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# NZ Federation of Motoring Clubs Inc.

## NOTICE OF MOTION

### Proposed initial amendments to the Constitution (2022)

*Voting to take place from 24 June, with Voting Papers and Procedure distributed prior to that date.*

*Voting closes at noon on Tuesday 19 July.*

*Voting results will be announced at the 27<sup>th</sup> AGM on Sunday 24 July.*

#### Introduction

The following changes to the NZ Federation of Motoring Clubs Inc. (FoMC) constitution are proposed for the 27<sup>th</sup> AGM to be held at the Auckland Veteran and Vintage Car Club rooms (39 Fairfax Road, Penrose) on Sunday 24 July 2022.

This commences the road to compliance, meeting the requirements of the [Incorporated Societies Act \(2022\)](#), which came into effect on 5 April 2022.

This year, we are attending to some of the straightforward and simple amendments. A thorough review of the entire constitution will be attended to ahead of the 1 December 2025 deadline.

The Incorporated Societies Act (2022) impacts all member clubs that are incorporated societies. The FoMC will provide guidance and links to resources, which will assist our member clubs with compliance. We will send a special update to all member clubs on this topic.

The current FoMC constitution is available for download [here](#)

#### Here are links to some initial reference material:

- Key changes from the NZ Companies Office:  
<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/>
- How to comply – a summary of key changes (MBIE):  
<https://is-register.companiesoffice.govt.nz/news-and-notice/update-april-2022-on-law-changes-for-incorporated-societies/>
- Law changes for Incorporated Societies – the transition period for incorporated societies to reregister with the Companies Office (from October 2023 to April 2026):  
<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/>
- The full Incorporated Societies Act (2022):  
<https://www.legislation.govt.nz/act/public/2022/0012/latest/whole.html#LMS101085>
- Information about the review (MBIE):  
<https://www.mbie.govt.nz/business-and-employment/business/regulating-entities/incorporated-societies-act-review/>

## Proposed Amendments

Each proposed amendment shows the current constitution wording, the proposed wording (with affected parts underlined), and the rationale for the change.

### Clause 2: INTERPRETATIONS

Member

**Current Wording:**

*“Member(s)” Shall mean any affiliated member club(s) or delegated person having duly paid any fees, entitling them to membership of the Federation.*

**Proposed Wording:**

*“Member(s)” shall mean any affiliated member club(s) or delegated person, as defined in clause 5a, having duly paid any fees, entitling them to membership of the Federation.*

**Rationale:**

1. Correction of “Shall” to “shall” (with capital ‘S’ changed to lower case) for accuracy and consistency with the remainder of the definitions in the clause.
2. Insertion of other underlined words; These words were inadvertently inserted at the end of Clause 5a) itself when the wording of the clause was last amended, instead of being inserted here in Clause 2 as intended to draw attention to the widened definition of “Member(s)”.

Executive

**Current Wording:**

*“Executive” shall mean the duly elected committee of the Federation*

**Proposed Wording:**

*“Executive” shall mean the duly elected Officers of the Federation*

**Rationale:**

1. The term “committee” is not defined in the current constitution and does not need to be. Any differentiation that may have previously been inferred between “specific Office holders” and other elected or coopted persons will be obsolete under the new Act. The Act determines that all members of the governing body of the society are “Officers”, with no differentiation.
2. Refer also to the proposed wording amendment below that clarifies, as necessary, that the Executive of the FoMC is the society’s Governing Body.

### Clause 3: REGISTERED OFFICE

#### **Current Wording:**

*The Registered Office shall be the address of the secretary of the Federation.*

#### **Proposed Wording:**

*The Registered Office shall be the address of the Secretary of the Federation, and the Secretary shall be the contact person for communications with the Registrar of Incorporated Societies.*

#### **Rationale:**

1. “Secretary” has been given a capital “S” as it already has throughout the constitution.
2. It has been clarified that the Secretary is the contact person for communications with the Registrar of Incorporated Societies, because this clarification and specification by the society is a requirement under the new Act. The accepted and endorsed custom and practice for the FoMC has always been that the Secretary is the Federation’s Contact Person for such dealings and it is practical to state it here in this clause to satisfy the new requirement under the Act.

### Clause 5: MEMBERS

#### **Current Wording:**

*a) Membership is available to those incorporated organisation’s and club’s which can show that their aims are in accordance with the Federation’s, or to those individuals who are members of unincorporated organisations or clubs, which can show that their aims are in accordance with the Federation’s and are delegated to represent such organisations or clubs. Where such an individual is delegated by an unincorporated organisation or club it is that organisations or clubs responsibility to inform the Federation of any changes to the delegate’s identity. Member means incorporated organisations and clubs according to rule 5(a).*

#### **Proposed Wording:**

*a) Membership is available to those incorporated organisations and clubs which can show that their aims are in accordance with the Federation’s, or to those individuals who are members of unincorporated organisations or clubs, which can show that their aims are in accordance with the Federation’s and who are delegated to represent such organisations or clubs. Where such an individual is delegated by an unincorporated organisation or club it is that organisation’s or club’s responsibility to inform the Federation of any changes to the delegate’s identity.*

