

Constitution and Rules of The North Shore Vintage and Classic Car Club

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CONSTITUTION AND RULES of North Shore Branch, Vintage Car Club of New Zealand Incorporated

The former Rules of North Shore Branch, Vintage Car Club of New Zealand Incorporated as dated 8 July 2016 are hereby repealed and are replaced by the following;

1. DEFINITIONS

- 1.1 “BRANCH” means the independent incorporated society, affiliated to the Club, to which this constitution and rules apply, called the North Shore Branch, Vintage Car Club of New Zealand Incorporated and also known as The North Shore Vintage and Classic Car Club.
- 1.2 “BRANCH BY-LAWS” means the regulations that are agreed by the Branch Committee that shall govern Branch Members in addition to the Branch Rules.
- 1.3 “BRANCH COMMITTEE” means those Branch Officers from time to time elected, appointed or co-opted as such that for the time being constitute the Branch Committee.
- 1.4 “BRANCH LEVY” means that amount, as may be determined from time to time by the Branch, that shall be payable to the Branch annually by each Branch Member, and which may vary in accordance with the applicable class of membership of the Club.
- 1.5 “BRANCH MEMBERS” means those Club Members assigned for the time being to the Branch whose Membership Subscription and Branch Levy have been paid for the current subscription period.
- 1.6 “BRANCH OFFICER” means any Branch Member elected or appointed as such at any annual general meeting of the Branch, and any other Branch Member or person as may from time to time be appointed or co-opted as such by the Branch Committee.
- 1.7 “BRANCH RULES” means the Constitution and Rules of the Branch as set out herein.
- 1.8 “BRANCH SECRETARY” and “BRANCH TREASURER” mean the Secretary of the Branch or the Treasurer of the Branch respectively, as elected for the time being to that position on the Branch Committee.
- 1.9 “CLUB” means “The Vintage Car Club of New Zealand Incorporated”, recognised as The Historic Vehicle Authority of New Zealand.
- 1.10 “CLUB MEMBERS” means members of the Club as may from time to time be determined by the Club.
- 1.11 “CLUB RULES” means the Constitution Rules of The Vintage Car Club of New Zealand Incorporated

- 1.12 “CLUB SECRETARY/TREASURER” means the Honorary Secretary/Treasurer of the Club.
- 1.13 “EXECUTIVE” means the governing body of the Club, as defined in the Club Rules.
- 1.14 “MAJOR ASSET” means an asset or financial commitment that has a cost or value in excess of \$50,000, or such other amount as shall be agreed at an annual general meeting of the Branch.
- 1.15 “MANAGEMENT COMMITTEE” means the nationally elected members of the Executive.
- 1.16 “MEMBERSHIP SUBSCRIPTION” means that amount, as determined from time to time by the Executive, that shall be payable to the Club annually for each class of Club Member.
- 1.17 “NOTICE” or “WRITTEN NOTIFICATION” means communication by post or electronic means, including email, and any entitlement to a copy of Club Rules, Club By-Laws, Branch Rules or Branch By-Laws may be provided in written or electronic form.
- 1.18 “OBJECTS” means the essential purpose and principles, set out in section 4 of these Branch Rules, which govern the operation of the Branch.
- 1.19 “PROPERTY” means all property, both real and personal, in the widest sense of the term.
- 1.20 “VEHICLES” means all vehicles in the categories, and of such age, as are catered for by the Club.

2. NAME

- 2.1 The name of the Branch is North Shore Branch, Vintage Car Club of New Zealand Incorporated also known as The North Shore Vintage and Classic Car Club.
- 2.2 The Branch is constituted by resolution dated 25 May 1973

3. REGISTERED OFFICE

- 3.1 The Registered Office of the Branch is 40 Masons Road, Albany, Auckland, Post Code 0632 or at such other place as the Branch Committee may from time to time determine.

4. OBJECTS

The Objects of the Branch are;

- 4.1 To exist as an incorporated society affiliated to the Club.

