

COUNCIL OF MOTOR CLUBS INC.
Notice of Special Resolution for Adoption

To approve the following changes to the CMC Constitution:

This meeting will be held at Arena Sports Club on Tuesday 28th November 2017. Club facilities will be available before the meeting. An Annual General Meeting will be held after the Special General Meeting and members are invited to attend this also.

SPECIAL RESOLUTION:

Part 1 Preliminary

2. Definitions (previously Interpretation)

(1) In this Constitution

Member means a club or association or other body qualified for membership under this constitution.

Secretary means the person holding office under this constitution as secretary of the Association; or if no such person holds that office – the public officer of the Association.

Special general meeting means a general meeting of the Association other than an annual general meeting.

The “Act” means the *Associations Incorporation Act, 2009*.

The Regulation means the *Associations Incorporation Regulation, 2016*.

Committee means the Committee of management of the Association.

Delegate means a natural person nominated by a member incorporated association or body corporate to act as its representative.

vehicles means and includes any forms of conveyance whether self-propelled or taken in tow and any forms of conveyance used or capable of being used for the purpose of carriage of persons and goods generally and any forms of mechanical contrivance, equipment, tools or accessories used in connection therewith.

In this constitution:

Reference to a function includes a reference to a power, authority and duty; and

Reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

The provisions of the *Interpretation Act, 1987*, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument under the Act.

Part 2 Membership

4. Membership categories Removed reference to “unincorporated”

- (1) such incorporated association which is nominated and approved by the Committee and appoints two delegates as its representative from time to time by notice in writing to the Committee, or
- (2) Corporate membership being a Body Corporate which is nominated and approved by the Committee and appoints two delegates as its representative from time to time by notice in writing to the Committee.

5. Membership qualifications

Removed reference to “unincorporated”

A club association or body is qualified to be a member of the Association in the following categories:

- (1) such incorporated association which is nominated and approved by the Committee and appoints two delegates as its representative from time to time by notice in writing to the Committee, or
- (2) corporate membership being a body corporate which is nominated and approved by the Committee and appoints two delegates as its representative from time to time by notice in writing to the Committee.

Item 6 Application for Membership Applications for Membership can be received either in written or electronic form. Changes to items (1) & (2). Item (4) below has been added.

(4)The Secretary shall, upon a favourable vote for the applicant, advise the applicant of their acceptance, the membership and joining fee to be paid within the period of 28 days, enter the applicant’s name in the register of members and, upon the name being so entered and fees paid, the applicant becomes a member of the Association. **As per new guidelines.**

Item 7 Cessation of membership

New Item – as per guidelines

A body corporate or incorporated association ceases to be a member of the Association if the body corporate or incorporated association:

- (a) resigns membership, or
- (b) is expelled from the Association, or
- (c) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

Item 8 Membership Entitlements Not Transferable.

(Previously Item 7)

Item 9 Resignation of Membership

(Previously Item 8)

Item 10 Register of Members **(Previously Item 9)** Items (4) to (7) have been added

(4)A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5)If a member requests that any information contained on the register about the member (other than the member’s name) not be available for inspection that information must not be made available for inspection.

(6)A member must not use information about a body corporate or incorporated association obtained from the register to contact or send material to the body corporate or association, other than for:

- (a) the purposes of sending the body corporate or incorporated association a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(7) If the register of members is kept in electronic form:

- (a) it must be convertible into hard copy, and
- (b) the requirements in sub-clauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

Item 11 Fees, Subscriptions etc. (Previously Item 10) **Fee increased to \$25.00**

Item 12 Member's Liabilities (Previously Item 11)

Item 13 Resolution of Disputes (New Item)

Item 14 Disciplining of Members (Previously Item 12) *Generally updated as follows:*

(1) A complaint may be made to the Committee by any person that a member of the Association:

- (a) has **refused** or neglected to comply with a provision or provisions of this constitution; or
- (b) has **wilfully** acted in a manner prejudicial to the interests of the Association.

