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Constitution

PART I - PRELIMINARY

1. Definitions

- (a) The name of the incorporated association is HSV OWNERS CLUB OF NSW (INCORPORATING HDT) INCORPORATED ABN 49 282 152 059 and is referred to in this constitution as “the association”.
- (i) In this constitution, except in so far as the context or the subject matter otherwise indicates or requires:
 - (ii) “CAMS” means the Confederation of Australian Motor Sport.
 - (iii) “HDT” means the former HDT Special Vehicles Pty Ltd, and excludes later companies trading under various HDT Special Vehicles Operations business names.
 - (iv) “HSV” means Premoso Pty Ltd trading as Holden Special Vehicles.
 - (v) “ordinary member” means a member who is not an office bearer of the association.
 - (vi) “the Act” means the Associations Incorporation Act 2009.
 - (vii) “the Regulation” means the Associations Incorporation Regulation 2010
- (b) In this constitution:
- (i) a reference to a function includes a reference to a power, authority and duty, and
 - (ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
 - (iii) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail and mobile phone.
- (c) The provisions of the *Interpretation Act, 1987*, applies to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (d) The “object” of this association is to enhance the ownership experience of HSV and HDT owners living in NSW.
- (e) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise

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shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

- (f) Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth).
- (g) Club Code of Conduct is binding on the Club and all Members.
- (h) Amendments, alterations, interpretations or other changes to the Club Code of Conduct shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

PART II - MEMBERSHIP

2. Membership Types

(1) Ordinary Member

- (a) A person is eligible to be an ordinary member of the association if the person is a natural person who:
 - (i) applies for membership of the association as provided by clause 3; and
 - (ii) has been approved for membership of the association by the Membership Secretary; and
 - (iii) owns either a HDT vehicle as defined in clause 1(a)(iii) bearing an HDT build plate or an HSV as defined in clause 1(a)(iv) bearing an HSV build plate, excluding HSVi
- (b) An ordinary member has the right to vote on the business of the association.

(2) Associate Member

A person is eligible to be an associate member of the association if the person is a natural person who-

- (a) was formerly an ordinary member of the association as provided by clauses 2(1) or 2(4); and

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- (b) ceases to own an eligible vehicle as specified by clause 2(1)(a)(iii); or
- (c) was formerly a ‘family member’, not being a spouse of an ordinary member and who has now reached the age of 18 years. The joining fee for the child of a Family Member who joins the Club as an Associate Member at the time they are no longer eligible to be a Family Member because of their age and keeps the continuity of their membership going. The joining fee will not be waived if the child of a Family Member decides to join the Club at some later date. The joining date will be the joining date of the Family Membership or the new Associate member’s date of birth, whichever is the later.
- (d) Associate members shall have the same rights and obligations as ordinary members with the exception that they are ineligible to vote on the business of the association and are ineligible to be appointed to a committee position unless such appointment is approved unanimously by the committee whereby they shall be eligible to vote on the business of the association.

(3) Special Associate Member

- (a) A special associate member does not own an eligible vehicle as specified in clause 2 (1) (a) (iii) but who is nominated by two ordinary members of the association and whose nomination is accepted by a majority vote of the committee at the next committee meeting following receipt of the person’s application.
- (b) The special associate membership of any person accepted under clause 2(2)(d) is current for the year in which it is agreed to by the committee of the association and may be subjected to review at the association’s annual membership renewal date and renewal of such membership for a further period is subject to the acceptance of the Membership Secretary as complying with clause 2(3)(d).
- (c) Special associate members shall have the same rights and obligations as associate members.
- (d) The maximum number of members allowed under clause 2(3) shall not exceed 20% of the association’s previous year’s total ordinary and family memberships.

(4) Family Member

- (a) A person and their family member are eligible for family membership of the association if both persons are natural persons, at least one of whom is a spouse, de facto spouse, partner or child under 18 years of the other person who is eligible to become an ordinary member as defined in clause 2(1).

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(b) A family member shall have the same rights and obligations as an ordinary member with the exception that, they only receive a single copy of any publications or other notices that are distributed to ordinary members.

(c) All persons with a family membership will receive only one Membership Number, but will receive two membership cards upon joining and upon family membership renewal.