- 4.2 To foster interest in, and engage in, the preservation, restoration, maintenance and use of Vehicles as are catered for by the Club from time to time.
- 4.3 To obtain and conserve historical records concerning such Vehicles or concerning any aspects of motoring in New Zealand.
- 4.4 To assist Branch Members to obtain and maintain such Vehicles and to this end to assist by providing Branch Members with such information, literature and other assistance by such means as the Branch Committee may from time to time determine.
- 4.5 To foster among Club Members a custom of mutual voluntary assistance to enhance the degree of preservation and maintenance of Vehicles.
- 4.6 To foster liaison and reciprocal relations with organisations within New Zealand and overseas that have objects that are similar to, or compatible with, those of the Branch.
- 4.7 To encourage such meetings, lectures, discussions, workshops and social functions as may benefit Club Members through the interchange of ideas and knowledge.
- 4.8 To foster road courtesy and safe driving.
- 4.9 To cooperate with central and local government authorities so as to protect and advance the Objects of the Club and to facilitate a greater appreciation of those Objects by the authorities and the general public.
- 4.10 To promote the importance and value of historic Vehicles, their heritage and the significance of their contribution to the development of our nation, to strive to ensure that appropriate legislative provisions remain in effect that will enable the use of these Vehicles on all public roads within New Zealand, and to determine and adopt any further object that enhances these Objects.
- 4.11 To publish a regular Branch newsletter, and to distribute a copy of each issue to every Branch Member, and to the Club's national office.
- 4.12 Pecuniary gain is not a purpose or Object of the Branch. Any income or advantage must be used to benefit the Branch in fulfilling its Objects.

5. POWERS

- 5.1 The Branch shall have the power to carry out all acts and things it deems necessary for the furtherance of any of its Objects, and in particular may exercise any of the following powers.
- 5.2 The Branch may purchase, take on lease, hire or otherwise rightfully acquire, upon such terms as it may think fit, any Property, rights or privileges which it deems necessary or convenient to do so, and may erect, maintain, improve or alter any building, premises or work as it may require.
- 5.3 The Branch may borrow or raise money upon mortgage of any of its Property, or such other obligations or securities of the Branch.

- 5.4 The Branch may invest or deal with its funds with a financial institution that has a Fitch credit risk rating of no less than grade “BBB”.
- 5.5 The Branch may sell, lease, exchange, mortgage or otherwise deal with all or any of its Property, subject to compliance with any other clause within these Branch Rules.
- 5.6 The Branch may make grants, donations or subsidies in favour of any deserving cause providing such cause has as its principle purpose an objective that is similar to the Objects of the Branch. Any such grant, donation or subsidy shall be made in accordance with the Branch Rules.
- 5.7 The Branch may enter into any contract, arrangement, undertaking or other agreement with any person, firm, company or body, for the furtherance of any of the Branch Objects.
- 5.8 The Branch may require Branch Members to pay an annual Branch Levy, the amount of which is to be decided by the membership at a prior annual general meeting or at a Special General Meeting.
- 5.9 The Branch Committee may, on behalf of the Branch and subject to any appropriate Branch By-law, accept or decline any gift or property to the Branch as it sees fit for the furtherance of any of the Branch Objects.

6. MEMBERSHIP

- 6.1 Membership of the Branch shall consist of those Club Members that are defined as Branch Members in these Branch Rules.
- 6.2 Each Branch Member shall be entitled to all of the rights and privileges of Club Members.

7. APPLICATION FOR MEMBERSHIP

- 7.1 Any application for membership must be made in accordance with the procedure for the time being set down in the Club Rules and as more specifically described in the Club By-laws and as set down in any Branch By-law.
- 7.2 Any person who agrees with the objects of The Vintage Car Club of New Zealand Incorporated and who pays their Membership Subscription and Branch Levy will, subject to the approval of the Branch Committee, become a Branch Member.

