

**Constitution of the MAITLAND AUTO PRESERVATION SOCIETY INCORPORATED, registration number A10738,  
as amended by a Special General Meeting held March 2, 2017, approved by  
Office of Business and Consumer Affairs South Australia, and placed on the association's file on March 31, 2017**

## **1. NAME**

The name of the Club shall be **MAITLAND AUTO PRESERVATION SOCIETY INCORPORATED** hereafter referred to as "the Association"

## **2. DEFINITIONS.**

- "Committee" shall mean the committee of management of the Association.
- "General Meeting" means a general meeting of the Association members convened in accordance with these rules.
- "member" means a member of the Association.
- "the Act" means the Association Incorporation Act 1985.
- "special resolution" means a special resolution defined in the Act.
- "month" shall mean a calendar month.

## **3. OBJECTS**

The objects of the Association shall be:

- i) To encourage the restoration, preservation and use of all models, makes and types of motor vehicles.
- ii) To foster an interest in automotive history.
- iii) To encourage family participation in all the Association's activities.

## **4. POWERS.**

The Association shall have all of the powers provided for in the Associations Incorporation Act 1985.

## **5. MEMBERSHIP**

### **5.1 Types**

Membership shall be available in the following classes:

#### **a) Provisional membership.**

- i) On first joining the Association, applicants shall be classified as Provisional Members.
- ii) Provisional Members will only be invited to renew their membership if they meet any participation requirements that may from time to time be determined by ordinary resolution of members.
- iii) Provisional membership shall last no more than one year.
- iv) Provisional membership shall be available on both a single and family basis as set out below and shall be subject to payment of the same fees and attract the same voting rights.

#### **b) Single membership-** who shall be entitled to one vote.

**c) Family membership-** The applicant who signed the membership form and his or her spouse/partner shall each be entitled to one vote. Dependants under 18 years of age at the beginning of the financial year shall be entitled to the privileges of membership other than voting and holding office.

**d) Honorary life membership** - entitled to one vote. This class of membership may be bestowed upon a member if recommended unanimously by the committee and endorsed by a majority at a General Meeting of members. Such a member shall be entitled to continuing family membership benefits without payment of future subscription fees.

### **5.2 Subscription.**

- a) Membership will commence or be renewed upon the receipt by the Association of a completed application or renewal form, as appropriate, together with any entrance and/or subscription fees applicable.
- b) The Association's financial year will run from 1 July to 30 June after which membership will cease unless renewed by payment of the appropriate subscription fee.
- c) The membership subscription fees shall be determined as the members shall determine from time to time in general meeting.

### **5.3 Resignation.**

A member may resign from the Association by giving written notice thereof to the Secretary.

### **5.4 Expulsion of a Member**

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may expel a person it considers unsuitable, or acting in a manner detrimental to the Association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting at which the matter will be determined.
- c) That person shall forfeit all privileges of membership and all rights against the Association within 14 days after the determination of the Committee has been sent to the member.
- d) A member shall have the right of appeal against the expulsion in general meeting with the Association.
- e) In the event of an appeal under 5.4d, the appellant's membership shall not be terminated unless the determination of the Committee to expel the members is upheld by the members of the Association after the appellant has been heard by the members, in which event, membership shall cease at the date of the general meeting at which the determination of the Committee is upheld..

### **5.5 Register of Members**

- a) A register of members shall be kept and contain the name and address of each member.
- b) A record of the member's joining application shall be retained.

## **6 COMMITTEE**

### **6.1 Powers and Duties.**

- a) The affairs of the Association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do such things as are within the objects of the Association, and are not covered by the Act or by these rules required to be done by the Association in general meeting.
- b) The Committee has the management and control of the funds and other property of the Association.
- c) The Committee shall have the authority to interpret the meaning of these rules and other matter relating to the Association's affairs on which these rules are silent
- d) The Committee shall appoint a public officer as required by the Act.

### **6.2 Appointment**

- a) Association members shall elect from amongst themselves:
  - an executive committee consisting of President, Vice-president, Secretary and Treasurer and up to 6 other committee members.
- b) A committee member shall be a natural person.
- c) All office bearers shall retire at each Annual General Meeting.
- d) All persons wishing to stand for election shall be by written nomination, signed by a proposer and the nominee, delivering the nomination of that person to the secretary of the Association no later than 14 days prior to the meeting.
- e) In the event of no nomination being received within the prescribed period, nominations will be called for at the AGM.
- f) If only the required number of persons is nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the chairperson shall declare such persons duly elected as committee members.
- g) Notice shall be given to Association members of the members seeking election.
- h) The Committee may appoint a person to fill a casual vacancy and such person shall hold office until the next annual general meeting.
- i) The Club may appoint a Minutes Secretary for General, Annual General and Committee meetings as a non-voting position.

### **6.3 Committee Proceedings.**

- a) The President shall call committee meetings when reasonably required.
- b) Questions arising at any Committee meeting shall be decided by a vote.
- c) The quorum shall be half of the committee plus one.
- d) Between meetings the executive may determine urgent matters by unanimous resolution.
- e) The Chairman shall have a casting vote in addition to his deliberative vote.

### **6.4 Disqualification of Committee Members,**

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

- i) disqualified by the Associations Incorporations Act;
- ii) expelled under these rules;
- iii) permanently incapacitated by ill health;
- iv) absent without apology from more than three committee meetings in a financial year

## **7 THE SEAL:**

- a) The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- b) Custody and use of the seal shall be reported at a Committee or General meeting and recorded in the minute book of the Association.
- c) The seal shall be kept in the custody of the Secretary or an Authorised Person.