(d) The family member and their partner only are eligible to vote.

(e) A family member as provided by clause 2(4)(a) is eligible to be appointed to a committee position providing that they are aged 18 years or over.

(5) Life Member.

(a) A person is eligible to be awarded life membership of the association if the person is a natural person who:

(i) was a founding member of the association, specifically Warren Jenkins (President), Jeff Kelly (Vice President), Brian Cassell (Secretary), Mark Hitchenson (Treasurer), Patricia Campbell (Social Secretary) and Les McClelland (Ordinary Member) or

(ii) was a previous president of the HDT Owners Club of NSW, the HDT/HSV Owners Club of NSW Incorporated or the HSV Owners Club of NSW (Incorporating HDT) Incorporated for minimum of three years, or

(iii) as a member has provided an extraordinary contribution to the association which has been recognized by the committee to be deserved of the honour of being awarded life membership. A member is not eligible to be considered for this position if the member is not in at least their 10th year of continuous membership and contribution to the club.

(b) Life Membership can be rescinded by the committee where it has been shown that the person has acted at any time in contrary to the association's Code of Conduct.

(c) A life member shall have the same rights and obligations as ordinary members.

(d) Other than persons qualified for life membership under clause 2(5)(a)(i), the committee must approve the awarding of life membership to any members who have become eligible under clause 2(5)(a) to be considered for this ultimate level of recognition.

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(6) Honorary Member

(a) A person is eligible to be an honorary member of the association if the person is a natural person who is not eligible to become a member of the association under any other membership class and who is –

- (i) nominated for consideration as an honorary member by an ordinary member of the association; and
- (ii) whose nomination is agreed to by a majority of the committee of the association.

(b) The designation of honorary member is current only for the year in which it is bestowed and is to be reviewed annually by the then current committee of the association.

(c) The committee may at its absolute discretion request an individual offered honorary membership to pay the then current annual membership fee.

(d) Honorary members shall have the same rights and obligations as associate members. They are ineligible to vote on the business of the association and are ineligible to be appointed to a committee position.

(7) Corporate Member

(a) An entity is eligible to be a corporate member of the association if the entity is not a natural person and is one which is:

- (i) nominated for consideration as a corporate member of the association by an ordinary member of the association, and
- (ii) the nomination of which is agreed to by the committee.

(b) The designation of corporate member is current only for the year in which it is offered by the association and is to be reviewed annually by the then current committee of the association.

(c) A corporate member can be represented at the association and at the association’s activities by the corporate member’s principal and up to two of the corporate member’s employees. The corporate member and its principal and employee representatives have the same rights and obligations as

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associate members. They are ineligible to vote on the business of the association and are ineligible to be appointed to a committee position.

(8) Temporary Member

A person who is not already a member of the association will become a temporary member of the association if the person is a natural person who:

- a) is not a club member but has entered a club organised motorsport event that is being held under a Motorsport Australia Permit which requires entrants to be a member of a Motorsport Australia affiliated club. Clauses 2(8)(c) and 2(8)(d) will apply.
- b) is a volunteer helper or participant at an event where members of the association are participating, and
- c) has been included on event documentation, and this documentation shall include but not be limited to an Event Entry Form that specifies the Temporary Member's name; or by the signing of an Event Waiver or Disclaimer covering the event by the organiser, promoter or circuit/venue operator; or by advice of the Temporary Member's name to a Committee member involved with the event, and
- d) Temporary membership shall be conferred for the period from the date that the Temporary Member leaves their place of residence for the event up to and including the date that the Temporary Member returns from the event to their place of residence.

3. Application for Membership

- (a) An application of a person for membership of the association:
 - (i) must be made by the applicant using the applicable online form on the associations website, and
 - (ii) the appropriate fee for entrance and for the annual subscription must be paid.
- (b) As soon as practicable after receiving an application for membership, the membership secretary will email the applicant confirming the result of their application.
- (c) When the membership secretary has approved an application for membership, the membership secretary shall enter the applicant's name and relevant details in the register of the members and on the

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name being so entered and a membership number is assigned, the applicant becomes a member.

(d) The applicant should be notified of the outcome of their application as soon as practicable.

