

Our ref: CONST93

This is the document marked A referred to in the annexed declaration of:

<u>Milking</u>	Position: <u>Secretary/Treasurer</u>
<u>[Signature]</u>	Position: <u>ZONE 2 STEWARD</u>
<u>[Signature]</u>	Position: <u>1st Gas Technical Officer</u>

made at TOKOROA this TWENTIETH day of JULY 1993 BEFORE ME:

Darius JP
(T.G. FRASCA)
RETIRED

HO POHUTUKAWA J.A.
TOKOROA



NEW ZEALAND RADIO CONTROL CAR ASSOCIATION INCORPORATED (HN/562033)

1. Incorporated on the 5th day of October 1992
2. Revised on 20th day of July 1993
3. Revised on 24th day of June 2006
4. Revised on 3rd day of October 2009
5. Revised on 20th day of August 2011
6. Revised on 1st September 2012
7. Revised on 21st September 2013
8. Revised on 16th September 2017
9. Revised on 15th September 2018
10. Revised on 21st September 2019
11. Revised on 19th September 2020
12. Revised on 18th September 2021



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1. 5.1.1a Nominations and motions for the agenda may only be submitted from Club Memberships (not competitor members or life members) or the NZRCA executive board, and the executive board may request minuted evidence from clubs that the remits were discussed and submitted by the club not any individual. Any remits from the NZRCA executive must be minuted in executive meeting minutes during the current term.
2. 5.1.8 To hold general discussions that may include:
 - a. Ideas
 - b. Future strategic planning
 - c. Calendar discussions
3. 5.1.9 NZRCA executive members to report / present about the activities they have completed / concerns / highlights from the previous year.
4. 8.1d The Board may make changes during the year to any specified part number in the NZRCA rules that relates to a product/part that becomes discontinued or superseded from suppliers where insufficient stock is available in NZ of the existing part number which may be detrimental to the class at National events.
5. New Section 16 – Disputes Resolution (existing Section 16 to be moved to become Section 17)
6. 16.1 Negotiation: If any member notifies another member (term member is deemed any from section 3) in writing of any dispute of any kind, the parties must endeavor to resolve the dispute in good faith by negotiation. The parties must meet initially within 20 working days of one party referring a dispute to the other. The NZRCA executive are to be formally notified of any dispute at negotiation level onwards.
7. 16.2 NZRCA Executive Representative: If it is not possible to resolve any dispute in accordance with clause 16.1 (negotiation), the parties shall escalate the dispute to the NZRCA Executive. The executives must meet within 10 working days or having the dispute referred to them.
8. 16.3 Mediation: If any dispute cannot be resolved under clause 16.1 or 16.2, either party shall refer the dispute to an independent mediator and this must take place within 20 working days of having the dispute referred to them. If the independent mediator can not be agreed by both parties, the NZRCA Executive shall be charged with appointing the independent mediator.
9. 16.4 Arbitration: If any dispute cannot be resolved under clause 16.1, 16.2 or 16.3, either party shall refer the dispute to arbitration in accordance with the provisions of the Arbitration Act 1996.

NZRCA CONSTITUTION

1. NAME

The Name of the Association shall be the 'New Zealand Radio Control Car Association Incorporated' (Herein after referred to as the NZRCA.).

2. OBJECTIVES

The objectives of the Association are:

- 2.1 The Promotion of National and International friendship and co-operation through and for the construction, competition and operation of Radio Controlled model automobiles.
- 2.2 The Establishment of uniform rules and regulations for the construction and operation of Radio Controlled model automobiles.
- 2.3 The Co-ordination of racer and competitions, both National and International and the keeping of records thereof and the distribution of information relating thereto.
- 2.4 The organization of and co-ordination of Members Clubs for the promotion of competition on a National and International basis and the formulation of regulations governing such clubs.
- 2.5 To provide technical support to Member Clubs.
- 2.6 The purchase of any land, buildings, equipment or any chattel required for the fulfillment of these objectives, duly agreed upon under the terms and conditions required by these rules.
- 2.7 To assist and co-operate with or become a member or agent of any organization incorporated or not, with the objects similar to those of the NZRCA.
- 2.8 To do all other things that are incidental or conducive to the attainment of any of the above objects.