(2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. **Additional.**

(3) If the Committee decides to deal with the complaint, the Committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) 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
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Committee may, by resolution

- (a) expel the member from the Association; or
- (b) suspend the member from membership of the Association if, after considering the complaint and any submission 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.
- (c) If the Committee expels or suspends a member, the Secretary must, within 7 days after 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 the action and of the member's right to appeal under clause 15, whichever is the later. **Updated**

Item 15 Right of Appeal of Disciplined Members (Previously Item 13)

(1) A member may appeal to the Association in a general meeting against a resolution of the Committee under **clause 14** within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of appeal. **Additional**

(3) On receipt of a notice from a member under sub-clause (1), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within **28 days** after the date on which the Secretary received the notice. **Was 21 days**

(4) At a general meeting of the Association convened under sub-clause (3):

- (a) no business other than the question of the appeal shall be transacted; and
- (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. **Removed (d) resolution at General Meeting is confirmed**

- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 The Committee

Item 16 Powers of the Committee (Previously Item 14) no changes

Item 17 Composition & Powers of the Committee (Previously Item 15 Constitution & Membership)

- (1) The Committee is to consist of: **Deletes reference to the old Act.**
- (a) the office-bearers of the Association; and
 - (b) at least three ordinary members, each of whom shall be elected at the annual general meeting of the Association under clause 18.

(2) The minimum number of committee members is to be 7 with a maximum of 10. **Additional**

(3) The office-bearers of the Association are as follows; **(No changes)**

- (a) the President
- (b) the Vice President
- (c) the Treasurer
- (d) the Secretary; and
- (e) the Membership Secretary.

(4) A committee member may hold up to two offices (other than both the offices of president and vice-president). **(No changes)**

(5) There is no maximum number of consecutive terms for which a committee member may hold office. **Additional**

Item 18 Election of Members (Previously Item 14) no changes (a) to (f) – now 1 to 6

New item 7 - A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

Item 19 Secretary (Previously Item 17) (a) and (b) – now 1 and 2

Refers to keeping minutes in written or electronic form).

Item 2 (c) **all proceedings at committee meetings & general meetings. (deletes 17(d)-(h) page 7 old**

Item 4 The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause (3). Additional

Item 20 Treasurer (Previously Item 18) No changes

Item 21 Casual Vacancies (Previously Item 19)

(1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment. **additional**

(2) A casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies
- (b) ceases to be a member of the Association, or

(c) **is or becomes an insolvent under administration, within the meaning of the Corporations Act 2001 of the Commonwealth. Additional**

- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 22, or
- (f) becomes a **mentally incapacitated** person, or (previously unsound mind)
- (g) absent without the consent of the Committee from all meetings of the Committee held during a period of six months.
- (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 **Additional**
- (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. **Additional**

Item 22 Removal of Committee Members (Previously Item 20) no changes

Item 23 Committee Meetings & Quorum (Previously Item 21)

(a) (b) & (c) now (1) to (3) no changes

(d) & (e) now (4) & (5)

4. Notice of a meeting given under sub clause (3) 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.** **Additional**
5. Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. **Additional**
6. No business is to 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 in the following week.
7. 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.
8. At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice President is to preside, or
 - (b) if the President and Vice President are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

Item 24 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Association as committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

Item 25 Use of technology at committee meetings **Items 24 & 25 Additional Items**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.

(2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting, and, if the member votes at the meeting, is taken to have voted in person.

Item 26 Delegation by committee to sub-committee (Previously Item 22)

Item 27 Voting and Decisions (Previously Item 23)

Part 4 General Meetings (new heading)

Item 28 Annual General Meetings – Holding of (Previously Item 24)

(1) The Association must hold its first annual general meeting within 18 months after its registration under the Act. (additional)

(2) The Association must hold its annual general meetings:

(a) within 6 months after the close of the Association’s financial year, or

(b) within any later time that may be allowed or prescribed under *section 37 (2) (b) of the Act*.

