

# The New Zealand Drag Racing Association Incorporated Constitution.

## 1. DEFINITIONS

**AGM** means Annual General Meeting.

**Chief Executive** means the Chief Executive Officer of the New Zealand Drag Racing Association Inc

**Board** means the Board of Directors of New Zealand Drag Racing Association Inc.

**Board Member** means a member of the Board including Elected Board Members and appointed Board Members.

**General Meeting** means an AGM or SGM.

**Member** means and includes all classes of members of New Zealand Drag Racing Association Inc.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**Rules** means THESE rules and 'Rule' shall have a corresponding meaning.

**SGM** means Special General Meeting.

**Special Resolution** means a resolution passed by two-thirds of votes cast.

**NZDRA** means the New Zealand Drag Racing Association Incorporated.

## 2. NAME

2.1 The name of the organisation is The New Zealand Drag Racing Association Incorporated.

2.2 The New Zealand Drag Racing Association Incorporated registered office shall be located in such place as determined by the Board.

## 3. OBJECTIVES

3.1 The objectives of New Zealand Drag Racing Association Inc are:

- a. To foster, promote, develop and co-ordinate the sport of drag racing throughout New Zealand for recreation of it's Members and entertainment of the general public in New Zealand;
- b. To promote and foster opportunities for new facilities to enable, assist and enhance the participation, enjoyment and performance of NZDRA Members.
- c. To conduct society operations and activities in such a manner as to bring about a clearer understanding on the part of the public, press and law enforcement agencies of organized drag racing activities.
- d. To promote safety in the sport of drag racing.
- e. To represent the interests of all members of the NZDRA.
- f. To be the controlling body for drag racing in New Zealand, to regulate and sanction drag racing procedures, events and venues throughout New Zealand.
- g. To affiliate and co-operate with kindred and other organisations, including the international body of drag racing.

## 4. POWERS

4.1 The NZDRA Board shall be empowered to:

- a. Make, alter, rescind, and enforce by-laws, regulations, policies and procedures for the governance, management and operation of the sport of drag racing.
- b. Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
- c. Consider and settle disputes between Members;
- d. Determine who are its Members;
- e. Withdraw, suspend or terminate membership;
- f. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- g. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- h. Sell, lease, mortgage, charge or otherwise dispose of any property of the NZDRA and grant such rights and privileges over such property as it considers appropriate;
- i. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges,

- sponsorship, government funding, community funding or otherwise;
- j. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of NZDRA
  - k. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
  - l. Make, alter, rescind and enforce rules of competition;
  - m. Organise and control competitions, events and programmes;
  - n. Assign functions to and/or enter into agreements with organisations such as SPARC, the New Zealand Sports Disputes Tribunal and the New Zealand Sports Drug Agency;
  - o. Delegate powers of NZDRA to any person, Board, committee or sub-committee;
  - p. Do any other acts or things which are incidental or conducive to the attainment of the objects of NZDRA

## **5. MEMBERS**

5.1 The current members of NZDRA shall be:

- a. Incorporated Clubs who have been sanctioned by NZDRA to conduct events provided the current membership fee is paid and other such requirements as determined by NZDRA have been met.
- b. Private promotion companies who have been granted authority by NZDRA to promote and/or conduct events provided the current membership fee is paid and other such requirements as determined by NZDRA have been met.
- c. All current drivers holding a drag racing licence issued under the regulations of the NZDRA provided the current membership fee is paid and other such requirements as determined by NZDRA have been met.
- d. Life members as detailed in Rule 8.
- e. Any other category or categories of membership of NZDRA determined by the Board from time to time.

## **6. INCORPORATED CLUBS & LIMITED COMPANY MEMBER**

- 6.1 Incorporated Clubs and Limited Companies will form the NZDRA Events Committee and operate the respective venues approved by NZDRA.
- 6.2 Each venue must have only one (1) Incorporated Club or Limited Company with authority to hold events.
- 6.3 Each Incorporated Club must be registered as an Incorporated Society in New Zealand, and shall, on request, provide to the Board a copy of its constitution and any proposed amendments to it. The Board may require a Incorporated Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of NZDRA
- 6.4 Each Limited Company must be registered as a Limited Liability Company in New Zealand and shall, on request, submit to the Board all financial and business dealings in conjunction with the business from New Zealand Drag Racing Association Inc sanctioned events.
- 6.5 Each Incorporated Club or Limited Company has voting rights as set out in section 9.2

## **7 LICENCED DRIVER MEMBER**

All current financial Licensed Drivers of the NZDRA will have full voting rights for the nominated positions within NZDRA and are eligible for nomination for those positions.

