

CONSTITUTION
of the
**Sporting Car Club of
South Australia
Incorporated**

Valid from 5th August 2010

SPORTING CAR CLUB of SOUTH AUSTRALIA
Incorporated

CONSTITUTION

1. NAME & LOCATION

- (1) The name of the incorporated association is "Sporting Car Club of South Australia Incorporated".
- (2) Headquarters of the Sporting Car Club of South Australia, Inc. shall be located in the metropolitan area of Adelaide.

2. DEFINITIONS

In this Constitution, the following definitions shall be used:

- "Act" means the Associations Incorporation Act 1985, as amended
- "Board" means the Board of Directors of the Sporting Car Club of South Australia, Inc.
- "CAMS" means the Confederation of Australian Motor Sport Ltd.
- "Club" means the Sporting Car Club of South Australia, Inc.
- "Financial Member" shall mean and include every Member who has paid all money due by the provisions of this Constitution.
- "Month" shall mean a calendar month.
- "Office" shall mean the holding of a position on the Board of Directors of the Club.

3. OBJECTS OR PURPOSES OF THE CLUB

The objects of the Club are:

- (1) To promote and hold motorsport competitions and motoring events and to offer, give and contribute towards prizes, medals and awards for owners and drivers of motor vehicles of any type or capacity.
- (2) To promote and encourage the preservation, restoration and use of historic motor vehicles and promote, collect, collate and disseminate motorsport and motoring information and history.
- (3) To do all such things as are conducive or incidental to the attainment of the above objects or any of them.
- (4) To have all the powers conferred by Section 25 of the Associations Incorporation Act 1985.

4. COLOURS AND BADGE

The Club Colours shall be dark blue and light blue and silver. The Badge of the Club shall be of the design and description in the document Appendix "A".

5. Membership

- (1) There shall be the following types of Membership, namely:

(a) Senior Member

Senior Members shall enjoy Membership with all its rights and privileges including the right to vote and eligibility for election to any Office in the Club.

(b) Junior Member

Persons up to the age of eighteen years. Junior Members shall have no vote at a General Meeting of the Club and shall be ineligible for election to any Office of the Club, but shall otherwise be entitled to legally enjoy the facilities of the Club and to participate in its activities including competitions.

5. MEMBERSHIP (cont'd)

(b) Junior Member (cont'd.)

Any person holding Junior Membership who attains the age of eighteen years shall cease to be a Junior Member on the first day of July next after the Member's eighteenth birthday, or if the birthday shall fall on the first day of July, then such Junior Membership shall cease on such birthday.

(c) Family Member

A family is defined as up to two persons over the age of eighteen years and living at the same address, with their natural or adopted children, if any, up to the age of eighteen years. Each adult person shall enjoy the rights and privileges of a Senior Member. The children if any, so defined shall each enjoy the rights and privileges of a Junior Member, subject to the age qualifications for Junior Membership.

(d) Associate Member

Persons up to the age of twenty eight years. Associate Members shall have no vote at Meetings of the Club and shall be ineligible for election to any office of the Club, but shall otherwise be entitled to legally enjoy the facilities of the Club and to participate in its activities including competitions. Nothing in this Clause shall prevent Associate Members being Members of any Committees formed in accordance with Clause 12 (1), but they may not be office bearers of those Committees.

(e) Gold and Silver Member

Notwithstanding the provisions of Clauses 5(1) (a), (b), and (c) above, the Board may approve Gold Membership for Life or Silver Membership for Life under terms and conditions as determined by the Board from time to time and approved by a General Meeting with a three-fourths majority of those present and voting. Twenty eight days notice shall be given to Members of any proposed terms and conditions. Gold and Silver Members shall enjoy Membership with all its rights and privileges of a Senior Member.

(f) Corporate Member

A Corporate body is defined as a registered company, an incorporated association, a partnership or an individual businessman can become a Corporate Member. A Corporate Member shall have no vote at meetings of the Club and shall be ineligible for election to any office of the Club. An annually nominated person will represent the Corporation who will be entitled to enjoy the facilities of the Club. Corporate Membership will be approved by the Board subject to terms and conditions.

(g) Honorary Member

A person may be admitted as an Honorary Member of the Club for a period not exceeding one month by the President, Secretary, Treasurer or General Manager and one other Member nominated by the Board for that purpose. Such Honorary Members shall have no voting power, and such Membership may be cancelled at any time by the Board.

(h) Life Member

Any financial member of ten years Senior Membership and in good standing who has rendered the Club meritorious service for at least ten years, may be nominated by a Member as a prospective Life Member. Such nominations must be made at least six months prior to the Annual General Meeting.