Item 29 Annual General Meetings – call of and business at (Previously Item 25)

Parts (a) to (e) become (1) to (3) – refer to new Act

Item 30 Special General Meeting – calling of (Previously Item 26)

(a) must be in writing, and 3(a) is additional

Item 6 For the purposes of sub-clause (3): additional

(a) a requisition may be in electronic form; and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

Item 31 Notice (Previously Item 27) *changes to sub-clauses etc.*

Item 32 Quorum for general meetings (Previously “Procedure”)

(a) if convened upon the requisition of members - is to be dissolved, and

(b) in any other case – is to stand adjourned to the same day in the following week at the 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 is adjourned) at the same place. *Previously part of (3) and not (a)(b)*

Item 33 Presiding member **This is a new item**

(1) The President or, in the President’s absence, the Vice President, is to preside as chairperson at each general meeting of the Association.

(2) If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Item 34 Adjournment (Previously Item 30)

Item 35 Making of decisions (Previously Item 31)

(1) A question arising at a general meeting of the Association is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the Committee may determine, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot. **Additional**

Otherwise unchanged

Item 36 Special resolutions.

Replaces previous 32 (a) and (b)

A special resolution may only be passed by the Association in accordance with Section 39 of the Act.

Item 37 Voting (Previously Item 33) no changes

Item 38 Appointment of Proxies (Previously Item 34) no changes

Item 39 Postal or electronic ballots

Additional

(1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 15).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Item 40 Use of technology at general meetings

Additional

(1) A general meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.

(2) A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

Item 41 Insurance

(Previously Item 35)

The Association may effect and maintain insurance. *Deletes reference to the Act.*

Item 42 Funds Source (Previously Item 36 Funds)

Item 43 Funds – Management (Previously Item 37)

2. The Association reserves the right to distribute agreed surplus monies (raised for that purpose) to suitable registered charities. **An Additional clause**

Item 44 Association is non-profit

(An Additional Clause)

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Item 45 Distribution of property on winding up of association

(replaces previous Item 43)

(1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Item 46 Change of name, objects and constitution (Previously Item 38) updated re the Act

An application 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.

Item 47 Common Seal

(Previously Item 39) no changes

Item 48 Custody of Books etc.

(Previously Item 40)

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association **must be kept in New South Wales:**

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines), or**
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer. **additional****

Item 49 Inspection of Books

(Previously Item 41)

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,**
 - (b) this constitution,**
 - (c) minutes of all committee meetings and general meetings of the Association.**
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause on payment of a fee of not more than \$1 for each page copied**
- (3) Despite sub-clauses (1) and (2), the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association. **Additional****

Item 50 Service of Notices

(Previously Item 42)

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering to the person personally, or**
 - (b) by sending it by pre-paid post to the address of the person, or**
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice. **Additional****
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and**
 - (b) 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**
 - (c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transaction was sent produces a report indicating that the notice was sent on a later date, on that date**

Item 51 Financial year

Additional Clause

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31st October, and**
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 November and ending on the following 31 October.**

CHARTER: THE COUNCIL OF MOTOR CLUBS INCORPORATED ASSOCIATION

Item 11: Admission

1st paragraph - Application fee changed to \$25.00

Last paragraph - Notice of application for affiliation shall be given to all affiliated clubs, by the Secretary or Membership Secretary in writing or electronic form, and the application shall be read at the next available General Meeting of the Council. A vote in favour of acceptance or otherwise will be taken at that meeting.

Item 12: Duration of Affiliation

Three calendar months in arrears the club will be deemed to have relinquished its affiliation.

Reinstatement within two years of date of cessation of affiliation.

Item 14: Finance

- (a) Annual subscription shall be a min. of \$35+ (based on per capita of club members) or, where some other amount is determined by the Committee from time to time, of that other amount or such other amount as decided, and shall become due on the 31st December in any year. Payment of subscriptions shall be subject to the conditions of Clause 6. The Treasurer shall prepare and submit to the Annual General Meeting of the Council, a review of the annual accounts and
- (b) No change
- (c) The Council is prohibited from making any distribution to its members, whether in money, property or otherwise howsoever, of any assets; provided however, that this shall not prevent payment, in good faith, of remuneration to any officers or servants, or reimbursement of out of pocket expenses incurred in facilitating the objectives of the Council. **The Council reserves the right to distribute agreed surplus monies (raised for that purpose) to suitable registered charities.**

Julie Williams
Secretary
0409 161 357

Dated: 21st September 2017