## **8. LIFE MEMBER**

- 8.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of NZDRA.
- 8.2 Any person may be nominated for life membership of NZDRA but must be nominated by a Member. Such nomination must be made to the Board in writing, setting out the grounds for the nomination. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 8.3 A Life Member shall have all the rights, privileges and responsibilities as a Licenced Driver Member

## **9. MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS**

9.1 Membership:

- a. An application for membership must be in writing and in such format as may be required by the Board from

time to time.

- b. Members are bound by these Rules and by the regulations, by-laws, policies and procedures of NZDRA
- c. In order to receive or continue to receive membership entitlements, including having their membership terminated, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- d. The failure by a Member to comply with Rule 9c may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by, or from any obligations they have under (including any obligations that are intended to survive termination of membership), these Rules and the regulations, by-laws, policies and procedures made under them.

9.2 Incorporated Clubs & Limited Company Members are entitled to:

- a. Operate facilities subject to any by-laws, regulations, policies and procedures as are appropriate for NZDRA to meet its objectives.
- b. Receive notices and papers and be able to attend, speak and exercise one vote at NZDRA Event Committee Meetings;
- c. Nominate any person for election as an officer of the NZDRA Board.
- d. Vote a nominated person for election as an officer of the NZDRA Board.
- e. Attend and speak at General Meetings but shall have no right to vote.

9.3 All Licensed Drivers Members are entitled to:

- a. Participate in NZDRA activities, subject at all times to by-laws, regulations, policies and procedures of NZDRA
- b.. Be nominated, and/or nominate any person in their current racing division for election as a representative on the Drivers Committee.
- c. Vote a nominated person for election as their representative on the Drivers Committee.
- d. Nominate any person for election as an officer of the NZDRA Board.
- e. Vote a nominated person for election as an officer of the NZDRA Board.
- f. Attend and speak at General Meetings but shall have no right to vote.

9.4 Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board.

9.5 Members of the Drivers Committee are entitled to:

- a. Receive notices and papers and be able to attend, speak and exercise one vote at NZDRA Drivers Committee Meetings;
- b. Attend and speak at General Meetings as representatives of the Drivers Committee but shall have no right to vote except the right they have as a Licenced Driver member.

9.6 All members of the NZDRA will abide by Drug Free Sport New Zealand's Sports Anti-Doping Rules and the World Anti-Doping Code and to include the implementation of an Anti-Doping tribunal as required.

## 10. DURATION OF MEMBERSHIP

10.1 A Member may resign by notice in writing to the board.

10.2 Membership may be withdrawn, suspended or terminated by the Board if a Member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of NZDRA, or if a Member acts in a manner which is considered by the Board to be harmful to NZDRA or inconsistent with the standards of behaviour expected of a Member.

10.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of NZDRA or in the absence of any relevant provisions then by a General Meeting of NZDRA. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

10.4 The Board shall keep a register of Members.

## 11. MEMBERSHIP FEES

- 11.1 The Board shall annually determine:
- a. Any membership or other fees payable by Members;
  - b. The due date for such fees; and
  - c. The manner for payment of such fees.

## **12. OFFICERS OF THE ASSOCIATION**

12.1 The officers of NZDRA shall be:

- a. the six (6) Elected Board Members
- b. the Chief Executive Officer
- c. the Chairman (if not a Board Member);

12.2 The Six (6) Board members will be nominated and elected by all current financial Members of the NZDRA.

12.3 The Chief Executive

- a. will be appointed by the Board.
- b. shall attend and speak at General Meetings but shall have no right to vote except the right they have as a Licenced Driver member if they are a Licenced Driver Member.
- c. shall attend and speak at Committee Meetings but shall have no right to vote except as provided for in Rule 13.7 f.

12.4 The Chairman

- a. shall be appointed by the Board to be the Chairman.
- b. shall attend and speak at General Meetings but shall have no right to vote except a casting vote as provided for in Rule 13.1 h and to appoint scrutineers as provided for in Rule 13.1 i.

## **13. GENERAL MEETINGS**

13.1 General Meetings

- a. The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- b. The Board must give Members at least 30 days' written notice of an AGM. The notice can be given by such methods as the Board may determine including publishing on the NZDRA website.
- c. Full minutes shall be kept of all General Meetings and made available upon request by Members.
- d. Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
  - i. The Chairman in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
  - ii. A motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to precede.
- e. An Ordinary Resolution shall be sufficient to pass a resolution;
- f. Voting shall generally be conducted by voices or by show of hands as determined by the chairman of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
- g. Proxy votes are not permitted;
- h. In the event of an equality of votes, the Chairman shall have an additional or casting vote at these meetings and must cast that vote in favour of the status quo where applicable.
- i. In the event that a secret ballot is called, two scrutineers must be appointed to count the votes. Voting papers must be destroyed after the result has been determined if called for and approved by ordinary resolution

Purpose of AGM

13.2 The AGM shall be called for the following purposes:

- a. To receive from the Board a report and audited statement of financial position and statement of financial performance for the proceeding year;
- b. To appoint those elected in accordance with Rule 14.3 the officers of NZDRA for the ensuing year

- c. To appoint financial auditors
- d. To decide on any motion which has been properly submitted to the Board for consideration at the AGM.

