

By-Laws

By-Laws of MotorSport New Zealand Incorporated

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Note: All text changes from the previous issue of these Bylaws are highlighted such. Text changes for grammatical and/or formatting reasons are not highlighted.

1. Travel Equalisation:

- 1.1** To ensure that the cost of attending Annual General Meeting by Member Clubs is shared as equitably as possible, all Member Clubs will be invoiced within two(2) months of the Annual General Meeting, either a debit or credit, which reflects a share of the cost of sending delegates from each Member Club.
- 1.2** These costs will be calculated on the basis of a return economy class airfare.
- 1.3** These costs will be shared by all Member Clubs whether or not it has a representative attending the Annual General Meeting.

2. Advisory Commissions:

- 2.1** In accordance with rules 4.1(o) and 15.2(i) of the Constitution, the Board may establish Advisory Commissions to advise, and make recommendations to, the Chief Executive Officer.
- 2.2** It is desirable, so far as is reasonably practicable, that each Advisory Commission should:
- (a)** Reflect a fair geographical representation within its membership; and
 - (b)** Have available from within its membership sufficient expertise of the discipline represented by the Advisory Commission and experience to enable the Advisory Commission to function effectively.
- 2.3** **Number of Advisory Commissions:** The Board shall determine the number and types of Advisory Commissions, provided that there are Advisory Commissions for at least the following:
- (a) ClubSport:** The ClubSport Advisory Commission shall comprise of four(4) persons elected by the AGM, and one(1) non-voting Board liaison member. The chairperson shall be elected by the Advisory Commission voting members.
 - (b) Historic and Classic:** The Historic and Classic Advisory Commission shall comprise of four(4) persons elected by the AGM, and one(1) non-voting Board liaison member. The chairperson shall be elected by the Advisory Commission voting members.

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- (c) **Race:** The Race Advisory Commission shall comprise of four(4) persons elected by the AGM, one(1) person appointed by the Circuit Owners Group, and one(1) non-voting Board liaison member. The chairperson shall be elected by the Advisory Commission voting members. Where MSNZ has appointed a promoter for any series, the Board may, at its sole discretion, permit that promoter to appoint one(1) person to the Race Advisory Commission for liaison involving any series that the promoter is appointed to, who shall have speaking but not voting rights.
- (d) **Rally:** The Rally Advisory Commission shall comprise of four(4) persons elected by the AGM, one(1) person appointed by Rally of New Zealand Limited, and one(1) non-voting Board liaison member. The chairperson shall be elected by the Advisory Commission voting members.

2.4 Appointment: Any person, may be appointed by the Board to an Advisory Commission, provided that no more than two(2) persons shall be appointed to any one(1) Advisory Commission at the same time.

- (a) Any appointment shall be for a term of up to one(1) year, expiring no later than the conclusion of the AGM following the appointment. A person may be re-appointed for subsequent terms at the discretion of the Board, having given due regard to By-Law 2.2.
- (b) For Advisory Commissions listed under By-Law 2.3 any such appointment may be in addition to the membership prescribed therein.
- (c) Appointed members shall have the same speaking and voting rights as an elected member.
- (d) Where not provided for in these By-Laws, the number and composition of people appointed to an Advisory Commission shall be determined by the Board.

2.5 Co-option: The Board may co-opt persons to any Advisory Commission where their expertise and/or experience is required for a specific purpose, provided that:

- (a) The necessary expertise and/or experience is not already provided for within the elected or appointed membership of the Advisory Commission, or if it is already provided for, the co-option is considered to be essential to success of the purpose; and
- (b) Such persons shall attend meetings only where their specific input is required; and
- (c) They shall have speaking but not voting rights at any meetings; and
- (d) Their term of co-option shall cease at the conclusion of the specific purpose for which they were co-opted.

