

**DRAFT Minutes of the 28th Annual General Meeting of the
New Zealand Federation
of Motoring Clubs (Inc.)**

*Held at the Wellington Vintage and Classic Car Club Rooms,
Halford Place, Petone
on 18th June 2023 at 10.33am*



In Attendance: Association of Rover Car Clubs Inc., Austin Healey Car Club of New Zealand Inc., Bay of Plenty Mustang Owners Club, Canterbury Mustang Owners Club Inc., Early American Car Club Wellington, Ferrari Owners Club of NZ, Fiat Owners Club of NZ, Greater Wellington Citroën Car Club, Jowett Car Club of NZ, Manawatu Classic Motorcycle Club Inc., , MG Car Club of NZ Inc., MG Car Club (Wellington Centre) Inc., Minis of Wellington Owners Group (MOWOG), Morgan Sports Car Club of NZ, Nelson Classic and Vintage Motorcycle Club, New Zealand Hot Rod Association Inc., NZ Leyland P76 Owners club Inc , NZ Motor Caravan Association, Taranaki Historic Speedway Assn, Taranaki West Coast Citroën Car Club Inc., The Model T Ford Club of NZ Inc., The Vintage Car Club of NZ Inc, Wellington Classic Motorcycle Club, Wellington Jaguar Drivers Club, Zephyr and Zodiac Owners Central Region

Apologies: All American Truck Club of NZ, Classic Motoring Society of NZ, Clydesdale Museum Fire Brigade, David Brown Club NZ, Early Holden Club of Auckland Inc., Model A Ford Club (Canterbury), Stag Owners Club Inc., Nelson Classic Motoring Society Inc., North Island Model A Club, Thoroughbred and Classic Car Owners Group Inc. and The Van Association of NZ

Moved Chris Butler (**Greater Wellington Citroën Car Club**) /
Seconded **Minis of Wellington Owners Group – Carried.**

Guest Speakers

Morning speaker: Casey Maxon, Maxon (Senior Manager of Heritage, Hagerty Drivers Foundation) via Video Link from Lawrence, Kansas.

Casey spoke on “From Hobby to Heritage in the U.S.: Leveraging a Century of Government Heritage Programs to Elevate the Automobile”, as presented to the FIVA international symposium “Partnership and Cooperation with The Government and Other Institutions”, at Tirana, Albania on 29 April 2023.

The Historic Vehicle sector in the US is a multi-billion dollar hobby and industry, with 45 million collector vehicles. 8% of all Americans with a driver’s license have a collector Car.

Many states offer exemptions for inspections, fees and certain taxes if the are over a certain age and are considered “class” or “antique”. There are few laws at federal level.

Heritage programs in the Sates are very strong, particularly for homes, structure, bridges, artifacts and landscapes, with upwards of 40,000 sites documented as a “snapshot in time”, all available to the public through the Library of Congress for perpetuity.

A 2017 study by the National Trust for Historic Preservation demonstrated that 97% of millennials believe that *“it’s important to preserve and conserve buildings, architecture, neighbourhoods and communities”*

The Hagerty drivers foundation is about “connecting the automobile with the general public through impactful storytelling and shared cultural history”. “Our work helps enthusiasts to Never Stop Driving”

In 2014, the “National Historic Vehicle Register” was launched, the only Federally recognised program that documents vehicles as part of the US historical and cultural past. The criteria are “Associative Value (a vehicle associated with an event or events that were important in automotive or American history”;

Associated with persons significant in Automotive or American history; A vehicle that is distinctive based on design, engineering, craftsmanship or aesthetic value; and a vehicle of a particular type that was the first, the last or among the most well-preserved or authentically restored examples. The register:

- Recognises automobiles as national heritage beyond utility or hobby to ensure long-lasting appreciation and legacy
- Influencing public opinion by connecting automotive culture to American history
- Federal government recognition for cultural impact and importance of historic and enthusiast vehicles
- 32 vehicles archived in the Library of Congress in partnership with the Dept. of the Interior

The register consists of photography, historic reports, in-depth research, laser scans and measured drawings, oral histories and documentaries

Casey also spoke on “Cars at the Capital” event – a “Pop-Up National Car Museum”, established in 2014. Attendees are approx. 250,000 visitors with 100 million media impressions.