8. RULES

- 8.1 Each applicant that is accepted to membership of the Branch shall be entitled to a copy of the Branch Rules and the Branch By-laws.
- 8.2 Each Branch Member shall be held to consent to and be bound by the Branch Rules and the Branch By-laws.

9. CESSATION OF MEMBERSHIP

- 9.1 Any Club Member shall cease to be a Branch Member if either;
- (a) He or she has been allocated to another branch of the Club following written application to the Club Secretary/Treasurer, and upon completion of the prescribed form or procedure as may from time to time be determined by the Club, or
 - (b) He or she ceases to be a Club Member, either voluntarily or as determined by the Executive, in accordance with the Club Rules.
- 9.2 Cessation of Club Membership or Branch Membership may not discharge a former Club Member or Branch Member from liability for payment of any moneys owed by that former member to the Club or to the Branch.

10. CONDUCT AND DISCIPLINE

- 10.1 No Branch Member may, by their conduct or activities, or by any action in breach of the Club Rules, Club By-laws, Branch Rules or Branch By-laws, cause damage to the reputation or objects of the Club or the reputation or Objects of the Branch.
- 10.2 The Branch shall consider the compliance of a Branch Member with any code of conduct set down by the Club or by the Branch, and the Branch Member shall be disciplined as necessary, pursuant to the procedures for the time being defined in the Club By-laws or any Branch By-laws. Such disciplinary action might involve a reduction in a member's freedom to attend Club or Branch functions or may result in expulsion of a member.
- 10.3 Any disciplinary decision taken against a Branch Member, or the outcome of any appeal against such disciplinary decision as may be decided by the Executive, shall be binding on the Branch Member and the Branch.

11. MANAGEMENT OF THE BRANCH

- 11.1 The affairs of the Branch shall, subject to any directive that may from time to time be given by the Executive, and subject to clauses 11.2, 11.3, 11.4 and 12.12, be managed by the Branch Committee comprised of the following Branch Officers; (in order of election)

- A) Chairperson
- B) Vice Chairperson
- C) Branch Secretary
- D) Branch Treasurer
- E) Club Captain
- F) Branch Delegate
- G) Immediate Past Chairperson
- H) A maximum of 6 other members

- 11.2 All members of the Branch Committee shall be Branch Members and shall have been Branch members for a period of at least 12 months at the time of being so elected.
- 11.3 The Branch Committee may none the less from time to time appoint any person as a salaried officer to perform some or all of the duties of either the Branch Secretary or the Branch Treasurer, or both of those offices, and to perform such other additional duties as it may determine.
- 11.4 Any Branch Secretary or Branch Treasurer who is a contracted appointee of the Branch shall have no voting rights at any meeting of Branch Members or of the Branch Committee and may be substituted on the Branch Committee by one additional Branch Officer who shall be a Branch Member who meets the criterion set down in clause 11.2.
- 11.5 The Branch Committee shall have the power to appoint or co-opt any person to fill any Branch Officer vacancy that may arise providing that such vacancy, if not filled by a contracted officer appointed in accordance with clause 11.3, shall only be filled by a Branch Member who meets the criterion set down in clause 11.2. Branch Officers appointed or co-opted by the Branch Committee to fill any vacancy may hold office until the next election of a Branch Committee or until such earlier time as the Branch Committee may determine.
- 11.6 Subject to any direction given by resolution of the Branch Members at an annual general meeting or Special General Meeting, the Branch Committee shall be responsible for the entire management of the affairs of the Branch and the control of its Property. The Branch Committee is empowered on behalf of the Branch to do, execute or carry out all of the matters and things that the Branch is authorised to do, execute or carry out and shall so far as is practical conduct the affairs of the Branch in accordance with the Branch Rules.
- 11.7 The chairperson of the Branch Committee is responsible for:
- (a) Ensuring that the Branch Rules and Branch By-laws are followed;
 - (b) Convening meetings and establishing whether or not a quorum is present;
 - (c) Chairing meetings; deciding who may speak and when;
 - (d) Overseeing the operation of the Branch;
 - (e) Providing a report on the operations of the Branch at each annual general meeting.
- 11.8 The Branch Secretary is responsible for:
- (a) Recording the minutes of meetings;
 - (b) Keeping a register of Branch Members;
 - (c) Holding the Branch's records, documents, and books except those required for the Branch Treasurer's responsibilities;
 - (d) Receiving and replying to correspondence as required by the Branch Committee;
 - (e) Forwarding the annual financial statements for the Branch to the Registrar of Incorporated Societies upon their approval by Branch Members at an annual general meeting;
 - (f) Update and maintenance of the Branch Rules and Branch By-laws;
 - (g) Advising the Registrar of Incorporated Societies of any rule changes.
- 11.9 The Branch Treasurer is responsible for:

