

MG Car Club Newcastle Incorporated

(INCORPORATION NUMBER Y0354245)

PO BOX 632, HAMILTON. NSW. 2303.

Club Constitution



Date of Adoption: 9th SEPTEMBER 2011.

AFFILIATED WITH MG CAR CLUB UK, MG OWNERS CLUB UK AND CAMS.

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CONSTITUTION

MG CAR CLUB NEWCASTLE INCORPORATED

Incorporation Number Y0354245

1. NAME OF CLUB

The name of the Club is **MG CAR CLUB NEWCASTLE INCORPORATED**

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2009 (NSW)*.

“**Association and Club**” references herein to Association mean Club and vice versa.

“**Board**” means the body managing the Club and consisting of the directors.

“**Constitution**” means this Constitution of the Association.

“**Director**” means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“**Executive**” means a sub committee comprising the Club President, the Club Vice President, the Club Honorary Secretary and the Club Honorary Treasurer.

“**General Meeting**” means the annual or any special general meeting of the Club.

“**Life Member**” means a member appointed as a Life Member of the Club under Clause 5.1(a)

“**Full Member**” means a registered, financial Member of the Club who is at least 18 years of age.

“**Associate Member**” means a registered, financial Member of the Club who is at least 18 years of age.

“**Family Full Member**” means a registered, financial Member of the Club who is at least 18 years of age.

“**Family Associate Member**” means a registered, financial Member of the Club who is at least 18 years of age.

“**Junior Member**” means a registered Member of the Club who is younger than 18 years of age.

“**Single Day Associate Member**” means a registered Member of the club who pays for registration for one day (whilst ever such “day membership” is sanctioned by CAMS) under Clause 5.1(g)

“**Honorary Member**” a member appointed as an Honorary Member of the Club under Clause 5.1(h)

“**Member**” means a Member of the Club for the time being under Clause 5

“**NSO**” means the National Sporting Organisation being the Confederation of Australian Motor Sport (CAMS), or such other Organisation as the Club shall determine from time to time. See Clauses 9.1(c) and 43.2 for why this is relevant

“**Objects**” mean the Objects of the Club in Clause 3

“Public Officer” means the person appointed to be the public officer of the Association in accordance with the Act.

“Register” means a register of Members kept and maintained in accordance with Clause 8

“Seal” means the Common Seal of the MG CAR CLUB NEWCASTLE Incorporated.

“Special Resolution” means a Special Resolution defined in the Act.

“Social Club Meetings” are the monthly meetings conducted usually at the Club’s rooms at which general information and reports are made available to Members attending in addition to social and other activities, but at which no Club business is conducted.

“SSO” means the State Sporting Organisation being the Confederation of Australian Motor Sport NSW (CAMS NSW), or such other Organisation as the Club shall determine from time to time. See Clauses 9.1(c) and 32(c) and 36(a) and 36(b) and 43.2 for why this is relevant

“Sub Committees” include the **“Panels”** that have been established by the Board

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Club is established solely for the Objects. The Objects of the Club are established to:

- (a) To promote the sport and pastime of motoring in all its branches, and in particular to further the interests of owners and drivers of MG Cars.
- (b) To promote, organize and hold motor car race meetings, competitions, auto tests, reliability trials, speed trials, speed hill climbs and other similar events whether athletics/motoring or otherwise, to offer prizes and awards in respect thereof, and make such arrangements as may be determined for any purposes or to co-operate with anybody of persons corporate or incorporate in promoting, conducting or carrying out the same
- (c) To extend to owners and drivers of MG Cars and to owners and drivers of other vehicles approved of by the Club Board for the time being and to those owners and driver's friends and to all persons interested in motoring sport, the hospitality, privileges and conveniences enjoyed in connection with the Club.
- (d) To foster the Restoration, Maintenance and use of MG Motor cars
- (e) Undertake and/or do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them.
- (f) The assets and income of the club shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- (g) Have regard to the public interest in its operations.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS ®

5.1 Membership Qualifications

Any person who is or has been the owner of an MG motor car or who is in sympathy with the objects of the club shall be eligible for membership.

The classes of membership shall be:

- (a) **Life Members** who subject to this Constitution shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

See Clause 5.2
- (b) **Full Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings
 - (i) Such persons as may be approved by the Board who own or regularly drive an MG Motor Car
 - (ii) Such persons as may be approved by the Board who it determines are in sympathy with the objects of the club.
 - (iii) Such other persons as may be approved by the Board.
 - (iv) Shall be aged 18 years or older.

- (c) **Associate Member** who subject to this Constitution shall have the right to receive notice of General Meetings and to be present, to debate and but who has no voting rights at General Meetings.
- (i) Such persons as may be approved by the Board who may own or regularly drive an MG Motor Car but who have elected Associate Membership status.
 - (ii) Such other persons as may be approved by the Board who are in sympathy with the Constitution of the Club.
 - (iii) Shall be aged 18 years or older.
- (d) **Family Full Member** who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings
- (i) Such two (2) persons, members of the immediate family, living at the same address as may be approved by the Board who own or regularly drive an MG Motor Car
 - (ii) Such two (2) persons, being Members of the Immediate Family, living at the same address as may be approved by the Board who it determines are in sympathy with the Constitution of the club.
 - (iii) Such other persons as may be approved by the Board.
 - (iv) Family Full member Household to receive one magazine
 - (v) Family Full Members, both to have full membership
 - (vi) The Board shall determine a reduced Annual Membership Subscription for this class of membership.
 - (vii) Persons under 18 years shall be Junior Members.
- (e) **Family Associate Member** who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate but who has no voting rights at General Meetings
- (i) Such two (2) persons, Members of the immediate family, living at the same address as may be approved by the Board who own or regularly drive an MG Motor Car but have elected Associate Member status
 - (ii) Such two (2) persons being Members of the Immediate Family, living at the same address as may be approved by the Board.
 - (iii) Such other persons as may be approved by the Board.
 - (iv) Family Associate Household to receive one magazine
 - (v) Family Associate Members, both to have Associate membership
 - (vi) The Board shall determine a reduced Annual Membership Subscription for this class of membership.
 - (vii) Persons under 18 years shall be Junior Members.
- (f) **Junior Member**, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.
- (i) Shall be available to persons not having attained the age of 18 years as at 1st January of that year, and approved by the Board.
 - (ii) After the 31st December the Junior will be considered to have Adult membership and the Board shall determine their then membership status having regard to the