2.6 Election: Nominees for the elected positions must satisfy the same criteria as nominees for Elected Board positions set out in the Constitution. In addition, nominees may not be Board members, unless that Board member has given notice of their resignation from their position, to take effect prior to the commencement of Advisory Commission elections. If there are insufficient members elected to an Advisory Commission, the Board shall fill the vacancies by appointment.

2.7 Term of Office: Except where provided for elsewhere in these By-Laws members of an Advisory Commission shall be elected, in accordance with these By-Laws, for a term of three(3) years in accordance with the following:

- (a) The term of office shall commence at the conclusion of an Annual General Meeting and end at the conclusion of the Annual General Meeting of the third year.
- (b) Elections for Advisory Commission members will be staggered so that at least one(1) member shall be elected at each Annual General Meeting.

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- (c) The documentation supporting the notice of AGM for each year shall advise the schedule of vacancies and rotation arising in each Advisory Commissions' member positions for that year.
- (d) Members may be re-elected for not more than two(2) further subsequent and consecutive terms of office. Having served three(3) consecutive terms of office, an Advisory Commission member shall only be eligible for Advisory Commission election or appointment after serving a three(3) year stand down period.
- (e) At any General Meeting, or upon completion of three(3) consecutive terms of office, an Advisory Commission member may step down from an Advisory Commission and be immediately elected / appointed to the Board.

2.8 Transitional Arrangements: To give effect to the provisions in By-Law 2.7, the following people will be deemed to have been elected as Advisory Commission members on the conclusion of the 2016 AGM:

- (a) Any Advisory Commission members elected at the 2015 AGM, who will serve to complete their elected term of office, expiring on conclusion of the 2017 AGM; and
- (b) Any Advisory Commission members elected at the 2016 AGM, who will serve to complete their elected term of office, expiring on conclusion of the 2018 AGM.
- (c) Thereafter the election of elected Advisory Commission members to be in accordance with the provisions of By-Law 2.7.
- (d) Any vacancies arising during the transition shall be utilised, where practicable, to give early effect to the revised Advisory Commission term of office structure.
- (e) At the 2017 AGM those Advisory Commission members elected in 2015 shall stand down and shall be eligible for re-election. There shall be two(2) positions available for election for each Advisory Commission that provides for elected members for an initial term of two(2) years each, expiring on conclusion of the 2019 AGM.
- (f) At the 2018 AGM those Advisory Commission members elected in 2016 shall stand down, having completed their first term of office and shall be eligible for re-election. There shall be two positions available for election for each Advisory Commission that provides for elected members: one for an initial term of two(2) years, expiring on conclusion of the 2020 AGM; and one for an initial term of three(3) years, expiring on conclusion of the 2021 AGM. The highest polling candidate shall be elected to the longer term vacancy.

2.9 Terms of Reference: The Board shall determine the terms of reference for each Advisory Commission.

2.10 Powers of Advisory Commissions: The Advisory Commissions shall have the powers delegated to them by the Board including the power to make recommendations to the Chief Executive Officer.

2.11 Meetings: The Advisory Commissions shall meet on such occasions and by such methods as each Advisory Commission and/or the Chief Executive Officer determine. In any case, Advisory Commissions shall hold at least one(1) face to face meeting per year.

2.12 Termination: A member of an Advisory Commission may retire at any time prior to the expiry of the term of office, by providing notice in writing to the Board. The Board may fill such vacancies for the balance of the term of office. The Board may require a member of an Advisory Commission to terminate their position on an Advisory Commission if, in its opinion, the person has brought MotorSport into disrepute. A person who is terminated on this basis may appeal the decision of the Board to the Judicial Committee.