- (a) Keeping proper accounting records of the Branch's financial transactions to allow the Branch's financial position to be readily ascertained;
- (b) Preparing, or having prepared, annual financial statements for presentation at each annual general meeting;
- (c) Providing a financial report at each annual general meeting;
- (d) Providing financial information to the Branch Committee as the Branch Committee determines.

- 11.10 The Branch Delegate is responsible for:
- (a) Reflecting the views of the Branch membership at any meeting of the Management Committee;
 - (b) Informing Branch Members of changes proposed, and decisions made, by the Executive.

12. ELECTION OF BRANCH COMMITTEE

- 12.1 The election of the Branch Committee shall be carried out at each annual general meeting of the Branch, with nominations for each position on the Branch Committee being considered in turn, in the order in which those positions are listed in clause 11.1 of these Branch Rules.
- 12.2 Election to all positions on the Branch Committee shall be conducted by secret ballot, including where there is only one nominee for any specific position.
- 12.3 To conduct a secret ballot two Branch Members personally present shall be elected to serve as scrutineers in the counting of votes cast. Each such scrutineer shall be neither an aspiring nominee for any position being voted on nor an outgoing holder of any position being voted on.
- 12.4 The successful nominee(s) in any secret ballot that is conducted, but NOT the number of votes cast for each nominee, shall be announced to the meeting by one of the scrutineers, together with the number of informal votes cast if any. The scrutineers shall deem informal any vote cast that does not show clear intent. On acceptance of the result by the chairperson the ballot forms are to be destroyed by the scrutineers together with the record of the number of votes cast for each nominee.
- 12.5 Election to any position on the Branch Committee shall be determined by the larger number of votes cast. Where there is a single nominee, election is determined by a simple majority of votes cast. Where there is an equality of votes for two or more nominees for any position, voting in the election to that position shall be repeated forthwith.
- 12.6 Nominations for positions on the Branch Committee shall be called for not later than 28 days prior to any annual general meeting, by Written Notification given to each Branch Member.
- 12.7 Nominations for any position on the Branch Committee must be received by the Branch Secretary five days prior to any annual general meeting.
- 12.8 Nomination for a position on the Branch Committee shall be invalid unless it bears the names and signatures of both the proposer and the seconder, and

includes a signed statement by the nominee that he or she is prepared to serve on the Branch Committee.

- 12.9 If at the annual general meeting there is a position for which the Branch Secretary has not received a nomination, nominations shall be called for from the floor by the chairperson. Each nomination from the floor for a position on the Branch Committee shall have a proposer and a seconder, both of whom shall be Branch Members and, for that nomination to be valid, the nominee shall, at the time the nomination is made, indicate his or her willingness to stand for the position proposed and declare that they are a Branch Member and have been for a period of at least the last 12 months.
- 12.10 No Branch Member shall be eligible for nomination to the office of chairperson of the Branch Committee for more than three consecutive one year terms. Previous service as chairperson shall not otherwise preclude later nomination, election or co-option to such office.
- 12.11 The position of chairperson on the Branch Committee shall be open to a member of the retiring Branch Committee if there is such a member willing to act. Only in the event of there being no nomination from the members of the retiring Branch Committee shall another Branch Member be elected chairperson.
- 12.12 The position of immediate past chairperson is open only to the former chairperson who has not been re-elected, and is for a period of no more than twelve months.

