

## **THE RULES OF AUCKLAND HARLEY OWNERS GROUP INCORPORATED**

### **NAME**

1. THE name of the Chapter shall be "Auckland Harley Owners Group Incorporated".

### **OBJECTS**

2. THE objects for which the Chapter is established are:-
  - (a) To promote responsible motorcycling activities for Harley Davidson motorcycle owners by conducting activities and encouraging participation while maintaining a family orientated philosophy.
  - (b) To provide communication advice assistance and affiliation between groups promoting Harley Davidson motorcycles.
  - (c) To promote and foster discussions of and enthusiasm for all matters and questions relating to Harley Davidson motorcycles and accessories.
  - (d) To initiate and promote rallies and gatherings which encourage the use of Harley Davidson motorcycles and to continue further research into the maintenance and continuation of Harley Davidson motorcycles.
  - (e) To print and publish any newspapers periodicals books leaflets and other documents as the Chapter may think fit for the promotion of the objects of the Chapter in accordance with the copyright requirements of Harley Davidson Motor Company, and subject to the approval of the sponsoring dealer.
  - (f) To provide information for its Members .
  - (g) To co-operate with any society organisation or group of persons in any action or matter which the Executive shall consider to be in furtherance of the objects of the Chapter.
  - (h) To contribute towards the funds of any organisation affiliated to the Chapter or to any organisation, person club or group of persons having similar objects either by means of donation or gift or by loan with or without security. (i) To invest moneys not immediately required upon such securities as may from time to time be determined by the Chapter.
  - (j) To do all such things as are incidental or conducive to the attaining of the Chapter's objects.

### **REGISTERED OFFICE**

3. THE Chapter shall have a registered office which shall be situated at the premises of the Sponsoring Dealer and notice of the situation of the registered office or any change thereof shall be given to the Registrar of Incorporated Societies.

### **MEMBERSHIP**

4. THERE shall be two classes of Membership namely:-
  - (a) Sponsoring Dealer
  - (b) Individual Members

5. **SPONSORING DEALER.** This means an organisation (being Shaft Motorcycles Limited at Auckland as at the incorporation of this Chapter) in the Auckland Chapter area in New Zealand who due to its interest in Harley Davidson motorcycles and accessories has been appointed the Sponsoring Dealer by the Harley Owners Group (called "H.O.G." and being the international organisation founded and sponsored by Harley Davidson Inc) (hereinafter called the "Sponsoring Dealer") and which is affiliated to the Chapter under these Rules. The Sponsoring Dealer shall be exempt from payment of any annual subscription and shall be entitled to all the rights and privileges of an Individual Member of this Chapter.

The SPONSORING DEALER since April 2001 is recorded as *Shaft Motorcycles & Universal Motorcycles Limited, trading as Auckland Motorcycles and Power Sports.*

6. **INDIVIDUAL MEMBERS.** This means any individual person interested in Harley Davidson motorcycles and accessories who is a financial member of H.O.G. and who has been elected in accordance with these Rules (hereinafter called an "Individual").
7. Any Individual desirous of becoming a Member of the Chapter shall make application in the prescribed form to the Secretary of the Chapter and upon payment of the current annual subscription shall be entered by the Secretary as a Member of the Chapter and shall continue to be a Member the Chapter so long as that Individual's subscription shall be paid within the time prescribed.
8. Any Individual may resign his or her Membership by giving one month's notice in writing to the Secretary of his or her intention so to do but any Individual on ceasing to be a Member shall remain liable for and pay to the Chapter all moneys which at the time of his or her ceasing to be a Member were due from him or her to the Chapter.
9. IF any Individual shall neglect to pay an annual subscription due to the Chapter by the end of in the current financial year as stipulated Clause 20 hereof the Executive may in its discretion cancel that particular Individual Membership.

## **ANNUAL SUBSCRIPTIONS**

10. The annual subscription for any Individual Member shall be such sum as shall be fixed at a General Meeting of the Chapter convened in accordance with these Rules and such annual subscription shall be paid on renewal date of the Individual member's International membership of H.O.G. and any Individual Member failing to pay such subscription as aforesaid shall not be entitled to exercise his or her rights and privileges of Membership.
11. The Executive may at any time after the last day of each financial year strike off the Register of Members the name of any Member who has failed to pay his or her annual subscription for any previous financial year and thereupon such Member shall cease to be a Member of the Chapter but shall remain liable for any subscription then in arrear other than the subscription for the year in which such Members name is so struck off but such Member shall be entitled to be reinstated as a Member at his or her request upon payment of any subscription then owing.