#### **Rationale:**

1. The punctuation in the words “organisations” and “clubs” has been corrected in two places.
2. The last sentence of the current wording was intended to be part of a previous amendment to the definition of “Member(s)” in Clause 2. However, it had inadvertently been inserted at the end of Clause 5 a) itself. It has now been placed in Clause 2 where intended. (see above)

## Clause 5: MEMBERS (continued)

### **Current Wording:**

*f) A member may be stripped of membership at a Meeting, for conduct contrary to the Federation rules or conduct likely to bring the Federation into a position of disrepute provided:*

### **Proposed Wording:**

*f) A member must abide by the constitution and may be stripped of membership at a Meeting, for conduct contrary to the constitution or conduct likely to bring the Federation into a position of disrepute provided:*

### **Rationale:**

1. The word “Federation” has been deleted as it is ‘a given’ in this context, and the word “rules” has been amended to “constitution” for consistency.
2. The updated Incorporated Societies Act (2022) requires societies to have a Dispute Resolution Procedure in their constitutions, and this is something the FoMC constitution does not have. The insertion of this policy will be attended to as part of the global update of the constitution prior to the December 2025 deadline. However, part of the preliminary preparation for such a policy is the common-sense inclusion of a statement that Members shall abide by the constitution, rather than simply ‘assuming’ that this shall be the case. Hence this amendment.

Members need to be quite clear as to what is expected of them as members.

## Clause 7: MANAGEMENT OF FEDERATION

### **Current Wording:**

*a) The affairs of the Federation shall be managed by an Executive consisting of:*

*i) President, Vice President, Secretary, Treasurer, and a minimum of four and a maximum of six Committee members as decided upon by the previous Annual Meeting.*

### **Proposed Wording:**

*a) The affairs of the Federation shall be managed by an Executive, being the Governing Body, consisting of;*

*i) President, Vice President, Secretary, Treasurer, and a minimum of four and a maximum of six other Officers as decided upon by the previous Annual General Meeting.*

### **Rationale:**

1. The updated Incorporated Societies Act (2022) requires that societies have their governing body clarified and confirmed in the constitution, and this amendment attends to that.
2. Under the new Act, all members of the governing body of a society are considered to be Officers, so this amendment facilitates that understanding.
3. The constitution refers to the annual meeting as the “Annual General Meeting” (Clause 12).

## Clause 9: AUDITOR

### **Current Wording:**

#### **9. AUDITOR**

*An auditor to the Federation who shall not be a Federation officer shall be appointed by the Annual General Meeting.*

### **Proposed Wording:**

#### **9. REVIEWER**

*A suitably competent reviewer of the financial statements of the Federation, who shall not be Federation officer, shall be appointed at the Annual General Meeting.*

### **Rationale:**

1. Persons qualified to carry out audits of financial statements for societies can be difficult to arrange and the FoMC Executive have been intending to promote the move to ‘review’ rather than ‘audit’ in the future. The new Act permits the review option for societies like the FoMC that do not exceed the stipulated financial threshold that triggers the requirement for an audit. Hence this proposed amendment.

## Clause 12: ANNUAL GENERAL MEETING

### **Current Wording:**

#### *b) MAILING ONE*

*Notice of Annual Meeting and nomination forms for the Officers and committee of the Federation shall be sent to each member club not less than seventy days before the date of the meeting.*

### **Proposed Wording:**

#### *b) MAILING ONE*

*Notice of the Annual General Meeting and nomination forms for the Officers of the Federation shall be sent to each member club not less than seventy days before the date of the meeting.*

### **Rationale:**

1. As explained in the rationale for an earlier amendment all members of the governing body (the Executive in the case of the FoMC) are determined to be Officers under the new Act.
2. The terms “committee” and “committee member”, when referring to the Executive or some of the members of the Executive, are being removed from the constitution for consistency, and to better reflect the provisions of the new Act.

## Clause 17: COMMON SEAL

### **Current Wording:**

*The Federation shall have a common seal, which shall be kept in the custody of the Secretary and which shall only be affixed to any documents in pursuance of a resolution of the Federation Executive, and in the presence of the President, Secretary and any one Committee member who shall subscribe their names and offices thereto as witnesses.*

### **Proposed Wording:**

*The Federation shall have a common seal, which shall be kept in the custody of the Secretary, and which shall only be affixed to any document in pursuance of a resolution of the Federation Executive, and in the presence of the President, Secretary and any one other Officer who shall subscribe their names and offices thereto as witnesses.*

### **Rationale:**

1. “documents” has been amended to “document”, which is more correct in the context of affixing the seal in any given scenario.
2. With respect to amending the words “Committee member”, the same rationale applies as for the proposed amendment to the “Mailing One” wording under Clause 12 Annual General Meeting above.