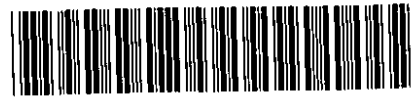


The Incorporated Societies Act 1908
Declaration of

ADOPTION, ALTERATION
OF RULES

(Section 7 (b) and 21)



10043129562

(for office use only)

Please note that the information in this form should be either typewritten, printed, or neatly handwritten in block capitals.
When completing this form, please refer to notes overleaf

Society
Name

M.G. CAR CLUB INCORPORATED

Society Number

219776

I, Suzanne Hilary MARTIN, Company Director

of Auckland

do solemnly and sincerely declare as follows:

1 That I am* a member of/~~the Solicitor to~~ the abovenamed Society.

2 That annexed hereto and marked with the letter "A" is/are:-

*~~(a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation; — or~~

~~(b) the alteration of rules of the society, which alteration has been made in accordance with the rules of the society. (the alteration being by way of repealing all existing Rules and replacing them with new Rules).~~

3 That the rules comply with section 6 of the Incorporated Societies Act 1908

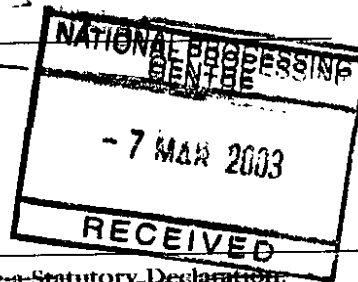
And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957.

Declared at Auckland,

this 4th

day of March

2003 before me)



PHILP JOHN DABABON

A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration.

~~P# 03~~

Presented by

COMPANY SEARCHES LIMITED

Postal Address

~~PO Box 5121~~ PO Box 106 163
~~Wellesley Street~~
AUCKLAND DOWNTOWN

A

T

Facsimile

~~- 7. MAR 2003~~

366 6095

*Delete whichever is not applicable

"A"

UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF THE
M.G. CAR CLUB INCORPORATED

1. These Rules rescind and replace all previous Rules.
2. The name of the society shall be the "M.G. Car Club Incorporated" (in these Rules called "the Club").

3. OBJECTS

The objects for which the Club is established are:

- 3.1 to foster, promote and support the amateur sport and pastime of motoring in all its branches and whether at a local, regional, national or international level.
- 3.2 to act as a national body with authority from M.G. Car Club Ltd in the United Kingdom to establish and disestablish M.G. Car Clubs in New Zealand to which other incorporated bodies satisfying the criteria from time to time established by the Club may join, affiliate to or of which they may become branches.
- 3.3 to preserve, foster and promote the M.G. marque of motor vehicle.
- 3.4 To extend to owners and drivers of M.G. motor vehicles and their friends and families and all persons interested in M.G. motor vehicles and in motoring sport generally the hospitality, privileges and conveniences enjoyed in connection with a Club.
- 3.5 To assist owners of M.G. motor vehicles with the restoration, service, maintenance and preservation of their cars by means of information and technical data.
- 3.6 To hold, promote and encourage such meets, lectures, discussions and other social functions as the Club may from time to time determine.
- 3.7 To foster road courtesy and safe driving.

4. POWERS

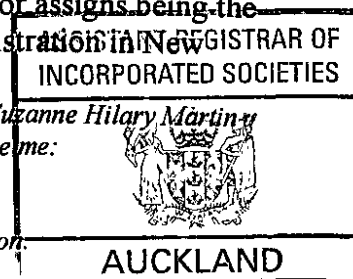
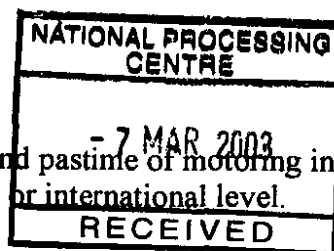
The Club shall have the power to do all acts and things necessary for the furtherance of its objects or any of them and including (but without limitation) may exercise the following powers and ancillary objects:

- 4.1 To be affiliated to the M.G. Car Club Ltd in the United Kingdom or its successors or assigns.
- 4.2 To be affiliated to MotorSport New Zealand Inc. or its successors or assigns being the body or bodies having the primary role for national motorsport administration in New Zealand.

These are the replacement Rules marked "A" referred to in the annexed declaration of Suzanne Hilary Martin of Auckland, Company Director made this 4th day of March 2002 before me:


Philip John Dreadon

A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration.



4.3 To promote, organise and conduct amateur motorsport events including but not limited to:

- 4.3.1 Meetings
- 4.3.2 Competitions
- 4.3.3 Motorkhanas
- 4.3.4 Trials
- 4.3.5 Speed events
- 4.3.6 Hill climbs
- 4.3.7 Displays and shows
- 4.3.8 Concours
- 4.3.9 Tests
- 4.3.10 Matches
- 4.3.11 Races
- 4.3.12 Excursions
- 4.3.13 Reliability trials
- 4.3.14 Rallies
- 4.3.15 Autocrosses

with power to offer prizes and awards in respect thereof and with power to determine who shall participate in such events, whether club members, or otherwise.

