



CONSTITUTION
THE COUNCIL OF MOTOR CLUBS INCORPORATED
ABN 33 064 218 215

Adopted by Special Resolution
Annual General Meeting
28 November 2017

Table of Contents

Part 1	Preliminary	1
1.	Name	1
2.	Definitions.....	1
3.	Objects.....	1
Part 2	Membership.....	2
4.	Membership categories	2
5.	Membership qualifications.....	2
6.	Application for membership.....	2
7.	Cessation of membership	2
8.	Membership entitlements not transferable.....	3
9.	Resignation of membership.....	3
10.	Register of members	3
11.	Fees, subscriptions, etc.....	3
12.	Member's liabilities	4
13.	Resolution of disputes	4
14.	Disciplining of members	4
15.	Right of appeal of disciplined members.....	5
Part 3	The Committee	5
16.	Powers of the Committee	5
17.	Composition and membership of committee	5
18.	Election of Members	6
19.	Secretary.....	6
20.	Treasurer	6
21.	Casual Vacancies.....	7
22.	Removal of committee members	7
23.	Committee meetings and quorum.....	7
24.	Appointment of association members as committee members to constitute quorum.....	8
25.	Use of technology at committee meetings	8
26.	Delegation by committee to sub-committee.....	8
27.	Voting and Decisions	9
Part 4	General meetings	9
28.	Annual general meetings – holding of.....	9
29.	Annual general meetings – call of and business at	9
30.	Special general meeting – calling of.....	9
31.	Notice	10
32.	Quorum for general meetings.....	10
33.	Presiding member	11
34.	Adjournment	11
35.	Making of decisions	11
36.	Special resolutions.	11
37.	Voting	11

38.	Appointment of Proxies	12
39.	Postal or electronic ballots.....	12
40.	Use of technology at general meetings	12
Part 5	Miscellaneous	12
41.	Insurance	12
42.	Funds - source	12
43.	Funds – Management	12
44.	Association is non-profit.....	12
45.	Distribution of property on winding up of association	13
46.	Change of name, objects and constitution.....	13
47.	Common seal.....	13
48.	Custody of books etc.	13
49.	Inspection of books etc.....	13
50.	Service of notices	13
51.	Financial year	14
	CHARTER : THE COUNCIL OF MOTOR CLUBS INCORPORATED	15

The Council of Motor Clubs Incorporated

GPO Box 3954, Sydney NSW 2001

Part 1 Preliminary

1. Name

The name of the incorporated association is “The Council of Motor Clubs Incorporated” (in this constitution called the Association).

2. Definitions

(1) In this Constitution

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

Secretary means:

- a) the person holding office under this constitution as secretary of the Association; or
- b) 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.

(2) In this constitution:

- a) reference to a function includes a reference to a power, authority and duty; and
- b) 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.

3. Objects

The principal object of the Association is to provide a forum and meeting point for Motor Vehicle Clubs in New South Wales for the dissemination of information to the public and, more particularly, but without limiting the generality of the foregoing:

- a) to promote interest in and encourage the hobby and sport of restoration, preservation, display and use of historic vehicles of all ages;
- b) to educate the public to a fuller appreciation of and the need for the benefits of suitable exhibition of the vehicular heritage of the State of New South Wales
- c) to promote and to conduct investigation and research and the dissemination of advice and information concerning preservation of vehicles and their use and display

- d) to encourage Government, its departments and instrumentalities regarding the preservation and display of the vehicles and the acquisition of further vehicles and the provision of suitable museum buildings and facilities.
- e) to confer and liaise with and arrange for the participation of other organisations and persons with the object of supporting the Historic Vehicle Movement in New South Wales.
- f) to arrange the preservation of technical publications and material and memorabilia generally in respect of vehicles.
- g) to engage in activities related generally to the above objects or any of them.

Part 2 Membership

4. Membership 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.

5. Membership qualifications

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.

6. Application for membership

- (1) An application for membership of the Association shall be lodged with the Secretary or Membership Secretary of the Association, in written or electronic form.
- (2) As soon as practicable after receiving an application for membership (whether in written or electronic form) and conducting an interview, the Membership Secretary shall refer the application to the Committee which shall determine whether to approve or reject the application. This process may include inspection of the applicant's constitution, members' vehicles and discussions with committee members.
- (3) Where the Committee determines an applicant is acceptable for membership, the Membership Secretary shall, as soon as practicable after the determination, conduct a vote in favour or against the affiliation of the applicant. This vote is to take place at the next available general meeting.
- (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.

7. Cessation of membership

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.

8. Membership entitlements not transferable.

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

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

9. Resignation of membership

- (1) 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 any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each body corporate or incorporated association who is a member of the Association together with the date on which the body corporate or incorporated association became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (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.

11. Fees, subscriptions, etc.

- (1) A member of the Association must, on application for affiliation to the Council, pay to the Association an application fee as determined by the Committee.