(e) Each member of the association and in the case of family members, the partner of the family member will receive a Motorsport Australia Affiliated Club membership card when they join the association and when their membership is renewed.

4. Discretion to Accept or Reject Application

- a) The Club may accept or reject an application whether the applicant has complied with the requirements in clause 3(a) or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- b) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

5. Renewal

Members (other than Life, Honorary, Corporate and Temporary Members) must renew their membership annually in accordance with the procedures set down by the Club from time to time.

6. Cessation of Membership

- (a) A person ceases to be a member of the association if the person:
 - (i) dies, or
 - (ii) resigns membership, or
 - (iii) is expelled from the association, or
 - (iv) fails to pay the annual membership fee under clause 10(2) within 3 months after the fee is due.
- (b) A person may have their membership re-instated if the person:
 - a) applies for re-instatement within 12 months of the annual fee becoming due, and may be required to pay a late payment fee.

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(c) 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. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

7. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

8. Resignation of Membership

- (a) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (b) No refund of any membership fees paid either in full or in part will be made to any member ceasing to be a member pursuant to clause 8(a).
- (c) If a member of the association ceases to be a member under clause 8(a), and in every other case where a member ceases to hold membership, the membership secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members

- (a) Membership records are to be maintained in a secure web-based platform protected by an SSL Certificate with access restricted to the President, Membership Secretary, Public Officer, Historic/Classic Plates Registrar and Website Administrators.
- (b) Membership records are to remain private and confidential. No information from membership records may be provided to parties outside of the Committee without the express approval of the member.
- (c) Information in the Register of Members may be used by the Committee to send mail and emails to members providing notice of meeting or other event relating to the association; or sending other material

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relating to the association; or where required to organise an event conducted by the association; or where it is necessary to comply with a requirement of the Act or the Regulation.

10. Fees and Subscriptions

- (a) An ordinary, family, associate or special associate member of the association shall, upon application for membership, pay to the association a **joining fee** of an amount that is determined by the committee.
- (b) In addition to any amount payable by the member under clause 10(a), a member of the association shall pay to the association an **annual membership subscription** of an amount that is determined by the committee for the membership levels as described in clause 10(a).

11. Members Liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

12. Resolution of Internal Disputes

- (a) Disputes between members (in their capacity as members) of the association, and disputes between members and the association are to be resolved by the committee.
- (b) If disputes under clause 12(a) cannot be resolved by the committee, they are then to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (c) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (d) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of Members

- (a) A complaint may be made to the committee by any person that a member of the association:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has willfully acted in a manner prejudicial to the interests of the association.

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- (b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the committee decides to deal with the complaint, the committee:
- (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The committee may, by resolution, expel the member from the association or suspend the member from the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the committee expels or suspends a member, the membership secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the members right of appeal under clause 12.
- (f) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14, whichever is the later.

14. Right of Appeal of Disciplined Member

- (a) A member may appeal to the committee against a resolution of the committee which is confirmed under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice needs to be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) Upon receipt of a notice from a member under clause 14(a), the secretary shall notify the committee which shall convene a special committee meeting of the association to be held within 28 days after the

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date on which the secretary received the notice.

(d) At the special committee meeting convened under clause 14(c):

- (i) no business other than the question of the appeal shall be transacted, and
- (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (iii) rules of evidence will apply, (for example no hearsay), and
- (iv) the members present are to vote by secret ballot on the question of whether the committee decision appealed should be confirmed or revoked, and
- (v) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART III - THE COMMITTEE

15. Functions of the Committee

Subject to the Act, the Regulations and this constitution and to any other resolution passed by the association in general meeting, the committee:

- (a) Is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

16. Composition and Membership of the Committee

- (a) The committee shall consist of:

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- (i) the office bearers of the association, and
- (ii) ordinary committee members,
- (b) appointed committee members.

each of whom shall be elected at the annual general meeting of the association under clause 17.

(b) The office-bearers of the association shall be:

- (i) the president,
- (ii) the vice president,
- (iii) the treasurer,
- (iv) the secretary
- (v) the public officer

(c) The ordinary committee members may include, but are not limited to:

- (i) the membership secretary,
- (ii) the special events director,
- (iii) the social secretary,
- (iv) the motorsport director,
- (v) the magazine editor,
- (vi) the webmaster,
- (vii) the media director,
- (viii) the social media administrator
- (ix) the merchandise coordinator
- (x) the historic/classic plates registrar

(d) The committee may appoint additional committee members to assist the elected committee members.

