

CONSTITUTION OF THE STRATHALBYN AUTO COLLECTORS CLUB INC.

Inc. No. A41308

ABN 59 230 120 636

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CONSTITUTION

OF THE

STRATHALBYN AUTO COLLECTORS CLUB INC.

Inc. No. A41308

1. NAME

The name of the Club shall be the STRATHALBYN AUTO COLLECTORS CLUB INCORPORATED hereinafter referred to as “the Club”.

2. DEFINITIONS

- (a) “Executive Committee” shall mean the body of Management comprising the President, Vice-President, Secretary and Treasurer of the Club.
- (b) “Committee” shall mean the Committee of Management of the Club.
- (c) “General Meeting” means a General Meeting of the Club Members convened in accordance with these Rules.
- (d) “Member” means a Member of the Club.
- (e) “The Act” means the Associations Incorporation Act 1985.
- (f) “Special Resolution” means a Special Resolution defined in Section 3 of the Act.
- (g) “Month” shall mean a calendar month.
- (h) “Code of Practice” shall mean the Code of Practice for historic vehicles, prescribed left hand drive vehicles and street rods under the Conditional Registration Scheme.

3. OBJECTS

The Objects of the Club are:

- (a) To encourage the restoration, preservation and use of all models, makes and types of motor vehicles.
- (b) To foster an interest in automotive history.
- (c) To encourage family participation in all of the Club’s activities.
- (d) To affiliate and cooperate with other Clubs having Objects similar to the Club.

4. POWERS

The Club shall have all of the powers conferred by Section 25 of the Associations Incorporation Act 1985.

5. MEMBERSHIP

5.1 Types

Membership shall be available in the following classes:

5.1.1 Single Membership

- (a) Who shall be entitled to one vote.

5.1.2 Family Membership

- (a) Family Membership is defined as the applicant who signed the Membership Form and his or her spouse/partner and each shall be entitled to one vote.
- (b) Family Membership includes dependants under 18 years of age at the beginning of the financial year and who shall be entitled to the privileges of Membership other than voting and holding office.

5.1.3 Honorary Life Membership

- (a) Who shall be entitled to one vote.
- (b) This class of Membership may be bestowed upon a Member if recommended by the Committee and endorsed by a majority at a General Meeting of Members.
- (c) Such a Member shall be entitled to continuing Family Membership benefits, including their spouse/partner and dependants, without payment of future subscription fees.

5.2 Subscriptions

- (a) Membership will commence or be renewed upon the receipt by the Club of a completed Membership application or renewal form, as appropriate, together with any entry and/or fees applicable.
- (b) The Club’s financial year shall run from 1 July to 30 June. Membership will cease 31 days (on 31st July) after the commencement of the same year unless renewed by payment of the appropriate subscription fee.
- (c) Persons joining after December shall be required to pay the entry fee plus one half the annual fee.
- (d) The Membership subscription fees shall be determined by the Members from time to time at a General Meeting.

5.3 Resignation

- (a) A Member may resign from the Club by giving written notice thereof to the Secretary or the Public Officer.
- (b) Any resigning Member shall be liable for any outstanding monies which may be recovered as a debt due to the Club.

5.4 Expulsion of a Member

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Club.
- (b) Particulars of the charge shall be communicated to the Member in writing at least one month before the Meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee, by two thirds majority, shall be communicated to the Member in writing and in the event of an adverse determination the Member shall forfeit all privileges of Membership and all rights against the Club within 14 days after the determination of the Committee has been sent to the Member.
- (d) A Member shall have the right of appeal against the expulsion in a General Meeting. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the Club within 14 days after the determination of the Committee has been communicated to the Member.
- (e) In the event of an appeal under 5.4(d), the appellant's Membership shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members in a General Meeting after the appellant has been heard by the Members, in which event Membership shall cease at the date of the General Meeting at which the determination of the Committee is upheld. Voting on the determination by the Committee shall be by secret ballot.

5.5 Register of Members

- (a) A Register of Members shall be kept and contain the name and contact details of each Member.
- (b) A record of the Member's joining application shall be retained including date of admission.
- (c) If applicable the date of and reason(s) for termination of Membership shall be recorded.

6. COMMITTEE

6.1 Powers and Duties

- (a) The affairs of the Club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do such things, as are within the Objects of the Club, and are not covered by the Act or by these Rules requiring to be done by the Club in General Meeting.
- (b) The Committee has the management and control of the funds and other property of the Club.
- (c) The Committee shall have the authority to interpret the meaning of these Rules and other matters relating to the Club's affairs on which these Rules are silent.
- (d) The Committee shall appoint a Public Officer as required by the Act.