Another objective of Hagerty Drivers foundation is to unite the industry and reach the masses. There have been 17.25 million YouTube views, 100B+ earned media impressions, 150 new drivers trained through grants, \$20M in scholarships and grants since 2003, 3 Bills recognising cultural value of automobile introduced into Congress and 50 Concours and car shows that have hosted Hagerty awards

Afternoon speaker: Steven Moe (Parry Field Lawyers)

Steven spoke on the Incorporated Societies Act 2022 and how member clubs should attend to the necessary changes to their constitution.

The 1908 act was barely changed over the next 114 years. The new Act reflects good governance of incorporated societies, introduces protections for when things go south and codifies some of the common law in relation to societies.

If an incorporated society fails to re-register by the transition date, it will cease to exist. However, the Registrar (or the court in prescribed circumstances) has the power to restore an existing society to the register. Note that this cannot be done if six years have passed since the society ceased to exist.

Companies Office guidance suggests the reregistration period will be October 2023 – April 2026.

Changes to consider:

1. New rules required

All societies will need to update their rules to meet the requirements under the new Act, with new requirements being introduced by section 26 for membership, governance, general meetings, amendment procedures, dispute resolution procedures, name, purposes and winding up. Some societies will already have some of this information, or may be doing it in practice.

We have published a series of six articles on this topic

<https://www.parryfield.com/resources-for-the-incorporated-societies-act-2022/>

2. Committee required

The 1908 Act did not require a society to have a committee, only officers. Now under section 45 of the new Act a society must have a committee which comprises of 3 or more qualified officers.

Section 47 of the new Act sets out the definition of an officer, which includes the officer must be a natural person, have consented to being an officer, and have certified they are not disqualified under the new Act. There are a long list of disqualifications under the new Act, but they are largely similar to that in legislation regulating other entities.

<https://www.parryfield.com/the-new-incorporated-societies-act-2022-and-your-constitution-what-has-changed-for-governance/>

3. Officers' duties

The new Act codifies existing common law officers' duties in sections 54-61. These are duties owed to the society. These include:

- duty to act in good faith and in the society's best interests;
- duty to exercise powers for a proper purpose;
- duty to comply with the new Act and the society's constitution;
- duty of care;
- duty not to create substantial risk of serious loss to creditors; and
- duty not to agree to the society incurring obligations that it cannot perform.

These last two were subject to some criticism in the final reading of the Bill, with some MPs arguing that they are more appropriate for commercial contexts where directors are well compensated. However, they have now been adopted here.

As a result of these new officers' duties and the wide definition of officer in the new Act, we suggest that incorporated societies have director and officer insurance.

4. Changes to membership

Under the old Act, 15 members were needed to register as a society. This has changed to 10 members under section 74 the 2022 Act. A body corporate is still treated as being 3 members for the purpose of determining the number of members under section 14.

There is also a continuous minimum membership requirement under the new Act of 10 members. This will be something for smaller societies to keep an eye on.

Under section 75 of the new Act, if a society has fewer than 10 members the Registrar may intervene and give the society six months to increase its membership. If the society fails to increase its membership, the Registrar may apply to the High Court to put the society into liquidation or remove the society from the register.

The new Act also introduces a requirement for members to consent to being a member and for the society to keep a register of members with details such as the name of the member, last known contact details and the date they became a member.

<https://www.parryfield.com/the-new-incorporated-societies-act-2022-and-your-constitution-what-has-changed-for-membership/>

5. Conflict of interest procedures

Sections 62-73 of the new Act introduces a conflict of interest procedure requiring officers to disclose when they are interested in a matter.

If an officer is interested in a matter, they cannot vote or take part in a committee decision, or sign any document relating to that matter.