- 4.4** To have headquarters, clubrooms and other facilities at such places as may from time to time be determined and may erect, maintain, improve, or alter any buildings, premises, land, works, as it may require.
- 4.5** To purchase, sell, exchange, take on lease or hire or otherwise deal with or acquire upon such terms as it may think fit, any real and personal property and any rights and privileges either necessary or convenient, for the purposes of the Club.
- 4.6** To borrow or raise money and, for the purposes of securing the repayment thereof, may charge all or any of its real or personal property.
- 4.7** To invest and deal with the funds of the Club upon such securities or in such manner, and upon such terms and conditions as shall be reasonable and proper.
- 4.8** To join or affiliate with or become branches of other incorporated bodies.
- 4.9** To make grants and subsidies to deserving objects whose objectives are in line with the objects of the Club.
- 4.10** To subscribe for, purchase, take or acquire, shares, debentures or securities in, or promote, or become members of, any club, incorporated body or other corporation, or company or any body not incorporated, or any trust whose objectives are in line with those of the Club.
- 4.11** To take gifts or property, whether subject to any special trusts or not, for any one or more of the objects of the Club.
- 4.12** To print, publish and distribute, whether by sale or otherwise, 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.

- 4.13** To enter into contracts, arrangements, undertakings or any other forms of agreement with any club, incorporated body or other corporation or company or any body not incorporated or any person or persons or any trust for any one or more of the objects of the Club.
- 4.14** To open and operate bank accounts with such banks and upon such terms as the Committee shall from time to time determine.

5. MEMBERSHIP

5.1 Centre Body Corporate members

5.1.1 The Centre Body Corporate members of the Club, unless and until they shall resign or be removed from membership, shall be:

- (a) The M.G. Car Club (Auckland Centre) Incorporated;
- (b) The M.G. Car Club (Wellington Centre) Incorporated;
- (c) The M.G. Car Club (Canterbury Centre) Incorporated;
- (d) Such other body or bodies corporate registered under the Act which are:
 - (i) affiliated to the M.G. Car Club Ltd in the United Kingdom or its successors or assigns; and
 - (ii) have objects substantially consistent with the objects of the Club and including object 3.3 herein; and
 - (iii) represent regions within New Zealand not referred to above; and
 - (iv) are admitted to membership pursuant to Clause 5.4.

5.1.2 Centre Body Corporate members shall be entitled to vote.

5.2 Ex Officio Members

5.2.1 Subject to Clause 5.2.2 and 5.5.1(e) the Ex-Officio members of the Club shall be the persons who shall from time to time occupy (and while they shall occupy) the positions of President and Vice-President (or their equivalent) of the following incorporated bodies:

- (a) The M.G. Car Club (Auckland Centre) Incorporated;
- (b) The M.G. Car Club (Wellington Centre) Incorporated;
- (c) The M.G. Car Club (Canterbury Centre) Incorporated;
- (d) Such Centre Body Corporate members as become members pursuant to clause 5.1.1(d) hereof.

5.2.2 A Centre Body Corporate member may nominate from time to time persons holding office within the committee or other governing body of such Centre Body Corporate member to be Ex-Officio members of the Club in substitution for the President or Vice-President (or their equivalent) of such Centre Body Corporate. No Centre Body Corporate member shall have more than two Ex-Officio members per Centre Body Corporate member.

5.2.3 Ex-Officio members shall be entitled to vote.

5.3 Further Categories of Membership

5.3.1 The Committee of the Club may, by a three-fourths majority of the Committee, from time to time resolve to create such further categories of membership whether of individuals or body corporate as the Committee shall feel is in the interest of the Club.

5.3.2 Members of such further categories of membership shall not be entitled to vote but otherwise membership may be upon such terms as the Committee shall determine.

5.4 Application for membership

5.4.1 Application for membership shall be made in such manner and upon such terms and conditions and subject to such criteria and at such subscriptions and costs as the Committee or the Club may from time to time determine.

5.4.2 The Committee of the Club shall have an absolute jurisdiction to determine on not less than a three-fourths majority of the Committee whether an applicant for membership shall fulfill any criteria for membership of the Club and whether such applicant shall be admitted to membership. There shall be no right of appeal from, or review of, any decision to decline membership and the Committee shall not have to give any reasons for so declining an application for membership.

5.4.3 The Committee shall be under no obligation to consider any re-application for membership by an applicant who has had an application for membership previously declined.

5.5 Resignation and Termination of Membership

5.5.1 Membership shall cease or determine in the following circumstances:

(a) Any member may discontinue membership upon delivering to the registered office of the Club or by delivering to a Committee member of the Club notice in writing of the resignation of that member and thereupon such member shall cease to be a member.