various Membership Classes provided for in Clause 5, until membership is renewed on 1st March.

- (g) **Single Day Associate Member** is a person who pays for membership for one day. (whilst ever such "day membership" is sanctioned by CAMS)
- (h) **Honorary Member**, who subject to this Constitution shall have no right to receive notice of General Meetings, nor to be present, debate or vote at General Meetings.
 - (i) Such other persons as may be approved by the Board.
 - (ii) The Board will review this membership at Membership renewal time.

5.2 Life Members

- (a) The Board may in their absolute discretion appoint any member an Honorary Life Member in recognition of any fact that in their discretion entitled that member to this honour.
- (b) On being so invested that member shall become a permanent full member without payment of any fees.
- (c) Life members are subject to all other rules and objects of the Club.
- (d) Proposals for life membership shall be made in writing to the Board by a full member of the club. Such submissions should detail the contribution made to club by the nominee.
- (e) A person must accept or reject the Board's decision to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. VOTING RIGHTS

Only Full Members of the Club shall be entitled to a vote at any General Meeting of the Club or the Board, or at an Executive Meeting.

7. MEMBERSHIP ADMISSION & APPLICATION ®

7.1 Admission of Members

- (a) The election of candidates for membership shall be dealt with by the Board at any duly constituted meeting, and subject as hereinafter mentioned, no person shall be admitted to membership of the Club until so elected.
- (b) Upon election, however, membership shall be deemed to have commenced on the date on which the member's application for membership shall have been received by an Event or Membership Secretary (whichever the earlier).
- (c) The Membership Secretary of the Club may accept candidates as temporary members pending their election by the Board.
- (d) Acceptance of non-MG Owners as full members shall not exceed 25% of full voting members
- (e) Non MG owners wishing to join the club will be accepted initially on an associate basis

7.2 An Application for Membership

- (a) Every candidate for membership of the club shall be proposed by one and seconded by another member of the Club to both of whom the candidate shall be personally known.

- (b) Every such application for membership shall be made in writing by the candidate and by his proposer and seconder and shall be in such form as may from time to time hereafter be determined by the Board.
- (c) The candidate shall at the time of lodging his application accompany same with the payment of the entrance fee and current year's subscription.

7.3 Discretion to Accept or Reject Application

- (a) The election of candidates for membership shall be dealt with by the Board at any duly constituted meeting, and as hereinafter mentioned. Provided always that the Board may in its absolute discretion and without being obliged to give reason therefore, decline to admit any candidate to membership.
- (b) Where the Board accepts an application, and upon election, membership shall be deemed to have commenced on the date on which the member's application for membership shall have been received by the Event or Membership Secretary. The Club may accept candidates of non-MG Owners as full members, but it shall ensure that full member non-MG Owners shall not exceed in total 25% of the total number of voting members.
- (c) The Board may confer Honorary Membership of the Club upon such persons as it may deem desirable
- (d) The Register shall be amended accordingly as soon as practicable.
- (e) Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Board.

7.4 Renewal

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

7.5 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under Clause 7.5(a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

8. REGISTER OF MEMBERS ®

8.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered:

- (a) the full name, address and date of entry of each Member; and
- (b) where applicable, the date of termination of membership of any Member.

The register of members shall be kept by the Membership Secretary.

Members shall provide notice of any change and required details to the Club within one month of such change.

All notices required to be given to any member shall be deemed to be duly served if delivered at or posted to the member's address specified in the Register of Members.

8.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, free of charge upon reasonable request at any reasonable hour.

8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

9. EFFECT OF MEMBERSHIP

9.1 Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Club and that they, the members are bound by this Constitution and the Regulations.
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club, SSO and NSO.
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of MGs & Motor Sport
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

9.2 Membership Compliance and Offences

- (a) Members shall obey directions of the Board, or its appointee in all matters relating to their conduct in or about the Club premises.
- (b) Any member dissatisfied with such direction shall be entitled to appeal to the Board within a period of seven days and any such appeal shall be made in writing and signed by the member concerned setting out in detail the complaint made and addressed to the Honorary Secretary of the Club who shall bring the matter before the Board at the next succeeding meeting thereof.
- (c) It shall be an offence for any member to disregard the instructions of any Director of the Board as outlined in Clause 9.2. (a) above.
- (d) It shall be an offence for any member to commit any of the following: -
 - (i) Be under the influence of liquor, or introduce and/ or remove any liquor on or from the premises without permission.
 - (ii) Use objectionable or obscene language
 - (iii) Damage Club property
 - (iv) Remove Club property without proper authority
 - (v) Enter or remain on Club premises at unauthorized times
 - (vi) Cause offence to any member or members which is prejudicial to the good order of the Club
 - (vii) To use the Club premises for the purpose of gambling