These assistant committee members may include, but are not limited to:

- (i) Special Events Assistants
- (ii) Social Activities Assistants
- (iii) Motorsport Assistants

(e) Assistant committee members under clause 16(d) may attend Committee Meetings but cannot vote on Committee motions, other than those motions that they move themselves.

(f) The Public Officer and Motorsport Australia Delegate are each to be appointed by the committee and must be either an office bearer or an ordinary committee member and will remain in that position until replaced by the committee or if either is no longer an office bearer or ordinary committee member.

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- (g) A returning officer is to be appointed by the committee to control the ballots only pertaining to special resolutions and the appointment of office bearers and of ordinary committee members. The returning officer must not be a committee member.
- (h) Where the committee has established a Region, a regional coordinator is to be appointed by the committee to chair a sub-committee established to coordinate the local activities of that region. The vice president will be the responsible committee member for each regional sub-committee.
- (i) Each member of the committee shall, subject to this constitution, hold office until their responsibilities are handed over at the last Committee Meeting of each year.
- (j) Each Committee Member is eligible for re-election subject to provisions contained in clause 17.
- (k) In the event of a causal vacancy occurring in the membership of the committee, or a new committee position being created by the committee, the committee may appoint a member of the association to fill the vacancy.
- (l) No remuneration shall be payable to any committee member although committee members shall be entitled to be reimbursed for expenditure incurred on behalf of the association.

17. Election of Committee

- (a) Nominations of members of the association for election as office-bearers of the association or as ordinary committee members:
- (b) must be made in writing, signed by 2 ordinary members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) who shall be an ordinary member or family member of an ordinary member of the association over 18 years of age, and
- (c) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place or earlier as otherwise advised.
- (d) Where a single nomination is received for a vacancy, the person nominated is taken to be elected.
- (e) Where the number of nominations received for a vacancy exceeds one, a ballot is to be held.
- (f) Any vacant positions remaining on the committee are taken to be casual vacancies.

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- (g) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting and/or by online voting in such usual and proper manner as the committee may direct.
- (h) A member standing for election under clause 17 can only be nominated for one committee or office bearer position.
- (i) A member may only hold the same position on the committee for a maximum of three (3) years unless the committee agrees to grant that person another 3-year period of eligibility. There is no limitation on the number of 3-year eligibility periods that the committee may grant a person.
- (j) A member applying for the position of the President of the association must have previously a minimum of one year experience in a committee position and be in at least the fifth year of membership before they can be appointed to that position.
- (k) A member applying for the position of Vice President must have previously a minimum of one year experience in a committee position and be in at least the third year of membership before they can be appointed to that position.
- (l) It is important that the handover of positions and responsibility from the old committee to the new committee is done in a smooth manner. Once all positions are filled, the outgoing committee members should assist the new committee members in becoming familiar with their new responsibilities, and hand over their responsibilities to the new Committee Members at the last Committee Meeting of each year.

18. Regulatory

- (a) The **secretary** of the association must:
 - (i) as soon as practicable after being appointed as secretary lodge notice with the association of his or her address, and
 - (ii) ensure that minutes of proceedings at a meeting are approved by the chairperson of the meeting or by the chairperson at the next succeeding meeting, and
 - (iii) keep minutes of:
 - a. all appointments of office bearers, ordinary committee members and appointed members of the committee, and
 - b. the names of members of the committee present at committee meetings or at a general meeting, and
 - c. all relevant proceedings at committee meetings and general meetings.

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(b) The **public officer** of the association must:

- (i) maintain a register of authorized signatories and ensure that all the associations negotiable instruments contain at least two authorized signatures, and
- (ii) maintain a register of disclosed interests, and ensure the parties concerned are removed from any related decision-making processes, and
- (iii) ensure all records and registers are being maintained as required by this constitution, and
- (iv) ensure that a summary of financial affairs is submitted to members at least at every annual general meeting, and
- (v) lodge the required forms with the Department of Fair Trading, including:
 - i) Form A9 – Notice of appointment of a public officer *within 28 days of taking office.*
 - ii) Form A6 – Application to change objects or constitution *within 28 days of passing the special resolution.*
 - iii) Form A12 - Annual summary of financial affairs *within one month of the holding of the AGM.*
- (vi) review the constitution as required to ensure ongoing compliance to the model constitution and to current practices, and submit any recommended changes in sufficient time for the committee to give notice of a special resolution to be put to members at that year’s annual general meeting.

19. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) all money due to the association is collected and received and that all payments that are authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association; and
- (c) that all licences are held and all returns are submitted as may be required by legislation in respect of the association’s funds, and
- (d) the timely preparation of:
 - (i) an annual report for submission to the regulatory authorities, and
 - (ii) a summary of the association’s financial affairs for submission to members at least at every annual general meeting
- (e) gross receipts of the association do not exceed \$250,000.00.

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It is preferred that a nominee for the position of treasurer would have knowledge of accounting and/or book-keeping practices.

20. Casual Vacancies

In addition to Clause 17 (f), a casual vacancy in the position of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 21, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from three consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21. Removal of Committee Members

- (a) The association in general meeting may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in clause 21(a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may

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send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Committee Meetings and Quorum

- (a) The committee shall meet at least four times in each period of twelve months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed before holding of the meeting.
- (d) Notice of Meeting given under clause 22(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any five members of the committee constitute a quorum for the transaction of the business of the meeting of the committee, including members present via tele or video conferencing.
- (f) No business shall be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day of the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the committee:
 - (i) the president or, in the president's absence, the vice-president is to preside, or
 - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

23. Delegation by Committee to Sub-Committee

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- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (constituting of such member or members of the association as the committee thinks fit). The exercise of such of the functions of the committee as is specified in the instrument, other than:
- (i) This power of delegation, and
 - (ii) A function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote, but in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 22(e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

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25. Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by email, facsimile or other form of visible or other electronic communication by a majority of all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, 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:
- (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) If a failure in communications prevents clause 25(a)(b) from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 25(a)(b) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (iii) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

26. Conflict of Interest

A Committee Member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

PART IV - GENERAL MEETINGS

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27. Annual General Meetings - Holding of

- (a) The association shall, at least once in each calendar year convene an annual general meeting of its members.
- (b) The financial year of the association ends on the 31st of August each year, and the annual general meeting shall be convened no later than the end of February the following year and preferably by the 30th of November each year.
- (c) Subclauses 27(a) and 27(b) have effect subject to any extension or permission granted under the *Act*.

28. Annual General Meeting – Calling Of and Business

- (a) The annual general meeting of the association is, subject to the *Act* and to clause 27, to be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (ii) To receive from the committee reports on the activities of the association during the last preceding financial year,
 - (iii) To elect office bearers of the association and ordinary committee members,
 - (iv) To receive and consider any financial statement or report required to be submitted to members under the *Act*.
- (c) An annual general meeting shall be specified as such in the notice convening it.

29. Special General Meetings – Calling Of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
 - i. must state the purpose or purposes of the meeting, and

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- ii. must be signed by the members making the requisition, and
- iii. must be lodged with the secretary, and
- iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(d) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

(e) A special general meeting convened by a member or members as referred to in clause 29(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who subsequently incurs expenses is not entitled to be reimbursed by the association for any expense so incurred.

30. Notice

(a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of meeting and the nature of the business proposed to be transacted at the meeting.

(b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 30(a), the intention to propose the resolution as a special resolution.

(c) A member desiring to bring any business before a general meeting may raise this without notice during the General Business segment of the meeting. Notice of a member's intention to bring any business to any other meeting than a general meeting requires that notice to be made in writing and lodged with the secretary at least 21 days before the date fixed for the holding of the meeting.

31. Quorum for General Meetings

(a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

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- (b) Ten members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (i) if convened upon the requisition of members shall be dissolved, and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting was adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least eight) shall constitute a quorum.