#### Special General Meetings

13.3 The Board must call a Special General Meeting (SGM) upon a written request from:

- a. The Board itself; or
- b. A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Board in relation to withdrawal, termination or suspension of such Member or former Member.
- c. The written request for an SGM must state the purpose for which the SGM is requested.
- d. The SGM must only deal with the business for which the SGM is requested.
- e. The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

#### Quorum

13.4 A quorum for a General Meeting is obtained by the presence three (3) Board Members and 10 other Members.

13.5 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

#### Committee Meetings and Voting

13.6 The Chief Executive shall preside and in their absence then the Committee Members present shall elect a person present to preside over the Committee Meeting.

13.7 Unless otherwise required by these rules:

- a. An Ordinary Resolution shall be sufficient to pass a resolution;
- b. Individual Drivers Committee Members shall have one vote each at Drivers Committee meetings.
- c. Incorporated Clubs and Limited Company Members shall have one vote each at Event Committee meetings.
- d. Voting shall generally be conducted by voices or by show of hands as determined by the chairman of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
- e. Proxy votes are not permitted;
- f. In the event of an equality of votes, the Chief Executive shall have an additional or casting vote at these meetings.
- g. In the event that a secret ballot is called, two scrutineers must be appointed at the Committee Meeting to count the votes. Voting papers must be destroyed after the result has been determined if called for and approved by ordinary resolution

## 14. BOARD

#### Role of the Board

14.1 The governance and management of NZDRA shall be vested in the Board, which may exercise all the powers of NZDRA and do all things which are not expressly required to be undertaken by NZDRA at a General Meeting.

#### Membership of the Board

14.2 Members of the Board shall be:

- a. Six persons elected by Members under Rule 14.3 (Elected Board Members);

#### Election of the Board

14.3 Members of the Board shall be elected as follows:

- a. Nominations for Elected Board Members may be made by Members entitled to do so and shall be on the approved form for nominations. The notice calling for nominations must be published at least 10 calendar weeks before the date set for the AGM
- b. Each Elected Board Member shall be elected by a postal ballot of all the Members of the society entitled to vote, out of the nominees received up to one calendar month after the issue of notice calling for nominations.
- c. Voting forms shall be sent to all Members entitled to vote by post or electronic means as determined by the Board at least one calendar month before the date set for the AGM. Each Member entitled to vote shall vote for one nominee only
- d. If the Board determines that nominations or voting may be by electronic means this shall be in addition to, not

instead of, postal means

- e. Voting shall be by post or electronic means as determined by the Board and received at the registered office of NZDRA, or website, email inbox or other electronic place of delivery as determined by the Board, not less than 28 days before the date set for the AGM.
- f. The highest polling nominees from all valid votes received up to one calendar month after the issue of the voting forms will be declared the Elected Board Members.

#### Term of Office of Board Members

- 14.4 The term of office for all Elected Board Members shall be two years, starting at the close of the AGM immediately after they were elected and expiring on close of the second AGM following their election. An Elected Board Member may be re-elected to the Board. The election of Elected Board Members shall be rotated so that three (3) Board Members are elected in one year and three the next to ensure continuity.
- 14.5 The term of office for Board Members appointed under Rule 14.7 shall be the period from their appointment until the close of the first AGM following such appointment. An appointed Board Member may be elected to the Board for further terms of office.
- 14.6 To ensure the transition to these rules is seamless the Board may be appointed for the first term by the existing NZDRA executive in office at the adoption of these Rules. If such appointment is made they will also specify which three Board Members term will expire at the first AGM after the adoption of these Rules.

#### Vacancies on the Board

- 14.7 In the event that there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.

#### Removal of Board Member

- 14.8 The Members attending an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.
- 14.9 After a Board Member is removed in accordance with Rule 14.8 the vacancy shall be filled in accordance with Rule 14.7.
- 14.10 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the notice required by Rule 13.3 e.
- 14.11 Following notification under Rule 13.3 e and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.