## **8 GENERAL MEETINGS**

Unless otherwise determined by a previous General Meeting, General Meetings shall be convened monthly. The chairman shall be entitled to enforce the rules of debate to govern the conduct of any part of any meeting. Any business may be transacted subject to any requirement for prior notice of proposals.

### **8.1 Annual General Meetings**

- a) The Annual General Meeting (AGM) shall be convened in July each year.
- b) The business of that meeting shall include:
  - i) the confirmation of the minutes of the previous annual general meeting and of any special meeting held since that meeting
  - ii) to receive the President's report for the previous year
  - iii) to receive the Treasurer's report for the previous year
  - iv) to receive any other reports
  - v) to elect all members of the committee
  - vi) to elect a Patron
  - vii) any other business of which sufficient notice has been given.
- c) Notice of the meeting shall be given in writing to members in a time agreed by a general resolution.

### **8.2 Special General Meetings**

- a) These may be convened by the Committee or on receipt by the Secretary of a request in writing from not less than 10 Financial Members of the Association.
- b) At least 28 days notice of the meeting shall be given.

### **8.3 Notice of General Meetings**

a) Notice of General Meeting shall be given to members in person by the Chairperson of the previous meeting or in writing in the newsletter.

### **8.4 General Meeting Proceedings**

a) The quorum at any General Meeting shall be 9 financial members.

b) If the chairperson is not present within five minutes of the appointed meeting time, members may choose another member to chair the meeting.

### **8.5 Voting at General Meetings**

a) Only fully paid up members shall be entitled to one vote at any meeting.

b) A decision, other than a special resolution shall be determined by a vote in person and by proxy.

c) A decision shall be made by a show of hands, unless five or more members demand a poll.

d) The Chairman shall have a casting vote in addition to his deliberative vote.

### **8.6 Poll at General Meetings**

a) If a poll is demanded by at least five members, the chairperson shall decide the manner of conducting the poll and the poll result is the resolution of the meeting on that question.

### **8.7 Special and Ordinary Resolutions**

a) A special resolution is as defined in the Act

b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting

**8.8** Proxy votes shall be allowed at any meeting in writing.

## **9. MINUTES**

a) Proper minutes of all proceedings of the Association's general meetings and of the Committee meetings, shall be entered within one month after the relevant meeting in minute books for the purpose.

b) Minutes kept pursuant to this rule must be confirmed by members of the Association or Committee (as relevant) at a subsequent meeting.

c) Minutes shall be signed by the meeting chairperson at which they are confirmed.

## **10. DISPUTE RESOLUTION**

The Committee shall deal with any dispute between members, utilizing a third party if required.

## **11. FINANCIAL REPORTING**

### **11.1 Financial Year**

The Association's financial year shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June of each year.

### **11.2 Accounts to be kept.**

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

### **11.3 Audit of accounts**

The Treasurer's report shall be audited. The auditor shall not be a member of the Association.

## **12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and property of the Association shall be applied solely to its objects and not by way of dividend, bonus or profit to members or their relatives. This does not prevent bona fide payments to members for services rendered or property supplied.

## **13. DISSOLUTION OF THE ASSOCIATION**

Proposals to wind up the Association shall be determined as special resolutions in accordance with the relevant provisions of the Associations Incorporation Act 1985.

## **14. APPLICATION OF SURPLUS ASSETS**

If upon winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid or distributed among members of the Association, but shall be distributed to another body or bodies having similar objects or the such charitable body or bodies as shall be directed by members of the Association and which shall prohibit the distribution of its income and property among its members.

## **15. RULES**

- Any General Meeting may make rules and by-laws and establish guidelines for regulating the affairs of the Association within the framework of this constitution.
- Two weeks written notice giving full details of any proposed amendment must be given to all financial members prior to any such meetings.
- Two thirds of the financial members present at any general meeting at which this constitution and rules are altered must carry such resolution.
- The altered rules shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- The registered rules shall bind the Association and every member to the extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

**THE FOLLOWING ITEMS ARE BY-LAWS WHICH WILL NEED TO BE RENEWED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING, IF REQUIRED.**

By-law 1

**APPOINTMENT OF HISTORIC REGISTRATION OFFICER & AUTHORISED PERSONS**

- a) The Historic Registration Officer shall be an Authorised Person under the terms of the TSA Conditional Historic Registration Scheme and shall be responsible for the administration of the TSA Conditional Registration Scheme within the Association.
- b) Appointment shall be by the Committee from the current financial members and details submitted to the Registrar of Motor Vehicles as required under the TSA Conditional Historic Registration Scheme.
- c) He/she shall act on the directions of Transport SA and the Federation of Historic Motor Vehicle Clubs of South Australia as the occasion arises.
- d) He/she shall be assisted by additional Authorised Person (s), as required.

By-law 2

**MEETINGS**

- a) Fourteen (14) days' written notice shall be given to members of the Annual General Meeting by circulating a copy of the notice in the newsletter.
- b) Members must advise the Secretary in writing of any business to be moved at the Annual General Meeting at least 14 days before a meeting.

By-law 3

**PROVISIONAL MEMBERSHIP**

- a) A Provisional Member shall be required to attend two meetings and two events in the first year of membership. Such attendances shall be recorded in the Attendance Register.
- b) Should the member join partway through the financial year and fewer than two events and meetings have been attended, the Committee shall have the right to decide if the attendance has been sufficient to allow renewal of the membership as a full member.
- c) The Committee shall decide in cases where distance or extenuating circumstances have prevented the member from meeting the terms of Provisional Membership
- d) Persons who join after renewals are sent out (usually March) become members for the following financial year as well.