co-opt to establish sub committees to deal with any matters or projects (at the direction of the Committee) and for this purpose to co-opt members to serve thereon. One officer and at least one Management Committee member shall be appointed to preside over any such sub-committee and such sub committee shall have only such powers as maybe delegated to them from to time by the Committee.

QUORUM

10. Ten (10) members actually present shall constitute a quorum at the Annual General Meeting and all Special General Meetings. In the event of a quorum not being present within ten minutes after the time appointed, then the Chairman shall adjourn the meeting to a suitable date and time at least twenty-eight (28) days hence and the Secretary shall give fourteen (14) days' notice of such a meeting by advertisement in the local paper or written notice.

METHOD OF VOTING

11. The voting at all meetings shall be open or by ballot if demanded. The Chairman shall have a casting vote. Voting is to be by a simple majority except in cases of constitution or financial matters where a majority shall be 70% of all financial members present and voting at the meeting. No proxy votes shall be allowed.

NOTICE OF MOTION

12. Members may raise issues by addressing any member of the management committee (in writing or verbally).

PRESIDENT

13. The President of the Club shall be Chairman at all General Meetings and all Management Committee meetings at which he shall be present, and, in his absence, the meeting shall elect to the chair any Vice President who may be present, or failing a Vice President, any other member of the Club or Committee as the case may be.

SECRETARY AND TREASURER

14. The positions of Secretary and Treasurer may be held by one or two members of the Club as decided at the Annual General Meeting.
 - a. **SECRETARY** - It shall be the duty of the Honorary Secretary: -
 - (i) To attend all meetings of the Club and the Management Committee unless by reason of absence or incapacitation.
 - (ii) To keep a register of members and their date of joining the club.
 - (iii) To call meetings of the Club or Management Committee forthwith upon being requested to do so in accordance with these rules.
 - (iv) To take minutes of all meetings of the Management Committee and members.
 - (v) To conduct all correspondence including sub-committees.
 - (vi) To keep a record of all attendances at meetings of the Management Committee.
 - (vii) Forward by email/text/post to members all notices required by the Rules or the Management Committee.
 - (viii) To obey all such lawful instructions and to do and perform all such lawful acts and things as may be given or required to be done by a meeting of the Club or Management

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- Committee to perform any other duties imposed on him by these Rules.
- (ix) The Secretary is deemed to be the contact person whom the Registrar of Incorporated Societies can contact when necessary.
- (x) The Secretary may be paid such honorarium as the Club in General Meeting shall from time to time decide.

b. TREASURER - It shall be the duty of the Honorary Treasurer: -

- (i) To collect and receive all monies due to the Club and give or arrange to be given an official receipt therefore for cash received. No receipt is required for monies received or paid via direct credit or debit.
- (ii) To be responsible for paying all monies paid into his or her hands on account of the Club into an account or accounts in the name of the Club in a bank or banks selected by the Management Committee.
- (iii) To keep such book or book of accounts as the management Committee may from time to time require showing the Club's receipts and expenditure and all other matters usually entered in such books.
- (iv) To pay out of the Club's general working account all debts and accounts contracted by the Club after the same shall have been passed by the Management Committee for payment.
- (v) To prepare in conjunction with the Honorary Secretary immediately prior to the Annual General Meeting, a statement of accounts for the preceding months ending which shall be submitted to the Management Committee for approval before the Annual General Meeting and shall be subject to such alteration or addition as the Management Committee deems fit and which before being submitted to the Management Committee shall be duly audited/reviewed by the Auditor/Reviewer appointed by the Annual General Meeting. The services of the Auditor /Reviewer may be paid for out of Club Funds.
- (vi) To obey all such lawful instructions and to do and perform all such lawful acts and things as may be from time to time given or required to be done by a meeting of the Club or Management Committee, or by these Rules.
- (vii) To do and perform all such other lawful duties as may usually appertain to the office of the Treasurer.
- (viii) The Treasurer may be paid such honorarium as the Club in General Meeting shall from time to time decide, but should the Treasurer also hold the position of Secretary to the Club, then only one honorarium at the discretion of the Committee shall be paid by the Club commensurate with the duties of both Secretary and Treasurer of the Club.

AUDITOR/REVIEWER

- 15. The Auditor/Reviewer who shall be elected at each Annual General Meeting shall audit/review the books of the Club and shall when satisfied with the correctness of the statement of accounts, append his certificate thereto.

OFFICE

- 16. The situation of the office of the Club shall be the premises of the Secretary for the Club.

GUESTS

- 17. No member shall introduce as a guest a person who has been suspended, required to resign, or expelled, or whose name has been struck off the register of members either for non- payment of subscription or for any other reason.

WINDING UP

- 18. If upon the winding up or distribution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among members of the Club but shall be given or transferred to some other organisation or body having objects similar to the objects of the first Club or to some other charitable organisation or purpose within New Zealand

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ALTERATIONS TO RULES

19. No alterations or alteration of the aims/objectives, payments to members' clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

COMMON SEAL

20. The Common Seal shall be kept at the registered office of the Club or in the custody of the Secretary and shall be affixed only by resolution of the Management Committee and in the presence of two members of such Management Committee and the Secretary

LIBRARY BOOKS

21. That it be Club policy not to loan library books, CD's, signs or flags to non-members or institutions.

LIABILITY OF OFFICERS

22. The President or any other officer of the Club who may by the authority of the Management Committee accept or incur any pecuniary liability on behalf of the Club shall be held indemnified by the Club against any personal loss in respect of such liability and this indemnity shall extend to any obligations incurred by any Officer or member of the Club provided that the Management Committee or Club shall by resolution, ratify or confirm the action of such an Officer or member.

PECUNIARY GAIN

23. No member of the organisation or any person associated with a member shall participate in or materially any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would have been paid in an arm's length transaction (being the open market value).

NOTICES

24. Any notice required by these Rules to be given shall be in writing and may be serviced either personally or by posting it in a prepaid letter addressed to the member at the address last notified by him or her to the Club.
25. The Club will not accept any liability for any damage to any member's property caused by any wilful act or omission by any other Club member or any member of the public at a sanctioned Club function.
26. The President or his nominee are the only persons who can enter into any hireage agreement on behalf of the Club. A signed liability limiting agreement must be entered to exempt the Club from any damage caused by wilful act or omission by the Club.

ATTACHMENTS

- a. Club Safety Rules