

Iron Thunder Motorcycle Club Incorporated Constitution and Rules

V12.0 – 10 October 2026



1. THE SOCIETY

1.1 Name of Society

The name of the Society is "Iron Thunder Motorcycle Club Incorporated ". In its abbreviated form it shall be referred to as ITMC-NZ.

Herein, ITMC-NZ is referred to as the Society.

The Society is constituted by resolution dated December 19, 2019.

1.2 Registered Office

- a) Unless otherwise resolved by the Executive, the Society's registered office (which must be in New Zealand) will be the current Secretary's physical address.
- b) Any change to the registered office must be notified to the Registrar and will take effect on the date specified in the notice, being a date at least five working days after the notice is registered.

1.3 Contact Person

- a) The Society must have at least one and no more than three Contact Persons. The designated Contact Person is the current President who, by virtue of holding that office, is deemed to be appointed as a Contact Person.
- b) A Contact Person must be an individual who is 18 years or older and ordinarily resident in New Zealand.
- c) If the President is ineligible to act as a Contact Person, or the office of President is vacant, the Executive must appoint an eligible Contact Person so the Society continues to have at least one Contact Person at all times, and any vacancy must be filled within 20 working days.
- d) The Society must ensure the Registrar is notified of any change of Contact Person, or any change to a Contact Person's name or contact details, within 20 working days after the Society becomes aware of the change.

1.4 Objectives of the Society

- a) The Objectives and Purposes of the Society are to:
 - i. Raise money for and make donations to any worthy cause likely to further the purposes of the Society. All such donations are to be approved by a majority of the Executive.
 - ii. Provide a means by which eligible and like-minded persons can meet for companionship, social activities, fundraising and the responsible pursuit and enjoyment of motorcycling.
 - iii. Promote the identity, popularity, and perpetuation of the Society.
 - iv. Purchase, lease, hire, exchange or otherwise acquire any real or personal property, rights or privileges which may further the purposes of the Society.

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- v. Sell, lease, hire, exchange or otherwise dispose of any real or personal property, rights or privileges which may further the purposes of the Society.
- vi. Encourage and promote safe motorcycling among Members and the community.
- vii. Engage in any business, undertaking or project which may seem to the Society to be capable of furthering the purposes for which the Society is established.
- viii. Borrow money upon such terms and conditions as the Executive shall from time to time arrange and to grant mortgages, charges, and encumbrances on any property of the Society to secure any loan made to the Society.
- ix. Communicate, affiliate, or enter relations with other Persons, Clubs, Societies or Associations with a view to furthering the purposes of the Society.
- x. Do all such other things as are incidental or conducive to the purposes of the Society outlined in clause 1.4 above.

b) Pecuniary Gain:

- i. Pecuniary gain is not an objective of the Society.

2. FINANCIAL

2.1 Control of Funds

- a) Any reputable major trading bank in New Zealand may be used by the Society for banking services.
- b) All funds received by the Society will be paid into its bank account.
- c) The Society's financial year (balance date) runs from 1 April to 31 March.
- d) All payments drawn on the Society's account will be signed / approved by one of either the Treasurer, President, or the Vice President; only one signatory shall be required.
- e) The Society shall apply to have three EFTPOS/debit cards on the Society's bank account, to be held by the President, Treasurer, and Vice President (or their nominees).
- f) The income and property of the Society however derived shall be applied solely towards the promotion of the objectives of the Society as documented in these rules. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to the members of the Society provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Member, employee, or servant of the Society in return for any services rendered to the Society. This shall not prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the banker for overdrawn accounts on money lent or reasonable and proper rent for premises provided by any members to the Society.

2.2 Investment of Funds

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The Executive may from time to time invest and reinvest in such securities and upon such terms as it shall think appropriate the whole or any part of its funds which shall not be required for the immediate business of the Society.

2.3 Borrowing Powers

The Executive shall, in addition to the other powers vested in it, have the power to borrow or raise money from time to time by the issue of Debentures, Bonds, Mortgages or any other securities founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society shall think fit but the powers of such borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed at an Annual General Meeting or Special General Meeting.

3. THE SOCIETY'S INTELLECTUAL AND PHYSICAL PROPERTY

The Society's Intellectual Property is deemed to include but not be limited to:

- a) The Society's Colours.
- b) The Society's Chest Patch.
- c) The Society's Trademarks.

The Society's Physical Property is deemed to include but not be limited to:

- a) The Society's Colours.
- b) The Society's Chest Patch.
- c) The Society's Members' Regalia.
- d) ALL physical property that contains an image or the like of the Society's Colours or the Society's Chest Patch.

The Society's Intellectual and Physical Property remains the property of the Society and cannot be sold, used by, or otherwise transferred to any other person without the prior written approval of a majority of the Executive.

3.1 The Society's Colours

The Society's colours are a five-piece backpatch and consist of:

- a) Top rocker with the words IRON THUNDER in white on a black background surrounded by a white border.
- b) Bottom rocker with the COUNTRY in white on a black background surrounded by a white border.
- c) The Iron Thunder Thor icon, a registered trademark of the Society, in white on a black background surrounded by a black border.
- d) The Iron Thunder COMPASS, in white on a black background surrounded by a black border.
- e) The letters 'MC' in white on a black background surrounded by a black border.

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3.2 The Society's Front Set

The Society's Front Set consists of:

- a) The Society's chest patch in white on a black background surrounded by a white border positioned high on the left chest side of the vest.
- b) The Member's name patch in white on a black background surrounded by a white border; centrally aligned immediately beneath the chest patch and positioned so that the gap between them is as close as practical to 5mm.
- c) The Society's '100% Thunder' patch in white on a black background surrounded by a white border; directly aligned beneath the name patch and positioned so that the gap between them is as close as practical to 5mm.
- d) Where applicable, the Executive Position patch in black on a white background surrounded by a black border; directly aligned beneath the "100% Thunder" patch and positioned so that the gap between them is as close as practical to 5mm.
- e) Where required by the Executive at its sole discretion, the 'Legacy Member' patch in white on a black background surrounded by a white border; directly aligned beneath the Society's '100% Thunder' patch and positioned so that the gap between them is as close as practical to 5mm.
- f) Where applicable, the Realm badge in white on a black background surrounded by a white border positioned at the top of the right chest side of the vest vertically aligned as close as practical to the centre line of the VFFV logo patch.
- g) The VFFV logo patch in white on a black background surrounded by a white border centrally aligned immediately beneath the Realm badge and positioned so that the gap between them is as close as practical to 5mm.
- h) The initials I.T.M.C. followed by the year 2018 in runes, being the year the Society was formed, in white on a black background surrounded by a white border centrally aligned immediately beneath VFFV patch and positioned so that the gap between them is as close as practical to 5mm.

3.3 The Society's Trademarks

The Society owns all rights to the Society's trademarks including but not limited to:

- a) the Society's man image / Thor icon.
- b) the word mark "Iron Thunder"
- c) the word mark "Thunder Run"
- d) the word mark "Thunderhard"

All uses of the Society's trademarks are subject to the control and approval of the Society.

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Two handwritten signatures in black ink. The one on the left is a stylized signature, and the one on the right is a more legible signature that appears to be "N. Mac".

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3.4 The Society's Member Regalia

The Society's Member Regalia shall include the Society's Member's T-Shirt, Crew Shirt, and Ring, and any other items that the Executive shall at its sole discretion so deem.

The Society's Member Regalia may be worn by Full Members and Legacy Members in accordance with these Rules, and by Honorary Members subject to the limitations in clause 5.3 f). It cannot be worn by any other member of the Society without the unanimous approval of the Executive in writing.

3.5 Revocation of right to use or hold The Society's Intellectual or Physical Property

The Society reserves the right to suspend or revoke the use of the Society Colours, the Society Front Set and/or the Society Trademarks by any Realm or Member for violations of the Society's Constitution and Rules in effect at the time or for conduct that brings dishonour or discredit to the Society.