3. MEMBERSHIP

Membership of the NZRCA shall be open to all persons interested in the construction and racing of Radio Controlled model automobiles.

There shall be three categories of Membership of the NZRCA, Club, Competitor and Life membership.

3.1 CLUB MEMBERSHIP

3.1.1 All Clubs whose members wish to join the NZRCA, or who wish to hold NZRCA Sanctioned Events must be an affiliated member Clubs of the NZRCA.

3.1.2 Any application for membership must contain such information as the Executive

Board of the Association may from time to time require and shall be accompanied by the current annual membership fee.

3.1.3 Such application shall be placed for approval before the next Executive Board or Annual General Meeting where applicable and such approval shall require a Simple majority of votes.

3.1.4 Pending such approval an applicant club shall be entitled to be represented at all NZRCA sponsored events.

3.1.5 The Rights and Privileges of every member club shall be personal to that member club and not transferable either by that members clubs own act or by the operation of the law.

3.1.6 No reason shall be given for declining any membership application.

3.1.7 For a club to have voting rights at the NZRCA AGM and/or Special Meeting it must:

1. Hold and run regular schedule race meetings
2. Have an elected executive committee.

3.2 COMPETITOR MEMBERSHIP

3.2.1 The applicant must be financial member of a NZRCA affiliated Club.

3.2.2 Upon receipt of such application a licence will be issued which will be necessary for the entry at any competition ~~held other than~~ including the licence holder's home club.

3.2.2.1 Such licence will be current for a Calendar year, and shall expire on the 31st day of December year.

3.2 LIFE MEMBERSHIP

Life membership may be conferred on any person as recognition of Special Services rendered to the NZRCA.

3.2.1. Life members shall be sponsored and nominated by the Executive Board and shall be elected at an Annual General Meeting of the NZRCA.

3.2.2 Life Members may speak at Meetings only at the invitation or the permission of the Chairman and they shall have No voting rights.

3.3 EXPULSION

3.3.1 At a General Meeting the Executive Board may, by a two thirds majority, cancel the membership of any Club.

3.3.2 The Club in question must be advised a minimum of ONE Month in advance of such a meeting and be advised of the Executive Boards intentions.

3.3.3 The Club in question must be given the right to address such a Meeting.

3.3.4 Upon the decision to cancel a Clubs membership of the NZRCA the Executive Board shall give the expelled Club a minimum of THREE months notice of cancellation of membership and must inform all member clubs of this ruling.

- 3.3.5 All NZRCA members of the expelled Club must similarly be advised by the Executive Board of its intentions.
- 3.3.6 Any member club expelled shall have the right to appeal upon a requisition signed by not less than four member clubs of the association.
- 3.3.7 The Secretary shall call a Special Meeting to consider the appeal within Six weeks of receiving such a requisition.
- 3.3.8 The offending member club shall surrender all rights and privileges of the NZRCA until such Special Meeting is held.

3.4 RESIGNATION

Any member Club may, at any time, retire from the association by giving notice in writing to that effect to the Secretary, provided that they shall be liable for and required to pay any subscription or other payment which may be due and unpaid at the time of retirement.

3.5 UNFINANCIAL

- 3.5.1 The membership of any member Club whose subscription is unpaid on 31st March of the year in which it fell due may be cancelled by the Executive Board.
- 3.5.2 A letter advising of this possibility shall be forwarded to the member club at the last known address recorded in the membership register four weeks prior to the meeting at which the matter is to be considered

3.6 SUBSCRIPTIONS AND LEVIES

- 3.6.1 The annual subscriptions shall be set by the Annual General Meeting and shall only be altered by a subsequent Annual General Meeting.
- 3.6.2 The subscriptions shall be due from 1st December following Annual General Meeting and payable no later than the 31st March of the year in which it fell.
- 3.6.3 There shall be a renewal fee set by the AGM, for those subscriptions which have lapsed.
- 3.6.4 Should it be found at the end of any financial year of the association that it has been ran at a loss, then a levy or call may be made on member Clubs to equal the amount or the deficiency.
- 3.6.5 This levy or call shall not exceed the amount of the annual subscription.