13. BRANCH DELEGATE

- 13.1 The Branch Delegate as elected each year shall represent the Branch at Club meetings either as a sole representative or with other Branch Members as directed by the Branch Committee.

14. SUB-COMMITTEES

- 14.1 The Branch Committee may from time to time, if it deems it expedient to do so, resolve to appoint one or more sub-committees consisting of two or more members of the Branch Committee, it may co-opt onto and subsequently dismiss from any such sub-committee any other Branch Member as it may see fit, and it may resolve to disestablish any such sub-committee as it may determine.
- 14.2 Any sub-committee as may be appointed shall be charged with the management of specific aspects of the affairs or activities of the Branch as shall be determined and set down by resolution of the Branch Committee.
- 14.3 Any sub-committee as may be appointed shall at all times be responsible to the Branch Committee and shall maintain such records and report back to the Branch Committee as directed.

15. MEETINGS

- 15.1 The Branch Committee shall normally meet at least once in each calendar month, except it may decide, from year to year, to dispense with meeting in one or other of the months of December and January. Three days' Notice shall be given to members of the Branch Committee of a meeting of the Branch Committee.
- 15.2 A Branch Member shall be able to attend any Branch Committee meeting but shall not have voting rights. Speaking rights may be given at the discretion of the chairperson.
- 15.3 Meetings of any sub-committee shall be held as deemed expedient by that sub-committee, or as directed by the Branch Committee.
- 15.4 The annual general meeting shall be held once a year usually on the second Wednesday of June but no later than five months after the end of the Branch's financial year. The Branch Committee shall determine when and where the Branch shall meet within that period.
- 15.5 The business of the annual general meeting shall be:
- (a) To receive minutes of a previous meeting or meetings as appropriate
 - (b) To receive the chairperson's report on the business of the Branch
 - (c) To receive the Branch Treasurer's report on the finances of the Branch and the annual financial statements
 - (d) To elect Branch Members to the Branch Committee
 - (e) To approve the appointment of the reviewer or auditor of the financial statements of the Branch
 - (f) To consider the financial limit that constitutes a Major Asset
 - (g) To establish the Branch Levy
 - (h) To consider motions proposed, and
 - (i) General business
- 15.6 Special General Meetings of the Branch may be called as deemed expedient by the Branch Committee, or shall be called by the Branch Committee at the written request of no less than five per cent of Branch Members. The names and signatures of the Branch Members who called the Special General Meeting must appear on such request together with details of the item or items that those Branch Members wish to have notified on the agenda for discussion, and the wording of any notice of motion that is proposed to be tabled for discussion at such Special General Meeting.
- 15.7 Each Branch Member shall be given no less than 14 days' Notice of the date, time and place of any annual general meeting or Special General Meeting being called, the items on the agenda for such meeting, the wording of any notice of motion that is proposed to be tabled for discussion, the Branch Committee's recommendations about those motions, and in the case of an annual general meeting, the list of nominees for Branch Officers.
- 15.8 Where Notice is required to be given to any Branch Member in accordance with these Branch Rules, it shall be deemed to have been given if such Notice has been delivered in person to the addressee or mailed to the last known physical or electronic address of the addressee.
- 15.9 No Branch Member shall introduce as a guest at any Committee Meeting, sub-committee meeting, annual general meeting or Special General Meeting

of the Branch, any person who, for the time being, has had his or her membership of the Club suspended, has been required to resign, has been expelled from the Club or has otherwise ceased to be a Club Member as a result of non-compliance with the Club Rules, the Club By-laws, the Branch Rules or the Branch By-laws.