4. THE EXECUTIVE

4.1 Composition of The Executive

- a) The Executive (being the Society's committee for the purposes of the Incorporated Societies Act 2022) shall consist of the following office holders (each an Officer) who:
 - i. must be a current financial member of the Society; and
 - ii. unless sub-clause iii applies, must be a Full Member of ASGARD; and
 - iii. may hold an Executive position without being a member of ASGARD only if the ASGARD Full Members unanimously resolve (at a Members' Meeting, Special or Annual General Meeting) that a specified Executive position may be held by a non-ASGARD member. Unless the resolution expressly provides otherwise, that approval applies only to the election or appointment for which it was given and does not permanently alter the eligibility requirements for that position.
 - iv. All Officers shall be elected at an Annual General Meeting for the terms and election years detailed below:
 - President - Two years, odd-dated years
 - Vice President - Two years, even-dated years
 - Secretary - Two years, even-dated years
 - Treasurer - Two years, odd-dated years
 - Road Captain - Two years, odd-dated years
 - Sergeant at Arms - Two years, even-dated years

Before taking office, each Officer must provide written consent to act as an officer and certify that they are not disqualified from holding office under the Incorporated

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Societies Act 2022. If an Officer becomes disqualified, they cease to hold office immediately.

b) Subject always to the eligibility requirements in clause 4.1(a), unless it is a unanimous decision of ALL the current Executive to waive or amend the minimum service requirements set out in this sub-clause, no member shall be eligible for election to the Executive unless they meet the following minimum criteria for the relevant position:

- President - has been a full member for no less than three years and on the Executive no less than two years.
- Vice-President - has been a full member for no less than two years and on the Executive no less than one year.
- Secretary - has been a full member for no less than two years.
- Treasurer - has been a full member for no less than two years.
- Sergeant at Arms - has been a full member for no less than two years.
- Road Captain - has been a full member for no less than one year.

c) Nominations for Executive positions may be made in writing at any time, provided they are received by the Secretary no later than seven (7) days before the Annual General Meeting at which the election is to be conducted. Nominations may also be made from the floor at the Annual General Meeting.

A nominee does not need to be present to be elected. However, if the nominee is not present, they must have advised the Secretary in writing (email accepted) of their availability and willingness to hold office before the election is conducted. Unless it is a unanimous decision of ALL the current Executive to waive this requirement no person can be nominated for, or hold, more than one Executive position

4.2 Cessation of Membership of the Executive

An Executive member may be removed from office for misconduct, breach of these Rules, failure to perform the duties of office, or loss of confidence in that member.

A member shall cease to be a member of the Executive when:

- a) the member resigns from the Executive in writing, (emails accepted) to the Society Secretary, OR
- b) their term is at an end, OR
- c) a unanimous vote of the other members of the Executive removes the member from the Executive, OR
- d) a sixty-seven percent (67%) majority vote of all eligible voting members who have cast a deliberate vote at a Special or Annual General Meeting removes the member from the Executive.

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Upon cessation of membership of the Executive all Society property related to the Executive position shall be returned to the Society Secretary or with the approval of a majority of the remaining Executive to a member, whether a member of the Executive or not.

4.3 Vacancies on the Executive

- a) The Executive may, by unanimous resolution, appoint a person who is eligible to hold that Executive position under clause 4.1 to fill a casual vacancy on the Executive. A person appointed under this clause holds office only until the commencement of the next Annual General Meeting and then ceases to hold office. The appointee is eligible for election to the Executive at that Annual General Meeting subject to clause 4.1.
- b) Any such appointment shall be temporary until the next Annual General Meeting and any member so appointed shall retire at the next Annual General Meeting.
- c) The Executive may co-opt up to three people, who may or may not be members of the Society, to assist the Executive in its work. A co-opted person may exercise the same rights as a member without voting rights. His or her co-option will cease at the next Annual General Meeting.

4.4 Duties of the Executive

It shall be the duty of the Executive generally to conduct the affairs of the Society and to keep usual and proper books of account properly and other records of the business of the Society, to notify members of intended meetings and business to be transacted thereat and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of accounts for the preceding year.

Meetings of the Executive may be convened at such times and places as the President or in his/her absence the Vice-President deems. Sub-committees may be set up by the Executive.

The President shall be the Chief Executive Officer of the Society and shall undertake all tasks and duties and have all responsibilities that would normally be expected of the holder of such a position including but not limited to:

- oversee the management and operation of the Society.
- enforce the laws, rules, and regulations of the Society.
- convene meetings and establish whether a quorum is present.
- chair meetings.
- provide a report on the operations of the Society at each Members' Meeting or Annual General Meeting.
- be an ex officio member of all sub-committees.

The Vice-President shall assist the President as so directed by the President and where necessary stand in on behalf of the President to ensure the President's responsibilities are fulfilled.

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The Secretary shall:

- keep and maintain the Society's register of members in accordance with the Incorporated Societies Act 2022 and ensure that it is kept up to date
- record the minutes of all Meetings.
- hold the Society's records, documents and books excluding those required for the Treasurer's function.
- receive and reply to correspondence as required by the Executive.
- maintain or create any forms used by the Society.
- advise the Registrar of Incorporated Societies of any changes to these Rules.
- maintain the officers' interests register.

The Treasurer shall:

- keep proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
- send out invoices and pay accounts as approved or otherwise authorised in accordance with this Constitution and, where applicable, the ASGARD Realm Charter.
- prepare annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with normal accounting policies.
- prepare an annual budget for presentation at each Annual General Meeting and, based on this, make a recommendation to the members in relation to the amount of the ITMC-NZ Member Levy for the next financial year.
- provide financial information to the Executive as the Executive requires.
- provide a financial report to all members present at each Members' Meeting and to all members at the Annual General Meeting.
- forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.

The Sergeant at Arms shall:

- be responsible for ensuring the safety of the Society's Members, Visitors and Guests at any Society event, including rides.
- be responsible for ensuring that the rules of the Society are upheld by all Society Members, Visitors and Guests.

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- be responsible for investigating any alleged breach of the Society rules, or any other matter as so directed by the Executive and reporting to the Executive the findings of any such investigation.
- be responsible for enforcing any disciplinary action against any member for breach of any rules as directed by the Executive.

The Road Captain shall:

- be responsible for managing all Society rides as directed by the Executive and ensuring that:
 - all vehicles have a current warrant of fitness (WOF), registration (Rego) and are Road Legal.
 - participants are aware of the need to comply with the Road Rules.
 - participants partake in such rides in a safe and considerate manner.

4.5 Conflicts of interest (Incorporated Societies Act 2022):

The Executive must establish and maintain an officers' interests register. Each Officer must promptly disclose to the Executive any actual, perceived, or potential conflict of interest and the nature and extent of that interest. An Officer who is conflicted in relation to a matter must not participate in discussion or vote on that matter except as permitted under the Incorporated Societies Act 2022, and the disclosure (and any permitted participation) must be recorded in the officers' interest register.

4.6 Negation of Special General Meeting requirement (conflicted officers)

For the purposes of section 67 of the Incorporated Societies Act 2022, the Society negates the application of section 64(3) of that Act. Accordingly, the Society is not required to call a special general meeting solely because 50% or more of the officers are prevented from voting on a matter under section 64.

Despite this clause, the Executive may refer any matter to a Members' Meeting if it considers that appropriate.

5. MEMBERSHIP

Membership of the Society is a privilege, not a right. By applying for membership, an applicant acknowledges and accepts this.

No person or body corporate may become a Member of the Society in any membership class unless that person or body corporate has consented to membership.

5.1 Members

The decision to accept or reject a member voted in accordance with these rules will be binding on the Society and no justification will be provided for any decision. All such decisions will be automatically considered "in committee" and no information in relation to the process including how individual members voted will be passed on to any other party including the applicant.