- (2) In addition to any amount payable by the member under sub-clause (1), a member of the Association shall pay to the Association an annual membership as designated or, where some other amount is determined by the Committee from time to time, of that other amount:
 - (a) except as provided by paragraph (b), before 31st December any calendar year; or
 - (b) if the member becomes a member on or after 31st December in any calendar year upon becoming a member and before 31st December in each succeeding calendar year.

12. Member's liabilities

The liability of a member of the Association to contribute towards the payment of 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 11.

13. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member, or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centre Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14. Disciplining of members

- (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.
- (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.

15. Right of appeal of disciplined members

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

Part 3 The Committee

16. Powers of the Committee

The Committee shall be called the Committee of Management and, subject to the Act, the Regulation, this constitution and any 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 the acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

17. Composition and membership of committee

- (1) The Committee is to consist of:
 - (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.
- (3) The office-bearers of the Association are as follows;
 - (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).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

- (6) Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

18. Election of Members

- (1) Nomination of delegates for election as office-bearers of the Association or as ordinary committee members:
 - (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the Committee shall be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- (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.

19. Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause (3).

20. Treasurer

It is the duty of the Treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) 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.

21. Casual Vacancies

- (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.
- (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.
 - (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
 - (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
 - (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.

22. Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of 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.
- (2) If a member of the Committee to whom a proposed resolution referred to in sub-clause (1) relates, makes representations in writing to the Secretary or the 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 send a copy of the representations to each member of the Association or, if they 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.

23. Committee meetings and quorum

- (1) The Committee must meet at least six times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (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.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (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.

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.

25. Use of technology at committee meetings

- (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.

26. Delegation by committee to sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) 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.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) 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 an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23 (5), the Committee may act despite any vacancy on the Committee.
- (4) 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.

Part 4 General meetings

28. Annual general meetings – holding of

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

29. Annual general meetings – call of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) 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:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary committee members;
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30. Special general meeting – calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition of at least five per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisitions, and
 - (d) must be lodged with the Secretary, and

- (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one month after the 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.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of sub-clause (3):
 - (a) a requisition may be in electronic form; and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31. Notice

- (1) 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 the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) 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 sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. Quorum for general meetings

- (1) 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.
- (2) Five members present (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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (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.
- (4) 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 three) are to constitute a quorum.

33. Presiding member

- (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.

34. Adjournment

- (1) 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.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary must give written or oral 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.
- (3) Except as provided in sub-clauses (1) and (2), 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.

35. Making of decisions

- (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.
- (2) If the question 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.
- (3) Sub-clause (2) applies to a method determined by the Committee under sub-clause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36. Special resolutions.

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

37. Voting

- (1) On any question arising at a general meeting of the Association a delegate has one vote only. A maximum of two delegates from each member may vote.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

38. Appointment of Proxies

- (1) Each member must be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1 to this constitution.

39. Postal or electronic ballots

- (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.

40. Use of technology at general meetings

- (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

41. Insurance

The Association may effect and maintain insurance.

42. Funds – Source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources that the Committee determines.
- (2) The Committee is entitled to enter into sponsorship agreements and arrangements with persons and organisations capable of promoting the interests of the Association.
- (3) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (4) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds – Management

- (1) 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 the manner that the Committee determines.
- (2) The Association reserves the right to distribute agreed surplus monies (raised for that purpose) to suitable registered charities.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.

44. Association is non-profit

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.

45. Distribution of property on winding up of association

- (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.

46. Change of name, objects and constitution

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.

47. Common seal

- (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the public officer or secretary.

48. Custody of books etc.

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.

49. Inspection of books etc.

- (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.

50. Service of notices

- (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.
- (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.

51. Financial year

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

1. **The aims of this Association** are to promote interest and encourage the hobby and sport of restoration, preservation, display and use of vehicles of all ages.
2. **The Council of Motor Clubs Incorporated Association membership** shall elect a committee annually, such election to take place no later than 31st December of each year.
3. **The Board** shall consist of not less than seven elected representatives of the Membership.
4. **Voting rights** are conditional upon full financial membership at the time of the convened meeting.
5. **All Board members' positions** become vacant at each annual general meeting.
6. **Amendments to this charter** can only be effected by a majority of 65% of the vote of any special general meeting.
7. **The body shall be called the Council of Motor Clubs Incorporated**, hereinafter referred to as The Council.
8. **General**

For the purpose of these articles, the following definitions shall apply:

- (a) **Council** shall mean that body, composed of the delegates from each of the affiliated clubs, active together.
- (b) **Delegate** shall mean that person, or his/her proxy, duly elected by his/her affiliated club to the Council and entitled to vote in matters brought before the Council for its consideration.
- (c) **Member** shall mean affiliated club or association or corporate body.