6.2 Appointment

- (a) Club Members shall elect from amongst themselves an Executive Committee consisting of President, Vice-President, Secretary and Treasurer and up to eight Committee Members.
- (b) A Committee Member shall be a natural person.
- (c) Members of the Committee shall hold office for a period of two years at the termination of which such Members shall be eligible for re-election. One half of the Committee Members shall be elected each year. In the first year of this Constitution, the Committee shall choose by simple ballot one half of its Members to serve one year and the other half to serve two years.
- (d) All persons wishing to stand for election shall be by written nomination, signed by a proposer and the nominee, delivering the nomination of that person to the Secretary of the Club within 14 days of the AGM.
- (e) If an existing Member does not intend to continue in their position, they must declare their intentions to the Secretary at least 14 days before the AGM.
- (f) In the event of no nomination being received within the prescribed period, nominations will be called for at the Annual General Meeting (AGM).
- (g) If only the required number of persons is nominated to fill existing vacancies, the Secretary shall report accordingly to the AGM, and the Chairperson shall declare such persons duly elected as Committee Members.
- (h) Notice shall be given to Club Members of the Members seeking election with the notice calling the Meeting at which the election is to take place.
- (i) All candidates for office must have been Members of the Club, and if liable for subscription, been financial for at least 6 months prior to the date of the closing of nominations.
- (j) Notwithstanding any of the above, the Committee may appoint a suitable person to fill a casual vacancy and such person shall hold office until the next AGM.
- (k) The Committee may appoint Members to specific positions from time to time as may be required for the efficient Management of the Club.

- (l) The Committee may appoint Sub-Committees to perform any duties and may confer on such Sub-Committee such authority as shall be deemed necessary.

6.3 Committee Proceedings

- (a) The President shall call Committee Meetings when reasonably required.
- (b) The quorum shall be half of the Committee plus one.
- (c) Questions arising at any Committee Meeting shall be decided by a majority of votes.
- (d) The Chairperson shall have a casting vote in addition to his/her deliberative vote.
- (e) Between Meetings the Executive may determine urgent matters by unanimous resolution. These resolutions must be declared and recorded at the next Committee Meeting.

6.4 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee Member:

- (a) Is disqualified by the Associations Incorporation Act.
- (b) Is expelled as a Member under these Rules.
- (c) Is permanently incapacitated by ill health.
- (d) Is absent without apology from more than three Committee Meetings in a financial year.
- (e) Ceases to be a Member.
- (f) Resigns from Office.

7. THE SEAL

- (a) The Club shall have a common seal upon which its corporate name shall appear in legible letters.
- (b) Custody and use of the seal shall be reported at a Committee or General Meeting and recorded in the Minute Book of the Club.
- (c) The seal shall be kept in the custody of the Secretary or an Authorised person.
- (d) The affixing of the Seal shall be witnessed by witness e.g. the President or the Secretary.

8 MEETINGS

8.1 General Meeting

- (a) Unless otherwise determined by a previous General Meeting, General Meetings shall be convened monthly.
- (b) The Chairperson shall be entitled to enforce the rules of debate to govern the conduct of any part of any Meeting.
- (c) Any business may be transacted subject to any requirement for prior notice of proposals.

8.2 Annual General Meeting

- (a) The Annual General Meeting (AGM) shall be convened in July of each year with 14 days written notice being given to Members by serving the Members with the notice personally or by sending it by post or email to the respective addresses appearing in the register of Members (see Rule 5.5).
- (b) Members must advise the Secretary in writing of any business to be moved at the AGM at least 14 days before the Meeting.
- (c) The order of business of that Meeting shall include:
 - (i) the confirmation of the Minutes of the previous AGM and of any Special General Meeting held since that Meeting.
 - (ii) to receive the President's Report for the previous year.
 - (iii) to receive the Treasurer's Report for the previous year.
 - (iv) to receive any other Reports.
 - (v) to elect all Members of the Committee.
 - (vi) to elect a Patron, if desired.
 - (vii) any other business of which sufficient notice has been given.

8.3 Special General Meeting

- (a) A Special General Meeting may be convened by the Committee or through receipt by the Secretary of a request in writing from not less than 10 financial Members of the Club, each of whom must sign the request.
- (b) The purpose of the Meeting must be specified in the request.
- (c) At least 28 days notice of the Meeting shall be given.