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5.2 Eligibility and Obligations of Members

- a) No member shall conduct himself or be guilty of any such conduct as to bring the Society into discredit, or act in any way against the objectives of the Society.
- b) To be eligible for Full or Probationary membership of the Society a person must.
 - i. Be a motorcycle or trike rider.
 - ii. Own a motorcycle that is acceptable to the existing membership. While the Society is more interested in the person than what they ride, it is predisposed to large capacity American and British motorcycles. Other motorcycle types outside this may be considered on a case-by-case basis and approved by simple majority vote of Full Members at a Members' meeting.
 - iii. Not be a member of another triple-set back patch MC or "1%" MC.
 - iv. Hold a valid New Zealand Driver's Licence for the class of vehicle they ride.
 - v. Have completed an ITMC-NZ Membership Agreement, the completion of which confirms the applicant's consent to membership should their application be approved.
- c) Each member must promptly advise the Secretary of any change to their name, address, email address, or other contact details. The Secretary must update the Society's register of members as soon as practicable after receiving such advice.
- d) Internal Society and Realm Business

A member must not, without proper authority, disclose to any non-member or former member any Internal Society or Realm Business obtained or learned through their membership of the Society or a Realm.

For the purposes of these Rules, Internal Society or Realm Business means information concerning the internal affairs, discussions, decisions, finances, membership matters, disciplinary matters, governance, operations, meetings, activities or other business of:

- i. the Society;
- ii. ASGARD;
- iii. any other Realm; or
- iv. any committee, sub-committee, working group or other body operating under the authority of the Society or a Realm,

where that information is not intended for general public distribution, whether or not it has been expressly designated confidential or "in committee".

This restriction applies whether the information relates solely to the member's own Realm, another Realm, ASGARD, or the Society generally.

This restriction does not apply to information that:

- i. is already lawfully in the public domain;
- ii. has been authorised by the Society or relevant Realm for public disclosure;

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- iii. is required to be disclosed by law;
- iv. is disclosed for the purpose of obtaining legal, accounting, insurance or other professional advice; or
- v. is disclosed in good faith to the Police, a regulator, court or other lawful authority.

A breach of this clause may be dealt with under the disciplinary provisions of these Rules.

As the Society operates under the premise that every member is honest the Society expects members to be fully conversant with these rules and/or any rules that Events including runs or shows are being run under. Ignorance will not form a defence for any breach of any rules by any member.

5.3 Classes of Members

a) Full Member

Each Full Member shall be entitled to:

- i. Wear the Society's Colours, the Society's Front Set and the Society's Member Regalia and any other items that may from time to time be introduced by the Society by the unanimous vote of Full Members at a Members' Meeting or Annual General Meeting; and
- ii. Affix approved Society imagery/transfers/stickers to their motorcycles. Any proposed artwork shall be submitted to the Executive for approval; and
- iii. Receive, as part of their joining fee, the Society's Colours and Society's Front Set; and
- iv. One vote on any matter, subject to any other provisions in these Rules.

A Full Member is required to pay the applicable ITMC-NZ Member Levy and any other amounts as deemed necessary by the Executive. All fees and amounts are non-refundable.

To be considered as a Full Member, a person must have completed all of the requirements for a Probationary Member.

b) Probationary Member

Each Probationary Member shall be entitled to receive as part of their Joining Fee and wear:

- i. the Society's Colours excluding the central man image / Thor icon, the letters MC and the Viking compass (i.e. they can wear just the top and bottom rockers of the Society's Colours); and
- ii. the Society's Front Set excluding the 100% THUNDER patch.

A Probationary Member is required to pay the Joining Fee, any applicable ITMC-NZ Member Levy and any other amounts as deemed necessary by the Executive. All fees and amounts are non-refundable.

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A Probationary Member is not entitled to hold an Executive position or vote on any matter, subject to any other provisions in these Rules.

A Probationary Member can only be promoted to Full Membership:

- i. after having been a Probationary Member for not less than six months, and
- ii. by nomination by a Full Member, with the nomination seconded by another Full Member at a Members' Meeting or Annual General Meeting at which both the Proposer and Secunder are present, and
- iii. By a unanimous vote of Full Members in attendance at said meeting, and
- iv. If they are not fully paid up with any applicable Joining Fee, ITMC-NZ Member Levy and/or applicable Realm Levy, with the unanimous agreement of the Executive.

To be considered as a Probationary Member, a person must have completed all the requirements for a Hang Around.

- c) Hang Around - Any natural person 18 years of age and over that meets the Eligibility criteria can be invited by any Full Member at any time to become a Hang Around ("Hanger") of the Society.

A Hang Around shall not be entitled:

- i. to wear any part of the Society's Colours or Society's Front Set; and
- ii. to hold an Executive position or vote on any matter.

A Hang Around shall not be required to pay any Joining Fee and/or the ITMC-NZ Member Levy.

A Hang Around must have been a Hang Around for not less than three (3) months and must attend a minimum of three consecutive Members' Meetings and any associated rides before they can be considered to become Probationary Member.

To be promoted to Probationary Member requires a Hang Around to receive a vote in favour by:

- i. the President and at least three other members of the Executive; and,
- ii. a majority of the Full Members in attendance at a Members' Meeting.

Sponsor / Mentor

Every Hang Around shall have a Full Member appointed by the Executive to act as their sponsor or mentor during the Hang Around period. The sponsor or mentor shall be responsible for taking reasonable steps to ensure that the Hang Around:

- i. is kept informed of upcoming Society and applicable Realm meetings, rides, events and activities;
- ii. is familiar with, understands and abides by the Constitution, the applicable Realm Charter, and any relevant Society or Realm rules, procedures and expectations;

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iii. understands the standards of conduct, participation and commitment expected of a member of the Society; and

iv. is given reasonable guidance and assistance during the Hang Around period.

Before the Hang Around is considered for promotion to Probationary Member, the sponsor or mentor shall report to the Executive and/or the Full Members considering the proposed promotion on the Hang Around's participation, conduct, understanding of the Society and its requirements, and their suitability for progression to membership.

The sponsor or mentor's report is advisory and does not replace or alter the voting requirements for promotion to Probationary Member under this clause.

The Executive may replace an appointed sponsor or mentor at any time where it considers this appropriate.

- d) Associate Member - any natural person of any age that the Executive deems at its sole discretion to be not acceptable for membership under any other class but whom the Executive at its sole discretion feels may positively contribute to the objectives of the Society and having paid the joining fee payable by such members shall be an associate member. Associate Members are not entitled to hold an Executive position or vote on any matter. They may wear the Society's Chest Patch, their name, 100% THUNDER and ASSOCIATE on their left chest. They shall not wear any other part of the Society's Colours or Society's Front Set.
- e) Corporate Member - any corporate body such as an incorporated society, company or charitable trust having joined and been accepted by the Executive at its sole discretion and having paid the joining fee payable by such members shall be a corporate member. Corporate Members are not entitled to hold an Executive position, vote on any matter, or wear the Society's Colours or Society's Front Set or any part thereof.
- f) Honorary Member - The Executive may by a simple majority confer on any member or other person Honorary membership in recognition of special service to the Society including noteworthy furtherance of all or any of the Society's objectives. The Honorary member shall not be required to pay any ITMC-NZ Member Levy and shall not be entitled to hold an Executive position or vote on any matter. They shall be permitted to wear the Society's Chest Patch and shall be entitled to wear the Society Regalia, excluding the Society ring, with any such Member Regalia to be obtained at the Honorary Member's own cost.
- g) Legacy Member
- A Legacy Member is a person who has previously been a Full Member and who, because of health, disability, financial circumstances, inability to ride, or other personal circumstances accepted by the Executive, is transferred to Legacy Membership.
- A Legacy Member remains a recognised member of the Society and shall be entitled to:
- i. wear the Colours, the Society's Front Set and the Society's Member Regalia and any other items that may from time to time be introduced by the Society by the unanimous vote of Full Members at a Members' Meeting or Annual General

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Meeting, subject to the Front Set requirements applicable to Legacy Members under clause 3.2; and

- ii. affix approved Society imagery, transfers or stickers to their motorcycle. Any proposed artwork shall be submitted to the Executive for approval.