- 15.10 All annual general meetings and Special General Meetings of the Branch will be chaired by the chairperson if present. If the chairperson is absent, the vice chairperson shall chair the meeting, if present. If both the chairperson and the vice chairperson are absent, the attending Branch Members will appoint another Committee Member to chair the meeting.

16. QUORUM

- 16.1 The quorum for a meeting of the Branch Committee shall be at least 50 percent of the members of that committee, inclusive of at least one of either the chairperson, the Branch Secretary or the Branch Treasurer.
- 16.2 The quorum for an annual general meeting or Special General Meeting of the Branch shall be 15 percent of the current number of Branch Members and shall include sufficient Branch Members who would constitute a quorum of the Branch Committee.

17. VOTING

- 17.1 At any meeting except a Branch Committee meeting, as defined by these Branch Rules, each Branch Member personally present shall be entitled to one vote on any motion that is put to the meeting. In the event of an equality of votes by show of hands or secret ballot on any matter, the status quo stands.
- 17.2 Voting on any motion that is put to a meeting shall, at the discretion of the chairperson of that meeting, be conducted by show of hands or by voice, providing that any vote that is conducted by voice alone shall be confirmed by show of hands if any Branch Member personally present so requests, and providing that where at least 15 percent of Branch Members personally present so request, the voting on any matter shall be carried out by secret ballot. The procedure for a secret ballot is as set out in clauses 12.3 and 12.4.

18. FINANCE

- 18.1 The Branch financial year shall commence on the 1st day of April in each year and shall end on the 31st day of March in the following year.
- 18.2 The Branch Treasurer shall cause to be kept true accounts of all sums of money received and expended by the Branch, and all assets, credits, investments, securities, grants, contracts, loans, leases and liabilities pertaining to the Branch. The books of account shall be kept in such standard form as shall be deemed to fulfil the Branch's obligations and responsibilities in this regard. At the completion of each financial year, the financial statements for the past year shall be audited or reviewed by the appointed auditor or reviewer. The appointed auditor or reviewer shall be a member of

the New Zealand Institute of Chartered Accountants BUT may not be a current member of the Branch Committee, nor an employee of the Branch.

- 18.3 The Branch shall operate accounts with trading banks as determined by the Branch Committee and all monies received on account of the Branch shall be paid into such accounts and all payments made by the Branch will be made from such accounts, except in so far as small amounts may be received into, or paid from, petty cash.
- 18.4 The Branch Committee shall furnish, on behalf of the Branch, such statements and returns as are required under Section 23 of the Incorporated Societies Act 1908, or under any such other applicable statute or regulation as may be in force.
- 18.5 The Branch shall, at any annual general meeting or Special General Meeting called for such purpose, and to such extent as may be permissible by the Executive, have the power to determine the amount of the Branch Levy applicable to each class of membership of the Club for the forthcoming annual subscription period, and to require Branch Members to pay such levy to the Branch as applicable.
- 18.6 Any income, benefit or advantage shall be applied to the Objects of the Branch. No part of the funds or Property of the Branch shall be used or available to be used for the private pecuniary profit of any proprietor, Branch Member or Branch Officer except as provided for in clause 18.8.
- 18.7 Branch Members must disclose to the Branch Officers any possible conflict of interest they have between their personal interests and those of the Branch, in any proposed financial transaction of the Branch that they are aware of, at the earliest opportunity. The Branch Member, upon disclosing such conflict of interest, must cease to engage, directly or indirectly, in the Branch's consideration of that financial transaction, stepping aside from all discussion on the matter at any Branch meeting, until that transaction is resolved by the Branch.
- 18.8 Any payment made to or on behalf of a Branch Member under clause 18.6 shall either be reimbursement of authorised Branch costs previously paid by the Branch Member, or shall be not more than what would be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 18.9 Any financial commitment that affects a Major Asset, as such amount is recognised by the Branch, shall require the approval of 75 percent of Branch Members present personally and voting at any annual general meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch Members.
- 18.10 The disposal of a Major Asset, as such amount is recognised by the Branch, shall require the approval of 75 percent of Branch Members present personally and voting at any annual general meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch Members.
- 18.11 The intention to dispose of items of significance to the Branch, which may have a lesser value than that of a Major Asset as such amount is recognised by the

