



HILLMAN CAR CLUB

OF

SOUTH AUSTRALIA INCORPORATED

THE CONSTITUTION AND RULES

APRIL 2011

THE CONSTITUTION AND RULES
of the
HILLMAN CAR CLUB OF SOUTH AUSTRALIA
INCORPORATED

NAME

1. The Club shall be called the Hillman Car Club of South Australia Incorporated.

INTERPRETATION

2. In these rules unless the contrary intention appears:
"Club" means the Hillman Car Club of South Australia Incorporated.
"Meeting" means a general meeting of members of the Club convened in accordance with these rules;
"Committee" means the Executive Committee;
"Member" means an ordinary member of the Club;
"Act" means the *Associations Incorporation Act 1985* (as amended).

OBJECTS

3.
 - (i) To promote and encourage the preservation of Hillman motor cars and derivatives thereof (as determined by membership from time to time) and to provide Conditional Registration to those members whose cars qualify.
 - (ii) To accept members' vehicles, other than Hillmans, for Conditional Registration at the discretion of the Committee, provided that at all times there are more Hillmans than the total of all other makes combined, on the club's register of conditionally registered vehicles.
 - (iii) To promote and hold meetings and social events.

POWERS

4. The Club shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this rule.

MEMBERSHIP

5. CRITERIA FOR MEMBERSHIP

- (i) An applicant must be able to reasonably demonstrate that they are interested in the restoration and/or preservation of motor vehicles, and be at least 18 years old.
- (ii) An applicant is expected to positively assist in maintaining a friendly and supportive environment and promoting fellowship within the club.

CLASSES OF MEMBERSHIP

- (iii) Ordinary membership the holders whereof shall enjoy full membership with all its rights and privileges including the right to vote and eligibility for election to any office in the Club.
- (iv) Family membership of the Club shall consist of a married or defacto couple. Each person shall enjoy full membership with all its rights and privileges including the right to vote and eligibility for election to any office in the Club.

RESIGNATIONS

- (v) A member of the Club may terminate membership at any time on giving written notice of such intention to the Committee.

REGISTER OF MEMBERS

- 6. The Secretary or such other designated Committee person shall maintain a register of the names and addresses of members.

PRIVACY

- (i) As a general rule, details of club members will be given to other members who seek such information.
- (ii) Any member not wishing his/her details being conveyed to others will advise the Secretary in writing accordingly. Any such request submitted to the Secretary shall not come into force until a written acknowledgement has been issued by the Secretary.

EXPULSIONS

7. In the case the conduct of any member shall, in the opinion of the Committee, be injurious to the character or interest of the Club or its members, the Secretary shall call a meeting of the Committee to consider the conduct of such member, and shall invite him/her to attend such meeting, so that he/she will have the opportunity of explaining such conduct or withdrawing from the Club. If a majority of the Committee vote for his/her expulsion, the member shall be expelled. Any member so expelled shall have the right to appeal to the next meeting when a majority of those present and voting shall be required to confirm the expulsion. If the expulsion be not confirmed the member shall be reinstated forthwith.

SUBSCRIPTIONS

8. (i) The annual subscriptions for the various types of membership shall be set from time to time by the Committee.
- (ii) Subscriptions fall due on July 1 for ensuing year.
- (iii) Any new member who joins up to and including December 31 in any year shall pay the full subscription. Any new member who joins after December 31 shall pay one half of the subscription.
- (iv) A new member shall be a person who has not been a member during the preceding year.
- (v) Any member whose subscription is outstanding for more than two months shall cease to be a member of the club, provided always that the Committee may reinstate such person's membership on such terms as it sees fit.
- (vi) No refund of the annual subscription in whole or part, will be made to a member whose membership has been discontinued.

ENTRANCE FEE

9. An entrance fee for new members may be set from time to time by the Committee.

CONDITIONAL REGISTRATION SCHEME FOR HISTORIC AND PRESCRIBED LEFT HAND DRIVE VEHICLES

10. (i) A member may apply for registration (of an appropriate vehicle) under the above scheme after having completed a minimum of three (3) months membership of the club and having attended a minimum three (3) meetings or functions, runs etc.
- (ii) Conditions of the above scheme will apply in all cases.
- (iii) Upon renewing membership it is required that members present their conditionally registered vehicle for inspection by a nominated club official. Log book and registration papers to be sighted. Failure to comply may result in forfeiture of conditional registration.

THE COMMITTEE

11. (i) The control and management of the Club shall be vested in the hands of the Committee elected at the Annual General Meeting, subject always to this constitution and any directions given by a meeting.
- (ii) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club and may discuss or delegate any of its powers to such officers and employees.
- (iii) A quorum for a committee shall consist of Three (3) members of which two (2) must be office bearers.
- (iv) The Committee shall be comprised of at least a President, Secretary, Treasurer, and may include a Vice President, Membership Officer, Parts Officer, Social Events Officer, Minutes Secretary, Risk Management Officer, News Letter Editor, Conditional Registration Officer and committee members, as determined from time to time by the Committee.
- (v) The Committee shall consist of a minimum of three (3) and a maximum of ten (10) members.
- (vi) The Committee may appoint a member to fill a casual vacancy, and such committee member shall hold office until the next election of committee members.
- (vii) The first committee of the Club shall be comprised of such persons as hold office prior to incorporation and shall hold office until the next Annual General Meeting or Special General Meeting if called for election of committee.
- (viii) At the commencement of the Annual General Meeting all committee positions shall be declared vacant by the Chairperson.
- (ix) Nominations for committee positions may be submitted verbally or in writing.

SUB-COMMITTEES

12. The Committee may appoint sub-committees under the direction and control of the Committee and may confer on such sub-committees such authority and powers as shall from time to time be deemed necessary.