A Legacy Member:

- i. is not required to pay the ITMC-NZ Member Levy or any applicable Realm Levy;
- ii. has no voting rights;
- iii. has no automatic entitlement to any other benefit provided to Full Members, including meals or other subsidised member benefits;
- iv. may receive a particular benefit otherwise available to Full Members where that benefit is approved by a simple majority of Full Members entitled to vote on the matter;
- v. shall not acquire voting rights, or any entitlement to attend or represent the Society or any Realm at the World Vikings Run (WVR), under sub-clause iv, and neither voting rights nor WVR attendance or representation may be extended to a Legacy Member as a member benefit;
- vi. may, where their circumstances subsequently change, be returned to Full Membership by a majority vote of the Executive without being required to recommence the Hang Around or Probationary Member process. On return to Full Membership, the normal rights, benefits, obligations and applicable levies of Full Membership shall resume.

5.4 Fees and ITMC-NZ Member Levy

a) Joining Fees

Upon being accepted as a Probationary Member, the member shall pay a non-refundable joining fee to the Society. This fee may include a refundable bond. Any refund shall only be paid upon return of the items as required by the Executive,

b) ITMC-NZ Member Levy

Every Full, Probationary or Associate member shall pay to the Society a weekly ITMC-NZ Member Levy.

- c) The amounts of the Joining Fee and ITMC-NZ Member Levy shall be set by majority vote of a quorum of Full Members in attendance at a Members' Meeting or Annual General Meeting.
- d) Any member who is NZ\$100.00 or more in arrears in respect of any amount properly due and payable to the Society or the Realm to which the member is allocated, including any Joining Fee, ITMC-NZ Member Levy, applicable Realm Levy, fine validly imposed under clause 7.6, or other amount properly owing, shall be given written notice of the arrears. If the total amount in arrears is not reduced to less than NZ\$100.00 within fourteen (14) days after that notice is given, the Executive may, by

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majority vote, suspend all membership entitlements, including voting rights, until the total amount in arrears is reduced to less than NZ\$100.00.

Where the member raises a genuine dispute concerning the amount owing within that fourteen (14) day period, no suspension shall be imposed until that dispute has been determined in accordance with these Rules.

- e) The Executive may, by unanimous vote, set other fees, such as event fees, on behalf of the Society.
- f) Any fees and ITMC-NZ Member Levy for non-members shall incur a minimum twenty-five percent (25%) loading on the fees and ITMC-NZ Member Levy payable by members.

5.5 The Society Quartermaster

- a) By vote of a simple majority of full members at an Annual General Meeting of the Society one full member shall be appointed to the non-executive roll of Quartermaster of the Society,
- b) The quartermaster shall be responsible for all the Society member's regalia except for the Society Colours and Front Set which shall be the responsibility of the President.
- c) The quartermaster shall be responsible for all supporter gear, events souvenirs and events equipment and shall provide a stock take of all items to the members at the Members' Meeting.

5.6 Sabbatical (temporary leave of membership)

- a) Members of good standing may request a sabbatical from the Society, and therefore any Realm they are a member of, for a period of up to one (1) year.
- b) "Good Standing" for the purpose of requesting a sabbatical, is defined as having paid all Society dues, not having any current Society disciplinary actions against them, and having attended at least fifty percent (50%) of Society or Realm meetings in the 12 months prior to the request.
- c) Sabbatical requests must be submitted in writing via email to the Secretary at admin@ironthunder.co.nz.
- d) The reason given by a member for any sabbatical request shall be kept confidential within the Executive.
- e) During the sabbatical, the member:
 - i. Must return their "cut" (vest owned by the member with the Society Colours and Society Front Set attached which are owned by the Society) to the Society for safekeeping. The cut must be returned in a clean and undamaged state, as determined by a majority vote of the Executive.
 - ii. May retain and wear his or her Member Regalia.
 - iii. Must not represent the Society in any capacity.

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- iv. Will not have access to Society meetings, chats, or other member benefits.
- v. May participate in Society social events.
- vi. Will have any requirement to pay Society ITMC-NZ Member Levies suspended.
- vii. Will not have any voting rights.
- f) At the end of the agreed sabbatical period, the member must either:
 - i. Resign from the Society; or
 - ii. Reactivate their membership of the Society.
- g) If the sabbatical period exceeds six (6) consecutive months, prior to returning as an active member, the member must attend the next three (3) consecutive Society Members' Meetings to reintegrate into the Society.

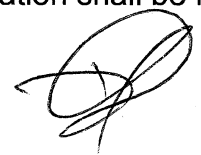
5.7 Resignation of Membership

- a) Any member may resign from their membership by giving to the Society Secretary notice in writing, (via email is acceptable), to that effect and every such notice shall unless otherwise expressed take effect as from the date of such notice.
- b) A person who ceases to be a member remains liable to pay the Society the amount of any ITMC-NZ Member Levies or other accounts due and payable by the person to the Society but unpaid on the date of that cessation.
- c) No refund will be made by the Society to the resigned member for any amount already paid.
- d) A member who resigns their membership must, within 7 days of that resignation, return the Society's Colours and Front Set to an Executive member. The former member may retain their soft colours. The Society may take reasonable steps to recover any property not returned.

5.8 Rejoining After Resignation

- a) A member who resigns their membership of the Society may apply to rejoin at any time but how their application is considered depends upon the period from the date of resignation to the date of application to rejoin.
- b) Any application to rejoin must be submitted in writing via email to the Secretary at admin@ironthunder.co.nz
- c) If it is necessary for the Society to purchase new Society Colours, Society Front Set or any Member Regalia for the returning member that cost shall be paid by the member.
- d) Unless agreed by a unanimous vote of the Executive, rejoining members must ensure any Society fees owing at the time they resigned their membership are paid prior to having their request to rejoin considered.
- e) All rejoining applications and the reasoning behind the application shall be kept confidential within the Executive.

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- f) Application to rejoin within three (3) months of resignation of membership.
- i. The Executive may approve the application by simple majority vote of the Executive or request the applicant attend a meeting of the Executive to present their case prior to any vote.
 - ii. If accepted by the Executive, the member must attend the next Members' Meeting of members to accept the return of their "cut" (vest).
 - iii. The member will return to the same membership capacity held prior to the resignation.
 - iv. If the member held an executive committee position prior to their resignation, that position will not be reinstated.
- g) Application to rejoin more than three (3) months after of resignation of membership.
- i. Approval to rejoin will require a unanimous vote of the Executive PLUS a two-thirds (2/3) majority vote of Full Members at the next Society meeting.
 - ii. If the member was a Full Member at the time they resigned, they will be on probation for a minimum of three months upon rejoining and must attend the next three consecutive Members' Meetings as part of their probationary period.
 - iii. A rejoining member shall pay any costs associated with any changes to their Society Colours, Society Front Set or Member Regalia required because of their probationary status.
 - iv. Any member who has resigned and rejoins after a period of more than three (3) months is ineligible to apply for an executive role for one (1) year from the date of rejoining.
 - v. During the probationary period, a rejoining member must participate in all Society events.
 - vi. If the member held an executive committee position prior to their resignation, that position will not be reinstated.

6 REALMS AND ASGARD (MOTHER REALM)

6.1 Realms of the Society:

- a) The Society may establish affiliated clubs, branches or chapters (each a "Realm") in accordance with this Constitution.
- b) The Society remains at all times the pre-eminent authority, and each Realm is subject to the Society's Constitution, rules, and lawful directions of the Society Executive.
- c) Realms are affiliated chapters established to support member participation and local activity.
- d) Each Realm (other than ASGARD) must be established and maintained as a separate legal entity under New Zealand law (for example, an incorporated society or other

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entity approved by the Society Executive) and operates as an affiliated chapter of the Society in accordance with this Constitution and the applicable Realm Charter.

- e) A Realm has no authority to bind the Society except as expressly permitted by this Constitution or by resolution of the Society Executive.
- f) A member may belong to **only one** Realm at any time.