- (viii) To allow any person under 18 years of age to be supplied with liquor
 - (ix) Bring children into licenced club premises if applicable
 - (x) Liquor shall not be supplied to a visitor unless in the company and on the invitation of a member.
- (e) Any member desiring to introduce any person as a Visitor to the Club shall first introduce such person to the President and or a member of the Board, or the Club Manager, and his or their decision as to whether such person shall be accepted as a Visitor shall be for such period as the President or Director of the Board or Club Manager may agree not exceeding one month and such member shall be exempt from the payment of any fees for such period.
 - (f) All subscriptions shall become due and payable on the 1st of March each year and that in the event of any member failing to pay his subscription as provided in Clauses 9.3(b) and 9.3(c), he shall be permitted to enter the Club premises as a visitor.
 - (g) No person who has been rejected as a candidate for membership or who has been suspended or expelled from the Club or whose admission as an Honorary Member or as a Visitor has been cancelled shall be eligible to be admitted as a visitor.
 - (h) The member proposing any Visitor shall be responsible for his good conduct whilst he is in the Club. Two or more members of the Board may at any time cancel the Visitor's rights or privileges of any person without being called upon to give any reason for doing so.
 - (i) All members shall be elected at a meeting of the Board duly convened and a record shall be kept by the Secretary of the Club of the names of the members present and voting at such meeting.
 - (j) Members nominating new members shall see that the nomination forms are completed and have the applicant pay his entrance fee and subscription and hand same to the Membership Secretary. Should the application not be accepted, the entrance fee and subscription shall be returned.
 - (k) No game of cards shall be played except in an authorized card room.
 - (l) No part of the Club premises shall be used by any person whatsoever for the purpose of making a betting book.
 - (m) No subscription list or sweepstake shall be permitted to be canvassed or exhibited in the Club except with the permission of the Board being previously granted.
 - (n) No pamphlet advertisement or notice of any kind shall be permitted to be canvassed or exhibited in the Club except with the permission of the Board being previously granted.
 - (o) All complaints and suggestions shall be made in writing to the secretary.
 - (p) Club hours will be exhibited on the Notice Board from time to time.

9.3 Duration of Membership

- (a) The membership year of any member shall run from the date upon which the member's application for membership is received by the Club's Event or Membership Secretary
- (b) the first subscription of every member, shall be paid, upon application for membership, together with any Joining Fee
- (c) subsequent subscriptions shall be paid upon the first day of March in each ensuing year
- (d) if the subscription of any member shall have become more than one calendar month in arrears, the member shall not be entitled, until payment thereof, to exercise any of the rights of membership and if such subscriptions shall become more that two calendar months in arrears he shall cease to be a member

- (e) a person shall be eligible for reinstatement within one year from the date upon which they ceased to be a member pursuant to Clause 9.3. (d).
- (f) a new member whose application is received by the Membership Secretary after the first day of January in any year shall be entitled to a full year of membership privileges continuing until the last day of February of the year following, without payment or renewal fees for that year mentioned lastly.

10. BADGES

- (a) A Car Club sticker shall be made available to each new member on joining the Club
- (b) The club colours shall be brown and cream
- (c) Car badges and other articles bearing the Club crest shall be available only to members. The price of such badges etc. shall be fixed from time to time as found requisite.
- (d) Car badges shall be returned on cessation of membership and the price charged shall be deemed to cover usage of the badge during membership

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Resignation of Members

- (a) Any Member, who has paid all arrears of fees payable to the Club may at any time tender their registration, such being in writing to the Secretary, and shall thereupon cease to be a member.
- (b) Once the Club receives a notice of resignation of membership given under Clause 11.1(a) that member shall cease to be a member, and in every other case where a member ceases to hold membership, the secretary must make an entry in the Register which records the date on which the Member ceased to be a Member.

11.2 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised sub-committee.
- (b) Membership shall not be discontinued by the Board under Clause 11.1(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under Clause 11.2(a), by the Club giving written notice of the discontinuance, to the Member. The Register shall be amended to reflect any discontinuance of membership under this Clause 11.2(a) as soon as practicable.

11.3 Member to Re-Apply

A Member whose membership has been discontinued under Clauses 11.1 or 11.2:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

11.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of

that Member shall be returned to the Club immediately and in any case no later than 14 days after cessation of membership.

11.5 Membership may be Reinstated

Membership which has been discontinued under this Clause 11 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

11.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member will not be refunded to the Member upon discontinuance.

12. DISCIPLINE ®

- (a) Where the Board is of the opinion that a member of the Club:-
- (i) Has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (ii) Has persistently and wilfully acted in a manner prejudicial to the interests of the Club.

It may expel the member from the Club or may Suspend the member from membership of the Club for a specified period.

- (b) A resolution of the Board under Clause 11.2(a) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause 12(c), confirms the resolution in accordance with this rule.
- (c) Where the Board passes a resolution under Clause 11.2(a) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- (i) Setting out the resolution of the Board and the grounds on which it is based;
 - (ii) Stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) Stating the date, place and time of that meeting; and
 - (iv) Informing the member that the member may do either or both of the following:-
 - (A) attend and speak at that meeting.
 - (B) submit to the Board at or prior to the date of that meeting, written representations relating to a resolution.
- (d) At a meeting of the Board held as referred to in Clause 13, the Board shall
- (i) give to the member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - (iii) by resolution, determine whether to confirm or revoke the resolution.
- (e) Where the Board confirms a resolution under Clause 12(d)(iii), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Clause 13.
- (f) A resolution confirmed by the Board under Clause 12(d)(iii) does not take effect:-

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution, or
- (ii) where, within that period the member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to Clause 13(c)(iv)

13. RIGHT OF APPEAL OF DISCIPLINED MEMBERS

- (a) A member may appeal to the Club in general meeting against a resolution of the Board which is confirmed under Clause 12(d)(iii), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under Clause 13(a), the Secretary shall notify the Board which shall convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the appeal notice from the member.
- (c) At a general meeting of the Club convened under Clause 13(b) :-
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (iv) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, it is confirmed.

14. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Board.
- (b) All annual subscriptions shall become due and payable in advance of the first day of March in every year. If any fee or subscription shall remain unpaid for a period of one month after it became due the member so in default shall cease to be a Member and cease to be entitled to the benefits of such membership also refer to Clause 9.3. (d).
- (c) One notice of renewal shall be sent out to each member by the Membership Secretary before the first day of March and shall be regarded as the final notice.

15. EXISTING DIRECTORS

The Members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

16. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Club shall be managed by, and the powers of the Club shall be exercised by, the Board. . In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

17. COMPOSITION OF THE BOARD

17.1 Composition of the Board

The Board shall comprise:

- (a) Up to nineteen (19) elected directors who must all be Members and who shall be elected under Clause 18 and in addition
- (b) Up to (2) appointed directors who need not be Members and who may be appointed by the Directors in accordance with Clause 19.
- (c) Once appointed or elected to the Board any Member so appointed or Elected who is not then a Full Individual Member shall forthwith be accorded such Voting Membership status for the duration of their term on the board.

17.2 Election and Appointment of Directors ®

- (a) The elected Directors shall be elected under Clause 18.
- (b) The appointed Directors may be appointed under Clause 19

17.3 Portfolios ®

The Board may allocate portfolios to directors.

The Executive Directors of the Club shall consist of:

- (a) President who shall be Public Officer
- (b) Vice President
- (c) Honorary Secretary
- (d) Honorary Treasurer

In addition, the Board shall consist of: Directors who have the elected or appointed portfolio or role of:-

- (a) Publicity (Public Relations Officer)
- (b) Club Captain
- (c) Social Secretary
- (d) Magazine Editor
- (e) MG Register Captain
- (f) MG Register Secretary
- (g) Event Co-ordinator
- (h) Chairman of Rally Panel
- (i) Chairman of Speed Event Panel
- (j) Chairman of Autotest Panel
- (k) Chairman Equipment Maintenance Panel
- (l) Membership Secretary
- (m) Chairman of Land Panel
- (n) Member (who may have served on the Board previously) assisting others

- (o) Member (who must not have served on the Board previously) assisting others

18. ELECTED DIRECTORS

18.1 Nomination for Board ®

- (a) Nominations for elected Director positions shall be called for thirty (30) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Board from time to time.
- (b) Nominees for elected Director positions must declare any position they hold in a SSO or NSO.
- (c) Nominees may be either Full or Associate Members.

18.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Individual Full or Associate Club Members
- (d) certified by the nominee expressing their willingness to accept the position for which he is nominated; and
- (e) delivered to the Secretary of the Club not less than seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

18.3 Elections

- (a) If only one nomination is received for a Board position, then the person nominated shall be declared elected to that position only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under Clause 18.3(a), nominations for the positions maybe called for from those full members (or those associate members who must agree to become a full member upon election or appointment) who are present and attending the Annual General meeting.
- (c) If more than one nomination is received for a position a ballot shall be held. Voting papers shall be prepared, distributed and vote take place and counted by an appointed Returning Officer
- (d) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under Clause 18.3(b) the positions will be deemed casual vacancies under Clause 20.1
- (e) The ballot for the election of office-bearers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

18.4 Term of Appointment for Elected Directors

Elected directors shall be elected annually. There is no maximum period in office specified.

19. APPOINTED DIRECTORS

19.1 Appointment of "Appointed" Directors

The elected Directors may appoint up to two (2) Appointed Directors.

19.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition

They do not need to be Members.

19.3 Term of Appointment

- (a) Appointed directors may be appointed by the elected directors under this Constitution for a term of two years, which shall commence from the first Board meeting after the annual general meeting until after the conclusion of the second annual general meeting that follows.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.

20. VACANCIES ON THE BOARD

20.1 Casual Vacancies

Any casual vacancy occurring in the position of a Director may be filled by the remaining Directors from among appropriately qualified persons. Any such casual vacancy may only be filled for the remainder of the vacating Elected Director's term, or the remainder of the vacating Casual Appointee's term under this Constitution.

20.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (d) resigns his office in writing to the Club
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six months
- (f) holds any office of employment with the Club without the approval of the Board
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest
- (h) in the opinion of the Board (but subject always to this Constitution) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club
- (i) in the opinion of the Board (but subject always to this Constitution) has brought the Club into disrepute

- (j) in the opinion of the Board (but subject always to this Constitution) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

20.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute a quorum.

21. MEETINGS OF THE BOARD

21.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time convene a meeting of the Board within reasonable time.

21.2 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex email or other form of visible or other electronic communication by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the directors is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that directors are not required to be present in person.
 - (iii) If a failure in communications prevents Clause 21.2(b)(i) from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until Clause 21.2(b)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes whereof each member of the Board shall have one, in the case of equality the Chairperson shall have a casting vote on any question (if the chairperson does not exercise a

casting vote, the motion will be lost.) and a determination of a majority of directors shall for all purposes be deemed a determination of the Board.

21.4 Board Meeting Attendance and Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is one in excess of half the number of appointed members for the time being.

In the event of a Board Director not fulfilling his duties to the satisfaction of a quorum of the Board, the Board shall have the power to call for the resignation of the said Director from the Board - see Clause 20.2

21.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than three (3) days prior to such meeting.

