



**RULES OF INCORPORATED SOCIETY**  
**TR REGISTER NEW ZEALAND INCORPORATED**

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## **CONTENTS**

### **Clause No.**

1. Name
2. Definitions
3. Objects
4. Membership
5. Annual Subscriptions
6. Administration
7. Election of Officers and Term of Office
8. Powers of Committee
9. Proceedings of the Committee
10. Subcommittees
11. General Meetings
12. Votes of Members
13. Notices
14. Accounts
15. Registered Office
16. Common Seal
17. By Laws
18. Liability of Members
19. Alteration of Rules
20. Winding up
21. Matters Not Provided For

# RULES OF TR REGISTER NEW ZEALAND INCORPORATED

## 1. NAME

- 1.1 The name of the organization shall be the TR Register New Zealand Incorporated, referred to in these Rules as the Register.

## 2. DEFINITIONS

### Definitions

- 2.1 In these Rules, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908.

“**Annual Subscription**” means the annual payment (plus GST if any) to be made by a Member to the Register in respect of their Membership for a Financial Year, fixed in accordance with these Rules.

“**Annual General Meeting**” means the annual general meeting of the Register, convened and conducted in accordance with these Rules.

“**Chairperson**” means the chairperson of the Register, appointed in accordance with these Rules.

“**Committee**” means the committee of Officers for the time being elected to manage the affairs of the Register pursuant to these Rules.

“**Financial Statements**” means proper financial statements giving a true and fair account of:

- (a) The income and expenditure of the Register during a Financial Year.
- (b) The assets and liabilities of the Register at the end of a Financial Year.
- (c) All mortgages, charges and other securities of the Register at the end of a Financial Year.

“**Financial Year**” means the period from 1 October in each year to 30 September the next year.

“**Member**” means a person who is a member of the Register in accordance with these Rules and “**Membership**” shall be construed accordingly.

“**Officer**” means a member of the Committee for the time being, appointed in accordance with these Rules.

“**Register**” means the TR Register New Zealand Incorporated.

“**Registrar**” means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

“**Rules**” means these Rules, as from time to time amended, added to or rescinded in accordance with these Rules.

“**Subcommittee**” means a subcommittee established in accordance with these Rules.

### **3. OBJECTS**

#### **General**

3.1 The objects of the Register are:

- (a) The preservation and promotion of the Triumph TR Marque by provision of relevant services, activities and investments.
- (b) Maintaining an historic register of Triumph TR cars and derivatives in New Zealand including past and present owners.
- (c) The fostering of amateur motoring and sporting events, social functions and outings through the co-operation and interest of like-minded enthusiasts.
- (d) The fostering of road courtesy and safe driving.
- (e) Co-operation or affiliation with other motor sport bodies and motor enthusiast groups or bodies to promote any of the above objects.
- (f) Such other activities as the Committee considers conducive to the above objects.

#### **No Pecuniary Gain**

3.2 No Member may receive any pecuniary benefit from the activities of the Register. That shall not preclude the Committee from entering into an agreement or arrangement with a Member for the supply of goods or services to the Register on an arm's length commercial basis.

### **4. MEMBERSHIP**

#### **Application for Membership**

4.1 All applications for Membership shall be made to the Committee in writing in the form prescribed by the Committee from time to time together with payment of the Annual Subscription.

#### **Acceptance/Refusal of Applications**

4.2 The Committee shall have an absolute jurisdiction to decide whether an applicant for Membership fulfils any criteria for membership of the Register, and an absolute discretion to decide whether or not an application shall be accepted. The Committee shall advise an applicant of its decision, and its decision shall be final.

#### **Categories of Membership**

4.3 There shall be the following categories of Membership:

- (a) "Ordinary Members" shall be natural persons, and shall be entitled to vote at general meetings of the Register.
- (b) "Family/Partner Members" shall be the husband/wife/partner of an Ordinary Member, and any child or children under the age of 18 years living at the same address as an Ordinary Member. Family/Partner Members shall be exempt from paying the Annual Subscription, and shall not be entitled to vote or hold office.

- (c) "Honorary Life Members" shall be persons who have been elected on the recommendation of the Committee by a 75% majority of Members present at the Annual General Meeting. Honorary Life Members shall have all rights of Ordinary Members. They shall not be required to pay Annual Subscriptions which fall due after they are elected an Honorary Life Member.

- 4.4 The Committee may create such further categories of membership as it considers are in the best interests of the Register, including categories for groups and body corporates.

### **Cessation of Membership**

- 4.5 A Member may resign by giving written notice to the Secretary.
- 4.6 The Committee may terminate the Membership of any Member who has not paid their Annual Subscription within 60 days after it falls due.
- 4.7 The Committee may, by two-thirds majority vote, terminate a Member's Membership on the basis that the Member is breaching these Rules or acting in a manner inconsistent with, or damaging, to the objects or interests of the Register.