6.2 ASGARD

- a) ASGARD is the Society's "mother" Realm.
- b) Rules:
 - i. For all intents and purposes, ASGARD is the Society, and the provisions of this Constitution that apply to Realms apply equally to ASGARD.
 - ii. If there is any conflict between a rule applying to ASGARD (or Realms generally) and a rule of the Society, the Society's rules prevail in relation to ASGARD.
- c) Membership:
 - i. Any member of the Society who is not currently allocated to a Realm is, for all purposes of this Constitution, a member of ASGARD in addition to being a member of the Society.
 - ii. Wearing the ASGARD Realm badge is at the discretion of the member.
- d) Executive:
 - i. The Executive is, by default, also the Executive of ASGARD. A delegation under sub-clause ii does not of itself displace the Executive as the Executive of ASGARD.
 - ii. The Executive may, by simple majority resolution, delegate one or more ASGARD Executive roles or responsibilities to other eligible ASGARD members on such terms as the Executive determines (including scope, duration, and reporting requirements).
 - iii. Any delegation under sub-clause ii does not limit the Executive's overall responsibility for the governance of ASGARD or the Society.

6.3 Naming Convention:

- a) Realm names shall be linked to or associated with Norse or Viking mythology.
- b) Realm names shall not refer to specific geographic areas to prevent potential territorial conflicts with other motorcycle clubs.
- c) Realms shall be referred to as ITMC-NZ-Realm e.g. ITMC-NZ-ASGARD.

6.4 Application Process:

Any group seeking to become a Realm shall:

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- a) provide evidence that the proposed Realm has been established as a separate legal entity under New Zealand law (or, if not yet incorporated, acknowledge that approval will be conditional on incorporation and the establishment of a Realm bank account in the name of that legal entity before any Realm levies are collected or held);
- b) consist of not less than ten members unless this requirement is waived by a unanimous vote of the Executive.
- c) submit a written application via email to the Executive at admin@ironthunder.co.nz. The application shall include as a minimum:
 - i. the proposed Realm name.
 - ii. details of the proposed members including but not necessarily limited to, their names, age, the motorcycle(s) owned and/or ridden, criminal convictions particularly in relation to dishonesty, drugs, and violence towards woman or animals and any current or prior association to any Motorcycle Club and/or Gang.
 - iii. the name of the individual who will serve as founding Realm President in charge of the Realm for the initial period of not less than 12 months.
 - iv. the area in which the Realm will primarily operate.
 - v. details of activities the members of the Realm have supported and/or held in the last 12 months.
- d) The Executive shall consider any application received in accordance with the requirements of this section at its next meeting and shall either:
 - i. By unanimous vote, accept the application and put it forward to the Society's Membership for consideration; or
 - ii. Decline the application and request additional information before it is reconsidered by the Executive; or
 - iii. Decline the application Outright
- e) Any Realm application approved by the Executive shall be presented to the Society's Members at the next scheduled Members' Meeting where it may be approved by seventy-five percent (75%) majority vote of the members.

All discussions and voting will be automatically considered "in committee" and no information in relation to the process including how individual members voted will be passed on to any other party.

The Society shall be under no obligation whatsoever to supply any reasons for any prospective Realm's application being declined.

6.5 Autonomy and Compliance:

- a) Each Realm shall operate independently of any other Realms of the Society.
- b) Realms shall be bound by the following in order of precedence:

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- i. these Constitution and Rules (Note, where relevant/appropriate use of Society in these Constitution and Rules shall be deemed to also encompass Realms).
 - ii. the applicable Realm Charter.
 - iii. any rules and regulations and the like set down by the Realm
- c) In the event of any inconsistency or conflict between any provision of this Constitution and Rules, on the one hand, and the Realm Charter and any Rules and Regulations and the like that a Realm operates under, on the other hand, such inconsistency or conflict shall be resolved in favour of the applicable provision(s) of this Constitution and Rules, which shall in all cases prevail.
- d) The Executive shall have the authority to resolve any inconsistency or conflict at its sole discretion by way of a majority vote of the Executive.

6.6 Responsibility and Liability:

- a) Each Realm shall be responsible for its own actions and conduct.
- b) Realms shall be liable for all activities undertaken by their members that may affect the Society.
- c) Each Realm shall be responsible for its own Membership however membership of a Realm shall be subject to these Constitution and Rules as every member of a Realm is required to be a member of the Society.
- d) In the case of ASGARD, which is not a separate legal entity, any reference in this clause to responsibility or liability of a Realm shall be construed as responsibility or liability of the Society arising from activities undertaken in the name of ASGARD. Any costs or liabilities properly attributable to ASGARD may be charged against ASGARD Funds in accordance with the ASGARD Realm Charter.

6.7 Realm Committee:

Each Realm shall establish a Realm Committee from its members, comprising, as a minimum, the following three positions.

- a) Realm President
- b) Realm Treasurer
- c) Realm Secretary

In the case of ASGARD, the Society Executive acting pursuant to clause 6.2 constitutes the ASGARD Realm Committee for the purposes of this clause. An Officer permitted under clause 4.1(a)(iii) to hold office without being an ASGARD member may participate in the ASGARD Executive notwithstanding the requirement above that Realm Committee members be members of the Realm.

6.8 Financial Arrangements:

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- a) Member Joining Fees and the ITMC-NZ Member Levy shall be as set down by the Society in accordance with these Constitution and Rules and shall be paid to the Society.
- b) Realms may set and collect their own levies in addition to the ITMC-NZ Member Levy. Any Realm levies (and any other monies collected by or for a Realm) are funds of that Realm's legal entity and must be held and applied solely for the purposes of that Realm, in accordance with the Realm's own governing documents, the applicable Realm Charter, and this Constitution (to the extent applicable).

For ASGARD, which is not a separate legal entity, any ASGARD Realm levies and other monies collected by or specifically for ASGARD shall remain legally held by the Society but shall be separately identified, accounted for and applied solely as ASGARD funds in accordance with the ASGARD Realm Charter.

- c) Each Realm other than ASGARD must maintain its own bank account(s) in the name of its legal entity to receive and hold Realm levies and other Realm funds. The Society will not open or operate bank accounts or sub-accounts in the Society's name for any Realm other than ASGARD. For ASGARD, the Society may maintain one or more bank accounts, sub-accounts or other separately identifiable banking facilities in the Society's name for the purpose of receiving and holding ASGARD funds.
- d) The Society may contribute a start-up amount to a Realm on its formation. The amount (if any) will be set by the Society Executive and may take into account matters such as the number of members in the new Realm, the length of their membership of the Society, and their prior financial contributions to, and benefits received from, the Society.

- e) Budget deficit (Realm contributions)

If the ITMC-NZ budget for the financial year ending 31 March results in a deficit, each Realm must contribute to meeting that deficit on a pro rata basis, calculated by reference to the number of Probationary and Full Members allocated to that Realm as at 31 March.

- f) Budget surplus (Realm allocations)

Subject to the approval of a majority of the ITMC-NZ Executive, if the ITMC-NZ budget for the financial year ending 31 March results in a surplus, the Executive may allocate the surplus (after retaining a carry-forward balance of not less than \$2,000) to each Realm on a pro rata basis, calculated by reference to the number of Probationary and Full Members allocated to that Realm as at 31 March.

Any allocation attributable to ASGARD shall be credited to the separately identified ASGARD Funds maintained by the Society and applied for ASGARD purposes in accordance with the ASGARD Realm Charter and this Constitution. Any allocation attributable to any other Realm shall be paid to that Realm's bank account and applied for Realm purposes in accordance with this Constitution and any applicable financial controls set by the Society.

6.9 Amendment and Interpretation:

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- a) Any proposed amendment to this section pertaining to the formation of Realms shall require majority approval of the Executive before being dealt with in accordance with clause 9.
- b) In case of ambiguity or dispute regarding the interpretation of this section, the Executive shall have the final authority to resolve such matters.