3.7 REGISTER OF MEMBERS

- 3.7.1 The Secretary/Licence Secretary shall keep a register of members in accordance with law.
- 3.7.2 Member Clubs shall notify the Secretary of changes of address.
- 3.7.3 Such register shall be conclusive evidence as to all matters relating to membership therein contained.

3.7.4 The records of the NZRCA are the property of the association, and are not to be used for any purpose other than the business of the association.

4. Section 4 Removed 2018

5. MEETINGS

5.1 ANNUAL GENERAL MEETING

The NZRCA shall hold its Annual General Meeting (herein after referred to as the AGM) - in September each year (preferred location to be Auckland). If required, the AGM may be held via electronic format using audio/visual link.

5.1.1 The Executive Board of the NZRCA must call for nominations and motions for the Agenda minimum of two months before the closing date for such nominations and motions and the closing date must be minimum of one month before the date of proposed AGM.

5.1.1a Nominations and motions for the agenda may only be submitted from Club Memberships (not competitor members or life members) **or the NZRCA executive board**, and the executive board may request minuted evidence from clubs that the remits were discussed and submitted by the club not any individual. **Any remits from the NZRCA executive must be minuted in executive meeting minutes during the current term.**

5.1.2 All member clubs must be advised of the final agenda a minimum of two weeks before the AGM.

5.1.3 The business at the AGM shall be:

5.1.3.1 The election of officers whose term of office has expired.

5.1.3.2 Proposals for all official post must be lodged with the Secretary by the closing date for motions which must be a minimum of one month before the proposed date of the AGM.

5.1.3.3 Elected officers will form the Executive Board as follows:

1. PRESIDENT
2. SECRETARY
3. TREASURER
4. ~~I.C Off-Road Technical Officer~~
5. ~~I.C On-Road Technical Officer~~
6. ~~Electric Off-Road Technical Officer~~
7. ~~Electric On-Road Technical Officer~~
8. ~~Publicity Officer~~
9. ~~License Secretary~~
10. ~~H&S Officer~~

4. Publicity Officer
5. H&S Officer
6. I.C Off-Road Technical Officer
7. I.C On-Road Technical Officer
8. Electric Off-Road Technical Officer
9. Electric On-Road Technical Officer
10. NZ RC Speedway Representative

11. Large Scale Speedway Technical Officer

- 5.1.3.4 Only those persons who are current financial members of an Affiliated Club may seek election on the Executive Board.
- 5.1.3.5 Any NZRCA executive member must advise of any personal / commercial conflict of interest before participating in any changes to the rules.
- 5.1.3.6 Officers elected to the Executive Board will hold office until the next AGM.
- 5.1.3.7 All candidates for office a properly proposed under the provisions of this constitution shall be introduced to the meeting and delegates given the opportunity to question candidates.
- 5.1.3.8 The above officers shall form the Executive Board (herein after known as the Board) and be charged with the well running of the NZRCA and responsible for any decision making that is necessary between Annual General Meetings.
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- 5.1.3.9a The position of Secretary, Treasurer, Licence Secretary and Publicity Officer may be combined, but if so may carry only one vote at all meetings.
- 5.1.3.9b The position of Health and Safety Officer may be combined with any other executive position, but if so may carry only one vote at all meetings.
- 5.1.3.10 To decide the date and venue of future Championships. Applications for such fixtures close at the same time as motions and nominations and must be treated in the same manner as set out in Section 5.1.1.
- 5.1.3.11 To decide the date and venue of other NZRCA approved events, including the following AGM.
 - 5.1.3.12.1 Additions to or revision (remits) of the rules are to be submitted and presented by member clubs to the Annual General Meeting (as per section 5.1.1). Member club delegates at the meeting shall vote on remits submitted with any remit receiving a 50% majority vote then be “passed” to members/racers to complete online voting via the NZRCA website.
 - 5.1.3.12.2 NZRCA competitor members shall create a unique log-on via the NZRCA website (or other as linked to the NZRCA website) using their NZRCA licence number, actual name and valid email address. Once their account is created and verified, competitor members can view / vote on “passed” remits from the Annual General Meeting. Competitor members can view / vote on any section.
 - 5.1.3.12.3 Online voting shall close one calendar month after being made available online. At the closure of voting, all final voting numbers shall be made public and require a two thirds majority vote to pass.
- 5.1.3.13a Any changes to the rules shall have an effective date of 1st January following the meeting approving the change.
- 5.1.3.13b Any changes to the rules made at a Special Meeting shall have an

