



# **ADVANCED MOTORING CLUB INC.**

## **CONSTITUTION**

1. The name of the Incorporated Association is ADVANCED MOTORING CLUB Incorporated referred to herein as "The Association".

2. In these rules unless the contrary intention appears –

- 'Committee' means the Committee of Management of the Association and comprises the Executive Committee (President, Vice President, Treasurer and Secretary); plus up to four other members;
- "meeting" means a general meeting of members of the Association convened in accordance with these rules;
- 'member' means a member of the Association;
- the 'Act' means the Association Incorporation Act 1984;
- the 'Regulation' means the Association Regulations 1984.

### **3. OBJECTS AND PURPOSES**

- a. To assist, promote and foster the ownership, maintenance and enjoyment of enthusiast motor vehicles.
- b. To promote, foster and conduct the sport of motor sport and passion of automobiles in all facets of its operation.
- c. To promote friendship and courtesy on the road socially and in competition between members of the club.
- d. To promote and engender social and other activities.
- e. To conduct meetings and classes whereby members may obtain knowledge enabling them to become better drivers and to maintain their vehicles to a high standard of efficiency.
- f. To acquire or dispose of property whether real or personal.
- g. To incorporate the club under the Associations Incorporations Act 1984.

### **4. ELIGIBLE VEHICLES**

Are defined as any vehicle as the club deems from time to time by a majority minimum vote of 75% of Members present at an Annual General Meeting.

### **5. POWERS**

The Association shall have all the powers conferred by section (17)25 of the Act save and except such modifications and inclusions as are specified by this rule.

### **6. MEMBERSHIP**

- (1) Membership of the club is by invitation or expression of interest only and needs to be endorsed by the club's executive committee.
- (2) Membership is conditional upon members abiding by the club rules and the constitution.
- (3) Renewal of membership is not automatic.
- (4) Membership includes the member's immediate partner as accepted by the Committee as an additional member.

### **7. SUBSCRIPTIONS**

- (1) The subscription fee for membership shall be such sum as the Committee shall determine from time to time.
- (2) The subscription fees of membership shall be payable annually on 1st January or at some other time as the Committee shall determine from time to time.

(3) Any member whose subscription is outstanding for more than three months after the date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it sees fit.

(4) A pro-rata rate of 50% applies to membership taken out after 1 June of the current financial year.

(5) An application fee is applicable as the Committee sees fit from time to time.

## 8. RESIGNATION

A member may resign from membership of the Association by given written notice thereof to the secretary or public officer of the Association.

## 9. EXPULSION OF A MEMBER

(1) 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 Association.

(2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.

(3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (4) cease to be a member 14 days after the Committee has communicated its determination to him/her via mail to the last address appearing in the Register of Members.

(4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to a member.

(5) In the event of an appeal under sub-rule (4) the appellant's membership shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## 10. THE COMMITTEE

(1) The affairs of the Association shall be managed and controlled exclusively 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.

(2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.

(3) The Committee shall be comprised of the Executive Committee plus up to four other committee members; all of whom shall be members of the Association. The 'Executive Committee' shall be comprised of President, Vice-President, Treasurer and Secretary.

(4) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons who hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation at which time all members of the Committee shall retire from the Committee but shall be eligible for re-election.

(5) The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.

(6) A retiring committee member shall be eligible for re-election without nominations but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him/her prior to the Annual General Meeting. The nomination shall be signed by the proposed and the nominee to signify a willingness to stand for election.

(7) Notice of all persons seeking election to the Committee shall be given to members of the Association present prior to the election at the Annual General Meeting.

(8) If only the number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

(9) Voting at the AGM for elections shall be by secret ballot.

(10) Two Returning Officers are to be elected by the Members present, the first of which is to have a casting vote only.

(11) The voting system to be used is the "first past the post" system.

## 11. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year;
- (v) no longer the duly appointed representative of a corporate member.