(b) In the case of any member being over three months in arrears with a subscription or any other moneys due by such member to the Club if the Committee shall resolve by a three fourths majority to terminate such

membership then such membership shall terminate upon such resolution being made and there shall be no right of appeal from or review of such resolution.

- (c) If the Committee shall resolve by a three-fourths majority that a member's behaviour or conduct has been injurious to the welfare or character of the Club or is in breach of these Rules or any regulations made thereunder then such membership shall forthwith terminate upon such resolution being made and there shall be no right of appeal from, or review of, such resolution.
- (d) If the Committee of the Club shall resolve by a three-fourths majority that a body corporate member of the Club shall no longer have objects substantially consistent with the objects of the Club, or shall be conducting itself in a manner inconsistent with the objects of the Club, then such membership shall terminate upon such resolution being made and there shall be no right of appeal from or review of such resolution.
- (e) Centre Body Corporate members may from time to time by delivering notice in writing to the registered office of the Club withdraw the membership of any person occupying an Ex-Officio membership position of the Club through that Centre Body Corporate whether or not the Centre Body Corporate member substitutes another person to replace the Ex-Officio membership of the person so withdrawn, and upon the delivery of that notice, the person whose membership has been so withdrawn shall forthwith cease to be a member of the Club.
- (f) A Centre Body Corporate member shall cease to be a member if it ceases to be affiliated to the M.G. Car Club Ltd in the United Kingdom or its successors or assigns.

5.5.2 Cessation or termination membership shall not relieve such member from liability in respect of any moneys payable by such member to the club as at the date of such cessation or termination of membership

6. MEETINGS OF CLUB MEMBERS ENTITLED TO VOTE

The expressions "Club Member" and "Club Members" where used in Part 6 of these Rules means only those Club Members entitled to vote and no others.

6.1 Annual Meeting

6.1.1 The Committee must call an annual meeting of Club Members entitled to vote to be held:

- (a) once in each calendar year other than in the calendar year of the Club's incorporation; and
- (b) not later than six months after the balance date of the Club; and
- (c) not later than fifteen months after the previous annual meeting or, in respect of its first annual meeting, not later than eighteen months after the Club's date of incorporation.

6.1.2 The Club must hold the annual meeting on the date on which it is called to be held.

6.2 Special Meetings

A special meeting of Club Members entitled to vote on an issue:

- (a) may be called at any time by the Committee or a person who is authorised by these rules to call the meeting; and
- (b) must be called by the Committee on the written request of Club Members holding not less than twenty-five percent (25%) of the voting rights entitled to be exercised on the issue.

6.3 Resolution in lieu of meeting

6.3.1 Subject to clause 6.3.2 a resolution in writing signed by Club Members who would be entitled to vote on that resolution at a meeting and who together hold not less than seventy-five percent (75%) of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those Club Members.

6.3.2 Within five (5) working days of a resolution being passed under this clause the Club must send a copy of the resolution to every Club Member who would have been entitled to vote and who did not sign the resolution or on whose behalf the resolution was not signed.

6.4 Proceedings at Meetings of Club Members

6.4.1 Chairperson

6.4.1.1 If the Committee Members have elected a chairperson of the Committee, and the chairperson of the Committee is present at a meeting of Club Members, he or she must chair the meeting.

6.4.1.2 If no chairperson of the Committee has been elected or if, at any meeting of Club Members, the chairperson of the Committee is not present within 15 minutes of the time appointed for the commencement of the meeting, the Club Members present may choose one of their number to be chairperson of the meeting.

6.4.2 Notice of Meetings

6.4.2.1 Written notice of the time and place of a meeting of Club Members must be served on every Club Member entitled to vote and to every Committee Member and any auditor of the Club not less than 10 workings days before the meeting.

6.4.2.2 The notice must state-

- (a) The nature of the business to be transacted at the meeting in sufficient detail to enable a Club Member to form a reasoned judgment in relation to it; and
- (b) The text of any special resolution to be submitted to the meeting.

6.4.2.3 An irregularity in a notice of meeting is waived if all the Club Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Club Members agree to the waiver.

6.4.2.4 The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Club Member does not invalidate the proceedings at the meeting.

6.4.2.5 If a meeting of Club Members is adjourned for less than 30 days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

6.4.3 Methods of holding meetings

A meeting of Club Members entitled to vote may be held either –

- (a) By a number of Club Members, who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- (b) By means of audio, or audio and visual, communication by which all Club Members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

6.4.4 Quorum

6.4.4.1 Subject to clause 6.4.4.3 of these rules, no business may be transacted at a meeting of Club Members entitled to vote if a quorum is not present.