7. COMPLAINTS AND DISCIPLINARY

7.1 The Role of the Executive in disciplinary matters

The Sergeant at Arms is tasked with carrying out a fair and balanced investigation of any complaint referred by the Executive and reporting the findings to the Executive as soon as practicable. The Executive will consider the findings and decide a course of action (including whether further investigation is required). Any decision of the Executive requires a simple majority vote.

All such matters will be treated as confidential to the extent appropriate, and no information about the process (including how individual Executive members voted) will be disclosed other than to the complainant and respondent as required by clause 7.3, or as otherwise required by law.

7.2 Three Strikes Policy

A breach of the Society's rules may result in a **strike** being recorded. The recording of a strike is an internal record and does not, of itself, impose a sanction.

If a member incurs three strikes, the Executive may commence the dispute resolution process under clause 7.3 and may consider disciplinary outcomes including suspension or expulsion.

If a non-member incurs three strikes, the Executive may bar that person from Society activities on terms and for a period determined by the Executive.

7.3 Dispute resolution (Incorporated Societies Act 2022):

The Society's complaint and dispute resolution procedures are intended to comply with the Incorporated Societies Act 2022 and be consistent with the principles of natural justice.

- a) A complaint or dispute must be made in writing to the Secretary and must state the nature of the complaint, the relevant facts, and the outcome sought. Any fee for lodging a complaint (if any) must be approved by the Executive and notified to members.
- b) Within seven (7) days of receipt, the Secretary will acknowledge the complaint and provide a copy to the person complained about ("the Respondent"), except that witness contact details may be withheld where reasonably necessary for safety or privacy provided the Respondent is still given sufficient information to understand and respond to the allegations.
- c) The Respondent will have seven (7) days from the date of notification (or such longer period as the Executive considers reasonable in the circumstances) to provide a written response (including any supporting evidence and witness statements). Failure

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to respond does not prevent the matter proceeding; the Executive may determine the matter on the information available.

- d) The Secretary will provide the complaint and response to the Executive as soon as practicable, excluding any Executive member who is the Complainant, the Respondent, or otherwise conflicted.
- e) The Executive (or a person/subcommittee appointed by the Executive) will investigate and determine the matter within a reasonable time. Both the Complainant and the Respondent have a right to be heard (in writing and/or in person) before any adverse decision is made, and may be accompanied by a support person. No person who is a party to the complaint, is conflicted in relation to it, or cannot reasonably be regarded as impartial may investigate or determine the matter.
- f) The Executive may decide to take no further action where, for example, the complaint is trivial, vexatious, not made in good faith, outside the Society's jurisdiction, or there is insufficient information to proceed.
- g) Where disciplinary action is recommended, the Executive will determine the proposed outcome by simple majority vote and, where required by this Constitution, put the recommendation to Full Members at the next Members' Meeting for ratification. The Respondent must be given a reasonable opportunity to be heard before any ratification vote (subject to the Chair controlling meeting process).
- h) The Secretary will advise both the Complainant and the Respondent in writing of the outcome within seven (7) days of the decision (and, where applicable, the ratification meeting).
- i) When the complaint involves the Secretary, the President will perform the Secretary's functions under this clause.

7.4 Suspension of Membership

The Executive shall have the right to suspend all or some member privileges for whatever period the Executive deems appropriate, at the Executive's sole discretion, when:

- a) a majority vote of the Executive so decides after the process as outlined in the Disciplinary Procedures section of these Rules has been followed, **OR**
- b) a vote of not less than seventy-five percent (75%) of the Executive determines that an interim suspension is necessary because the member's alleged behaviour is of such a serious nature that immediate action is required; provided that the Disciplinary Procedure (clause 7.3) must then be followed as soon as practicable and the member given a reasonable opportunity to be heard.

Examples

- When the member has three strikes recorded against them in a period of not less than one year.
- Repeated actions that the Executive deem to be detrimental to the Society and/or the Executive.

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- Failure to adhere to any rules of the Society including these Rules and/or any rules that activities including runs or shows are being run under.
- Being caught riding with excess blood alcohol or under the influence of drugs.
- Abuse of any member of the Executive while that Executive member is fulfilling their Executive duties.
- Dangerous or reckless riding that results in a complaint to the police.
- Serious disrespect of a Member or Member's partner.
- A Member is charged with an offence for which the minimum penalty is a term of home detention, prison or similar.

All such decisions will be automatically considered "in committee" and no information in relation to the process including how individual Executive members voted will be passed on to any other party other than as required by clause 7.3 or by law.

Note: Where a member of the Executive is suspended under this clause, they are immediately stood down from exercising Executive functions for the period of the suspension. If suspension is confirmed following completion of clause 7.3, the member may be removed from office and the vacancy treated as a casual vacancy.

7.5 Expulsion of Members

A member cannot be expelled unless the Disciplinary Procedure (clause 7.3) has been followed and the member has been given a reasonable opportunity to be heard. In urgent cases, the Executive may impose an interim suspension under clause 7.4 pending completion of that procedure.

Upon completion of the Disciplinary Procedure, the Executive may expel a member if a vote of not less than seventy-five percent (75%) of the Executive so decides.

Examples

- When the member has three strikes recorded against them in a period of six months or less.
- A repeat of any behaviour that has resulted in the member being suspended.
- Any criminal conviction in relation to the Society's activities e.g., assault at an event, misuse of the Society's funds; careless or dangerous riding resulting in injury or death to a third party.
- Any criminal conviction that the majority of the Executive deems makes the member unsuitable for membership of the Society at the Executive's sole discretion.
- Use of or dealing in methamphetamine.
- Cheating with another Member's partner.

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All such decisions will be automatically considered "in committee" and no information in relation to the process including how individual Executive members voted will be passed on to any other party other than as required by clause 7.3 or by law.

Note: Expulsion of a member who is a member of the Executive will automatically result in them being removed from office. Such vacancy will be treated as a casual vacancy of the Executive.

7.6 Fines

- a) The Executive may, as a disciplinary outcome determined in accordance with clause 7.3, impose a fine of up to NZ\$50.00 for a breach of these Rules, any valid Society rule, regulation, procedure or policy, or other conduct that the Executive reasonably determines warrants a fine.
- b) Without limiting clause a), a fine may be imposed for the unauthorised disclosure of Internal Society or Realm Business in breach of clause 5.2 d).
- c) Where a member commits a second or subsequent substantially similar breach within twelve (12) months after a fine has previously been imposed, the Executive may, following the procedure in clause 7.3, impose a fine of up to NZ\$200.00 for that subsequent breach.
- d) A fine imposed under this clause becomes due and payable to the Society on the date specified in the written notice of the disciplinary outcome.
- e) Where a fine remains unpaid for three (3) months after becoming due and payable, the Executive may treat that failure to pay as a further breach of these Rules and, following the procedure in clause 7.3, may increase the amount of that unpaid fine to an amount not exceeding NZ\$200.00.
- f) Any unpaid fine is an amount owing to the Society and shall be taken into account for the purposes of clause 5.4 d).
- g) No fine may be imposed or increased under this clause unless the member has first been given a reasonable opportunity to be heard in accordance with clause 7.3.

8. COMMON SEAL

The Society does not have, and does not use, a common seal.

9. ALTERATION OF THESE RULES

These Rules may be altered, added to, rescinded, or otherwise amended by resolution at an Annual General Meeting or Special General Meeting for which the required notice has been given, provided that:

- Any proposed change is submitted in writing to the Secretary either by the Executive or by any Full Member entitled to vote. Where a proposed change is submitted by not less than Twelve (12) Full Members entitled to vote, the Executive must include it in the notice for the next Annual General Meeting or call a Special General Meeting for that purpose; AND

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- Written notice of the proposed change (or a reasonably full summary) is included in the notice calling the meeting and sent to all members in accordance with clauses 10.5 and 10.6; AND
- A sixty-five percent (65%) majority of the votes cast by eligible voting members are in favour of the change; AND
- No alteration, addition, rescission, or amendment will be made to these Rules that conflicts with the purposes of the Society or the Society's not-for-profit nature; AND
- A copy of every such alteration, addition, rescission, or amendment shall be delivered to the Registrar of Incorporated Societies in accordance with the requirements of the Incorporated Societies Act 2022.