If more than half of the committee are interested in a matter and therefore cannot vote, the committee will need to call a special general meeting to determine that matter.

Some of the procedures can be negated or limited in the society's constitution – we have written a detailed article on the procedures which we will put in the chat.

<https://www.parryfield.com/the-new-incorporated-societies-act-2022-and-conflicts-of-interest-what-needs-to-be-disclosed/>

6. Dispute resolution procedures

The new Act requires a society's constitution to include dispute resolution procedures, including provision for how complaints can be made. If a society's constitution does not include disputes resolution procedures, the constitution will be treated as including those procedures set out in the Act.

Schedule 2 of the Act sets out disputes resolution procedures that a society may choose to adopt or amend. Among other matters, the procedures set out who a complaint is made to, provides for the respondent's right to be heard, and sets out that the dispute must be investigated and determined as soon as reasonably practicable after the complaint is made under the constitution.

The society can develop its own procedures, so long as these are consistent with natural justice.

<https://www.parryfield.com/the-new-incorporated-societies-act-2022-and-your-constitution-dispute-resolution-procedures/>

7. Financial reporting

Part 3, subpart 7 of the new Act introduces new accounting standards. The incorporated society will need to prepare their financial statements according to the standard that suits the size of their society.

The Act is explicit as to the standard for small societies (less than \$50,000). A small society may prepare their financial statement according to generally accepted accounting practice, a non-GAAP standard that applies for the purposes of section 102, or the requirements set out in section 104.

Societies that are not small will need to use the XRB NFP Standards from the balance date after which the Society re-registers under the new Act.

Within six months of the balance date (which is the date specified in the constitution, adopted by the committee or 31 March), the society must:

- complete the society's financial statements for that balance date;
- date and sign those financial statements by or on behalf of the society by 2 members of the committee; and
- give copies of those financial statements to the Registrar for registration.

8. Amalgamation

The Law Commission noted in its report that the old Act had limited restructuring options, including no provision for amalgamation.

In response to this, the new Act sets out a simplified version of the Companies Act 1993 amalgamation process in part 5, subpart 2.

This should allow societies to join together, either into one of the societies or a new society.

9. Enforcement

Part 4 of the new Act sets out civil law enforcement provisions that explicitly state the order a court may make and who may apply for a court order. This could help, for example, a member of a society to apply to the court where they believe the society's constitution has been breached.

10. Offences

Subpart 6 of part 4 of the new Act sets out criminal offences. Infringement offences are less serious and include matters such as failing to notify the Registrar of amendments to the constitution. A society that commits an infringement procedure may be liable to a fine not exceeding \$3,000.

The new Act also sets out several serious offences, such as: making false statements; fraudulent use or destruction of property; falsification of register, records, or documents; operating fraudulently or dishonestly incurring debt; improperly using “Incorporated”, “Inc”, or Manatōpū. These provisions supplement the dishonesty provisions in the Crimes Act 1961 and some of the offences could result in a fine of up to \$200,000 and/or a term of imprisonment of up to 5 years.

Other Incorporated Societies Act Resources:

- <https://www.parryfield.com/the-new-incorporated-societies-act-2021-what-it-means-for-your-incorporated-society/>
- <https://www.parryfield.com/resources-for-the-incorporated-societies-act-2022/>
- <https://www.parryfield.com/the-new-incorporated-societies-act-2022-reregistering-your-society/>
- <https://www.parryfield.com/the-new-incorporated-societies-act-2022-when-will-the-new-act-affect-my-society/>

AGM Business

Minutes: The minutes of last 27th AGM held in Auckland were circulated. Taken as read and confirmed as accurate record.

Moved Bruce Lewis (**Bay of Plenty Mustang Owners Club**) /
Seconded Tony Robinson (**NZ Hot Rod Association**) - **Carried.**

Matters Arising: None

Correspondence:

- Inwards: Various club magazines & newsletters, Minister’s office, NZTA, peer organisations overseas (AOMC, FIVA), feedback from member clubs, , subscriptions, audit report from Louise Love, AGM related matters, public liability insurance
- Outwards: Membership, AGM and other administrative correspondence

Moved Chris Butler (**Greater Wellington Citroën Car Club**) /
Seconded Tony Robinson (**NZ Hot Rod Association**) – **Carried.**

President’s report: Harry Duynhoven presented his report.