6.4.4.2 A quorum for a meeting of Club Members is present if such Club Members or their proxies are present who are between them able to exercise not less than fifty (50) percent of the votes entitled to be cast on the business to be transacted by the meeting.

6.4.4.3 If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Committee Members may appoint, and, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time for the meeting, the Club Members or their proxies present are a quorum.

6.4.5 Voting

6.4.5.1 In the case of a meeting of Club Members held under paragraph (a) of clause 6.4.3 of these rules, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the chairperson of the meeting:

- (a) Voting by voice; or
- (b) Voting by show of hands

6.4.5.2 In the case of a meeting of Club Members held under paragraph (b) of clause 6.4.3 of these rules, unless a poll is demanded, voting at the meeting shall be by the Club Members signifying individually their assent or dissent by voice.

6.4.5.3 A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clause 6.4.5.4 of these rules.

6.4.5.4 At a meeting of Club Members a poll may be demanded by –

- (a) Not less than 3 Club Members having the right to vote at the meeting;
or
- (b) A Club Member or Club Members representing not less than 10 percent of the total voting rights of all Club Members having the right to vote at the meeting.

6.4.5.5 A poll may be demanded either before or after the vote is taken on a resolution.

6.4.5.6 If a poll is taken, votes must be counted according to the votes attached to the Club Member present or by proxy and voting.

6.4.5.7 Each Body Corporate member entitled to vote has three (3) votes and each individual member entitled to vote has one (1) vote. The chairperson of a Club Members' meeting is not entitled to a casting vote.

6.4.5.8 For the purposes of this clause, the instrument appointing a proxy to vote at a meeting of the Club confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Club Member has the same effect as a demand by the Club Member.

6.4.6 Proxies and representatives

6.4.6.1 A Club Member entitled to vote may exercise the right to vote either by being present or by proxy

6.4.6.2 A proxy for a Club Member is entitled to attend and be heard and vote at a meeting of Club Members as if the proxy were the Club Member.

6.4.6.3 A proxy must be appointed by notice in writing signed by the Club Member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.

6.4.6.4 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is deposited or a legible facsimile copy received at the registered office of the Club not less than one hour before the start of the meeting.

6.4.6.5 An instrument appointing a proxy may be in the following form or any other form which the Committee Members shall approve:
"I/the of being a member of
hereby appoint(s) or failing him/her as
my/its proxy to vote for me/it and on my behalf at the (Annual/Special)
general meeting of the Club to be held on the day of
 20 and at any adjournment thereof and/or for a period
of months from the date hereof and for me/it and on my/its
behalf to sign the entry in the Minute Book of the Club of any
resolution or resolutions passed at such meeting or by such entry.
Signed this day of 20
Witness: Signed:

6.4.7 **Postal votes**

6.4.7.1 A Club Member may not exercise the right to vote by casting a postal vote.

6.4.8 **Minutes**

6.4.8.1 The Committee must ensure that minutes are kept of all proceedings at meetings of Club Members

6.4.8.2 Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

6.4.9 **Club Member proposals**

6.4.9.1 A Club Member entitled to vote may give written notice to the Committee of a matter the Club Member proposes to raise for discussion or resolution at the next meeting of Club Members at which the Club Member is entitled to vote.

6.4.9.2 If the notice is received by the Committee not less than 20 working days before the last day on which notice of the relevant meeting of Club Members is required to be given by the Committee, the Committee must, at the expense of the Club, give notice of the Club Member proposal and the text of any proposed resolution to all Club Members entitled to vote.

- 6.4.9.3 If the notice is received by the Committee not less than 10 working days before the last day on which notice of the relevant meeting of Club Members is required to be given by the Committee, the Committee must, at the expense of the Club Member, give notice of the Club Member proposal and the text of any proposed resolution to all Club Members entitled to vote.
- 6.4.9.4 If the notice is received by the Committee less than 10 working days before the last day on which notice of the relevant meeting of Club Members is required to be given by the Committee, the Committee may, if practicable, and at the expense of the Club Member, give notice of the Club Member proposal and the text of any proposed resolution to all Club Members entitled to vote.
- 6.4.9.5 If the Committee Members intend that Club Members may vote on the proposal by proxy vote, they must give the proposing Club Member the right to include in or with the notice given by the Committee a statement of not more than 1000 words prepared by the proposing Club Member in support of the proposal, together with the name and address of the proposing Club Member.
- 6.4.9.6 The Committee is not required to include in or with the notice given by the Committee a statement prepared by a Club Member which the Committee Members consider to be defamatory, frivolous, or vexatious.
- 6.4.9.7 Where the costs of giving notice of the Club Member proposal and the text of any proposed resolution are required to be met by the proposing Club Member, the proposing Club Member must, on giving notice to the Committee, deposit with the Club or tender to the Club a sum sufficient to meet those costs.