## 12. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the despatch of business at least quarterly.
- (2) Questions arising at any meeting shall be decided by a majority of votes, the President shall only have a casting vote excepting elections.
- (3) A quorum for a meeting of the Committee shall be four members which shall include a minimum of two executive committee members. The meeting is to end if a quorum is not present at any time.
- (4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

## 13. FINANCIAL YEAR

The first financial year of the Association shall be the period ending 31st December, 2016 and thereafter a period of 12 months ending on 31st December each year.

## 14. BORROWING POWERS

- (1) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms as the club sees fit, and may secure repayment thereof by charging the property of the Association, subject to being carried by 75% minimum vote of all Members present at a Special or Annual General Meeting.
- (2) Subject to Section 53 of the Act the Association may invite and accept deposits from any person on such terms and conditions as may be determined by the Club from time to time.

## 15. RULES

- (1) Subject to approval by a resolution of the members of the Association, these rules may be altered (incl. an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- (2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## 16. THE SEAL

- (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) 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 a minimum of two executive committee members.
- (3) The seal shall be kept in the custody of the secretary or such other person as the Committee may from time to time decide.

## 17. MEETINGS

- (1) The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- (2) The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- (3) Upon a requisition in writing of not less than eight (8) of the total number of members of the Association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee and for this purpose the Committee shall ensure that the

requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

(6) Subject to sub-rule (7) at least fourteen days notice of any Special General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required) and any other business requiring consideration of the Association in general meeting.

(7) Notice of meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

(8) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.

(9) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

## 18. PROCEEDINGS AT MEETINGS

(1) Four (4) members present personally or by proxy shall constitute a quorum at any general meeting which shall include a minimum of four (4) Committee members.

(2) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.

In any other case, the meeting shall stand adjourned to the same day in the next month, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

(3) The Chairperson of the Committee, or if there shall be no chairperson, then the Vice- chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as chairperson at every general meeting of the Association.

(4) If there is no such chairperson or vice-chairperson present within fifteen (15) minutes after the time appointed to holding the meeting, the members present may choose one of their number to be chairperson.

(5) The chairperson may with the consult of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

(7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be recorded in favour of, or against, the resolution.

(8) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting if required.

(9) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

## 19. CLUB PERMIT/HISTORIC REGISTRATION

(1) Any member wishing to apply for Club Permit/Historic Registration must make application to the club registration officer.

(2) The member must be financial and have attended at least 1 club event, within a six month period.

(3) Eligible vehicles will need to be inspected by the club's registration officer annually, through Advanced Mechanical Services, Coffs Harbour.

(4) Vehicle log books must be kept up to date and made available to the registration officer for inspection upon request.

(5) Historic vehicle registration as per NSW RMS guidelines.

(6) If a member is judged to be in violation of these conditions, the committee shall have the power to refuse and or revoke the member's vehicle to carry historic plates under the club's auspices. The committee shall have the power to exercise leniency regarding these conditions at their discretion.

(6) Minimum insurance cover of Third Party Property Insurance is required. Proof of a cover must be provided to the Club Registrar. It is strongly recommended that full insurance be obtained. Companies such as Shannons Insurance cater for vehicles of this calibre.

## 20. MINUTES

(1) Proper minutes of all proceedings of meeting of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.

(2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

(3) 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 be duly held, and that all appointments made at a meeting shall be deemed to be valid.

(4) A copy of all Minutes are to be available to any Member upon request.

## 21. VOTING RIGHTS

Subject to these rules each member or associate member present in person or by proxy shall be entitled to one vote. A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

## 22. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his/her proxy, and to attend and vote at any meeting of the Association.

## 23. FINANCES

All moneys received by or on behalf of the Association shall be paid into the Association's banking accounts with such Bank or Banks as the Committee shall from time to time decide. All cheques, Bills of Exchange, withdrawal forms drawn on the Association's banking account or accounts shall be signed by any two of the Executive Committee members. The Committee shall have control of all moneys of the club.

## 24. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

## 25. WINDING UP

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

## 26. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be appropriated towards the Salvation Army.