## **5. ANNUAL SUBSCRIPTIONS**

### **Annual Subscription**

- 5.1 The Register shall fix the Annual Subscription for the next Financial Year at the Annual General Meeting.
- 5.2 The Annual Subscription shall be due at the beginning of the Financial Year.
- 5.3 The Annual Subscription may vary for different categories of Membership.
- 5.4 New Members who pay their Annual Subscription within 60 days prior to the end of a Financial Year shall be given a credit for that sum toward their Annual Subscription for the next Financial Year.
- 5.5 If considered appropriate by the Committee in a particular case or category of cases, the Annual Subscription may be varied or fixed by the Committee for that particular case or category of cases.

## **6. ADMINISTRATION**

### **Officers**

- 6.1 The Register shall be managed by the Committee comprising the following officers:
  - (a) President;
  - (b) Vice President;
  - (c) Treasurer/Secretary (which may be separate offices); and
  - (d) a minimum of two & not more than six additional committee members,such that the Committee has a minimum of six members.
- 6.2 The Committee may co-opt Members (with their consent) to hold office until the next Annual General Meeting.

### **Allocation of Responsibilities**

- 6.3 The Committee shall allocate such responsibilities among the Officers and any Subcommittees, as it considers necessary or desirable to carry out the objects of the Register. For example, the following responsibilities may be considered necessary or desirable:
- (a) Maintaining a register of Triumph TR cars in New Zealand, including historic information about the cars such as their past and present owners.
  - (b) Maintaining a record of Members;
  - (c) Importing, stocking and distribution of spares and accessories;
  - (d) Communication with members and prospective members; and
  - (e) Such other functions as the Committee considers appropriate.

### **Group Leaders**

- 6.4 The Committee may appoint Group Leaders to co-ordinate the activities of Members in geographic regions throughout New Zealand as defined by the Committee from time to time.

## **7. ELECTION OF OFFICERS AND TENURE OF OFFICE**

### **Election of officers**

- 7.1 Officers shall be elected at the Annual General Meeting of the Register. Nominations of Members as Officers shall be made in writing to the Committee at least four weeks before the Annual General Meeting. Each nomination shall be signed by the proposer, a seconder, and the nominee, all of whom shall be Members.

### **Tenure**

- 7.2 Officers shall serve for a term beginning at the conclusion of the Annual General Meeting at which they are elected and ending at the conclusion of the third Annual General Meeting following their election. This should generally result in a term of approximately three years.
- 7.3 Despite clause 7.2, Officers co-opted to the Committee shall serve for the term specified in clause 6.2 of these Rules.
- 7.4 Officers wishing to retire voluntarily during their terms shall give at least 12 weeks' notice of their retirement, or such other period as is agreed with the Committee.
- 7.5 When a person ceases to be an Officer, that person shall within four weeks (except as otherwise agreed with the Committee) give to the Committee all Register documents and property in their possession.

### **Insufficient Nominations**

- 7.6 If there are insufficient nominations for Officers prior to the Annual General Meeting, any Member present may be nominated. Such nomination shall be accepted if seconded and consented to by the nominee.

## **8. POWERS OF COMMITTEE**

### **Exercise of Powers**

- 8.1 The Committee may exercise all the powers of the Register and do on its behalf all such acts as the Committee may deem necessary or expedient and which are not by these Rules required to be exercised or done by the Register in general meeting. The Committee may exercise such authority, powers and discretions as may, by these Rules, be vested in the Committee.

### **Funds**

- 8.2 All Register funds, including Members' funds held as deposits or advance payments, shall be held in bank accounts in the name of the Register.

### **Payments and Purchases**

- 8.3 Except as expressly provided otherwise in these Rules, payments and purchases shall be approved by the Committee in advance.
- 8.4 Despite clause 8.3, at its discretion, the Committee may ratify payments and purchases that are not approved by the Committee in advance.
- 8.5 Despite clause 8.3, the Committee may, at its absolute discretion, reimburse Members for their reasonable expenses properly incurred in connection with the affairs of the Register.

### **Power to Borrow or Invest**

- 8.6 The Committee shall have the power to borrow or invest money to further the objects of the Register.

## **9. PROCEEDINGS OF THE COMMITTEE**

### **General**

- 9.1 Subject to these Rules, the Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings and procedures as it sees fit.
- (b) The Committee may meet at such time and place as the President reasonably considers appropriate.
- (c) Meetings and voting may be carried out by electronic communication or any other means of communication the Committee considers appropriate.