## **GENERAL MEETING**

12. The Annual General Meeting of the Chapter shall be held at a time and place to be fixed by the Executive not later than the 31st August. After the end of each financial year at least 21 days notice of such meeting shall be given to all Members. Such meetings shall be for the following purposes, namely to receive and adopt the Annual Report, balance sheet and statement of accounts for the previous financial year, to elect the Officers of the Chapter and Members of the Executive, to elect the Chapter's representative to any relevant national or international body to elect an auditor and to decide upon any resolutions which may be duly submitted to such meeting.

- 13 (a) THE Executive may at any time convene a Special General Meeting and it shall do so forthwith upon the receipt in writing signed by at least twenty five percent of the Individual Members of the Chapter of a requisition requiring such meeting to be called and stating the business to be dealt with thereat. It shall not be lawful for a Special General Meeting to transact any business other than that for which it is called.
- (b) Should the Executive fail to convene such meeting within twenty-eight days after the date of receipt of a requisition as aforesaid it shall be lawful for the requisitionists to convene such meeting.
- (c) Twenty-one days notice of any Special General Meeting shall be given to all Members and the notice calling such meetings shall clearly indicate the nature of the business to be transacted at such meeting.

## **PROCEDURE AT GENERAL MEETING**

14. (a) The Director of the Chapter shall preside at all General and Special General Meetings but should the Director not be present then the Assistant Director or in his or her absence one of the members present at and elected by the meeting shall preside at such meeting.
- (b) The Director or such other person appointed in his or her absence pursuant to clause 14(a) above at all General and Special General Meetings shall have a deliberative as well as a casting vote.
- (c) Every financial Member present shall be entitled on every motion to one vote to be exercised in person but no Member shall vote by proxy unless the proxy is in writing and signed by that Member with the instrument appointing the proxy to be deposited with the Secretary of the Executive prior to the commencement of the meeting and the said proxy also to be a Member of the Chapter.
- (d) The mode of voting except where otherwise provided by these Rules shall be by the voices or by a show of hands but if any Member present shall demand a ballot then by ballot.
- (e) At all General and Special General Meetings 25% of Members shall constitute a quorum and should a quorum not be present within half an hour from the time appointed for the meeting then such meeting shall be adjourned to such other place and at such other time as the Executive shall determine. If at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Members present, provided they number not less than 20% of all Members, shall constitute a quorum.
- (f) If at the adjourned meeting and subsequent adjourned meetings a quorum as specified in Clause 14(e) hereof is not present within half an hour from the appointed time and when a meeting is adjourned for thirty 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (g) All resolutions passed at any general or Special General Meeting held in conformity with these Rules shall be binding upon all Members of the Chapter whether they shall be present at such meeting or not.
- (h) All resolutions at any General or Special General Meeting shall be decided by a bare majority of Members present and voting thereat except in such cases where these Rules require otherwise.

## **OFFICERS OF THE ASSOCIATION**

15. THE Officers of the Chapter shall consist of:-
- (a) A Director
  - (b) An Assistant Director
  - (c) A Secretary
  - (d) A Treasurer
  - (e) Such other Officers as the Chapter by resolution at a General Meeting shall determine with the options for other officers to include but not be limited to an Activities Chairman, a ladies of Harley Officer, a Road Captain, an Editor, a Safety Officer, a photographer and an Historian
  - (f) The positions of Secretary and Treasurer can be combined and the duties carried out by one person.