effective date which shall be a minimum of two calendar months after the special meeting approving the change.

5.1.4 To consider any matter or proposal which the Executive Board wishes to bring before the Meeting, particulars of which shall be included in the Notice of Meeting.

5.1.5 To consider any matter or proposal of which a member Club has given notice in writing under the provisions of Section 5.1.

5.1.6 To deal with any matter under this constitution or under the Racing or Construction rules.

5.1.7 To review the financial performance of the NZRCA.

5.1.8 To hold general discussions that may include

- a. ideas
- b. future strategic planning
- c. calendar discussions

5.1.9 NZRCA executive members to report / present about the activities they have completed / concerns / highlights from the previous year.

5.2 SPECIAL MEETING

A Special Meeting of the NZRCA may be called upon request to the Secretary by any three Board members or by any three member Clubs. Special meetings can be held electronically via Audio/Visual link if required.

5.2.1 The Secretary must advise all the Board members and all member Clubs of his intention to call a Special Meeting at least one month prior to the proposed date on which the Meeting is to be held and include in such notice the business to be conducted.

5.2.2 No notices of motions for any rule changes will be accepted from the floor of any Special Meeting.

5.2.3 The business at Special Meetings shall be:

5.2.3.1 To review the financial performance of the NZRCA.

5.2.3.2 To Decide the Date and Venue of future Championships not dealt with at the AGM or by the executive under its powers (section 8)

5.2.3.3 To decide the Date and Venue of other NZRCA sponsored events.

5.2.3.4 To consider any Matter or Proposal of which member Club have given notice in writing.

5.2.3.5 To deal with any matter which, under the provisions of the constitution, fails to be dealt with at an AGM.

5.2.3.6 To consider any matter or proposal which a Board member wishes to bring before the Meeting, particulars of which shall be included in the notice of the Meeting.

6. VOTING AT MEETINGS

6.1 QUORUM

6.1.1 The Quorum for an Executive Board Meeting shall be two thirds of the elected member.

6.1.2 The Quorum for an Annual General or Special Meeting, shall consist of no less than member clubs from two regions, making up a total of no less than 25% of the total membership of the member clubs.

6.2 At all Meetings, Annual General, Executive and Special, all matters will be decided by Simple majority of the votes, with the following exceptions:

6.2.1 NATIONAL CHAMPIONSHIP VENUE

The venue of the National Championship meeting will be decided at the Annual General Meeting by a simply majority vote.

In the event of more than two venues being proposed ballots will be held dropping the lowest polled venue until only two remain.

6.2.2 Changes to Racing and Construction rules require a Two Thirds majority vote as per section 5.1.3.12.3

6.2.3 Voting on any motion proposed under Section 5 requires a Two Thirds majority vote excluding 5.1.3.12.1 which requires 50% majority vote.

6.3 Voting on any motion May be by Secret Ballot if a motion to that effect is Proposed, Seconded and carried.

6.3.1 Results however must be published.

6.4 At Annual General Meetings each member Club may be represented by a maximum of two delegates with one vote exercisable by a person duly authorized, in writing, by their Club.

6.4.1 At all Meetings the President may exercise a Deciding vote.

6.5 At all Annual General and Special Meetings all delegates MUST exercise their vote in some manner.

6.5.1 If the AGM or Special Meeting is conducted electronically via Audio/Visual link, votes will only be accepted if they are clearly visible to at least one other participant (not in the same location) and recorded. Any delegate who does not provide video link will be deemed to abstain from voting.