32. Presiding Member

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (b) If the president and the vice-president are absent or unwilling to act, the committee members present shall elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the secretary must give notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 33(a) and 33(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

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- (a) A question arising at a general meeting of the association shall be determined by either:
- (i) a show of hands, or
 - (ii) if on the motion of the chairperson or if 10 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (b) If the declaration is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) Where the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions

A resolution of the association is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such ordinary members of the association that are present at the meeting including members present by digitally based voting system at the meeting and are entitled under these rules so to do, and
- (b) Not less than 21 days' written or digitally based notice specifying the intention to propose the resolution as a special resolution must have been given in accordance with these rules, and
- (c) it is in accordance with section 39 of the Act.

36. Voting

- (a) On any question arising at a general meeting of the association an eligible member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

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- (d) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (e) Voting on matters where notice has been given for a special resolution or an election of office bearers or ordinary committee members, members residing outside of the greater Sydney Metropolitan Area are entitled to submit one vote using a digitally based voting system.

37. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

PART V - MISCELLANEOUS

38. Insurance

The association may effect and maintain insurance.

39. Funds – Source

- (a) The funds of the association are to be derived from the joining fees and annual membership subscriptions of members, donations, sponsorship, advertising fees, event revenues, deposit interest and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank or other authorized deposit-taking institution account.
- (a) The association must, as soon as practicable after receiving any money, issue an appropriate receipt where requested to do so.

40. Indemnity

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 wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Club.

41. Funds – Management

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- (a) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorized to do so by the committee.

42. Change of Name, Objects and Constitution

- (a) The Constitution may be altered, rescinded or added to only by a special resolution of the association.
- (b) An application to the Director-General for registration of a change in the association’s name, objects or constitution in accordance with section 10 of the *Act* is to be made by the public officer or a committee member.

43. Custody of Books, etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control in NSW, all records, books and other documents relating to the association.

44. Inspection of Books, etc.

- (a) The following documents with the exception of the membership register are open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the association,
 - (ii) this constitution,
 - (iii) minutes of all general meetings of the association.
- (b) A member of the association may obtain a copy of any of the documents referred to in clause 45(a) on payment of a fee of \$2.00 for each page copied.
- (c) Access by a member to information contained in the membership register is restricted only to that allowed in clause 9(c).

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(d) Access to records, books, and other documents of the association is specifically denied to persons or corporations who are not members of the association unless such access is provided for by law.

45. Service of Notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
- (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post, to the member at the member's postal address as shown in the register of members, or
 - (iii) by sending it by facsimile transmission, email or some other form of digitally based communication to an address specified by the person as being suitable for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of digitally based communication, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial Year

The financial year of the association is each period of 12 months commencing 1st September and ending on the following 31st August.

47. Distribution of Assets and Income

The assets and income of the association shall be applied solely in furtherance of the association's objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

48. Distribution of property on winding up

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- (a) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
- (i) with similar objects, and
 - (ii) which is not carried on for the profit or gain of the organisation's members.
- (b) In this clause "surplus property" has the same meaning as in the Act, section 65.

49. Non-Profit Status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Change History:

- (a) 10/6/2009 Document approved.
- (b) 10/11/2010 Alignment with new NSW Fair Trading Model Constitution.
- (c) 14/04/2012 Addition of Temporary Membership / Allow the partners of Family Members to vote.
- (d) 13/11/2013 Update & inclusion of key NSW Fair Trading Model Constitution rules.
- (e) 12/11/2015 Inclusion of Media Director, online voting and prior membership for Vice President.
- (f) 1/8/2017 Inclusion of Distribution of Assets & Income clause for ATO "Not for Profit" compliance.
- (g) 1/8/2017 Inclusion of Dissolution clause for ATO "Not for Profit" compliance.
- (h) 3/10/2018 Update primarily made necessary by the reliance of new online systems.
- (i) 2/9/2019 Update new Club logo in page header. Include digitally based notices and voting.

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- (j) 11/4/2021 Add “Historic/Classic Plates Registrar to Ordinary Committee members list, include members present via tele or video conferencing in the quorum for the transaction of the business of the committee, replace “CAMS” with “Motorsport Australia” wherever it is referenced and adopt the complete Constitution incorporating all these changes.
- (k) 1/11/2022 Update to bring into line with new NSW Fair Trading Model Constitution and to waive the joining fee for the child of a Family Member joining as an Associate Member when no longer eligible for Family Membership due to their age.