6.4.10 Corporations may act by representatives

A body corporate which is a Club Member entitled to vote may appoint a representative to attend a meeting of Club Members on its behalf in the same manner as that in which it could appoint a proxy.

6.4.11 Loss of voting right if sums unpaid

If a sum due to the Club is unpaid by a Club Member that Club Member may not vote at a Club Member's meeting other than a meeting of an interest group.

6.4.12 Other proceedings

Except as otherwise provided in these rules a meeting of Club Members may regulate its own procedure.

7. APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

7.1 Appointment

- 7.1.1 Except as otherwise herein provided the Committee members are the ex officio members from time to time as provided in clause 5.2 **PROVIDED THAT** a Body Corporate Member entitled to have ex officio members of the Club may by notice specify alternative persons in replacement for one or both of the persons who would otherwise be that Body Corporate's ex officio members on the Committee.
- 7.1.2 The number of Committee Members may not be less than two (2) provided however that in the event that there shall be only one Committee Member that Committee Member may exercise the power to appoint an additional Committee Member to fill a casual vacancy as hereinafter provided.
- 7.1.3 In the event that there shall, at any time, be less than the minimum number of Committee Members, the remaining Committee Member or Committee Members may, by notice in writing, appoint another Committee Member or Committee Members to bring the number of Committee Members up to but not exceeding the minimum number of Committee Members.

7.2 Term

- 7.2.1 A Committee Member holds office until his or her retirement, disqualification or removal in accordance with these rules.

7.3 Disqualification/Removal

- 7.3.1 A person will be disqualified from holding the office of Committee Member if he or she:
- (a) resigns in writing;
 - (b) is convicted of a criminal offence;
 - (c) dies;
 - (d) becomes a protected person under the Protection of Personal and Property Rights Act 1988 or a committed patient under the Mental Health Act or any other Acts in amendment or substitution thereof or having the same effect or otherwise ceases to be sui juris;
 - (e) is under 18 years of age;
 - (f) is an undischarged bankrupt;
 - (g) is resident outside New Zealand;
 - (h) the Body Corporate which nominated the person as a Committee Member gives notice in writing that such a person be removed as a Committee Member.

7.3.2 A notice of appointment or removal of a Committee Member as provided herein takes effect upon receipt of written notice of it at the registered office of the Club (including receipt of a facsimile copy) unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the party giving the notice.

7.4 Alternate Committee Members

7.4.1 Every Committee Member may by notice given in writing to the Club, appoint any person (including any other Committee Member) to act as an alternate Committee Member in that Committee Member's place either generally or in respect of a specified meeting or meetings during the Committee Member's absence or inability to act as a Committee Member and at the Committee Member's discretion remove the Committee Member's alternate Committee Member. On any such appointment being made the alternate Committee Member, may while acting in the place of the Committee Member, represent, exercise and discharge all the powers, rights, duties and privileges of the Committee Member appointing the alternate Committee Member and is subject in all respects to the same terms and provisions as that Committee Member except as regards the power to appoint an alternate Committee Member under these rules. For the purpose of establishing a quorum of the Committee an alternate Committee Member is deemed to be the Committee Member appointing him or her.

7.4.2 The notice of appointment of an alternate Committee Member should include an address for service of notice of meetings of Committee Members. Failure to give an address will not invalidate the appointment but notice of meetings of the Committee need not be given to the alternate Committee Member until an address is provided to the Club.

8. INDEMNITY AND INSURANCE

8.1 Indemnity of Committee Members, Officers, Employees and Volunteers.

8.1.1 The Committee may cause the Club to indemnify a current or former Committee Member, officer, employee or a volunteer of the Club for costs incurred by him or her in any proceedings:

- (a) that relates to liability for any act or omission in his or her capacity as a Committee Member, officer, employee or volunteer; and
- (b) in which judgment is given in his or her favour or in which he or she is acquitted, or which is discontinued.

8.1.2 The Committee may cause the Club to indemnify a current or former Committee Member, officer, employee or a volunteer of the Club in respect of

- (a) liability to any person other than the Club for any act or omission in his or her capacity as a Committee Member, officer or employee or volunteer; or

- (b) costs incurred by the Committee Member, officer or employee or volunteer in defending or settling any claim or proceeding relating to any liability under paragraph 8.1.2(a) above.

8.2 Insurance of Committee Members, Officers, Employees and Volunteers

8.2.1 The Committee may cause the Club to effect insurance for current or former Committee Members, officers, employees or volunteers of the Club in respect of:

- (a) Liability for any act or omission in his or her capacity as a Committee Member, officer or employee or volunteer; or
- (b) costs incurred by that Committee Member, officer or employee or volunteer in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by that Committee Member, officer or employee or volunteer in defending any criminal proceedings for any act or omission in his or her such capacity
- (d) any other risk that the Committee may determine should be insured against.