DISQUALIFICATION OF COMMITTEE/SUB-COMMITTEES MEMBERS

13. The office of committee/sub-committee member shall become vacant if a committee/sub-committee member is:
 - (i) disqualified by the Act;
 - (ii) expelled under these rules;
 - (iii) absent without apology for three consecutive meetings. The Committee may reinstate such person at their discretion upon appeal.

MEETINGS

14. (i) There shall be at least five (5) committee meetings and eight (8) general meetings held in a twelve (12) month period ending December 31. Sub-committee meetings shall be held as required or as directed by the Committee.
- (ii) The Annual General Meeting shall be held within two (2) months of the end of the financial year of the Club. The Annual General Meeting may replace a General Meeting or be held immediately after the close of a General Meeting.
- (iii) A Special General Meeting may be called at any time by the committee or a group greater than 25% of the members requesting same in writing to the Committee. On receipt of such request the Committee shall be compelled to call such meeting within one month of receipt of the request. At least seven (7) days notice in writing shall be given to members posted by ordinary mail to their last known address or to their last known email address.
- (iv) At the Annual General Meeting the President shall call on any ordinary or family member to chair the meeting for elections and if no member accepts the chair the President shall chair the meeting.
- (v) A committee member having a pecuniary interest in contract with the Club must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract unless consented to by all members of the Committee present.
- (vi) A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by ordinary pre-paid mail to the address appearing in the Register of Members.
- (vii) At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held.

PROCEEDINGS AT MEETINGS

15. (i) The quorum at a meeting for voting purposes only shall be greater than one fifth of the current membership and if this requirement is not achieved any motion shall be adjourned to the next general meeting or a special general meeting when the members present in person shall constitute a quorum. In this instance at least seven (7) days notice in writing of the next meeting shall be given to members posted by ordinary mail to their last known address or to their last known email address.
- (ii) The President of the Club shall be Chairperson, in his/her absence the Vice-President, and in his/her absence a committee member or an ordinary member chosen by the members.

- (iii) At any meeting a resolution put to a vote shall be decided on a show of hands and declaration by the Chairperson that a resolution has been carried or lost shall, unless a poll is demanded by inconclusive evidence of the fact, be recorded in favour of or against the resolution.
- (iv) The quorum at any Annual General Meeting shall be the number of members in attendance. At least thirty (30) days notice shall be given in writing posted by ordinary mail to the members last known address or to their last known email address.

POLL AT GENERAL MEETINGS

- 16. (i) If a poll is demanded by at least five members it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (ii) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

SPECIAL AND ORDINARY RESOLUTIONS

- 17. (i) A special resolution is a special resolution as defined in the Act.
- (ii) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

MINUTES

- 18. Proper minutes of all proceedings of meetings of the Club and of committee/sub-committee meetings shall be kept and signed by the Chairperson of the relevant meeting as evidence that the meeting was convened and duly held, and that all proceedings and appointments made at such meetings shall be deemed to be valid. Minutes of sub-committee meetings shall be forwarded to the Secretary within fourteen days of the said meeting but no later than two days before a scheduled Committee Meeting

VOTING RIGHTS

- 19. (i) Each member present in person shall be entitled to one vote.
- (ii) The Chairperson of the meeting shall have a casting vote only.
- (iii) No proxies shall be allowed at any annual general or general meetings.

FINANCIAL YEAR

- 20. The financial year of the Club shall end on 30 June.

FINANCES

21. (i) Subject to Section 53 of the Act the Club may invite and accept deposits of money from any person or entity on such terms and conditions as may be determined by the Committee from time to time.
- (ii) Any withdrawal on behalf of the Club shall be attested to by any two of the President, Secretary and Treasurer, provided they are not related or joined in any profit making venture. If this occurs another committee member shall become a signatory.
- (iia) If deemed necessary and with the approval of members at a General/Annual General or Special General Meeting a separate bank account(s) may be set up to control the finances of specific event(s) or circumstance(s) under the control of a Sub-Committee(s). Any withdrawal on behalf of the Club from these separate account(s) shall be attested to by two members of the Sub-Committee who have been appointed as signatories by members at a General/Annual General/Special General Meeting provided they are not related or joined in any profit making venture. If this occurs another committee member shall become a signatory.
- (iii) All cheques, Bills of Exchange, withdrawal forms, money orders, and postal notes requiring endorsement shall be endorsed by the President, Secretary, or Treasurer.
- (iv) The Committee shall have ultimate control of all of the monies and assets of the Club.

ACCOUNTS

22. (i) All monies received by or on behalf of the Club shall be paid into the Club's bank account(s) within twenty eight (28) days of receipt.
- (ii) The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- (iii) All accounting records shall be audited and an annual report presented to the Annual General Meeting.
- (iv) A report detailing the financial position of the Club shall be presented at each general meeting.

RULES

23. This constitution may only be altered with the consent of three fourths of the members present and voting at the Annual General Meeting or a Special General Meeting called for the purpose.

SEAL

24. (i) The Secretary or such other committee member shall hold the common seal of the Club upon which its corporate name shall appear in legible characters.
- (ii) The seal shall not be used without the express authorisation of the Committee and the affixing of the seal shall be witnessed by the President and Secretary or by either the President or Secretary and one other committee member.

DISSOLUTION

25. (i) The Club may be wound up in the manner provided for in the Act.
- (ii) Any surplus assets of the Club are to be donated to a motoring association having similar objectives to the Club or as decided at an Annual General, General, or Special General Meeting and which shall prohibit the distribution of property and income to members.

This Constitution (as above) was amended at a Special General Meeting held

on
6th April 2011