Such Board meeting shall be called by the Secretary upon being authorised to do so by the President

21.6 Chairperson

The incumbent elected Club President shall be the Chairperson of any Board meeting or General meeting at which he is present.

If the chairperson is not present, or is unwilling or unable to take the chair at a Board or General meeting some other Director (the precedence order see Clause 17.3) shall take the chair at every meeting of the Board.

21.7 Conducting Board and Club Meetings

- (a) Meetings of the Board and the Club shall be conducted in strict accordance with the Rules of Debate
- (b) If considered desirable at any time by the Board the functions of the Secretary and Treasurer may be vested in one Director.
- (c) In addition to the Board and Executive officers of the Club, the Club shall at its annual meeting appoint an honorary auditor who shall not be a member of the Club.

21.8 Conflict of Interest

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

21.9 Disclosure of Interests

- (a) The nature of the interest of a director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the director becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

21.10 General Disclosure

A general notice stating that a director is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under Clauses 21.8. and 21.9 After the distribution of the general notice, it is not necessary for the director to give a special notice regarding any particular transaction with that firm or company.

21.11 Recording Disclosures

Any declaration made any disclosure or any general notice given by a director in accordance with Clauses 21.8 and/or 21.9 must be recorded in the minutes of the relevant meeting.

22. DELEGATIONS

22.1 Board May Delegate Functions

The Board may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

The "Panels" existing at the time of adoption of this Constitution shall be authorised pursuant to this Clause.

22.2 Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, *other than*:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

22.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

22.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Clause 21. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

22.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

22.6 Revocation of Delegation

At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

23. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.

- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

24. ANNUAL GENERAL MEETING

- (a) The Club's Annual General Meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board.
- (b) Proxy and Board Nomination Forms must be circularised to all members at least 30 days prior to the Annual General Meeting.
- (c) No member shall be entitled to be present or to vote at any meeting, or upon a poll, be reckoned in a quorum unless they are a financial member within the meaning of these rules.
- (d) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.
- (e) The business of the Annual General Meeting is set out in Clause 27 and includes receiving the report of the Honorary Secretary and Treasurer. To pass the accounts. To elect the Board Directors for the following year. To transact any other business in respect of which notice shall have been given.
- (f) An audited copy (where applicable), otherwise a copy of the Balance sheet and the Income and Expenditure Account for the preceding year shall be delivered to the Honorary Secretary at least 42 days prior to the date of the Annual General Meeting of the Club
- (g) This 42 day requirement is required to satisfy the 21 day AGM notice to Members (Clause 26(g)) and Clause 33.6, plus the 17 day period (Clause 21.5) for the Board to receive and consider the accounts and Auditor's Report thereon (if applicable) plus 4 days to enable the Secretary to prepare and send the Board or meeting Agendas.
- (h) Refer to Clause 26 for Notice requirements.

25. SPECIAL GENERAL MEETINGS

25.1 Special General Meetings may be held

The Board may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

25.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when ten per cent of Voting Members (no less) at the date of the deposit submit a requisition in writing.
- (b) The requisition for a special general meeting shall specify the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Requisitionists
- (c) The meeting shall be convened by the Board for those purposes only.
- (d) If the Board does not within twenty one days (21) from the date of the requisition being so deposited proceed duly to convene the meeting, the Requisitionists or any of them representing more than one half of the total voting rights of all of them may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (e) In the case of a meeting at which a Resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if they do not give such notice as required.

- (f) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

26. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Full Individual Member or Full Family Member entitled to receive notice.
- (b) In addition, (non-voting) Associate Members shall be sent the notice of every General Meeting.
- (c) Notices shall be sent to the addresses appearing in the Club's Register.
- (d) The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address.
- (e) No other person shall be entitled, as of right, to receive notices of General Meetings.
- (f) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (g) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting
 - (ii) any notice of motion received from Members entitled to vote and
 - (iii) Forms of authority in blank for proxy votes.
- (h) Notice of every general meeting shall be given in the manner authorised in Clause 44.

27. BUSINESS

- (a) The business to be transacted at the annual general meeting includes the consideration of the report of the Honorary Secretary, the report of the Honorary Treasurer and the accounts and the reports of the Board and auditors, the election of directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in Clause 27(a), shall be special business including business in respect of which notice shall have been given (see Clause 28. (a)).
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

28. NOTICES OF MOTION

- (a) Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting.
- (b) To comply with the requirements of Clauses 25.2(d) and 25.2(e) 26(g) and 33.6, all notices of motion must be submitted in writing to the Club Secretary no less than 28 days (excluding receiving date and meeting date) prior to the date of the General Meeting.

29. PROCEEDINGS AT GENERAL MEETINGS

29.1 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

- (b) A quorum for General Meetings of the Club shall be no less than 20 Full Individual (voting) members or 10% of the total number of Full Individual (voting) members on that date, whichever is the lesser.

29.2 Chairperson to Preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another director to preside as chairperson for that meeting only.

29.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 29.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

29.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, only Full Voting Members present in person or by proxy shall have one vote. On a poll every Full Voting Member shall have one vote. Unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Full Voting Members.

Proxy voting see Clause 30.3

29.5 Recording of Determinations

Unless a poll is demanded under Clause 29.4, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

29.6 Where Poll Demanded

If a poll is duly demanded under Clause 29.4 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

30. VOTING AT GENERAL MEETINGS

30.1 Members Entitled to Vote

- (a) Each Life Member, and each Full Individual Member, and each Family Full Individual Member shall each be entitled to one vote at General Meetings.
- (b) No other Member shall be entitled to vote but shall be eligible to receive notice of and to attend at and to speak at General Meetings.
- (c) Junior and Day Membership Members shall have no entitlement to Notice of, to speak at, or to vote at general meetings.