## **EXECUTIVE**

16. (a) THE affairs and business of the Chapter shall be managed and controlled by an Executive consisting of the Officers of the Chapter (called "Members of the Executive").
- (b) The present Director of the Chapter shall be chairperson of all Executive Meetings but in his or her absence the Assistant Director or in his or her absence one Member of the Executive shall be chairperson of such meeting.
- (c) At all Executive meetings three Members in person shall form a quorum.
- (d) Save where otherwise provided by these Rules all resolutions at meetings of the Executive shall be carried by a bare majority of Members present at the meeting and voting shall be by the voices or-by show of hands or, if demanded by any Member present, by ballot.
- (e) The Chairperson of all Executive meetings (whether it be the Director or his or her replacement in the Director's absence) shall have a deliberative as well as a casting vote.
- (f) The Executive shall meet not less than six times each financial year at such times and places as shall from time to time be determined by the Executive and at all such meetings the Executive shall determine its own procedure so far as is not provided by these Rules.
- (g) The Director shall have power to call a special meeting of the Executive at any time he or she thinks fit and shall call such special meeting on the written requisitions signed by two Members of the Executive and should he or she fail to do so then the requisitionists may call such meeting.
- (h) Notice of every Executive meeting shall be given to each Member of the Executive and shall be deemed to have been duly given if posted in a properly addressed prepaid letter not less than forty-eight hours prior to the time appointed for holding of the meeting in question.
- (i) The Executive shall have power to appoint a Member of the Chapter to fill any casual vacancy on the Executive or in the Officers of the Chapter except the Director who shall be appointed pursuant to clause 16(k) below and any person so appointed shall hold such office until the

appointment of his or her successor in the office elected at the next Annual General Meeting.

- (j) The Officers of the Chapter and Members of the Executive shall hold office from the date of their election until the appointment of their successors in office at the next Annual General Meeting with each Officer being eligible for re-election himself.
- (k) All candidates for election as Officers of the Chapter or for the Executive except the Director Assistant Director, Secretary and Treasurer positions shall be nominated by one and seconded by another Member with the said nomination to be endorsed by the candidate himself or herself and shall be in the hands of the Secretary prior to the commencement of the Annual General Meeting and the candidate for election must be present at the Annual General Meeting. Where an election is necessary owing to the number of candidates exceeding the number required such election shall be by ballot held at the said meeting and for that purpose the meeting shall elect two of those present to act as returning Officers for such ballot to count the votes, determine the validity or otherwise of each vote cast and report the result to the Chairperson of the meeting for declaration of the result of such election. The Director, Assistant Director and, Secretary and Treasurer shall not be elected by this method as the Sponsoring Dealer has the right to appoint the Director, Assistant Director and, Secretary and Treasurer and shall do so annually at each Annual General Meeting. The Director, Assistant Director, Secretary and Treasurer shall abide by all the Rules of the Chapter and follow all required procedures.
- (l) Any Officer of the Chapter or any Member of the Executive except the Director, Assistant Director, Secretary and Treasurer may be removed from office by a resolution passed at a Special General Meeting of the Chapter convened for that purpose and carried by a majority of two-thirds of those present and voting at such meeting.
- (m) The office of an officer shall become vacant if the Officer:-
  - (i) Dies.
  - (ii) Becomes of unsound mind.
  - (iii) Resigns the office in writing addressed to the Secretary of the Executive.
  - (iv) Is removed from office under Clause 16(l) above.
  - (v) Ceases to be a Member of the Chapter.
  - (vi) Acts as an officer of any other Harley Owners Group Chapter.
- (n) No remuneration or benefit in money or monies worth except the repayment of expenses incurred in performing the duties of his or her office shall be paid or provided to any Officer.
- (o) The duties of the Executive and Officers of the chapter shall be as read in the International Harley Owners Handbook, Section C, Job Descriptions

## **POWERS OF THE EXECUTIVE**

- 17. IN addition to any powers conferred upon the Executive under any other of these Rules the Executive shall have the following powers:
  - (a) To conduct the general business and affairs of the Chapter.

- (b) To receive control and expend and invest funds of the Chapter.
- (c) To make alter rescind and amend from time to time by-laws and regulations for the management and conduct of the affairs of the Chapter.
- (d) In the Corporate Name of the Chapter to make enter into execute and complete any deed contract document agreement or instrument relating to the affairs of the Chapter.
- (e) To appoint sub-committees and to delegate to them any such powers authorities and duties the executive shall think fit. The Director and the Secretary shall be ex-officio members of all sub-committees.
- (f) To convene General and Special General Meetings of the Chapter.
- (g) To keep proper records of all financial transactions of the Chapter, proper minutes of all General and Executive Meetings, to compile and present to the Annual General Meeting annual reports balance sheets and statements of account, to keep a Register of Members and deliver to the Registrar of Incorporated Societies annual financial statements and such other information as may be required by the Incorporated Societies Act, 1908.
- (h) To manage and control the affairs of the Chapter generally in all matters provided for by the objects of the Chapter including those matters which are not expressly by these Rules required to be done or exercised by the Chapter in General Meeting.