10. MEETINGS

10.1 Member Meetings

- A Meeting of the Society shall be held not less than every three months.
- The location and date of the next Members' Meeting shall be set by the President and shall be advised to all Members at least 7 days prior to the meeting.
- The business of the Members' Meeting will include:
 - President's Report.
 - Secretary's Report and reading of minutes from last meeting.
 - Financial Accounts and Treasurer's Report.
 - The consideration of any other business.
- The President may, with the approval of a majority of the Executive and subject to the quorum requirements for a Members' Meeting, designate any other event as a Members' Meeting. Where an event is so designated, attendance will count towards any requirements relating to attendance at Members' Meetings. There is no requirement for the meeting to conduct any business other than the business for which the meeting was deemed necessary.

10.2 Annual General Meeting

- An Annual General Meeting of the Society shall be held each year not more than fifteen months after the previous Annual General Meeting and within six months of the end of the Financial Year. Where possible the Annual General Meeting will be held on the same day as the next Members' Meeting.
- The business of the Annual General Meeting will include:
 - President's Annual Report.
 - Annual Financial Statements and Treasurer's Annual Report.
 - Whether to appoint a person to review the financial statements or not.

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- iv. Officer Conflicts of Interest: Disclosure by the Executive of any actual, perceived, or potential conflicts of interest declared during the financial year (or confirmation that there are none).
- v. The consideration of any remits in relation to changes to these Rules.
- vi. The consideration of any other business.
- vii. Election of the vacancies to the Executive which may include the following office holders:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Sergeant at Arms
 - Road Captain
- c) Full Members whose membership entitlements are not suspended under these Rules shall be entitled to attend the first one hour of a Members' Meeting or Annual General Meeting. After the first hour, Probationary Members may be invited into meetings where they shall have the right to be heard, subject to meeting procedures. Probationary members shall have no voting rights at meetings.
- d) Non-voting members, visitors and guest attendees at a Members' Meeting shall have the right to be heard ONLY with the approval of the President or a majority vote of the Executive members present.
- e) The Society does not permit resolutions to be passed by written resolution in lieu of a General Meeting. For the avoidance of doubt, section 89 of the Incorporated Societies Act 2022 does not apply to the Society.
- f) Notwithstanding the above, the Executive may determine that a Members' Meeting, Annual General Meeting, or Special General Meeting will be held wholly or partly by electronic, audio-visual, or other communications technology where circumstances make this necessary or desirable. A member participating by such means is deemed to be present for quorum and voting purposes (where eligible) provided the Chair is satisfied that members can hear, be heard, and be identified for voting.

10.3 Special General Meeting

The President, or in their absence or inability the Vice President, may at any time call a Special General Meeting for any special purpose.

The President must call a Special General Meeting if the Secretary receives a written request signed by any Twelve (12) Full Members entitled to vote, stating the purpose for which the meeting is required.

The Secretary must convene the meeting as soon as practicable and give notice in accordance with clause 10.5. Unless the Executive and the requesting members agree otherwise, the meeting must be held within sixty (60) days of the request being received.

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10.4 Executive Meetings

Ten days' notice is deemed to be served and not less than Two (2) Executive Meetings shall be held in each year at such times and places as the President or in his/her absence or inability the Secretary or Vice President shall direct for the purposes of transacting the business of the Society and deciding upon such resolutions as shall be duly submitted to the meeting. A meeting conducted by way of a conference, video or internet call (e.g. Skype) shall be deemed a valid meeting as if the Executive members were present in person.

The Secretary shall ensure that copies of minutes of a meeting are sent to all non-attending Executive members within fourteen days of the Executive meeting taking place.

Note: Any business carried out outside of a formally convened Executive meeting, e.g. via email, shall be documented by the Secretary and shall become part of the Executive minutes. Where resolutions have been passed in such circumstances they will be taken as having been dealt with at an Executive Meeting UNLESS one or more Executive Members calls for the resolution to be considered at the next Executive Meeting in which case the status quo will remain in effect until the resolution is so considered.

Unless these Rules require a different majority, a resolution of the Executive is passed by a simple majority of the Executive members voting. Each Executive member has one vote and, if the votes are equal, the Chair has a casting vote.

10.5 Notice of Business for Annual or Special General Meeting

- a) The President shall set the date for the Annual General Meeting (AGM) and advise the Secretary in sufficient time to allow the notice requirements in this Constitution to be met.
- b) Thirty days' notice of Annual or Special General Meeting shall be given to all Members stating the time, date, and place of the Meeting.
- c) The notice will include the business to be transacted at the Meeting including any proposed alterations of these Rules and in the case of a Special General Meeting, the reason for calling the meeting and the names of the members calling for the meeting when the meeting is a result of such action.

10.6 Service of Notices

Every notice required to be given to the members shall be deemed given on the date it is:

- a) sent to them at the email address recorded in the Society's register, OR
- b) posted to them in a pre-paid letter addressed to them at their last known address. OR
- c) posted on the Society member-accessible online group (for example, a member-only Messenger chat).

The Society will utilise email or the Society member-accessible online group as the primary and preferred means of communication with members. Wherever possible, communication with non-members about anything to do with the Society shall be via email to ensure a record is kept.

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10.7 Procedure at Meetings

At meetings:

- a) the President shall take the chair and in their absence the Vice President, and in the absence of both the President and Vice President the members of the Executive present shall elect one of their number to take the chair.
- b) each Member entitled to vote has one deliberative vote exercised in person (or by proxy/postal/electronic means where permitted by these Rules). In the case of an equality of votes, the Chairperson for the time being has a casting vote as well as a deliberative vote.
- c) The Chairperson may use the Society gavel to control proceedings and may require any person disrupting proceedings to cease, to leave the meeting, or to be excluded from the remainder of the meeting.
- d) Where meeting conduct may warrant disciplinary action (including a fine), the Executive may record the incident and (if appropriate) commence the dispute resolution process under clause 7.3.

10.8 Quorum at Meetings

a) Members' Meetings

- A quorum is constituted by not less than fifty-one percent (51%) of the Full Members whose membership entitlements are not suspended under these Rules, including at least three (3) members of the Executive whose membership entitlements are not suspended under these Rules, attending personally.
- Should a quorum not be present the meeting will be postponed not less than 14 days.

b) Executive Meetings

- A quorum is constituted by not less than fifty-one percent (51%) of the Executive whose membership entitlements are not suspended under these Rules, attending personally.
- Should a quorum not be present the meeting will be cancelled.

c) Annual General Meeting

- A quorum is constituted by all current members of the Executive whose membership entitlements are not suspended under these Rules, together with not less than fifty-one percent (51%) of the non-executive Full Members whose membership entitlements are not suspended under these Rules, attending personally.
- Should a quorum not be present the meeting will be postponed not less than 14 days.

d) Special General Meeting

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- A quorum is constituted by not less than fifty-one percent (51%) of the Executive whose membership entitlements are not suspended under these Rules, together with not less than fifty-one percent (51%) of the non-executive Full Members whose membership entitlements are not suspended under these Rules, attending personally.
- Should a quorum not be present the meeting will be cancelled, and any motions being considered will be deemed void.

10.9 Minutes of Meetings

Copies of minutes of a meeting are to be sent to all non-attending members within fourteen days of a meeting taking place.

10.10 Attendance at meetings

For the purposes of these Rules, including determining a quorum, a person is deemed to be attending a meeting personally if they are physically present or participating by real-time electronic communication, provided they can hear, be heard, and participate in the meeting. A person voting by proxy, postal ballot or electronic ballot without participating in the meeting does not count as attending personally or towards the quorum.

11. VOTING

11.1 Voting Rights

Only Full Members whose voting rights are not suspended under these Rules shall be entitled to vote on any matter in relation to the Society.