9. POWERS AND DUTIES OF THE COMMITTEE

9.1 Powers of the Committee/Entering into Contracts

9.1.1 The business and affairs and the exercise of the powers of the Club shall be managed by or under the direction or supervision of the Committee who shall also have responsibility for the control and investment of the funds and all property of the Club.

9.1.2 The Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management, business and affairs of the Club except to the extent that these rules or the Act expressly require those powers to be exercised by the Club Members or any other person.

9.1.3 For the purpose of entering into a contract or other enforceable obligation the Club may in the case where there are two (2) or more Committee Members by the same being signed by two (2) Committee Members or one (1) Committee Member and such other person as may be nominated for the purpose by the Committee with such signature being witnessed or execute such contract or other enforceable obligation under the Common Seal of the Club the same being affixed in the manner provided by this Constitution.

9.2 Committee Members to act in good faith

9.2.1 A Committee Member, when exercising powers or performing duties, must act in good faith and in what the Committee Member believes to be the best interests of the Club.

9.3 Remuneration of Committee Members

9.3.1 The Committee Members shall be entitled to be paid reasonable travelling, hotel, and other expenses incurred in attendance at Committee meetings and when in any other manner whatsoever and wheresoever engaged on the business or affairs of the Club.

10. PROCEEDINGS OF THE COMMITTEE

10.1 Chairperson

10.1.1 The Committee Members may elect one of their number as chairperson of the Committee.

10.1.2 The Committee Member elected as chairperson holds that office until he or she dies, resigns or ceases to hold office as a Committee Member or the Committee Members elect a chairperson in his or her place.

10.1.3 If no chairperson is elected, or if at a meeting of the Committee the chairperson is not present within 5 minutes after the time appointed for the commencement of the meeting, the Committee Members present may choose one of their number to be chairperson of the meeting.

10.2 Notice of meeting

10.2.1 A Committee Member or, if requested by a Committee Member so to do, an employee of the Club, may convene a meeting of the Committee by giving notice in accordance with this clause.

10.2.2 Not less than 2 days' notice of a meeting of the Committee must be sent to every Committee Member who is in New Zealand, and the notice must include the date, time, and place of the meeting and the matters to be discussed.

10.2.3 An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Committee Members entitled to receive notice of the meeting agree to the waiver.

10.3 Methods of holding meetings

A meeting of the Committee may be held either –

- (a) By a number of the Committee Members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or;
- (b) By means of audio, or audio and visual, communication by which all Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

10.4 Quorum

10.4.1 A quorum for a meeting of the Committee is a majority of the Committee Members.

10.4.2 No business may be transacted at a meeting of Committee Members if a quorum is not present

10.5 Voting

10.5.1 Every Committee Member has one vote

10.5.2 The chairperson does not have a casting vote

10.5.3 A resolution of the Committee is passed if it is agreed to by all Committee Members present without dissent or if a majority of the votes cast on it are in favour of it.

10.5.4 A Committee Member present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless he or she expressly dissents from or votes against the resolution at the meeting.

10.6 Minutes

The Committee must ensure that minutes are kept of all proceedings at meetings of the Committee.

10.7 Unanimous resolution

10.7.1 A resolution in writing, signed or assented to by all Committee Members then entitled to receive notice of a Committee meeting, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.

10.7.2 Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Committee Members.

10.7.3 A copy of any such resolution must be entered in the minute book of Committee proceedings.

10.8 Other proceedings

Except as provided in these rules, the Committee may regulate its own procedure.

10.9 Alternate Committee Members

It is not necessary to give notice of a meeting of the Committee to any Committee Member for the time being temporarily absent from New Zealand, but if the Committee Member has appointed an alternate Committee Member under these rules,

notice where required to be given to a Committee Member shall be given to the alternate Committee Member.

10.10 Sub-Committees and Administrative Appointments

- 10.10.1 The Committee may appoint sub-committees to handle any matters it deems fit;
- 10.10.2 A sub-committee shall be required to appoint a chairperson who shall report the sub-committee's proceedings to the Club's Committee;
- 10.10.3 The members of a sub-committee may be selected from the members of the Club or members of Body Corporate members Such members will be selected at the absolute discretion of the Club's Committee;
- 10.10.4 The Committee may appoint persons from members of the Committee, the Club or from members of Body Corporate Members to fulfill administrative functions including but not limited to the roles of Treasurer and Secretary of the Club as the Committee shall see fit.
- 10.10.5 Secretary: It shall be the duty of the Secretary to arrange, organise and keep a true record of all General meetings and Committee meetings, and to keep a correct roll of all members, the dates of their membership and their last advised addresses and to attend to all correspondence.
- 10.10.6 Treasurer -
 - 10.10.6.1 It shall be the duty of the Treasurer to receive all monies due to the Club and to pay all bills contracted by it when passed for payment by the Committee, keep a full and correct account of all receipts and payments, produce a statement of accounts to the Committee at each meeting and to report generally upon the finances of the Club, to arrange for the production to each Annual General Meeting of a balance sheet and full set of accounts for the year, and pay all monies received as soon as practicable and without deduction to the credit of the Club's bank accounts.
 - 10.10.6.2 The Treasurer shall not pay any bill exceeding such amount as the Committee may from time to time determine without its having been previously passed for payment by the Committee.
 - 10.10.6.3 Withdrawal slips or cheques shall be signed in such manner as the Committee shall from time to time determine.
 - 10.10.6.4 The Treasurer shall have the right to invest excess Club funds, in the Club's name into fixed deposit accounts at any of the major trading banks.
- 10.10.7 A sub-committee or Administrative Appointment can be terminated at any time by the Club's Committee for whatever reason.
- 10.10.8 Any sub-committee will be automatically terminated at the date of the annual general meeting.