3. Departments:

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- 3.1** In accordance with Rules 4.1(o) and 15.2(i) of the Constitution, the Board may establish Departments to assist in the management of MSNZ's activities and to make recommendations to the Chief Executive Officer.
- 3.2** **Number and Types of Departments:** The Board shall determine the number of Departments, provided that there are departments for at least the following:
- (a) Stewards.
 - (b) Circuit Safety.
 - (c) Clerks of the Course.
 - (d) Competitor Relations.
- 3.3** **Appointments:** The number and composition of people appointed to each Department shall be determined by the Board except as expressly required under these By-Laws. Any person may be appointed to a Department. All Department officials, including the Department Chief, are required to hold an Officials Licence, issued in accordance with the provisions of the National Sporting Code.
- 3.4** **Department Chiefs:** The Board shall appoint annually to each Department a Department Chief. The duties of a Department Chief are to:
- (a) Coordinate and report on the activities of their Department to the Chief Executive Officer;
 - (b) Ensure all persons appointed to the Department act in accordance with their defined responsibilities;
 - (c) Oversee the Departments training requirements;
 - (d) Undertake activities as directed by the Chief Executive Officer.
- 3.5** **Terms of Office:** Department Chiefs shall be appointed, in accordance with these By-Laws, unless otherwise stated for a term of one(1) year, with a 30 June expiry. Officials may be re-elected or reappointed for further terms of office.
- 3.7** **Meetings:** Each Department shall meet on such occasions and by such methods as each Department and/or the Chief Executive Officer determine.
- 3.8** **Termination:** A person appointed to a Department may retire at any time prior to the expiry of the term of office by providing notice in writing to the Board. The Board may fill such vacancies for the balance of the term of office. The Board may require a person to terminate their position in a Department if, in its opinion, the person has brought MotorSport into disrepute. A person who is terminated on this basis may appeal the decision of the Board to the Judicial Committee.
- 4. Stewards Department:**
- 4.1** The Department Chief of the Stewards Department, appointed by the Board under By-law 3.4, shall be known as the Chief Steward.
- 4.2** The Chief Steward in conjunction with the Chief Executive Officer shall recommend to the Board the biennial appointment of the following stewards to the Steward Department:
- (a) Area Stewards.
 - (b) Other Stewards, in sufficient number to adequately service the requirements of all events.
- 4.3** The duties of all Stewards are those set out in the National Sporting Code.

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5. Circuit Safety Department:

5.1 The Department Chief of the Circuit Safety Department, appointed by the Board under By-law 3.4 shall be known as the Chief Circuit Safety Inspector.

5.2 The Chief Circuit Safety Inspector in conjunction with the Chief Executive Officer shall recommend to the Board the appointment of Circuit Safety Inspectors as required.

5.3 The duties of Circuit Safety Inspectors are set out in the National Sporting Code.

6. Clerks of the Course Department:

6.1 The Department Chief of the Clerks of the Course Department, appointed by the Board under By-Law 3.4 shall be known as the Chief Clerk of the Course.

6.2 The Chief Clerk of the Course in conjunction with the Chief Executive Officer shall recommend to the Board the biennial or triennial (as appropriate) appointment of the following Clerks of the Course to the Clerks of the Course Department:

(a) Area Clerks of the Course.

(b) Other Clerks of the Course, in sufficient number to adequately service the requirements of all events.

6.3 The duties of all Clerks of the Course are set out in the National Sporting Code.

7. Competitor Relations Department:

7.1 The Department Chief of the Competitor Relations Department, appointed by the Board under By-Law 3.4 shall be known as the Chief Competitor Relations Officer.

7.2 The Chief Competitor Relations Officer in conjunction with the Chief Executive Officer shall recommend to the Board the triennial appointment of Competitor Relations Officers in sufficient number to adequately service the requirements of all events.

7.3 The duties of all Competitor Relations Officers are set out in the National Sporting Code.

8. Expenses:

8.1 Actual and reasonable expenses incurred by members of the Board, Officers, President(s) d'Honneur, members of Advisory Commissions and Departments and persons appointed by MSNZ in carrying out their duties for MSNZ, shall be met by MSNZ.

9. Notification of Discipline of Licence Holder:

9.1 Any member club or associate member who suspends/disqualifies or otherwise disciplines one of its members who is a licence holder shall notify the Board in writing of the reason for the sanction and the sanction given.