9. Functions

The functions of the Council shall be:

- (a) to promote interest in and encourage the sport and hobby of restoration and preservation of veteran, vintage, classic and all vehicles in clubs whose aims and objects are similar to Council.
- (b) to co-ordinate, wherever possible, the activities of the affiliated clubs.
- (c) to encourage a close relationship between the affiliated clubs.
- (d) to generally act upon the recommendations of delegates in any matter, wherein any benefits to the affiliated clubs, individually and/or collectively, may result.
- (e) to protect wherever possible the independence of affiliated clubs.

10. Eligibility

Any club whose interests are directed towards veteran, vintage and classic vehicles as accepted and who is in sympathy with the objects of the Council shall be eligible for affiliation provided that the nature and activities of the club are approved by the Council, provided that the applicant's club name is not identical to an already affiliated club or a name which is derogatory to the functions of the Council.

11. Admission

Subject to the conditions being satisfied, the Council may elect to admit a club as an affiliate. No club shall be affiliated until so elected and affiliation shall be deemed to have commenced from the date of election. Application for affiliation shall be made on the prescribed form and accompanied by an application fee as determined by the Committee.

A club applying for affiliation shall:

- (a) submit a copy of their Constitution to the Secretary or Membership Secretary of the Council.
- (b) provide a delegate or delegates to a Council Committee meeting or telephone interview, if requested to do so to put forward the Club's case, and answer and ask questions.
- (c) supply a list of events so that members of the Council Committee may visit all or some of the events to observe the club members and vehicles.

If the applying Club does not comply with the above conditions, then their application for affiliation may be refused.

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.

12. Duration of Affiliation

Affiliation of any club with the Council shall operate from the date of election until the first day of December in that same year and, thereafter, the thirty first day of December in any year. Annual subscriptions shall become due on the 31st December in that same year. Should subscriptions of any affiliated club become more than three calendar months in arrears, the club shall be deemed to have relinquished its affiliation. Reinstatement of the club may be effected within two years of the date of cessation of affiliation with the Council, at the discretion of the Council.

13. Affiliation

Pursuant to notice of election, an affiliated club shall be required to appoint two delegates to the Council and shall notify the Secretary of the Council of such appointment in writing. The delegates shall have one vote each. Delegates may represent one or more clubs in Council. All matters that the affiliated clubs may wish to bring to the notice of the Council shall normally be presented to the Council by the delegates from the club concerned, provided that the Council may, should it be deemed necessary, invite any person to present any matter directly at a meeting of the Council. Should any affiliated club relinquish its affiliation with the Council its delegates shall cease to be members of the Council from the date of such relinquishment of affiliation.

14. Finance

- (a) The annual subscription shall be a minimum 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 shall certify same to be correct for a period of 12 months preceding the date 30 days prior to the Annual General Meeting. Any member of the Council, on giving reasonable notice, may inspect the Treasurer's accounts, books and records.
- (b) The income and property of the Council from wherever derived, shall be applied solely towards the promotion of the objects of the Council as set forth; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Council.
- (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.

15. Composition

The Council shall consist of two delegates or their proxies, duly authorised by their respective clubs, to attend the meeting of the Council and to vote on behalf of their respective clubs and the delegates shall each exercise the right to vote in the Council for, and on behalf of, the members of their respective clubs. The affiliated clubs shall appoint the two delegates in the calendar month preceding the Annual General Meeting of the Council which shall be held in November of each calendar year for the ensuing year and shall notify the Secretary of the Council of such appointment on or before the date of the Annual General Meeting, provided that the initial appointment of the delegates may be made any time upon election of a club to affiliation, such appointment to take effect from the date of admission. Delegates to the Council shall hold office for the calendar year of the Council but shall cease to be members of the Council for any of the following reasons:

- (a) on the delegate's club advising the Secretary of the Council in writing that the delegacy has been withdrawn.
- (b) on the delegate advising the Secretary of the Council in writing of his/her resignation from the Council.
- (c) on his/her ceasing to be a financial member of the affiliated club represented.

One person may be a delegate for one or more clubs, provided he or she is a duly appointed delegate for both clubs as described above. The delegate shall vote on issues as instructed by each club independently.

The Council may from time to time appoint certain persons to execute particular duties and so appointed shall be responsible to the Council for the execution of such duties.

16. The President

Shall preside at all meetings of the Council and shall prepare and submit to the Annual General Meeting a full report of the activities of the Council during the preceding 12 months. The Vice President shall act in the place of the President at any meeting of the Council at which the President cannot be present. The Secretary and Treasurer shall carry out the instructions of the Council and shall keep account of the income and expenditure and pay all accounts authorised by the Council. Except as expressly authorised elsewhere or by the Council, neither the Council nor any member of the Council shall have any power to contract on behalf of, or pledge the credit of the Council.



Appendix 1

(Rule 38 (2))

COUNCIL OF MOTOR CLUBS INC.

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(address)

being a member of the Council of Motor Clubs Inc.

hereby appoint

(full name of proxy)

of

(address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be

held on theday of20.....and at any adjournment of that meeting.

❖ My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

❖ *To be inserted if desired.*

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.