## **GENERAL**

- 18. **NOTICES.** All notices required to be given under these Rule unless otherwise expressly provided in these Rules shall be given by the Chapter to any Member by sending such notice by post to that Member at the last known place of abode of any Member. Where a notice is sent by post, the notice shall be deemed to be sent by properly addressing, pre-paying and posting a letter contain in the notice. In the case of a notice of a meeting service of such notice is deemed to have been effected on the day after the date of its posting. In any other case service of a notice is deemed to have been effected at the time at which the letter should be delivered in the ordinary course of post.
- 19. **COMMON SEAL.** The Chapter shall have and shall provide a Common Seal and shall have power from time to time to destroy the same and substitute a new Common Seal in place thereof. The Common Seal shall be held for safe custody at such place and by such person as the Executive may determine from time to time and shall be affixed by the Secretary to any documents requiring to be sealed by the Chapter in pursuance of the resolution of the Executive in the presence of the Secretary and one other Officer of the Chapter or Member of the Executive appointed by the Executive for that purpose.
- 20. **FINANCIAL YEAR.** The financial year of the Chapter shall terminate on the 30th day of June in each year.
- 21. **AUDITOR.** At the annual General Meeting an Auditor shall be appointed to audit the accounts and books of the Chapter during the ensuing financial year and should any vacancy occur in such office during any year the Executive shall fill the same by appointment of another Auditor in his or her place.
- 22. **ALTERATION TO RULES.** These Rules may be altered, added to rescinded or otherwise varied or amended to a resolution passed by a two-thirds majority of those present at any Annual or Special General meeting of the Chapter of which twenty-one (21) days notice has been given to all Members of such proposed alterations, addition, rescission, variation or

amendment **PROVIDED HOWEVER** that the rule vesting the right of sponsoring agent to appoint the Director, Assistant Director, Secretary, and Treasurer and Rule 26 Private Pecuniary Gain, shall be entrenched and not varied in any way. Such notice shall be sufficient without setting forth in full such proposed alteration, addition, rescission, variation or amendment if the general effect thereof is clearly indicated in such notice.

23. REGISTER OF MEMBERS. The Chapter shall keep a register of its members.
24. EXPULSION OF MEMBERS. If the conduct of a Member is such that it appears to the Executive to endanger the character, good order or welfare of the Chapter it shall on its own resolution be in the power of the Executive or, on the requisition from not less than twenty five per cent of Members, be its duty to call a Special General meeting of the Chapter to consider the expulsion of such Member. Prior to such meeting being called the Executive shall provide the member under threat of expulsion with the opportunity of a fair hearing by stipulating in writing to that member the grounds for his or her expulsion and by giving that member a hearing in front of the Executive. At the Special General Meeting the President or the Chairperson of the meeting shall outline the position, the procedures followed and the Executive's recommendations prior to the vote which shall be by ballot. In the event of its being voted at such meeting by two-thirds of the Members present that the name of such Member be removed from the Register of Members of the Chapter such Member shall cease forthwith to belong to the Chapter or have any claim against the property of the Chapter. The Executive shall then provide the expelled member with written confirmation of the decision of the Special General Meeting.
25. Disclosure OF INTEREST OF EXECUTIVE MEMBER. An Officer of the Chapter who is interested in any contract or arrangement made or proposed to be made with the Chapter shall disclose his or her interest at the first meeting of the Executive at which he or she becomes aware that the contract or arrangement is being considered. An officer may vote at any meeting of the executive in respect of such contract or arrangement in which he or she is interested only if he or she has disclosed that interest.
26. PRIVATE PECUNIARY GAIN. No member of the Harley Owners Group Auckland Chapter Incorporated herein known as the member is to engage in club fund raising activities for their private pecuniary gain. Notwithstanding the aforementioned, the member may be reimbursed for expenditure incurred whilst undertaking said fund raising activities and accordingly, paid reasonable remuneration for services rendered.
27. DISSOLUTION. The Chapter may be wound up or dissolved in the manner prescribed by and under the provisions of "The Incorporated Societies Act, 1908" and upon the dissolution or winding up of the Chapter the assets of the Chapter shall be realised and the funds of the Chapter subject to the liquidation of all debts and liabilities shall be disposed of by being donated to Charitable organisations in New Zealand with such Charitable organisation or organisations to be determined by the Members in General Meeting.