8.4 Notice of General Meetings

- (a) Subject to 8.4 (b), at least 14 days notice of any General Meeting shall be given to Members. The notice shall set out where and when the Meeting will be held.
- (b) Notice of a Meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Club to any Member by serving the Member with the notice personally or by sending it by post or email to the respective address appearing in the Register of Members (see Rule 5.5).

8.5 General Meeting Proceedings

- (a) The quorum for any General Meeting shall be 25 financial Members.

(b) If the Chairperson is not present within 15 minutes of the appointed Meeting time, Members may choose another Member to Chair the Meeting.

8.6 Voting at General Meetings

- (a) Only financial Members shall be entitled to one vote at any Meeting.
- (b) A decision, other than a Special Resolution, shall be determined by a majority of Members who vote in person.
- (c) A decision shall be made by a show of hands, unless 10 or more Members demand a poll.
- (d) The Chairperson shall have a casting vote in addition to his or her deliberative vote.

8.7 Formal Ballot/Poll at General Meetings

- (a) If a formal ballot is demanded by at least 10 Members, the Chairperson shall decide the manner of conducting the ballot and the ballot result is the resolution of the Meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the Meeting.

8.8 Special and Ordinary Resolutions

- (a) A Special Resolution is as defined in Section 3 of the Act.
- (b) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

9. MINUTES

- (a) Proper Minutes of all proceedings of the Club's General, Annual, Special General, Committee and Sub-Committee Meetings shall be entered within one month after the relevant Meeting in Minute books for the purpose.
- (b) Minutes kept pursuant to this Rule must be confirmed by Members of the Club or Committee (as relevant) at a subsequent Meeting.
- (c) Minutes shall be signed by the Meeting Chairperson at which they are confirmed.
- (d) Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held and that all appointments made at a Meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- (a) The Committee shall deal with any dispute relevant to the Club between Members or between a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at such a meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this Rule "Member" includes any person who was a Member not more than six months before the dispute occurred.

11. FINANCIAL REPORTING

11.1 Financial Year

- (a) The Club's financial year shall commence on 1st July and end on 30th June of each year.

11.2 Accounts to be Kept

- (a) The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- (b) Financial reports shall be tabled at all Committee, General and Annual General Meetings.

11.3 Audit of Accounts

- (a) The Treasurer's Report shall be audited.
- (b) The auditor shall not be a Member of the Club.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- (a) The income and property of the Club shall be applied solely to its Objects and not by way of dividend, bonus or profit to Members or their relatives.
- (b) This does not prevent bona fide payments to Members for services rendered or property supplied.

13. DISSOLUTION OF THE CLUB

- (a) Proposals to wind up the Club shall be determined as Special Resolutions in accordance with the relevant provisions of the Associations Incorporation Act 1985.

14. APPLICATION OF SURPLUS ASSETS

- (a) If upon winding up or dissolution of the Club, there remains after satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid or distributed among Members of the Club, but shall be

distributed to another body or bodies having similar Objects or such charitable body or bodies as shall be directed by Members of the Club in General Meeting and which shall prohibit the distribution of its income and property among its Members.

15. RULES

- (a) Any General Meeting may make Rules and By-Laws and establish guidelines for regulating the affairs of the Club within the framework of this Constitution.
- (b) Three weeks written notice giving full details of any proposed amendment must be given to all financial Members prior to any such Meetings.
- (c) Two thirds of the financial Members at any General Meeting at which this Constitution and Rules are altered must carry such resolution(s).
- (d) The altered Rules shall be registered with the Office of Consumer and Business Services, Corporate Affairs Commission as required by the Act.
- (e) The registered Rules shall bind the Club and every Member to the extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions therein.

THE FOLLOWING ITEM IS A BY-LAW WHICH WILL NEED TO BE RENEWED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING, IF REQUIRED.

BY-LAW No. 1

Appointment of Historic Registration Registrar and Authorised Persons.

- (a) The Historic Registration Officer shall be an Authorised Person under the terms of the Transport SA (TSA) Conditional Historic Registration Scheme and shall be responsible for the administration of the TSA Conditional Registration Scheme within the Club.
- (b) Appointment shall be by the Committee from the current financial Members and details submitted to the Registrar of Motor Vehicles as required under the TSA Conditional Historic Registration Scheme.
- (c) He/she shall act on the directions of TSA and the Federation of Historic Motor Vehicle Clubs of South Australia as the occasion arises.
- (d) He/she shall be assisted by additional Authorised Person(s) as required.