30.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

30.3 Proxy Voting

- (a) A member entitled to vote shall be entitled to appoint in writing a natural person who must be a Member (Voting or Associate) of the Club to be their proxy. Such proxy is able to attend and vote at an Annual or an Extra Ordinary General Meeting of the Club, on behalf of that Voting Member.
- (b) The form of Proxy shall contain an option where the Member's desired voting preference (for or against or abstaining), in respect of each motion can be indicated by the member giving the proxy and in such cases the proxy holder shall exercise the proxy to reflect those voting intentions of the Member.
- (c) Additionally, the Proxy form shall contain an alternative option that authorises the proxy holder to vote in whatever way they determine.
- (d) Additionally, the Proxy Form shall contain an alternative option that authorises the Chairperson to exercise the voter's intentions as indicated in (b) and (c) of this clause.
- (e) Authorised Proxy Voting Form shall be in the form annexed hereto.

31. SOCIAL – CLUB MEETING.

Social Club Meetings shall for the time being, be held in the second Friday of the month, or at such times as the Board shall think fit subject to fourteen (14) days notice by post being given to each members by the Honorary Secretary.

32. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) Model Rules referral of disputes to an SSO - deleted.
- (d) The Board may prescribe additional grievance procedures in the Regulations consistent with this clause

- (e) Clauses 11, 12, and 13 of this constitution refer to procedures relating to Discontinuance of Membership, Disciplining of Members, and Members' Rights of Appeal.

33. RECORDS AND ACCOUNTS

33.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Board). It shall produce these as appropriate at each Board or general meeting.

33.2 Financial Year

The Financial Year of the Club shall commence on the 1st day of July and terminate on the last day of the following June.

33.3 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

33.4 Board to Submit Accounts

The Board shall submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

33.5 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

33.6 Accounts to be sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

This requirement shall be satisfied if the Accounts are made available by way of any one of mailing, or by insertion in the Club Magazine, or by publication on the Club Website, or any other form of direct or electronic media.

33.7 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines.

34. AUDITOR

- (a) Where required by the Associations Incorporations Act 2009 (NSW) or any subsequent or replacing or amending legislation ("the Act"), the Accounts of the Club may, at the option of the Board, be audited.
- (b) If the Board resolves that the Accounts of any particular year shall be audited, then a properly qualified auditor or auditors shall be appointed by the Board, and ratified by the Club in a subsequent General Meeting.
- (c) The auditor's duties shall be regulated in accordance with the Act.

- (d) If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted auditing principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.
- (e) Subject to the provisions of Clause 34.(a) the accounts of the Club shall be examined by the auditor and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

35. INCOME

35.1 Income and property of the Club shall be derived from such sources as the Board determines from time to time. Funds of the Club may be derived from fees & subscriptions set by the Directors of the Board and from such other acts or means as may be lawfully approved by the Board

35.2 The income and property of the Club shall be applied solely towards the promotion of the Objects.

35.3 The funds of the Club shall be managed diligently by the Board on behalf of the Members. Bank account signatures will be determined by the Board from time to time provided always that each account is operated by two (2) Board persons as signatories.

35.4 The Club is a "Not for Profit Organisation"

35.5 Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

35.6 Payment in good faith of or to any Member can be made for:

- (a) any services actually rendered to the Club whether as an employee, director or otherwise
- (b) goods supplied to the Club in the ordinary and usual course of operation
- (c) interest on money borrowed from any Member
- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by a Member on behalf of the Club.
- (f) Event or Championship prizes in money or in monies worth.

Nothing in Clauses 35.2 or 35.5 preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

36. EVENTS

- (a) All classes of events and motoring competitions organized by the club shall be run under the rules of the National controlling body of motor sport in New South Wales, namely the Confederation of Australian Motor Sport Limited- CAMS, which is the Club's NSO
- (b) the organizing committee shall obtain, where applicable, the licence or authority of the said controlling body.
- (c) the organizing committee shall be responsible for the organization and conduct of such competitions or events and shall ensure that the regulation for the conduct of any such competitions and events laid down by the said controlling body shall be strictly observed and performed.

37. CLUB MAGAZINE

- (a) The Club shall publish a periodical to be known as "Club Torque", issues to be made at least quarterly and all copies posted to the private address of members or such other address as nominated in writing by a Member or contributors.
- (b) The cost per issue, as determined by the Board, is to be included in the annual subscriptions

38. CUSTODY OF BOOKS AND RECORDS.

The custody of the books, Document securities and records of the Club shall remain with the Board and be maintained on behalf of members.

39. WINDING UP

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).
- (d) The Board shall have the power to order the winding up of the Club and determine any questions arising in relation thereto or in consequence thereof upon the vote of 75% of the members present at any Annual or Extraordinary General Meeting properly convened in accordance with these rules for the purpose of taking a vote on a resolution to so wind up.

40. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

41. ALTERATION OF CONSTITUTION

This Constitution may from time to time be altered at any Annual or Extraordinary General Meeting subject to the proper compliance with these rules in relation to convening of such Annual or Extraordinary General Meetings of the Club. The notice convening such meeting shall be forwarded to all members of the Club at least fourteen (14) days prior to the date of the proposed meeting and such notice shall set out in full the proposed alterations being made. Notice thereof shall be sent to the controlling body of motor sport in Australia. After approval, shall then be sent to each member of the Club and thereupon immediately be effective and binding upon all members of the Club.

42. REGULATIONS

42.1 Board to Formulate Regulations

The Board may formulate issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Motor Sport in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

42.2 Regulations Binding

All Regulations are binding on the Club and all Members.