Subject to these Rules, each member who is entitled to vote may cast their vote:

- a) in person; **OR**
- b) by means of a proxy given to a fellow member with voting rights who shall vote in accordance with the member's directive, **OR**
- c) by postal ballot to the Secretary by normal mail provided that any such vote is post-dated no less than seven (7) days prior to the close of voting; **OR**
- d) by electronic ballot from the email address registered with the Society for the member provided that any such vote shall be dated no later than forty-eight (48) hours prior to the close of voting.

12. WINDING UP

The Society may be wound up if:

- a) A majority of the members at a General Meeting pass a resolution to wind up the Society; **AND**
- b) A second meeting is held not earlier than 30 days since the first meeting to confirm or reject the resolution; **AND**

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- c) At the second meeting a two-thirds (2/3rds) majority of the members confirm the resolution.

If the Society is liquidated or removed from the Register:

- a) The Society's debts, costs and liabilities shall be paid; *AND*
- b) Surplus money and other assets of the Society (if any) must be distributed, as resolved by the members at a General Meeting, to one or more not-for-profit entities in New Zealand with similar purposes to the Society (and, if the Society is a registered charity at the time of liquidation, to one or more registered charities), and no distribution may be made to any member.

13. OTHER RULES, REGULATIONS, PROCEDURES AND POLICIES

The Society shall from time to time by resolution at an Executive meeting make, amend, or rescind regulations not inconsistent with these rules governing procedure at its meetings and the conduct of the affairs of the Society including the running and management of runs, shows and other events.

14. EVENTS, INCLUDING RUNS

14.1 Event Rules (including Runs)

The Rules under which each Event will be run will be published no later than at the time the schedule is made available to members and/or non-members.

The Rules will be set by the Executive or by a duly authorised Event committee or by the Road Captain (Runs only) and Entry to any Event shall be deemed acceptance of the Rules and an acknowledgement from the entrant that they will abide by the rules for the Event.

As a minimum, the following rules apply to all official Society rides, including but not limited to the Thunder Run, Dice or Poker Run and any other ride the President or Vice President designates an official ride.

- a) The Road Captain shall lead the ride and be responsible for setting the speed of the ride.
- b) No member shall pass the Road Captain except for corner marking or blocking. Any member that otherwise passes the Road Captain may be subject to a fine of up to NZ\$50.00 under clause 7.6, following the procedure in clause 7.3.
- c) The Road Captain shall nominate a 'Tail End Charlie' (TEC) for all Society rides. The TEC shall be a Full member.
- d) The Road Captain may nominate a full member as alternative Road Captain for any Society ride.
- e) The attendees at a Society ride shall ride in staggered formation on dual carriageways and single file on other roads. The riding order shall be Road Captain and President, Executive, Full Members, Probationary Members, others, TEC, support vehicles.

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- f) The Society uses corner markers and blockers. These are designated by the Road Captain before a ride begins. No riders are expected to perform these duties unless they are comfortable in doing so.
- g) All riders shall be encouraged to ride safely and within their ability, i.e., to 'ride their own ride'.
- h) If a member has indicated their attendance for a Society ride but are then unable to attend, they are to notify the Road Captain (or nominee) immediately. Similarly, if a member must leave a Society ride at any time, they are to advise the Road Captain (or nominee) prior to leaving.
- i) Respect all other road users. Remember, Members wear the Society brand on their back.

14.2 Members' Social Rides

In each calendar month in which a Members' Meeting and/or the Annual General Meeting is not held, the Road Captain (or a person delegated by the Road Captain) may organise one or more Members' Rides. A Members' Ride may be held independently or in conjunction with an event or ride organised by another like-minded club or organisation.

Members may invite non-members to attend a Members' Ride. The inviting Member is responsible for the conduct of any non-member they invite and may be held accountable as if the conduct were their own, including for any breach of the Society's rules, ride requirements, or directions given by ride officials.

Attendance at any Members' Ride is optional, and there is no requirement for members to wear the Society's Colours while participating.

14.3 World Vikings Run

The Society is a participant in an international event known as the World Vikings Run (WVR), which is hosted each year by a different member club.

a) Society Representation

It is the Society's policy to send at least one member of the Executive to each annual WVR event.

For the purposes of this policy, an Executive member attending the WVR as a Realm Representative under clause 14.3(b) may satisfy the requirement that at least one member of the Executive attend the WVR. In that case, the member remains a Realm Representative and shall not, merely by satisfying this policy, be regarded as Society Representation under this clause or become entitled to funding from the Society under this clause.

Where an Executive member is designated as the Society Representative under this clause, and subject to budget and Executive approval, the Society will meet the cost of

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that Society Representative's airfares and may also approve payment of other reasonable WVR-related expenses.

i. Reimbursement if the delegate leaves the Society

If the Society pays, in whole or in part, for an Executive member designated as the Society Representative (the delegate) to attend a WVR event outside New Zealand, and that delegate ceases to be a member of the Society for any reason within two (2) years of the conclusion of that WVR event, the delegate must reimburse the Society the full amount paid by the Society for the delegate's overseas trip (including any airfares and any other expenses approved and paid by the Society).

For the purposes of this clause, the conclusion of the WVR event means the last official day of the WVR event, or the date the delegate returns to New Zealand, whichever is later.

ii. Deed of acknowledgement of debt

Any delegate whose WVR costs are wholly or partly funded by the Society must, before departure, sign a Deed of Acknowledgement of Debt in favour of the Society (in a form approved by the Executive) acknowledging the repayment obligation in sub-clause 14.3(a)(i).

iii. Executive discretion

The Executive may, by resolution, waive or reduce any repayment required under sub-clause 14.3(a)(i) where it considers it fair and reasonable to do so in the circumstances.

Repeat Society funding restriction

An Executive member shall not be eligible to receive Society funding to attend a WVR event outside New Zealand as the Society Representative if that member received Society funding to attend either of the two immediately preceding WVR events, unless:

- i. no other Executive member is willing and able to attend the WVR as the Society Representative; and
- ii. all other current Executive members entitled to vote on the matter unanimously approve that member's attendance and the Society funding to be provided.

b) Realm Representation

If a Realm wishes to send one or more members as delegates to the WVR, it may either:

- i. fund the costs directly from Realm funds; or
- ii. elect to pay a WVR Levy to the Society, at a rate set by the Society Executive from time to time, being not less than the equivalent of \$5.00 per Probationary or Full Member per week (calculated by reference to the Realm's Probationary and Full Members during the levy period).

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iii. Where a Realm pays a WVR Levy under sub-clause ii the Society must allocate/credit to that Realm an amount not less than the total WVR Levy received from that Realm, to be applied solely for the purpose of enabling the Realm to send one or more members to the WVR (including reasonable travel, accommodation, registration, and related costs).

c) Exclusivity of Delegate Funding

For any particular WVR event, a delegate may receive funding in one capacity only. A delegate funded as Society Representation under clause 14.3(a) shall not also receive funding as Realm Representation under clause 14.3(b) in respect of the same WVR event, and a delegate funded as Realm Representation shall not also receive funding as Society Representation.

Nothing in this clause prevents a delegate from personally meeting any WVR-related costs that are not funded by the Society or the relevant Realm.

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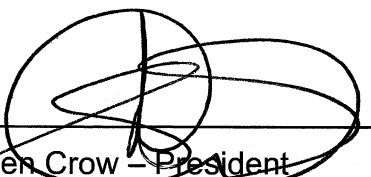
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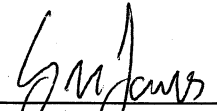
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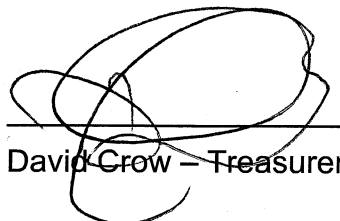
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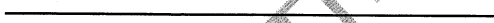


Signed this 17th day of October 2026 by the Executives of the Society


Stephen Crow – President


Greg James – Secretary


David Crow – Treasurer


Neil McDonald – Road Captain