Branch, (but not pertaining to the normal trading affairs of the Branch such as spare parts, surplus library books or magazines, social events, rallies and merchandise) shall be published in the Branch newsletter. On requisition to the Branch Secretary, signed by five percent of the Branch Members (within 14 days of such publication) a Special General Meeting shall be called and such disposal shall require the approval of 75 percent of Branch Members present personally and voting at any annual general meeting or Special General Meeting of the Branch called for such purpose and in respect of which specific Notice shall have been given to Branch members.

- 18.12 Branch Officers shall be indemnified by the Branch against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happen from their own wilful act or wilful default.

19. AMENDMENT TO BRANCH RULES

- 19.1 These Branch Rules may only be amended by a resolution passed by 75 percent of those Branch Members personally present and voting at any annual general meeting or Special General Meeting of the Branch called to consider such amendment.
- 19.2 A proposal to amend the Branch Rules may be made by the Branch Committee, or may be made at the written request of no less than five percent of Branch Members. A proposal to amend the Branch Rules by Branch Members must be given to the Branch Secretary under the signatures of the Proposer and Seconder, both of whom must be Branch Members, 60 days before any meeting is held to consider the proposed amendment, together with a written explanation of the reasons for the proposed changes.
- 19.3 At least 28 days before any meeting is held to consider the proposed amendment to the Branch Rules, the Branch Secretary shall give to all Branch Members Notice of the proposed amendment, the reasons for the proposed changes and any recommendations that the Branch Committee, or the Management Committee, has.
- 19.4 No addition to or alteration to the non-profit aims, personal benefit clause or the winding up clauses in these Branch Rules shall be approved without the prior approval of the Inland Revenue Department, and 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.
- 19.5 Any amendment to these Branch Rules shall only take effect once the Branch Secretary has filed the changes with the Registrar of Incorporated Societies.

20. BY-LAWS

- 20.1 The Branch Committee may from time-to-time make, alter or rescind by-laws for the general management of the Branch, so long as these are not inconsistent with the Branch Rules or the provisions of law. All such by-laws shall be binding on Branch Members.
- 20.2 The Branch By-laws have the same force and effect as these Branch Rules and shall be observed accordingly. If there is any inconsistency between the

Branch By-laws and these Branch Rules, then these Branch Rules shall prevail.

21. WINDING UP

- 21.1 If, at any annual general meeting or Special General Meeting of the Branch, a resolution is carried to the effect that the Branch be wound up, then a specific Special General Meeting shall be held not sooner than 28 days thereafter to confirm or rescind such resolution.
- 21.2 If such resolution is confirmed at that further meeting, then the Branch shall be wound up under the provisions of the Incorporated Societies Act 1908 or such other Act which replaces it. If there remains after the satisfaction of all its debts and liabilities, any Property whatsoever, such Property shall not be paid to or distributed among Branch Members but shall be donated, as the Branch in Special General Meeting shall determine, to the Club, some other branch or branches of the Club or to such other non-profit or charitable organisation as approved by the Inland Revenue Department and the Club Secretary/Treasurer.

22. CLUB RULES

- 22.1 These Branch Rules are to be read and construed subject to the provisions of the Club Rules and in the event of any conflict between these Branch Rules and the Club Rules, the provisions of the Club Rules shall prevail.

23. COMMON SEAL

- 23.1 The Branch Committee shall provide a common seal for the Branch and may from time to time replace it with a new one.
- 23.2 The Branch Secretary shall have custody of the common seal, which shall only be used by the authority of the Branch Committee. Every document to which the common seal is affixed shall be signed by the chairperson and countersigned by the Branch Secretary or a member of the Branch Committee.