11. NOTICES

11.1 Service

A notice may be served by the Club upon any Committee Member or Club Member either personally or by posting it in a pre-paid envelope or package or published in a newsletter or magazine issued by the Club addressed to such Committee Member or Club Member at such person's last known address to a Body Corporate member's

registered office or by delivery to a document exchange or by facsimile to the facsimile telephone number of such Committee Member or Club Member. A notice published in a newsletter or magazine issued by the Club posted to an address shall be deemed to have been served on all Club Members who have given that address as their last known address to the Club.

11.2 Time of service by facsimile

A notice served by facsimile shall be deemed to have been served on the day following completion of transmission of the notice.

11.3 Time of service by post

A notice sent by post or delivered to a document exchange shall be deemed to have been served:

- (a) in the case of a person whose last known address is in New Zealand, at the expiration of the third day after the day on which the envelope or package containing the same was duly posted or delivered in New Zealand; and
- (b) in the case of a person whose last known address is outside New Zealand, at the expiration of four days after the envelope or package containing the same was duly posted in New Zealand.

11.4 Proof of Service

In proving service by post or delivery to a document exchange it shall be sufficient to prove that the envelope or package containing the notice was properly addressed and posted or delivered with all attached postal or delivery charges paid. In proving service by facsimile, it shall be sufficient to prove that the document was proper.

12. SEAL

The Club shall have a common seal which shall only be affixed to documents in pursuance of a resolution of the Committee and in the presence of two members of the Committee of the Club.

13. REGISTERED OFFICE

The registered office of the Club shall be at such place as the Club may from time to time give notice to the Registrar of Incorporated Societies.

14. ALTERATION TO THE RULES

14.1 These rules may be altered, added, rescinded and replaced only by special resolution at a meeting of Club Members entitled to vote.

15. WINDING UP

- 15.1** If any meeting of Club Members entitled to vote shall resolve by special resolution that the Club shall be wound up, a further Special Meeting of Club Members entitled to vote shall be called and be held not earlier than 30 days after the date of the meeting at which the resolution was passed to discuss the confirmation of such resolution. If the resolution shall by special resolution be confirmed at such further meeting a committee (or, if there shall be no agreement on the composition of this committee, a liquidator) shall be appointed by the meeting. Such committee (or liquidator) shall dispose of all the assets of the Club, and, shall attend to the payment of all costs, debts and liabilities of the Club.
- 15.2** If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.
- 15.3** Notwithstanding clause 16.1 the liquidator shall be entitled to be reimbursed for all reasonable costs and disbursements incurred by him or her in relation to the liquidation notwithstanding that he or she may be a member of the Club.

16. PAYMENTS TO MEMBERS

- 16.1** No private pecuniary profit shall be made by any member from the Club, except that:
- (a) members may be reimbursed for expenses properly incurred in connection with the affairs of the Club;
 - (b) the Club may pay reasonable and proper remuneration to any officer or servant of the Club in return for services rendered to the Club.
- 16.2** No member of the organisation or any person associated with a member shall participate in or materially influence 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 be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

17. APPROVAL OF INLAND REVENUE

- 17.1** No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of Inland Revenue.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18. DEFINITIONS

18.1 In these rules the following words and expressions have the meanings given to them in this clause:

“Act” means the Incorporated Societies Act 1908 or any Act in substitution or amendment of the same.

“alternate Committee Member” means a Committee Member appointed pursuant to clause 7.4

“annual meeting” means a meeting of Club Members held pursuant to clause 6.1.1

“Committee” means the Committee Members numbering not less than the required quorum acting as the Committee of Committee Members of the Club and where one Committee Member is a quorum it means that Committee Member so acting alone

“common seal” means a permanently moulded stamp or other impression capable of reproducing the words “The Common Seal of” followed by the name of the Club

“the Club” means the legal entity created under the Act to which these rules relate

“rules” means these rules of the Club and all amendments to it from time to time.

