



Rules of the BMW Race Driver Series Inc.  
**28 January 2026**

Key:

New Wording

Minor Change

## THE SOCIETY

### 1.0 Name

- 1.1 The name of the society is BMW Race Driver Series Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 21 October 2008.

### 2.0 Definitions:

In these rules:

- a) **"Committee"** means the **Managing** Committee of the Society.
- b) **"Committee Meeting"** means a meeting of the Committee.
- c) **"Committee Member" or "Officer"** means any Member who is on the Committee.
- d) **"Majority vote"** means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- e) **"Meeting"** means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- f) **"Money or Other Assets"** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- g) **"Payment"** means any transfer of legal tender by cash or electronic transfer.
- h) **"Rules"** means these rules, being the **Constitution** of the Society.
- i) **"Society Meeting"** means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- j) **"Member"** means a person admitted to membership of this Society pursuant to these rules.
- k) **"Financial Member"** means a person admitted to membership of this Society pursuant to these rules.
- l) **"Use Money or Other Assets"** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- m) **"Written Notice"** means hand-written, printed or electronic communication of words or a combination of these methods.
- n) **"Rules and Guidelines"** means the rules and guidelines of the Sub-Committee.
- o) **"Sub-Committee"** means the specialised group formed from within a larger committee to focus on a specific task, issue, or area of work within the Society.

### 3.0 Registered Office

- 3.1 The Registered office of the Society shall be at such place as may from time to time be determined by the Committee and notified to the registrar with the end of year accounts.

#### **4.0 Purposes of the Society**

**4.1** The purposes of the Society are to:

- a)** To promote the racing of BMW cars at various events around New Zealand for the enjoyment and sporting fellowship of like-minded enthusiasts.
- b)** Do anything necessary or helpful to the above purposes.

**4.2** Pecuniary gain is not a purpose of the Society.

#### **5.0 Committee**

**5.1** The Society shall have a Managing Committee (“the Committee”), comprising the following persons:

- a)** The President;
- b)** The Secretary;
- c)** The Treasurer; and
- d)** Other Members as the Committee shall decide.

**5.2** Only **Financial** Members of the Society may be Committee Members. **Committee Members may, at the discretion of the Committee, have their membership fees waived or reimbursed for the period of their service.**

**5.3** There shall be a minimum of six Committee Members.

**5.4** **A Committee Member may be removed from office by unanimous vote of the other Committee Members present at a Committee Meeting on any of the following grounds:**

- a)** Conduct that is detrimental to the Society or inconsistent with its purposes;
- b)** Breach of these Rules or the officer's duties under the Incorporated Societies Act 2022;
- c)** Becoming disqualified from being an officer under section 47(3) of the Incorporated Societies Act 2022;
- d)** Being unable or unwilling to perform the duties of their role.
- e)** Before any vote is taken, the Committee Member whose removal is proposed must be given reasonable notice of the proposal and the grounds for it, and must be allowed to make representations on their own behalf.
- f)** The Committee Member must withdraw from the meeting while the vote is taken.

**5.5** **The Society shall have one but no more than three contact person(s) whom the registrar can contact when needed. The contact person can be appointed by the Committee.**

## **6.0 Appointment of Committee Members**

### **6.1 Any current sitting Committee may decide by unanimous vote:**

- a) How large the Committee will be;
- b) Who shall have the title of President, Secretary, and Treasurer
- c) Whether any Committee Member may have more than one title;
- d) The President of the Society will be elected annually from within the Committee, by Committee vote. No President shall hold office for more than two consecutive years. However, after a two year stand down, a former President will once again be eligible to be President.
- e) New Committee Members may only be appointed by the unanimous decision of the Committee at the time the candidate is proposed.
- f) If a suitable President cannot be determined the Secretary shall take the role until such time a new president is confirmed.