6.6 ~~At all Annual General and Special Meetings proxy votes will be permitted Provided that the member Club handing over their proxy vote shall notify the Secretary in writing One week prior to the meeting of the name of the Club that will have their proxy.~~ Proxy votes are not allowed.

6.7 Postal vote may be held.

6.7.1 Any matter to be decided in this way shall not be subject to amendment in any way.

6.7.2 A closing Date shall be set Six weeks after the mailing of the explanatory papers to the member Clubs.

6.7.3 The Results of the poll shall be made to the member Clubs with two weeks of the closing date.

7. CONDUCT OF MEETING

7.1 At ALL Meetings the Agenda must be adhered to.

7.2 At ALL Meetings the Chairman May appoint two referees charged with the counting of votes, both by secret ballot and by show of hands and that all possible votes are accounted for.

7.3 All Meetings will be chaired by the President or in his absence, The Secretary.

In the event of both these officers being absent a Chairman must be elected by the Meeting.

7.4 The Secretary is charged with keeping of accurate minutes of ALL Meetings,

8. THE EXECUTIVE BOARD - OBJECTS AND POWERS

The Board, as described in Section 5.1.3.3 is charged with the well running of the NZRCA and is responsible for any decision making between Annual General Meetings.

8.1 The Board is empowered to make changes to the Racing or Construction rules with consultation of the clubs and approved by a Two Thirds majority of the clubs at either an AGM, Special Meeting or by postal vote, called for by the Secretary, at the direction of the Board and held prior to the AGM.

8.1.a The Board may with consultation from the member clubs revert a rule change back to the previous year if that rule is deemed to be detrimental to the sport.

8.1 b The Board may make minor changes to rules that DO NOT change the core of the class during between AGM's provided it is in the interest of the class as a whole.

8.1 c The NZRCA Health and Safety Officer may (provided 66% majority vote "in favour" of the full NZRCA Executive) alter, amend, delete, or introduce any rule that directly impacts the Health and Safety of any NZRCA member, with the rule change/deletion/including to take immediate effect.

8.1 d The board may make changes during the year to any specified part number in the NZRCA rules that relates to a product/part that becomes discontinued or superseded from suppliers where insufficient stock is available in NZ of the existing part number which may be detrimental to a class at National events

- 8.2 The Board may decide the date and venue of future championships not dealt with at the AGM
- 8.3 The Board must do everything in its power to ensure all areas are represented on the Board.
- 8.4 The Board must ensure if all of the executive are elected from the North or South Island, a representative from the other Island is to be elected.
- 8.5 The Board must ensure that procedure for the calling of Meetings is followed as set out in the Constitution.
- 8.6 At Executive Meetings a quorum will be considered to be Two Thirds of the elected Board members.
- 8.7 The Board may, at its discretion, appoint any such subcommittee as it feels necessary from time to time.
- 8.8 The Board is empowered to appoint any Financial NZRCA member necessary to fill a vacancy on the Board.
 - 8.8.1 Such appointments must be by Two Thirds majority vote of the Board and such appointments will be considered valid until the next AGM.
- 8.9 The Board of the NZRCA will meet a minimum of twice a year, in addition to the AGM. These meetings will be attended by the Board members only however the meeting may, but is not bound to, invite NZRCA members to address the meeting.
 - 8.9.1 All meetings shall be conducted in accordance with recognized procedure.
- 8.10 The Registered Office of the Association shall be at such places as are from time to time appointed by the Board, in the conducting of its business.
- 8.11 In the Interpretation of these rules and regulations or By-laws of the NZRCA the decision of the Board shall be binding and final.

9. THE CONTROL AND INVESTMENT OF FUNDS

- 9.1 The Secretary/Treasurer, President and Licence Secretary are to open and operate bank accounts as directed by the Board.
- 9.2 The Secretary/Licence Secretary/Treasurer is Responsible for handling of all funds of the NZRCA by the Board.
 - 9.2.1 All income is to be directed to the Secretary/Licence Secretary/Treasurer who is to issue receipts and deposit funds in the Association bank accounts.
- 9.3 The Secretary/Treasurer will hold the Associations cheque book and is Responsible for issuing cheques as directed by the Board and in accordance with the NZRCA Rules.
 - 9.3.1 The Treasurer will have access to the NZRCA bank account via internet banking and shall be permitted to process online transactions for any accounts approved and minuted at an AGM, Special Meeting or Board meeting.