“Committee Member” means a person appointed and continuing in office for the time being, in accordance with these rules, as a Committee Member of the Club

“ordinary resolution” means a resolution of Club Members approved by a simple majority of the votes of those Club Members entitled to vote and voting on the question.

“special meeting” means any meeting (other than an annual meeting) of Club Members entitled to vote on an issue, called at any time by the Committee or by any other person who by these rules is entitled to call meetings of Club Members.

“special resolution” means a resolution of Club Members approved by a majority of seventy-five percent (75%) of the votes of those Club Members entitled to vote and voting on the question

“working day” means any day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign’s Birthday, Labour Day, New Zealand’s anniversary day and the provincial anniversary day as observed at the place of affected persons; and
- (b) a day in the period commencing on the 24th day of December in any year and ending on the 10th day of January in the following year, both days inclusive.

A working day shall be deemed to commence at 9.00am and to terminate at 5.00pm. Any act done pursuant to this agreement by a party after 5pm on a working day, or on a day which is not a working day, shall be deemed to have been done at 9.00am on the next succeeding working day.

18.2 Words importing the singular number only include the plural number and vice versa

18.3 A reference to a person includes any firm, Club or other body corporate

18.4 Subject to the above, expressions contained in these rules bear the same meaning as in the Act, at the date on which these rules becomes binding on the Club.

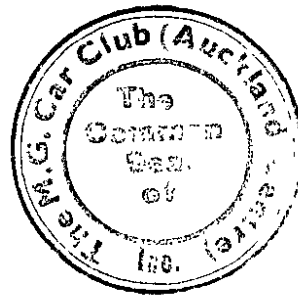
18.5 A reference to a clause means a clause of these rules.

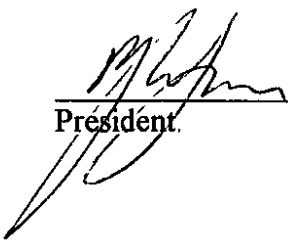
The clause headings are included for the purposes of convenience and do not affect the construction of these rules.

Centre Body Corporate Subscribers

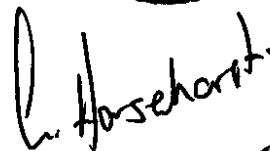
The common seal of
**M.G. CAR CLUB (AUCKLAND
CENTRE) INCORPORATED** as
subscriber was hereunto affixed in
the presence of:

)
)
)
)
)

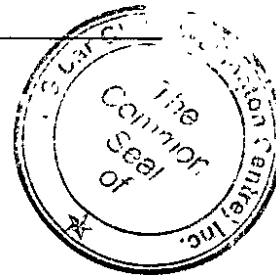




President.

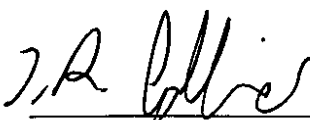


Vice President




The common seal of
**M.G. CAR CLUB (WELLINGTON
CENTRE) INCORPORATED** as
subscriber was hereunto affixed in
the presence of:

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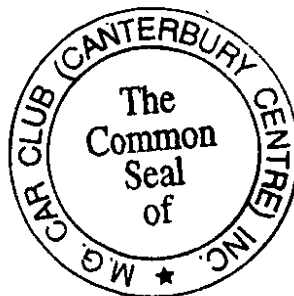


President



Vice President

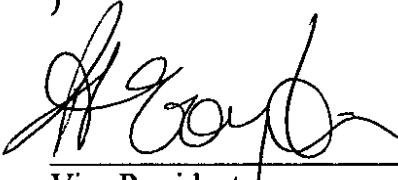
The common seal of
**M.G. CAR CLUB (CANTERBURY
CENTRE) INCORPORATED** as
subscriber was hereunto affixed in
the presence of:



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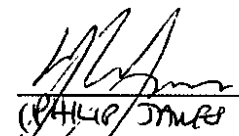


President




Vice President


Ex Officio Members




(PHILIP JAMES LE GROS)
President of the M.G. Car Club
(Auckland Centre) Incorporated




(Grant deVidde Horseshoek)
Vice President of the M.G. Car Club
(Auckland Centre) Incorporated



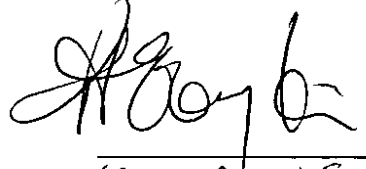
(TERENCE RUSSELL COLLIER)
President of the M.G. Car Club
(Wellington Centre) Incorporated



(Paul Jonathan Chipp)
Vice President of the M.G. Car Club
(Wellington Centre) Incorporated



(Stuart Finlay Munro)
President of the M.G. Car Club
(Canterbury Centre) Incorporated



(Roger Gordon Edmondson)
Vice President of the M.G. Car Club
(Canterbury Centre) Incorporated