### **6.2 The BMW Car Club of New Zealand shall have the right in perpetuity, to appoint one of its executive members to the Committee "Secondee". Such appointments will be notified in writing to the Society prior to the position becoming effective. The Secondee may resign from the Committee or be removed following written notification from the BMW Car Club of New Zealand to either remove or replace.**

### **6.3 Unless otherwise determined by unanimous vote of the Committee, Committee Members shall hold office until they resign or are removed.**

Officers shall be confirmed in their roles annually at the first Committee Meeting following the Annual General Meeting.

### **6.4 Conflicts of Interest:**

- (1) An Officer or a member of the Committee (or Sub-Committee) who is an interested Member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - (a) To the Committee and/or Sub-Committee; and
  - (b) In an Interests Register kept by the Committee.
- (2) For the purposes of section 62(2)(d) of the Incorporated Societies Act 2022, a Committee and/or Sub-Committee Member is not considered to be interested in a matter merely because they are a competitor in events organised or sanctioned by the Society, where the matter relates to:
  - (a) Setting or varying grid fees, entry fees, or levies that apply equally to all competitors in the relevant class or classes; or

- (b) General race regulations, technical regulations, or sporting rules that apply equally to all competitors in the relevant class or classes; or

## **6.5 Consequences of Interest and Recusal:**

- (1) A Committee or Sub-Committee Member who is interested in a matter:
  - (a) Must not vote on the matter; and
  - (b) Must not take part in the decision of the Committee relating to the matter; and
  - (c) Must not sign any document relating to the entry into a transaction or the initiation of the matter.
- (2) However, the interested Member may take part in any discussion of the Committee relating to the matter and be present at the time of the decision, unless the Committee (by majority vote of the non-interested members) requires the interested Member to withdraw from the meeting for that portion of the business.

## **7.0 Cessation of Committee Membership**

7.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are unable to attend more than 70% of Committee meetings.

7.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

## **8.0 Nomination of Committee Members**

8.1 Financial members may place names before the Committee to be considered for proposal as a Committee Member, but not to request the dismissal of any Committee at any time.

## **9.0 Role of the Committee**

9.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- a) Administer, manage, and control the Society;
- b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c) Manage the Society's bank accounts;

- d) Ensure that all **Financial** members follow the **Constitution**;
- e) Decide how a person becomes a **Financial** member, and how a person stops being a **Financial** member;
- f) Decide the times and dates for **Committee** Meetings, and set the agenda for **Committee** Meetings;
- g) Decide the procedures for dealing with complaints;
- h) Set Membership fees, including subscriptions and levies;
- i) Make regulations.

**9.2** The Committee has all of the powers of the Society, unless the Committee's power is limited by this **Constitution**.

**9.3** Decisions of the Committee bind the Society, unless the Committee's power is limited by this **Constitution**.

**9.4** The Committee may appoint a Sub-Committee when needed to handle other society interests as set out from time to time by the Committee providing the subcommittee observe the Sub Committee rules as listed in 31.0.

## **10.0 Roles of Committee Members**

**10.1** The President's role is to:

- a) Ensure that the **Constitution** is followed;
- b) Convene Meetings;
- c) Chair Meetings, deciding who may speak and when;
- d) Oversee the operation of the Society;
- e) Give a report on the operation of the Society at each Annual General Meeting;
- f) Advise the Registrar of Incorporated Societies of any **Constitution** changes.

**10.2** The Secretary's role is to:

- a) Record the minutes of Meetings;
- b) Keep the Register of Members;
- c) Hold the Society's records, documents, and books;
- d) Receive and reply to correspondence as required by the Committee;
- e) Retain the common seal of the Society, if the Society has a common seal.

**10.3** The Treasurer's role is to:

- a) Collect and receive all payments made to the Society. These payments must be banked as soon as possible after the Treasurer receives them;
- b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;

- c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting.
- g) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the **Financial** Members at an Annual General Meeting.