5. MEMBERSHIP (cont'd)

(h) Life Member (cont'd)

Following nomination(s), the current Life Members shall be convened to determine the validity and eligibility of the nominee(s). If approved by the Board then the Club President at the Annual General Meeting shall confer Life Membership.

Life Members shall enjoy all rights and privileges of a Senior Member, no subscription shall be payable by a Life Member.

- (2) The full name of each person applying to become a Senior, Family, Associate, Corporate or a Junior Member of the Club (including a person who already holds Junior Membership and who desires to acquire Senior Membership) shall be submitted to the Board and shall be accompanied by the amount of the first year's or the calculated pro-rata (as the case may be) subscription and by the amount of the entrance fee. The rights and obligations of Membership shall commence from the date of such will terminate if the application is rejected in accordance with the Constitution.

6. SUBSCRIPTIONS

- (1) The Club's subscriptions for the various types of Membership shall be set from time to time by a recommendation from the Board and approved by a Special General Meeting with a three-fourths majority of those present and voting. Twenty-eight days notice shall be given to Members of any proposed changes to the Subscriptions. Subscriptions shall be due and payable by the first day of July each year. Concessional Subscriptions shall be set for Senior Members who satisfy the Board of their limited means of support, by production of a Pensioner Card or by alternative evidence. Concessional Subscriptions shall also be set for Senior Members who satisfy the Board that they are full time students, and for Senior Members who live outside a radius of eighty kilometres from the Adelaide G.P.O. Any person who has been a Senior Member for a continuous period of fifty years or more may remain a Member without payment of further subscriptions.
- (2) A Junior Member making application to become a Senior Member and having already paid the Junior Membership subscription for the current year shall be entitled to have that subscription credited on account of any Senior Membership subscription which the Member may be required to pay under this Constitution for the same year.
- (3) Pro-rata subscriptions
In the event of an application for new membership being accepted after 1st July, the subscription payable will be calculated on a month by month pro-rata basis. The adjustment shall not apply in the case of an ex-Member who has been deemed to have resigned as a result of non-payment of subscriptions due in the previous twelve months.
- (4) Arrears of subscription
Subscriptions unpaid after the first day of August each year render the Member in arrears. Any Member whose subscription remains unpaid by the first day of August in any year, shall be notified in writing forthwith by the General Manager that if payment thereof is not made by the fourteenth day of August in the same year, the Member will be deemed to have resigned from the Club.

7. ENTRANCE FEE

An Entrance Fee for new Members (other than Associate or Honorary Members) shall be set from time to time by a recommendation from the Board and approved by a Special General Meeting with a three-fourths majority of those present and voting. Twenty-eight days notice shall be given to Members of any proposed changes to the entrance fee.

8. RESIGNATIONS

Any Member may resign his Membership by giving notice in writing to the General Manager, who shall submit the notice to the next meeting of the Board. Any Member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

9. EXPULSION

- (1) In the case that the conduct of any Member shall, in the opinion of the Board, be injurious to the character or interest of the Club or its Members, the General Manager shall call a meeting of the Board to consider the conduct of such Member, and shall invite the Member to attend such meeting, so that the Member will have the opportunity of explaining or withdrawing from the Club.
- (2) If a two-thirds majority of the Board vote for such Member's expulsion, the Member shall be expelled. Any Member so expelled shall have the right to appeal to a Special General Meeting to be summoned within twenty-eight days of such Member's expulsion, when a majority of those present and voting shall be required to confirm the expulsion. If the expulsion be not confirmed, the Member shall be reinstated. Voting on this issue shall both at Board level and in Special General Meeting be by secret ballot.

10. REGISTER OF MEMBERS

A register of Members must be kept, maintained and contain:

- (1) the name and address of each Member;
- (2) the date on which each Member was admitted to the Club;
- (3) and if applicable, the date of, and reason(s) for, termination of Membership.

11. BOARD OF DIRECTORS

- (1) The general conduct and management of the Club shall be vested in a body to be known as the Board of Directors.
- (2) The Board of Directors shall consist of:
 - The President
 - Vice-Presidents (two)
 - Treasurer
 - Secretary
 - Board Members (four)
- (3) A Board Member shall be a natural person.
- (4) Notification for all vacant positions must be published to Members at least 28 days prior to an election to fill a vacant position.
- (5) The nominations for the Board of Directors shall be sent to the General Manager by 4pm on the 30th June. Nominations shall be signed by the candidate and at least two Senior Members of the Club.