42.3 Regulations Deemed Applicable

All clauses, rules, standing orders, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, standing orders, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

42.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

43. STATUS AND COMPLIANCE OF CLUB

43.1 Recognition of Club

The Club is Affiliated with and is a Member of the National body known as the Confederation of Australian Motor Sport Limited (CAMS).

CAMS is the Club's NSO.

The New South Wales State Council of CAMS (CAMS NSW) is delegated by CAMS to ensure the efficient administration of motor sport in its State Council area.

CAMS NSW is the Club's SSO.

Affiliation and Membership with CAMS results in the Club and its' Members being subject to the jurisdiction of CAMS and requires the Club and its' members to comply with and observe the CAMS Constitution, the NCR and any determination or resolution which may be made or passed by the CAMS Board.

The Club is Affiliated with the original M.G. Car Club Limited of UK (MGUK) and is registered with MGUK as an Overseas Centre.

It has obligations under that affiliation to be managed as an autonomous body, and to encourage and support the continued full use of M.G. motorcars, and to invite into its membership persons owning, or having an interest in the M.G. marque.

43.2 NSO & SSO

The Club may not resign, disaffiliate or otherwise seek to withdraw its affiliation from the national body (NSO) or state body (SSO) without approval by Special Resolution.

44. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

45. INDEMNITY

- (a) Every director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its directors and employees against all damages and losses (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
- (i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

46. REGULATIONS

46.1 MONTHLY SOCIAL MEETINGS

- (a) As general rule, films are to conclude as close as possible to 10.30pm.
- (b) Committee members to wear engraved badges bearing their name at Club meetings.
- (c) An attendance book to be used.
- (d) Trophy presentations to be made to winners in groups to reduce time spent in presentations.
- (e) Raffles may be held at Social Club and other meetings.
- (f) An admission charge of \$3.00 be levied or such other amount as may be determined by the Board.
- (g) For the time being. Social Club Meetings will be held on the second Friday of each month at the Clubroom or as advertised to members in the Magazine.

ANNUAL GENERAL MEETINGS:

- (h) Will be called in accordance with the rules.
- (i) No ballot papers will be issued after nominations are called for the position of President.

46.2 ADMINISTRATION AND MEETING PROCEDURES

- (a) Board Meetings will be held on the 3rd Wednesday of each month at the Clubrooms or as advertised, commencing at 7.30pm or at such other times as the Board decides.
- (b) The standard rules of debate (Schedule 1 hereto) will be adopted at all meetings.
- (c) The agenda for Board Meetings will be as follows:-
- (i) Attendance
 - (ii) Apologies
 - (iii) Confirmation of previous meeting minutes.

- (iv) Business Arising from minutes.
 - (v) Correspondence
 - (vi) Accounts
 - (vii) New Members
 - (viii) Reports of officers and panels
 - (ix) General Business
- (d) The Board has the authority to:-
- (i) Appoint an individual to the office of Chairperson, Secretary or Treasurer, subject to clause 17.2
 - (ii) Administer the Club in accordance with Clause 16
- (e) The Board will:-
- (i) Elect the following delegates to represent the Club: - i.e. one delegate and an alternate delegate to the CAMS NSW State Council.
 - (ii) To appoint a delegate for the Newcastle Area Motor Sport Panel meeting.

46.3 PANELS

- (a) In accordance with Clause 17.3, the following panels are headed by the portfolio/role chairman as provided:-
- (i) Rally Panel
 - (ii) Speed Event Panel
 - (iii) Autotest Panel
 - (iv) MG Register
 - (v) Land Panel
 - (vi) Equipment Maintenance Panel
 - (vii) Magazine Panel
 - (viii) Publicity Panel.
- (b) All panel members to be selected subject to the Board's approval, by the chairman elected in accordance with Clause 17.3
- (c) The Board for the time being vests in the panels the functions, powers, rights, duties and responsibilities to panels as set out in Clause 46.3 and they shall conform to the following rules and regulations:
- (i) Membership: shall be:-
 - (A) the elected Chairperson (Clause 17.3)
 - (B) at least 2 (two) others
 - (ii) Office and Appointment:

- (A) the elected Chairperson shall Chair meetings
 - (B) he shall appoint at least two others (either floor or committee members) and delegate to them such of his powers and functions as he sees fit.
- (iii) Responsibility:
 - (A) to the Board or
 - (B) to the Executive in matters of urgency
- (d) Meetings shall be held so that monthly progress reports will be submitted at each Board Meeting
- (e) Meetings shall be held upon taking office:-
 - (i) Current Calendar Events: Events at present or future inherited from previous administration shall be reviewed and action taken where necessary.
 - (ii) Event Calendar: - Decide the number of events required for the year.
 - (iii) Activities: (i) and (ii) above will be carried out so that at the November Board Meeting the Directors may consider reports and/or prepare a Calendar Of events for its year.
 - (iv) Delegates: Where applicable, Panels will select the delegate (s) to represent the Club during the following year.
- (f) Duties:
 - (i) To prepare a suggested list of events or activities for the Board's consideration, determining the type, class and other details of various competitions.
 - (ii) Where applicable to appoint event directors, checkers, stewards and other officials to organize and arrange the event.
 - (iii) To ensure that those appointed above are well aware of all current requirements and recommendation's of the CAMS, NCR's, State and N.A.M.S. panels, the various codes, and the Club.
 - (iv) To ensure that all events are organized in accordance therewith.
 - (v) For each event attend to all permit applications, supplementary regulations, checking, circulation and publication of entry forms and results.
 - (vi) To arrange and co-ordinate all Club activities pertaining to the panel's particular specialization.
 - (vii) Prepare for the Board's deliberation, recommendations regarding policy, organization procedure, controls, safeguards and other matters arising from panel discussion.