## **11.0 Driver Delegates**

**11.1** The Society shall have a minimum of one Driver Delegate for each **grid** – currently there being three.

**11.2** The role of the Driver Delegates will include, but not be limited to:

- a) Liaison between Membership and Committee on all subjects related to the BMW Race Driver Series.
- b) Be the first point of contact for Members who have any matters they want put before the Committee.
- c) Provide feedback for the Committee in relation to proposed rule changes, **race meeting feedback and incidents following a race meeting.**
- d) **Be required to attend Committee meetings from time to time when required by the Committee.**

**11.3** The Driver Delegates may be invited to attend Committee meetings but will have no voting rights.

**11.4** Appointment of Driver Delegates:

- a) Only **Financial** Members of the Society may be Driver Delegates and they must be racing in the class they represent.
- b) Committee Members shall not be Driver Delegates.
- c) **Financial** Members may nominate other **Financial** Members for the position of Driver Delegate in advance of the Annual General Meeting or as required by the Committee.
- d) Nominations for the role of Driver Delegate will be approved by the Committee.
- e) If necessary, a vote will be held at a General Meeting to select the Driver Delegates.
- f) **The Committee shall decide how many delegates represent the classes within the BMW Race Driver Series.**
- g) Persons cease to be Driver Delegates when:
  - i. They are outvoted at the Annual General Meeting.
  - ii. They resign by giving notice to the Committee.

- iii. They are removed from the position by a unanimous decision of the Committee.
- h) If a new Driver Delegate is required other than at the Annual General Meeting, the Committee shall have the option of:
  - i. Appointing a replacement, who will hold the position until the next Annual General Meeting, or
  - ii. Calling for nominations from the Membership, and if a vote is required, calling a Special General Meeting.

## **12.0 Types of Members**

- 12.1** A Member is either an Ordinary Member, an Associate or a Life Member, but not an Honorary Member.
- 12.2** An Ordinary Member has the rights and responsibilities set out in this Constitution.
- 12.3** A Life Member is a person who is acknowledged as a longstanding Member of the Society. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies. For the purposes of this Constitution, a Life Member shall be treated as a Financial Member.
- 12.4** An Honorary Member is a person who is acknowledged as providing or having provided important services to the Society. An Honorary Member has none of the rights or privileges of an Ordinary Member.
- 12.5** An Associate Member is designed for enthusiasts who wish to be part of the Society community and support our activities. While Associate Members pay annual membership fees and enjoy full access to club events and social gatherings, they do not have voting or speaking privileges at General Meetings.

## **13.0 Admission of Members**

- 13.1** To become an Ordinary Member or Associate Member a person (“the Applicant”) must:
  - a) Be invited to join only; and
  - b) May apply to be invited to join
  - c) Complete an application form if the Committee requires this; and
  - d) Supply any other information the Committee requires;
  - e) Pay a yearly Society membership fee;
  - f) Be a current member of and continue to be a financial member of the BMW Car Club of New Zealand;
  - g) Consent to becoming a Member of the Society.

- 13.2** The Committee may interview the Applicant when it considers Membership applications.
- 13.3** The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member or Associate Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 13.4** Membership only applies to the individual and is not transferable.
- 13.5** An Ordinary Member may become a Life Member only if:
- a)** The Committee recommends that the Society should appoint the Ordinary Member as a Life Member; and
  - b)** The Society passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present and voting.

#### **14.0 The Register of Members**

- 14.1** The Secretary shall keep a register of Members (“the Register”), which shall contain the names, email and telephone numbers of all Members, and the dates at which they became Members.
- 14.2** If a Member’s or email telephone number changes, that Member shall give the new email or telephone number to the Secretary.
- 14.3** Each Member shall provide such other details as the Committee requires.

#### **15.0 Cessation of Membership**

- 15.1** Any Financial Member may resign by giving at least fourteen (14) days written notice to the Secretary.
- 15.2** Any Financial Member may have his or her Membership terminated in the following way:
- (i)** If, for any reason whatsoever, the Committee is of the view that a Financial Member is breaching the Rules and/or Regulations in force from time to time or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Financial Member (“the Committee’s Notice”). The Committee’s Notice must be in conjunction with 34.0 explaining how the Financial Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society.
- 15.3** A Financial Member will automatically have deemed to give notice to resign if they cease to be a financial Member of the BMW Car Club of New Zealand.