11. BOARD OF DIRECTORS (cont'd)

- (6) All candidates for the Board of Directors must have been Members of the Club for at least twelve months prior to the date of closing of nominations. Any Member may nominate for only one vacant position.
- (7) In the event of two or more candidates being nominated for any particular office, an election shall be conducted by ballot.
- (8) The President shall be elected at the Annual General Meeting for a period of two years and shall be eligible for re-election.
- (9) The Vice Presidents, Secretary, Treasurer and Board Members shall be elected for a period of two years with one Vice President, two Board Members and Treasurer being appointed for a period of one year in the first year after the adoption of this Constitution. Thereafter appointments at the Annual General Meeting shall be for two years with eligibility for re-election.
- (10) At least two Members shall be appointed to conduct each ballot, by the Chairperson of the Annual General Meeting.
- (11) No circumstances shall justify the issue of a second or further ballot paper unless the original is handed to the Members conducting the ballot and cancelled by them.
- (12) The candidate receiving the greatest number of votes will be deemed elected, and in the event of an equal number of votes being returned for any two or more candidates, then the Chairperson shall exercise a casting vote.

12. POWERS AND DUTIES OF BOARD OF DIRECTORS

- (1) The Board may appoint individual Members or may establish committees and appoint Members thereto to perform any of the duties devolving from the Board in accordance with the Constitution, the Duties of Officers, Rules for Committees and Standing Orders, and may confer on such Committees such authority as shall from time to time be deemed necessary.
- (2) The Board shall have the powers to fill any casual vacancy which may occur in such Board.
- (3) The Board shall have the powers at any Board Meeting to make Rules and Regulations for the operation of any Committee or for the promotion of any object of the Club as set out in Clause 3 hereof.
- (4) The Board has the management and control of the funds and other property of the Club.
- (4a) Notwithstanding the provisions of Clause 12.4, the Board shall not cause to offer Club owned freehold or other property as security against any loan or mortgage nor sell any Club owned property of a value greater than \$20,000,00 nor make any unsecured or unbudgeted loan involving Club funds or property unless approved at a Special General Meeting called specifically for that purpose
- (5) The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which the Constitution is silent.
- (6) The Board shall appoint a General Manager with duties, remuneration and conditions of Employment determined by the Board.

13. PUBLIC OFFICER

The Public Officer of the Club shall be the General Manager

14. PROCEEDINGS OF THE BOARD OF DIRECTORS

- (1) The Board shall meet at least monthly for the dispatch of business with the exception of the month of January.
- (2) Questions arising at any meeting of the Board shall be decided by a majority of votes and in the event of a tied vote, the President shall have a casting vote.
- (3) A quorum for a meeting of the Board shall be five Members of the Board.
- (4) A Member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.

15. DISQUALIFICATION OF BOARD MEMBERS

- (1) The office of a Board Member shall become vacant if a Board Member resigns or is:
 - disqualified from being a Board Member by the Act
 - expelled as a Member under this Constitution
 - permanently incapacitated by ill health
 - absent without apology from more than four meetings in a financial year.

16. COMMON SEAL

- (1) There shall be a Common Seal of the Club, which shall bear the name of the Club. The Common Seal shall be in the custody of the Seal Holders appointed in the manner hereinafter provided. There shall be two Seal Holders who may be appointed at any General Meeting, and whose appointment shall be reviewed at each Annual General Meeting.

17. MEETINGS

- (1) The Annual General Meeting of the Club shall be held in the first week of September each year or if such be impossible or inconvenient, then at such time as the Board shall determine.
- (2) The order of the business at the Annual General Meeting shall be:
 - a) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
 - b) the consideration of the accounts and reports of the Board and the auditor's report
 - c) the election of the Board of Directors
 - d) the appointment of the auditors
 - e) the appointment of Seal Holders
- (3) **The Monthly General Meeting**
A General Meeting of the Club shall be held every month on the first Wednesday, with the exception of the month of January, at the Clubrooms or at such place and at such time as may be decided by the Board, the time and day advertised in the Club Newsletter and/or the Club Website.

17. MEETINGS (cont'd)

(4) Special General Meetings

On request in writing signed by six Members of the Club, the Secretary shall, within twenty eight days of receipt of such request, call a Special General Meeting. The Board shall have power at any time to call a Special General Meeting. Such Special General Meetings shall be for the dispatch of any business of which due notice shall have been given.

(5) Notices of Meeting

Twenty-eight clear days' notice shall be given to Members eligible to vote, specifying the place, day and hour of meeting and in case of special business, the point or points to be raised shall be given in writing. Accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at such meetings. A notice may be served by the Club on any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at the Member's place of address recorded by the Club.