46.4 Specific Panel Activities:

- (a) Rally Panel: to organize and hold events for our Club and invited clubs in conjunction with the Newcastle Area Motor sport panel (NAMS).
- (b) Autotest Panel: To organize and hold events for our Club and invited clubs in conjunction with the Newcastle Area Motor sport panel (NAMS),
- (c) Speed Event Panel: To organize and hold events for our Club and invited clubs in conjunction with the Newcastle Area Motor sport panel (NAMS).

- (d) MG Register (Register Captain and Register Secretary)
 - (i) To cause to be kept a Register of members and their MGs.
 - (ii) To organize and promote the interest in, use, restoration, and preservation of the MG series.
 - (iii) To organize and conduct Register meetings and activities subject to Committee ratification and compatibility with Club calendar events.
 - (iv) To decide and set out the conditions of membership relating to the Register.
- (e) Land Panel
 - (i) To meet only when and as necessary.
 - (ii) To organize working bees, etc for the maintenance and development of the land project.
 - (iii) To develop and investigate proposals for the use, maintenance and development of the land, subject to Board approval of any recommendations arising there-from.
 - (iv) To arrange and carry out the Board's instructions and requests in relation to the land.
 - (v) To formulate for Board approval such rules and regulations deemed necessary for the conduct of events on the land, from time to time, subject to liaison with any other panel which may be affected by such proposed rules and regulations.
- (f) Equipment Maintenance Panel:
 - (i) To maintain all mechanical equipment.
 - (ii) To organize working bees, etc for the maintenance and development of Club Equipment
 - (iii) To develop and investigate proposals for the use, maintenance and development of the equipment, subject to Board approval of any recommendations arising there-from.
 - (iv) To arrange and carry out the Board's instructions and requests in relation to the equipment.
 - (v) To make recommendations to the Board on equipment repair and replacement.
- (g) Magazine Panel:
 - (i) Membership: The elected Editor, and any others appointed or seconded by the Editor
 - (ii) Office and Power: The Editor shall have control of all matters relating to editorial policy or publishing arrangements, providing that each issue contains a disclaimer absolving the Club from responsibility from comment. The Editor may delegate his/her powers.
 - (iii) Meeting Procedure: As directed by the Editor.
 - (iv) Duties: To assist in the editing, preparation, printing, assembly and distribution of the "Club Torque" on a monthly basis. To secure advertisers, etc. for the publication, and to assist the Editor in whatever ways possible.
- (h) Publicity Panel

- (i) Membership: The Public Relations Officer and any assistants required.
- (ii) Meetings: To meet as and when necessary. To meet at the request of the Board or a panel or an event director.
- (iii) Duties: To promote the club and its members and to promulgate all matters relevant to the Club's function and events. To obtain information for, and attend to the compilation of a monthly news release such to be directed to the news and sporting media (radio, press and television), and to any other interested party or of benefit to the Club and its objects.
- (iv) Powers: To require of all Panels, officials and members the co-operation and information necessary to enable: the preparation, issue and distribution of the monthly news release, and the other duties and responsibilities of this Panel to be efficiently pursued

47. ALTERATION OF THESE REGULATIONS

- (a) May only be altered by a majority of a Board meeting.
- (b) At least (14) fourteen days notice of alteration must be given to each Committee member and to each panel.
- (c) The Notice of Alteration must state concisely and explicitly the alteration, deletion or amendment proposed.

48. **SCHEDULE ONE**

STANDARD RULES OF DEBATE

- (a) Any person desiring to speak shall stand up and address the Chairperson respectfully.
- (b) No person may speak more than once to a question, except in explanation or reply.
- (c) A person who formally seconds a motion or amendment may address the meeting in support at subsequent stage of the debate.
- (d) A reply shall be allowed only to a person who has moved a substantive motion.
- (e) No person shall use offensive or unbecoming words.
- (f) No speaker shall digress from the subject under discussion and impure improper motives/ and all personal reflections on persons shall be deemed disorderly.
- (g) Whenever the Chairperson arises during debate, the person then speaking shall sit down.
- (h) No person shall interrupt another while speaking, except on a point of order.
- (i) Any person during the debate may raise the point of order, when the person then speaking shall sit down until the point of order has been decided. The person raising the point of order shall state concisely the point; the Chairperson without further discussion shall then give his ruling.
- (j) It shall be competent for any person to have a motion of dissent. The mover of the motion of dissent shall concisely state his point. The seconder and the Chairperson only may speak to the motion.
- (k) A person may move the adjournment of debate. If the motion be resolved in the negative, the mover shall not be allowed to speak to the motion.
- (l) At any time during the debate, any person who has not previously spoken on the matter under debate may move that the question be put.
- (m) An amendment may be moved on any motion. The Chairperson shall first put the amendment to the meeting and if carried, it shall be declared to embody the decision of the meeting and supersede the motion. When the amendment has been decided, a further amendment may be moved, which if carried, shall, in turn, supersede the motion. If there be no amendment, the original motion shall be put after the mover has replied.
- (n) The Chairperson shall refuse to receive any amendment which is a direct negative.
- (o) In the event of any matter being brought before any meeting which affects the Chairperson of the meeting or in which he may be interested, he shall vacate the chair and the meeting shall elect a chairman pro-tem until such matter is dealt with.
- (p) (The mover of the original motion must obtain the consent of his seconder and the approval of the meeting before any alteration to the wording of the motion,
- (q) An amendment having been moved, it shall not be competent to move any further amendment but notice may be given of intention to move such further amendment when the previous amendment has been disposed of. Only one amendment can be considered at a time.