## **16.0 Re-admission of former Members.**

**16.1** Any former **Financial** Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

## **17.0 Obligations of Members**

**17.1** All **Financial** Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

**17.2** All **Financial** Members (and Committee Members) participating in any event arranged or organised by the Society shall:-

- a) Obey all the regulations for each event and
- b) Drive to a high standard showing due consideration and attention to other entrants and
- c) **Maintain the vehicle's appearance to high standard throughout a race season.**
- d) Act in such a manner as to promote sporting fellowship and to maintain and enhance the image of the Society.

## **18.0 Use of Money and Other Assets**

**18.1** The Society may only Use Money and Other Assets if:

- a) It is for a purpose of the Society;
- b) It is not for the sole personal or individual benefit of any **Financial** Member; and
- c) That Use has been approved by either the Committee or by majority vote of the Society.

## **19.0 Joining Fees, Subscriptions and Levies**

**19.1** The Committee shall decide by majority vote at a Committee Meeting:

- a) What a Member must pay to join the Society ("Joining Fee"); and
- b) What a **Financial** Member must pay in order to stay a **Financial** Member ("Subscription") and how often this must be paid.

**19.2** The Committee may also in addition to the Joining Fee and Subscription, by majority vote, impose a levy or levies on Members up to a maximum total of \$50.00 in any one financial year.

**19.3** If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full. In addition no Member may compete in a Society event unless their financial standing is up to date.

## **20.0 Additional Powers**

**20.1** The Society may:

- a) Employ people for the purposes of the Society;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;
- d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **21.0 Financial Year**

**21.1** The financial year of the Society begins on 1st July of every year and ends on 30th June of the next year.

## **22.0 Payments**

**22.1** Any Payment made by the Society must be by electronic deposit.

**22.2** All payments must be approved by either the President, Treasurer or Secretary, and approved by two other Committee Members.

## **23.0 Appointing an Auditor**

**23.1** At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society ("the Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

## **24.0 Society Meetings**

- 24.1** A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 24.2** The Annual General Meeting shall be held once every year between 1st May and 30th September. The Committee shall determine when and where the Society shall meet within those dates.
- 24.3** Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least forty percent of the **Financial** Members, within 6 weeks of receiving such notice.
- 24.4** The Secretary shall give all Financial Members at least **7** days written notice of:
- a)** The business to be conducted at any Society Meeting;
  - b)** A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
  - c)** Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all **Financial** Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 24.5** Only **Financial** Members may attend and vote at Society Meetings as listed in 11.0.
- 24.6** **Members shall not be entitled to vote or have speaking rights if their subscriptions to both the Society or the BMW Car Club NZ is in arrears.**
- 24.7** No Society Meeting may be held unless at least twenty Members attend.
- 24.8** All Society Meetings shall be chaired by the President. If the President is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has **a casting vote.**
- 24.9** On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:
- a)** Voices;
  - b)** Show of hands; or
  - c)** Secret ballot.
- 24.10** The business of an Annual General Meeting shall be:
- a)** Any minutes of the previous Meeting(s);
  - b)** The President's report on the business of the Society;
  - c)** The Treasurer's report on the finances of the Society, and the Statement of Accounts;
  - d)** Motions to be considered;
  - e)** General business; and

f) Approval of plans for the balance of the current and next calendar years.

**24.11** The Committee may submit to Financial Members matters which are to be decided by Financial Members, in the form of a postal ballot.

**24.12** Any Financial Member entitled to attend and vote at a Society Meeting may appoint a proxy in their place, provided:

- a) The proxy appointed is a Financial Member of the Society entitled to attend & vote at Society Meetings;
- b) The proxy appointed is a current Financial Member of the BMW Car Club of NZ; and
- c) The proxy is notified to the Committee at least 24 hours prior to the Society Meeting.