(6) Amendments to the Constitution

This Constitution may be amended at a Special General Meeting of the Club convened for that purpose, provided that the amendment is accepted by a majority of three-fourths of the Members present and voting. Proposals to amend the Constitution shall be given in writing, signed by six Members. Such proposals shall be submitted to the Secretary.

18. PROCEEDINGS AT GENERAL MEETINGS

(1) Fifty Members present personally shall constitute a quorum for the transaction of business at any General Meeting.

(2) The President shall preside as Chairperson at a General Meeting of the Club.

(3) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board Member or one of their own number to be the Chairperson of that meeting.

19. VOTING AND POLLS AT GENERAL MEETINGS

(1) Only Life Members, Gold and Silver Members and Financial Senior Members (including Family Members) shall be entitled to vote. No proxies shall be allowed at any meeting. Each such Member has only one vote at a meeting of the association.

(2) Subject to this constitution, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person at that meeting or who submit an absentee vote.

(3) On request an absentee ballot paper shall be issued to Members unable to attend a meeting at which issues to be determined require 28 days notice to be given, in accordance with the Constitution.

(4) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

(5) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

19. VOTING AND POLLS AT GENERAL MEETINGS (cont'd)

- (6) 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.
- (7) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.
- (8) A Special Resolution is a resolution passed by a three-fourth majority at a Special General Meeting.

20. MINUTES

- (1) Proper minutes of all proceedings of a General Meeting and Special General Meetings of the Club and of meetings of the Board, 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 must be confirmed by Members of the Board at the subsequent meeting.
- (3) 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 meeting at which the minutes are confirmed.
- (4) 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.
- (5) The minutes of any General Meeting, Special General Meeting and the Annual General Meeting shall be open to inspection by all Members on giving reasonable notice to the General Manager.

21. KINDRED ORGANISATIONS

Notwithstanding any other provisions of this Constitution, the Board may decide to offer to kindred organisations Club Membership for their Members, providing that such organisations agree to function under the name of the Club and its Constitution on such terms as the Board determines from time to time.

22. FINANCES AND THE FINANCIAL YEAR

- (1) The Financial Year of the Club shall commence on the 1st July of each year and end on 30th June the following year.
- (2) All monies received by or on behalf of the Club shall be paid into the Club's banking accounts with such Bank or Banks as the Board shall from time to time decide. All Cheques, Bills of Exchange, withdrawal forms drawn on the Club's banking account or accounts or electronic funds transfer shall be approved by any two of the following: the President, the Secretary, the Treasurer and the General Manager or such other person approved by the Board.
- (3) 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.

23. AUDITORS

The Auditors, none of whom shall be a Member of the Board, shall be appointed annually at the Annual General Meeting. The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before Members at the Annual General Meeting.

24. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration to a Member for services rendered or expenses incurred on behalf of the Club.

25. DISSOLUTION

- (1) The Club must not be dissolved without the consent of the President being first obtained and the vote of a three-fourths majority of the financial Members present and voting at a Special General Meeting of which twenty eight days notice shall be given. The quorum for that Special General Meeting shall be one-tenth of the Members of the Club.

26. APPLICATION OF SURPLUS ASSETS

- (1) If, after winding up of the Club, there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- (2) Such organisation or organisations shall be identified and determined by a resolution of Members in a Special General Meeting.

Record of amendments to this Constitution

| <u>Clause</u> | <u>Date</u> |
|---------------|-------------|
| Adopted | 07-09-2005 |
| 6(3) | 06-09-2006 |
| 5(h) | 07-02-2007 |
| 5(2) | 05-12-2007 |
| 11(5) | 05-12-2007 |
| 4(a) | 05-08-2010 |
| 3(4) | 26-08-2010 |

APPENDIX "A"

THE BADGE OF THE SPORTING CAR CLUB OF SOUTH AUSTRALIA, INCORPORATED

SILVER
DARK BLUE LINE DARK BLUE

SILVER
DARK BLUE
SILVER DARK BLUE

LIGHT BLUE

The Badge is composed of three concentric circles banded in Silver (Pantone 421),
the outer circle is coloured Light Blue (Pantone PMS 310).

The two inner circles are coloured in Dark Blue (Pantone PMS 287).

Superimposed on these circles is a pair of feathered wings coloured in Silver (Pantone 421).

In the inner circle and above the centre of the wings are the letters SCC,
coloured Silver (Pantone 421).

In the inner circle and below the centre of the wings are the letters SA intertwined,

coloured in Silver (Pantone 421).

Surmounting the circles is a map of Australia,
coloured in Silver (Pantone 421) and outlined in Dark Blue (Pantone PMS 287).

The State of South Australia is coloured in Dark Blue (Pantone PMS 287).