### **Quorum**

- 9.2 Any four Officers shall form a quorum for a Committee meeting.
- (b) No business of the Committee shall be conducted when less than a quorum is present-
- (c) If, within half an hour after the time appointed for the holding of a Committee meeting, a quorum is not present:
- (i) The meeting may be adjourned to be held at such time, day and place as the

President may reasonably determine; and

- (ii) At least one week's prior written notice of such adjourned meeting shall be given to each Officer.

### **Chairperson**

- 9.3 The President shall be the chairperson of the Committee. If the President is not present, the Vice President shall be the chairperson. If neither the President nor the Vice President are present then the Officers present shall elect one of their number as chairperson.

### **Committee Resolutions**

- 9.4 Except as expressly provided otherwise in these Rules, resolutions of the Committee shall be passed by a simple majority of those Officers present and entitled to vote.
- 9.5 Notwithstanding any contrary provision in these Rules, a resolution in writing signed by each Officer of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted. Such resolutions may be done in counterparts.

### **Validity of Committee's Actions**

- 9.6 All acts properly done by any meeting of the Committee or by any person acting as an Officer, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Officer or person acting as such, or that they or any of them were disqualified from the office of Officer, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Officer.

### **Committee Minutes and Records**

- 9.7 The Committee shall cause proper minutes to be kept of all proceedings of all meetings of the Register, the Committee, and of all Subcommittees.
- 9.8 All business transacted at each such meeting and the minutes of such meeting signed by the chairperson of the Committee shall be presumed a correct and accurate record of the business transacted at such meeting without any further proof of the facts contained in such minutes.

## **10. SUBCOMMITTEES**

- 10.1 The Committee may appoint Subcommittees comprised of one or more Members, and may subject to these Rules delegate any of its powers and duties to any such Subcommittee. Such delegation shall not prevent the exercise of any power or the performance of any duty by the Committee.
- 10.2 Any Subcommittee to which the Committee has delegated powers or duties will be bound by any terms or conditions of the delegation set by the Committee.
- 10.3 A Subcommittee may, without confirmation by the Committee, exercise or perform any powers or duties delegated to it in the same way and with the same effect as the Committee could itself have done.
- 10.4 The Committee may regulate the proceedings of all Subcommittees at its absolute discretion, and may revoke any Subcommittee's delegation, or disestablish any



Subcommittee, at will without giving reasons.

## **11. GENERAL MEETINGS**

### **Annual General Meeting**

- 11.1 The Register shall in each Financial Year hold a general meeting called the Annual General Meeting. The matters to be dealt with at the Annual General Meeting shall include without limitation:
- (a) Considering and approving a report from the Committee on the activities of the Register since the last Annual General Meeting of the Register and any proposed activities of the Register.
  - (b) Considering and approving the Financial Statements for the last Financial Year.
  - (c) Election of Officers.
- 11.2 The Annual General Meeting shall be held within eight weeks of the end of the financial year, or as soon as reasonably practicable thereafter.
- 11.3 Items for general business for the Annual General Meeting shall be given to the Secretary at least four weeks prior and shall be accepted at the discretion of the Chairperson.

### **Other General Meetings**

- 11.4 The Secretary shall convene a general meeting when requested by the President or the Committee, or when requested in a notice delivered to the secretary and signed by not less than 10 Members. Such meeting shall be convened within 8 weeks of the request.

### **Powers of Register in General Meeting**

- 11.5 The Register in general meeting may, by resolution passed by a 75% majority, exercise all powers authorities and discretions of the Register, notwithstanding that any such power, authority or discretion may have been vested in the Committee by or pursuant to these Rules.

### **Quorum**

- 11.6 No business shall be transacted at any general meeting of the Register unless a quorum of Members is present when the meeting proceeds to business. A quorum of Members shall be not less than 15 Members entitled to vote at general meetings of the Register.

### **Notice of General Meeting**

- 11.7 A notice of every general meeting of the Register shall be sent to every Member not less than eight weeks before the date of the Annual General Meeting, and not less than 2 weeks before the date of other general meetings.
- 11.8 A notice of general meeting shall specify the date, time and venue of the general meeting,
- 11.9 Except in the case of the general business to be considered at an Annual General Meeting in respect of which clause 11.3 applies, a notice of general meeting shall specify all business and all notices of motion to be considered at the general meeting. No other business or notice of motion shall be discussed or transacted at the general meeting.

### **Failure to Give Notice**

- 11.10 The unintentional omission to give notice to or the non-receipt of any notice by any Member or any other person entitled to such notice shall not invalidate the proceedings of any general meeting to which such notice relates.