**24.13** Written resolutions shall not be passed in lieu of a General Meeting.

## **25.0 Motions at Society Meetings**

**25.1** Any Financial Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Financial Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion, decide whether or not the Society will vote on the motion:

- a) It must be voted on at the Society Meeting chosen by the Financial Member; and
- b) The Secretary must give the Financial Member’s Information to all Financial Members at least 7 days before the Society Meeting chosen by the Financial Member; or If the Secretary fails to do this, the Financial Member has the right to raise the motion at the following Society Meeting
- c) The Committee will take any motions voted on under advisement.

**25.2** The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”).

## **26.0 Committee Meetings**

**26.1** No Committee Meeting may be held unless more than half of the Committee Members attend, and “unanimous” in relation to Committee decisions shall apply to the number present at the time

**26.2** The President shall chair Committee Meetings, or if the President is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

- 26.3** Decisions of the Committee shall be by majority vote except for the election of Committee Member as per Clause 5.
- 26.4** The President or person acting as President has a casting vote.
- 26.5** Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 26.6** Subject to these Rules, the Committee may regulate its own practices.

### **27.0 Signing of Documents**

- 27.1** The Society may choose to have a common seal. A document shall be executed on behalf of the Society if:
- a) The common seal is attached to the document if the Society has elected to have a common seal; and/or
  - b) The document is witnessed by any one of the President, Secretary, or Treasurer, and countersigned by one other member of the Committee.

### **28.0 Altering the Constitution**

- 28.1** The Society may alter or replace this Constitution at a General Meeting by resolution passed by a two-thirds majority of those Financial Members present and entitled to vote, provided that such amendment does not affect the "no private benefit" rule (Clause 30), the "winding up rule" (Clause 29), or the right of the BMW Car Club of New Zealand to appoint a Committee Member (Clause 6.2). This clause will apply in perpetuity.
- 28.2** Minor or technical amendments that have no more than a minor effect, or that correct errors, may be made by the Committee in accordance with section 31 of the Incorporated Societies Act 2022, provided written notice of the amendment is sent to every Financial Member who shall have 20 working days to object. If any member objects, the amendment must be put to a General Meeting.
- 28.3** Proposals relative to **this Constitution** may be presented by Society Members at any General Meeting or by letter to the Secretary. It shall be the responsibility of the Committee to give due consideration to any such proposal.
- 28.4** When a **Constitutional** change is approved by **the Society** the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the **Constitutional** changes in the required form and a notice to all **Financial** Members to advise of the rule change. No Rule change shall take effect until this is done.

## **29.0 Winding Up**

**29.1** If the Society is wound up:

- a) The Society's debts, costs and liabilities shall be paid;
- b) Surplus Money and Other Assets of the Society may be disposed of:
  - i. By resolution; or
  - ii. According to the provisions in the Incorporated Societies Act 2022; but
- c) No distribution may be made to any Financial Member;
- d) The surplus Money and Other Assets shall be distributed to:
  - i. Another non for-profit amateur sports and/or charitable organisation or Incorporated Society having similar objectives ~~or for some other charitable purpose~~ within New Zealand.

## **30.0 Prohibition on Personal or Pecuniary Profit**

**30.1** Nothing expressed or implied in this constitution shall permit the activities of the Society to be carried on for the personal pecuniary profit of any Member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any Member or individual. Provided always:

- a) No Financial Member or person associated with a Financial Member of the Society shall receive any income, benefit or advantage from the Society where they can materially influence the payment of income, benefit or advantage. Except where that income benefit or advantage is derived from:
  - i. Professional services to the Society rendered in the course of during business, charged at no greater than current market rate.
  - ii. Interest on money lent to the Society at no greater rate than current market rate.
- b) All Financial Members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee and shall take no part whatsoever in the matter before Committee.

## **31.0 Society Competitions**

**31.1** The Committee will arrange for the participation of the Society at race meetings around New Zealand.

**31.2** The Committee will be responsible for setting the regulations and keeping the Members informed of any changes amendments to those regulations as well as the different series classes.

