



# CONSTITUTION of THE NORTHERN AUTOMOTIVE RESTORATION CLUB (S.A.) INC.

## 1. NAME OF CLUB

The name of the club is The Northern Automotive Restoration Club (S.A.) Inc., herein referred to as the Club.

## 2. OBJECTS OF THE CLUB

The objects of the Club are to:

- (a) encourage, promote and advance the preservation, restoration and use of motor vehicles, tractors, motors, machinery and associated memorabilia of an age beyond that of its normal use.
- (b) act, at all times, on behalf of and in the interest of the Members.
- (c) maintain member status of the Federation of Historic Motoring Clubs SA Incorporated.
- (d) maintain a calendar of social activities within the Club.
- (e) use and protect the Club's Intellectual Property appropriately.

## 3. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Associations Incorporation Act 1985 (herein referred to as the Act), namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property.
- (b) administer any property on trust.
- (c) open and operate ADI accounts as defined by the Banking Act 1959.
- (d) invest its moneys—
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested or
  - (ii) in any other manner authorised by the rules of the Club.
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit.
- (f) appoint agents to transact any business of the Club on its behalf.

## 4. MEMBERSHIP

### 4.1 Categories of Members

The Members of the Club shall consist of:

- (a) **Individual Members**, who are financial, shall have the right to receive notice of Meetings and to be present, debate and vote at Meetings.
- (b) **Life Members**, shall have the same rights as an Individual Member.
- (c) **Associate Members** who form part of an individual member's immediate family, shall have the same rights as an Individual Member.

### 4.2 Life Membership

- (a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee as detailed in the Regulations.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- (d) A Life Member is not required to pay membership subscriptions.

### 4.3 Application for Membership

The application must:

- (i) be made on a form approved by the Committee and include all mandatory details requested.
- (ii) be accompanied by an amount equivalent to the annual fee applicable for the class of membership being applied for, unless less than six months remain in the financial year, in which case the amount shall be halved.

### 4.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application for membership by voting at a General Meeting. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club.
- (c) Where the Club rejects an application, any fees forwarded with the application will be refunded.

### 4.5 Renewal

Members (other than Life members) must renew their membership annually in accordance with the procedures set down by the Club.

### 4.6 Register of Members

Subject to the Act, confidentiality considerations and privacy laws all information supplied on the application form will be recorded in the Register. The Club shall not be held liable in the event that a member fails to provide notice of alteration of such information.

#### **4.7 Obligations of Members**

Each Member agrees to:

- (a) treat all members of the Club, its contractors, and members of the Federation with respect, honesty and courtesy at all times.
- (b) maintain and enhance the standards and reputation of the Club.
- (c) comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club.

#### **4.8 Resignation of Membership**

A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving written notice.

#### **4.9 Termination of Membership for Breach**

- (a) Subject to giving a member an opportunity to be heard or make a written submission, the Committee may resolve to terminate the membership of a member on a charge of misconduct in breach of their obligations as per clause 4.7 or for failing to pay monies due to the Club.
- (b) Particulars of any such charge shall be communicated to the member at least one month before a meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the members of the Club at the following General Meeting and be voted on. The member may present an appeal before this vote. In the event of an adverse determination being upheld by such vote, the membership will be terminated immediately.
- (d) Any person whose membership has been terminated as above may re-apply for membership.

#### **4.10 Forfeiture of Rights**

- (a) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.
- (b) Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

#### **4.11 Refund of Membership Fees**

Membership fees or subscriptions paid by a deceased member may be refunded on a pro-rata basis at the Club's discretion.

#### **4.12 Subscriptions and Fees**

- (a) The Committee may;
  - (i) recommend amounts for annual membership subscriptions for different categories of membership.
  - (ii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) Annual Membership subscriptions shall be approved by majority vote at a General Meeting.

### **5. DISCIPLINE AND DISPUTE RESOLUTION**

#### **5.1 Scope**

The Committee shall deal with any disciplinary matter referred to it involving the enforcement of this Constitution, the by-laws or policies of the Club, or where the actions of a member are prejudicial to the interests or Objects of the Club.

#### **5.2 Process**

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

### **6. MEETINGS**

#### **6.1 Types**

Meetings of the Club shall conform to the following:-

- (a) General Meetings - which may be held on a regular basis (normally the second Thursday of the month).
- (b) Annual General Meeting which shall take the place of the first General Meeting after the end of the financial year and include the consideration and approval of the financial accounts, the election of the Committee and three inspectors of accounts, and any general business.
- (c) Special Meetings, which must be requested in writing by at least 5 members, or the Committee, in order to consider business of an extraordinary nature. In such cases 21 days' notice per clause 9.5 must be given to Members stating the business to be discussed.

#### **6.2 Attendance**

Members and visitors in the company of a Member are entitled to attend Meetings but only Members are entitled to vote.

#### **6.3 Quorum**

- (a) No business must be transacted or discussed at a Meeting unless a quorum (10% of members) is present at the time when the meeting proceeds to business.
- (b) In the absence of a quorum, the Business Meeting shall be abandoned and any business held over until the next scheduled Meeting.