- 9.4 Any Investment of surplus funds is to be actioned by the Secretary/Treasurer under the name of the Association as directed by the Board.
- 9.5 All purchases on behalf of the Association over Two Hundred and Fifty Dollars (\$250.00) must have prior authority by the Board.
- 9.6 The Statement of Income and Expenditure will be for Twelve months ending on the 31st March in each year.
 - 9.6.1 A Balance sheet setting out the Assets and Liabilities as at that date and a Statement detailing any mortgage charges or securities affecting any property of the Association shall be compiled, duly audited and presented to the Annual General Meeting.
 - 9.6.2 Immediately after such a Meeting a copy of these Statements and Balance sheet shall be forwarded to the Registrar of Incorporated Societies.
 - 9.6.3 An independent audit of the NZRCA financial records may conducted on an annual basis by a person or persons, each of whom shall be a suitably qualified person, appointed by the executive board.
 - 9.6.3.1 They shall not hold any other office in the Association, but have the right to attend any meeting of the Association at which the Association financial affairs are under discussion.
- 9.7 Execution of documents except as provided by Law, Cheques, Drafts, Promissory Notes, Orders of Payment of money and other evidences of indebtedness of the Association will require any two signatures of the following:
 - 9.7.1 The President and Secretary/Treasurer.
 - 9.7.2 Either the President or Secretary and a designated Board member.

10. THE POWER TO BORROW MONEY

- 10.1 The Association and the Board will be empowered to enter into contracts for the purpose of borrowing money only when approval for such contracts is given by Two Thirds majority vote at an AGM.

11. Moved to Section 3 (Membership) 2018

12. IFMAR EVENTS

On application to the NZRCA Executive.

13. DISSOLUTION

The Association may be voluntarily Wound-up as provided by Section 24 of

the Incorporated Societies Act 1908 amended in 1971.

- 13.1 Then at a Special Meeting, by a Two Thirds majority, it must dissolve all debt and distribute the funds remaining to those Clubs who are at the time Financial Members Clubs or as set out in the instrument of Winding-up.

14. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary and shall not be affixed to any document without the approval of the Board.

- 14.1 The Affixing of the seal to any document creating a legal obligation upon the NZRCA shall be attested by two members of the Board, of whom one must be the President and the Secretary.

15. INDEMNIFICATION

The Board, collectively and individually, shall be indemnified out of the assets of the association against all actions demands, cost and expenses arising directly out of the performance of them of their duties as Board persons of the NZRCA.

16. DISPUTES RESOLUTION

- 16.1 Negotiation: If any member notifies another member (term member is deemed any from section 3) in writing of any dispute of any kind, the parties must endeavor to resolve the dispute in good faith by negotiation. The parties must meet initially within 20 working days of one party referring a dispute to the other. The NZRCA executive are to be formally notified of any dispute at negotiation level onwards.

- 16.2 NZRCA Executive Representative: If it is not possible to resolve any dispute in accordance with clause 16.1 (negotiation), the parties shall escalate the dispute to the NZRCA Executive. The executives must meet within 10 working days or having the dispute referred to them.

- 16.3 Mediation: If any dispute cannot be resolved under clause 16.1 or 16.2, either party shall refer the dispute to an independent mediator and this must take place within 20 working days of having the dispute referred to them. If the independent mediator cannot be agreed by both parties, the NZRCA Executive shall be charged with appointing the independent mediator.

- 16.4 Arbitration: If any dispute cannot be resolved under clause 16.1, 16.2 or 16.3, either party shall refer the dispute to arbitration in accordance with the provisions of the Arbitration Act 1996.

17. REVISION OF RULES

These rules may be revised, amended, rescinded and added to by resolution passed by a Two Thirds majority of the member Clubs present at and voting at an Annual General or Special Meeting of which notice specifying the intention to propose the resolution has been given according to the rules.