### **Chairperson of General Meetings**

- 11.11 The President may chair any general meeting of the Register at which he or she is present.
- 11.12 If the President is not present, or being present is unwilling to take the chair, then the Vice president may take the chair. If this does not occur those Officers who are present may select one of their number to chair the meeting, or if for any reason no such selection is made, then those Members entitled to vote at the meeting shall elect any Member who is present to chair the meeting (subject to obtaining the Member's consent).

### **Voting at Meetings**

- 11.13 At any general meeting of the Register:
- (a) The Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a poll, or by some other means.
  - (b) In the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Register's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.
  - (c) Despite clause, 11.13(a) a poll may be demanded by any Member present and entitled to vote either before the declaration of the result or immediately afterwards, but before the meeting moves to the next business or it adjourns (provided a reasonable opportunity shall be allowed for such demands).

### **Adjournments**

- 11.14 If, within half an hour after the time appointed for the holding of a general meeting of the Register, a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved.
- 11.15 In any other case, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Chairperson of the adjourned meeting shall determine.

### **Adjourned Meetings**

- 11.16 The Chairperson may adjourn any general meeting, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
- 11.17 Members shall not be entitled to receive any notice in respect of adjourned general meetings, except when a general meeting has been adjourned for four weeks or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

## **12. VOTES OF MEMBERS**

### **One vote per Member present at a general meeting**

- 12.1 A Member who is entitled to vote may exercise one vote when present at a general meeting of the Register. Alternatively a Member who is entitled to vote may exercise their vote by proxy. The Committee shall give directions as to particulars of proxy voting at each general meeting, for example the form of proxy votes and the date by which proxy votes must be received by the Register.

### **No Vote if Annual Subscription Unpaid**

- 12.2 If an Annual Subscription payable by a Member is overdue, that Member shall not be entitled to vote at a general meeting of the Register while the subscription remains unpaid.

## **13. NOTICES**

### **Form**

- 13.1 All notices and other communications required under these Rules shall be in writing and shall be delivered by hand, by commercially acceptable electronic means, or by properly addressed prepaid post.
- 13.2 Notices or other communications posted to any Member shall be addressed to that member's postal address or last known place of business or residence.
- 13.3 For the purposes of clause 13.1 a notice or communication shall be deemed to be delivered to a Member if it is published in a newsletter or magazine issued by the Register and delivered to the Member, or published on the Register's web site.

## **14. ACCOUNTS**

### **Accounts at Committee and General Meetings**

- 14.1 The Treasurer shall from time to time prepare, or cause to be prepared, and shall lay before:
- (a) The Committee, such financial accounts and reports as the Committee reasonably requests.
  - (b) The Register, at each Annual General Meeting, the Financial Statements for the previous Financial Year.

### **Auditor may be appointed**

- 14.2 The Committee may appoint an auditor to audit the Financial Statements (and any other financial accounts or reports as determined by the Committee). Such auditor shall hold office until he or she resigns or is replaced by the Committee, or the Committee decides not to reappoint an auditor.

### **Copies to Members**

- 14.3 Copies of Financial Statements which are to be laid before the Register in general meeting, together with a copy of the auditor's report (if any) shall be sent to every Member.

## **15. REGISTERED OFFICE**

15.1 The registered office of the Register shall be at such place as the Committee shall from time to time determine.

## **16. COMMON SEAL**

16.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

16.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

## **17. BYLAWS**

17.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Register, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on Members. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **18. LIABILITY OF THE REGISTER AND ITS MEMBERS**

18.1 The Register does not accept any liability for injury or damage sustained by any Member. For example, injury or damage to a Member or the Member's property is injury or damage sustained by the Member.

18.2 No action in law or otherwise shall lie in favour of any Member against any other Member, the Committee or any Officer in respect of any matter or thing done or omitted to be done pursuant to these Rules. This clause applies notwithstanding any irregularity or informality in the observance of these Rules (except in respect of any loss or damage arising from the willful default of the person against whom such action is taken)

18.3 No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Register. This clause applies notwithstanding any other provision of these Rules.

## **19. ALTERATION OF RULES**

19.1 The Register may alter or replace these Rules at a general meeting by a resolution passed by a two-thirds majority. Any notice of motion to amend or replace these Rules shall be accompanied by a written explanation of the reasons for the proposal.

19.2 If the Committee considers an alteration of these Rules is in the best interests of the Register and does not unduly prejudice any Member, it may alter these Rules by a two-thirds majority of all Officers of the Committee.

## **20. WINDING UP**

20.1 The Register may be wound up in accordance with the Act. If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Register, any property and/or assets, such property and/or assets shall be disposed of in the manner directed by a resolution to wind up the Register and, failing any such direction, shall be as determined by the Committee.

## **21. MATTERS NOT PROVIDED FOR**

21.1 The Committee shall decide any matters which are not provided for in these Rules.