#### **6.4 President to chair Meetings**

- (a) The President of the Club will act as chairperson at every Meeting except:
  - (i) in relation to any election for which the President is a nominee, or
  - (ii) where the President has a conflict of interest.
- (b) If the President of the Club is not present or is unable to preside, the Vice- President shall chair that Meeting only. If the Vice President is also unable to preside, the position shall be filled by any member of the committee elected by the majority of members present.

#### **6.5 Voting Procedure**

- (a) A Member shall be entitled to appoint, in writing, a proxy to attend and vote at any meeting.
- (b) A resolution put to the vote at any Meeting will be decided by a majority, on a show of hands unless a poll has been demanded by the chairperson; or the majority of Members present at the Meeting.
- (c) Each Member is entitled to one (1) vote at Meetings, notwithstanding that a member may also act as a proxy.
- (d) The chairperson may not exercise a casting vote in addition to their ordinary vote.

#### **6.6 Recording of Determinations**

A declaration by the chairperson that a resolution has been carried or lost will be recorded in the minutes.

### **7. MANAGEMENT**

#### **7.1 General powers of Committee**

- a) The affairs of the association 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 all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act

#### **7.2 The Committee**

The Committee will be elected for a one year term and all committee positions other than the Immediate Past President and Patron shall be subject to re-election at each AGM and shall comprise of the

- 
- (a) Patron
- (b) President
- (c) Vice -President
- (d) Secretary
- (e) Assistant Secretary
- (f) Treasurer
- (g) Federation Representative
- (h) Editor
- (i) Conditional Registration Registrar
- (j) Immediate Past President
- (k) A maximum of four other elected Members.

#### **7.3 Casual Vacancies** will be appointed by the committee

#### **7.4 Public Officer** will be appointed by the committee.

#### **7.5 Decisions of Committee**

Questions arising at any meeting of the Committee may be decided by resolution of the Committee Members. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote in addition to their ordinary vote.

#### **7.6 Circulatory Resolutions**

- (a) A resolution in writing, circulated for voting and signed or assented to by any form of electronic or visible communication by all Committee Members shall be as valid as if it had been passed at a meeting of Committee members.
- (b) A resolution passed under this clause shall be recorded in the minute book.

#### **7.7 Resolutions not in Meeting**

- (a) A meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously.
- (b) Any such meeting shall be deemed to occur at the location of the chairperson.

#### **7.8 Quorum**

The Quorum for Committee meetings shall be at least half of its members.

#### **7.9 Voting**

Resolutions at Committee Meetings shall be determined by simple majority.

#### **7.10 Disqualification of committee members** The office of a committee member shall become vacant if a committee member is: disqualified from being a committee member by the Act, expelled as a member under these rules or permanently incapacitated by ill health

## 8 RECORDS AND ACCOUNTS

### 8.1 Accounts to be Kept

- (a) The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club.

8.2 The annual statement of accounts and the associated report by the inspectors of accounts will be presented at the Annual General Meeting.

### 8.3 Transaction Accounts

- 8.3.1 The Club shall maintain at least one transaction account with an authorised deposit-taking institution as defined by the Banking Act (1959) as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after being received, be deposited in that account(s).
- 8.3.2 No debit may be made unless authorised by any two of the persons appointed by the Committee for such purposes.

### 8.4 Inspectors of Accounts

Three competent, non-signatory members of the Club shall be nominated to act as inspectors of accounts, any two of whom shall inspect and approve the annual statement of accounts prior to the Annual General Meeting.

### 8.5 Application of Income

The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion shall be paid or transferred, directly or indirectly, to Members or their Associates except as bona-fide remuneration for services rendered or expenses incurred on behalf of the Club.

## 9 ADMINISTRATION

9.1 **Seal** The club shall have a common seal upon which its name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by 2 committee members.

### 9.2 Winding Up

The Club may be wound up in the manner provided for by the Act.

### 9.3 Distribution of Assets and Property on Winding Up

If after winding up the Club there remains **surplus assets** as defined by the Act, they shall be distributed to an organisation(s) with similar objects to the Club or a charitable institution(s) as determined by the Members in a meeting at or before the time of dissolution.

### 9.4 Amendment of Constitution

This Constitution shall not be amended except by **special resolution** as defined by the Act, whereby;

- 9.4.1 at least 21 days written notice per clause 9.5 of the intention to propose the resolution has been given to all Members, and
- 9.4.2 it is passed by at least three quarters of Members present being entitled to vote either in person or by proxy.

### 9.5 By-Laws

- 9.5.1 By-laws or amendments to by-laws may be proposed by the Committee or any Member at any time and resolved at any Meeting.
- 9.5.2 Notice of changes to by-laws shall be given to Members via the following edition of the club magazine.

### 9.6 Notices

Notices may be given by post or any means of electronic delivery, and shall be deemed to have occurred 48 hours after the normal delivery time expected for the means used.

### 9.7 Patron

At a General Meeting, the Club, on the recommendation of the Committee, may appoint a patron subject to approval of that person.

### 9.8 Indemnity / Insurance

- (a) The Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a Committee Member in defending any proceedings, whether civil or criminal in which judgment is given in their favour or in which they are acquitted.
- (b) The Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the association'.
- (c) The Club shall insure itself and members against any public liability claim to the maximum extent generally offered by the industry.

### 9.9 Colours of the Club

The colours of the Club shall be orange, black and silver.