**31.3** Members entering these competitions may only enter in a car approved by the Committee.

## **32.0 Society Sub-Committee Rules and Guidelines**

### **32.1 Purpose of a Sub-Committee:**

- a) To help the Committee of the Society on various tasks as delegated; and
- b) To report to the Committee with progress, plans and goals.

### **32.2 Sub-Committee Members**

Any Sub-Committee of the Society shall comprise no less than three members.

### **32.3 Appointment of Sub-Committee Members**

- a) The Sub-Committee may decide on how many Sub-Committee members it may have providing it is in accordance with Clause 32.2.
- b) The Committee may choose to have one of its Committee members as its representative liaison.

### **32.4 Role of the Sub-Committee(s) and its Members**

- a) Subject to the rules and guidelines, the Sub-Committee is to:
  - (i) Carry out Sub-Committee meetings;
  - (ii) Meet as often as required by the Sub-Committee;
  - (iii) Send Sub-Committee meeting minutes to the Committee following each Sub-Committee meeting;
  - (iv) Correspond with the Committee with updates;
  - (v) When required, may be asked to attend Committee Meetings.

### **32.5 Sub-Committee Use of Money and other Assets**

The Sub-Committee may only use Money and other assets if:

- a) A formal written request has been made to the Committee, and subsequently approved;
- b) It is not for the sole personal or individual benefit of any Member.

### **32.6 Communication:**

- a) Sub-Committee meeting minutes will be discussed at each Committee meeting, with confirmation of any decisions required, or notification of any further information to be given with 7 days.
- b) The Committee will inform the Sub-Committee of any upcoming Committee Meetings to ensure Sub-Committee minutes are received in accordance with Clause 32.4.

### **33.0 Matters not Provided For**

In case any matter or subject shall at any time be found not to be provided for in these Rules and Guidelines or in case any doubt shall arise as to the interpretation, effect or construction of any of these Rules and Guidelines, every such matter or doubt shall be determined by the Committee whose decision on it shall be final and binding.

### **34.0 Disputes Resolution**

#### **34.1 How complaints can be made:**

- a)** A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that:
  - (i)** States that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - (ii)** Sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (iii)** Sets out any other information reasonably required by the Society.
- b)** The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:
  - (i)** States that the society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - (ii)** Sets out the allegation to which the dispute relates.
- c)** The information given under subclause (a)(i) or (a)(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.
- d)** A complaint may be made in any other reasonable manner permitted by the Society's constitution.

#### **34.2 Person who makes the complaint has the right to be heard:**

- a)** A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b)** If the Society makes a complaint:
  - (i)** The society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii)** An officer may exercise that right on behalf of the Society.
- c)** Without limiting the manner in which the member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
  - (i)** They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii)** An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii)** An oral hearing (if any) is held before the decision maker; and
  - (iv)** The member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

### 34.3 Person who is subject of the complaint has the right to be heard:

- a)** This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent):
  - (i)** Has engaged in misconduct; or
  - (ii)** Has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - (iii)** Has damaged the rights or interests of a member or the rights or interests of members generally.
- b)** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c)** If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- d)** Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
  - (i)** 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
  - (ii)** The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii)** An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iv)** An oral hearing (if any) is held before the decision maker; and
  - (v)** The respondent's written statement or submissions (if any) are considered by the decision maker.

### 34.4 Investigating and determining dispute:

- a)** The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- b)** Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

### 34.5 Society may decide not to proceed further with complaint:

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further 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)** That a member or an officer has engaged in material misconduct:
  - (ii)** That a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:

**(iii)** That a member's rights or interests or members' rights or interests generally have been materially damaged:

- 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 the constitution; or
- f)** there has been an undue delay in making the complaint.

#### **34.6** Society may refer complaint:

- a)** The Society may refer a complaint to:
  - (i)** A Sub-Committee or an external person to investigate and report; or
  - (ii)** A Sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision.
- b)** The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### **34.7** Decision Makers:

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a)** Impartial; or
- b)** Able to consider the matter without a predetermined view.

**- END**