Moved Harry Duynhoven (**New Plymouth Classic M’cycle club**) /
Seconded Neil Beckenham (**The Vintage Car Club of NZ**) - **Carried.**

Secretary / Membership report: Chris Butler presented his reports.

Moved Chris Butler (**Greater Wellington Citroën Car Club**) /
Seconded Cam Neil (**NZ Hot Rod Association**) - **Carried.**

Submissions report: No submissions were required this year.

Treasurer's report: David Raven presented his report and financial statements.

Moved THAT the treasurers report and financial accounts for the year be approved.
Moved David Raven (**Rover Car Club**) /
Seconded Warren Pattinson (**NZ Hot Rod Association**) - **Carried.**

Moved THAT the Accounts Reviewer / Auditor **Louise Love** be reappointed.

Moved David Raven (**Rover Car Club**) /
Seconded Tony Bartlett (**VCC**) - **Carried.**

Subscriptions:

Moved THAT subscriptions for the 2023/2024 year be kept the same.

Moved David Raven (**Rover Car Club**) /
Seconded Nick Marshall (**Association of Rover Car Clubs**) – **Carried.**

National Historic and Classic Vehicle Survey (NZHCVS) report: Michael Anderson and Garry Jackson presented an update on the project and the steps to completion, scheduled late 2023 / early 2024.

Election of executive 2022-23:

Nominations for executive:

- President: Garry Jackson (Canterbury Mustang Owners Club)
- Vice-President: Tony Bartlett (Vintage Car Club of NZ)
- Secretary: Chris Butler (Greater Wellington Citroën Car Club)
- Treasurer: David Raven (Association of Rover Car Clubs NZ)
- Officers:
 - Harry Duynhoven (Taranaki West Coast Citroen Car Club))
 - Chris Dyer (Model T Ford Club of NZ)
 - Murray McLean (Nelson Classic and Vintage Motorcycle Club)
 - Peter Thompson (NZ Motor Caravan Association)
 - Michael Anderson (MG Car Club of NZ)
 - Warren Pattinson (NZ Hot Rod Association)
 - As nominations for the committee matched the number of vacancies no ballot was needed

Moved THAT officers be accepted and ratified.

Moved Harry Duynhoven (**Taranaki West Coast Citroën Car Club**)
Seconded Ron Roberston (**MG Car Club (Wellington Centre)**) – **Carried.**

Other roles and advisors:

- Immediate Past President: Harry Duynhoven (Taranaki West Coast Citroën Car Club)
- Submissions Secretary & Wheel Torque Editor: *Vacant.*
Will be covered by the executive as required until the role is filled
Wheel Torque Editor: *Vacant.*
Will be covered by the executive until the role is filled
- Advisors to the executive:
 - Mark Stockdale
 - Neil Beckenham (VCC)
 - Davey Uprichard
 - Lloyd Robinson
 - Carl Pedersen
 - Lew Skelton

Moved THAT advisors be ratified.

Moved Harry Duynhoven (**Taranaki West Coast Citroën Car Club**)
Seconded Peter Thompson (**Motor Caravan Association**) – **Carried.**

Topics for Discussion / of Concern

No topics were received this year.

General Business:

- **Biofuels:** Mark Stockdale discussed the biofuels in NZ situation. Is on hold and nothing to worry about. The executive will keep a watching brief on this topic.
- **Apprentice scheme for the sector:** An apprentice scheme was agreed and should be investigated further.
- **Wheel Torque newsletter editor:** Call for an editor. No volunteers or nomination at the AGM. Will be covered by the executive as required until the role is filled

Next AGM date and venue:

By mid June 2024 in Christchurch.

Meeting closed at 2:44 pm.