#### Board Meetings and Duties of the Board

- 14.12 At its first meeting following the AGM, the Board must elect a chairman.
- 14.13 The role of a chairman is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a chairman for any reason, then the Chief Executive shall appoint a replacement or undertake the chairman's role during the period of unavailability.
- 14.14 The duty of each Board Member is to pursue the objects of NZDRA and to exercise the powers of NZDRA for fulfilment of the objects and in so doing a Board Member must:
  - a. Regularly attend Board meetings and General Meetings of NZDRA;
  - b. Provide good governance for NZDRA;
  - c. Regularly monitor and review the performance for NZDRA;
  - d. Act in accordance with Board by-laws, regulations, policy and procedures and in the best interests of NZDRA at all times;
  - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for NZDRA;
  - f. Where appropriate, engage in activities to promote, market, represent and fundraise for NZDRA;
  - g. Do such other things within these rules as the Board agrees to promote the objectives of NZDRA;
- 14.15 Board meetings may be called at any time by the Chief Executive but generally the Board shall meet at regular intervals agreed by the Board.
- 14.16 Except to the extent specified in these rules, the Board shall regulate its own procedure.
- 14.17 The quorum for a Board meeting shall be two-thirds of the Members of the Board.
- 14.18 Each Board Member shall have one vote. In the event of a deadlock, the chairman shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of

hands or by a ballot.

- 14.19 A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board. All resolutions passed in such a way must be raised, any documents tabled, and the decision noted at the next Board meeting so that a minuted record of the resolution is made
- 14.20 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 14.21 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of NZDRA business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 14.22 If any situation arises which, in the opinion of the Board, is not provided for in the Rules, regulations, by-laws or policies of NZDRA, the matter will be determined by the Board.
- 14.23 The Board shall not delegate the making of any regulations, by-laws or policies to any sub committee of the Board or Advisory Committee of the NZDRA

#### Advisory Committees

- 14.23 There shall be two Advisory Committees, an NZDRA Events Committee and a Drivers Committee
- 14.24 The Board shall determine the roles and responsibilities of each Advisory Committee.
- 14.25 All Incorporated Clubs and Limited Company Members shall also be members of the NZDRA Events Committee
- 14.26 Members of the Drivers Committee shall be elected by Licenced Drivers Members by a process determined by the Board. To ensure the transition to these rules is seamless the Board may appointed the Drivers Representatives in office at the adoption of these Rules as the Drivers Committee, but if so, a Drivers Committee elected under the process determined by the board must be elected prior to the first AGM after the adoption of these Rules

## 15. CHIEF EXECUTIVE

- 15.1 There shall be a Chief Executive of NZDRA who shall be employed for such term and on such conditions as the Board may determine. To ensure the transition to these rules is seamless, these conditions will be documented and signed by the incumbent and an appointed member of the Board, in an appropriate employment contract within three months of the adoption of these rules. For every subsequent Chief Executive an employment agreement and position description will be agreed prior to employment commencement.
- 15.2 A member of the Board shall be appointed to monitor and manage the progress of the Chief Executive against Chief Executive position description and annual business plan as set by the Board.
- 15.3 A Chief Executive Review Committee appointed by the Board, consisting of at least two Board members, will review this performance and recommend to the Board salary amendments/increments.
- 15.4 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of NZDRA in accordance with the Rules, regulations, by-laws, policies and procedures of NZDRA and within such constraints as may be imposed by the Board.
- 15.5 The Chief Executive will attend Board meetings and Committee meetings when required but will have no voting rights except as provided for in Rule 13.7 f.

## 16. FINANCES

- 16.1 Unless otherwise determined by the Board the financial year of NZDRA shall end on the 31st day of March each year.
- 16.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.
- 16.3 The Chief Executive is responsible for the receipt and banking of all monies received by NZDRA. All funds of NZDRA shall be paid to a bank account in the name of NZDRA and the bank account must be operated in accordance with the policy determined by the Board.

16.4 The Board must ensure correct accounting records are kept current. The accounting records of NZDRA must be kept at the office of NZDRA or at such place as the Board may determine and must be open to inspection by Members at such reasonable times as agreed by the Board.

**17. COMMON SEAL**

17.1 The common seal of NZDRA shall be kept in the control of the Chief Executive any may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the chairman and by another Board Member.

**18. ALTERATIONS OF RULES**

18.1 These Rules, except those Rules noted in Rule 18.2, may be altered, added to or rescinded only by a Special Resolution passed at a General Meeting.

18.2 No alteration, addition to or revision of the Rules shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of NZDRA. This Rule 18.2 must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

**19. PROHIBITION ON PERSONAL BENEFITS**

19.1 No Member or person associated with a Member may participate in or materially influence any decisions by NZDRA in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.

19.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

**20. WINDING UP**

20.1 The Association must be wound up if NZDRA at a General Meeting of its Members, passes a Special Resolution requiring NZDRA to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.

20.2 If upon the winding-up or dissolution of NZDRA there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of NZDRA but shall be given or transferred to some other Association, organisation or body having objects similar to the objects of NZDRA or to some other charitable organisation or purpose within New Zealand.

**21. INDEMNITY**

21.1 The Association shall indemnify every member of the Board, the Chief Executive and other officers and employees of NZDRA in respect of all liability arising from the proper performance of their functions connected to NZDRA.