

**Street Outlaws Car Club Incorporated**

# **CONSTITUTION**



## 1. Name

The name of the incorporated Association is “*Street Outlaws Car Club*” referred to herein as ‘the Association’.

## 2. Definitions and Interpretation

### 2.1 – Definitions

**‘Annual General Meeting’** means a meeting held once per year to hold elections for Offices of the Committee and for hearing of the accounts and reports of the Executive Committee.

**‘Committee’** means the Executive Committee of the Association.

**‘Meeting’** means a General Meeting of members of the Association convened in accordance with these rules.

**‘Member’** means any member of the Association.

**‘Month’** shall mean a calendar month.

**‘Office’/‘Officer’** means a position on or member of the Executive Committee, elected in accordance with the provisions of this constitution document.

**‘Special resolution’** means a special resolution defined in the Act.

**‘The Act’** means the *Associations Incorporation Act 1985*.

**‘The Regulations’** means the *Associations Regulations 2008*.

**‘Veteran’** means any motor vehicle manufactured prior to 1 January 1919.

**‘Vintage’** means any motor vehicle manufactured after 31 December 1918 and before the 1 January 1931.

**‘Historic’** means a vehicle meeting the criteria as defined in the Code of Practice for historic vehicles, prescribed left hand vehicles and street rod vehicles under the Conditional Registration Scheme as revised and updated from time to time.

**‘Prescribed Left Hand Vehicle’** means a vehicle meeting the criteria as defined in the Code of Practice for historic vehicles, prescribed left hand vehicles and street rod vehicles under the Conditional Registration Scheme as revised and updated from time to time.

**‘Street Rod’** means a vehicle meeting the criteria as defined in Code of Practice for historic vehicles, prescribed left hand vehicles and street rod vehicles under the Conditional Registration Scheme as revised and updated from time to time.

**‘Student’** means a person holding a current valid student card verifying their identity as a student of a recognised educational institution.

## 2.2 Interpretation

Titles, names and abbreviations used within this constitution shall be defined as follows and unless the context implies otherwise, words suggesting the singular shall include the plural and vice-versa and words suggesting the masculine gender shall include the feminine gender and vice-versa.

## 3. Objects of the Association

- a) To actively encourage the preservation and restoration *of* all Historic Vehicles.
- b) To co-operate with other clubs having similar objects and to facilitate the exchange of technical knowledge.
- c) To promote and organise events as suitable for the use of such vehicles.
- d) To extend to owners, drivers and all persons interested in Veteran, Vintage, Historic and Classic motoring, the hospitality, privileges and conveniences enjoyed in connection with the Club.
- e) Donations may be made to charities and organisations on the recommendation of the Executive Committee and approved by a majority vote by the members at a General Meeting.
- f) The Club shall be a non-profit organisation.

## 4. Powers

- a) The Association shall have all the powers conferred by Section 25 of the Act.
- b) The Association shall hold in its entirety the power to:
  - i) Administer any real or personal property.
  - ii) Administer any property on trust.
  - iii) Administer bank accounts.

## 5. Historic Registration

Members wishing to apply for Conditional Registration, under the “Conditional Registration Scheme for Historic Vehicles, Prescribed Left Hand Drive Vehicles and Street Rod Vehicles” or any such similar scheme as administered by the Government of South Australia are required to inform themselves of the requirements of this Scheme, and to be aware of their responsibilities to ensure that they comply with the requirements of the Scheme and any relevant Association requirements at all times.

## 6. Membership

### 6.1 Types of Membership

- a) Membership shall be open to all persons or incorporated bodies subscribing to the objects of the Club or at the discretion of the Executive Committee.
- b) The classes of membership shall be:
  - i) Full Member.
  - ii) Incorporated bodies.
  - iii) Family membership.
  - iv) Associate Member.
  - v) Life Member.

## **6.2 Admission of Members**

- a) An application for membership shall be made in writing on a supplied Membership Form submitted to the Secretary each year. Where the application is for a new membership it must be signed by the applicant and include a signed endorsement from an existing Full Member that the applicant is of good character, and will uphold the objects and purposes of the club.
- b) No person will be eligible for membership if it were known that they have at any time committed an act that, such as if they had committed it while a member, would have justified their expulsion.
- c) The Executive Committee may, at its discretion, request more information from the applicant and/or existing Association members in order to properly assess the application. The Executive Committee shall have the right to refuse membership to any person or organisation without assigning a reason.

## **6.3 Full Member**

A Full Member shall enjoy membership with all its rights and privileges including the right to vote and eligibility to any Office in the Club.

## **6.4 Incorporated bodies**

- a) An Incorporated body shall enjoy membership with all its rights and privileges including the right to vote.
- b) An Incorporated body must nominate one of its officers, to represent the incorporated body at club meetings.
- c) The Incorporated body is not entitled to hold an Executive position in the club.

## **6.5 Family Members**

- a) Family membership shall be open to the partner of a Full Member, all dependant children and or students domiciled at the same address. The family member(s) must be nominated by the Full Member.
- b) Family Members are not entitled to cast a vote at any Meeting of the Club.
- c) A Family Member shall have the right to participate in all the events organised by the Club for Club members, subject to the rules of the event.

## **6.6 Associate Member**

- a) Associate membership shall be available to any person who does not own a vehicle that meets the objects of the club.
- b) Associate Members are not entitled to cast a vote at any Meeting of the Club or hold any elected position within the club.
- c) Associate Member shall have the right to participate in all the events organised by the Club for Club members, subject to the rules of the event.

## **6.7 Life Members**

- a) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- b) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- c) A Life Member has all the rights and privileges of a Full Member.
- d) A Life Member shall not be required to pay fees or subscriptions (other than entry fees for events or functions staged or arranged by the Association).

## 6.8 Subscriptions

- a) Annual membership fees shall be determined by the Executive Committee.
- b) The subscription fees of membership shall be payable annually on 1 July.
- c) Any Member whose subscription is outstanding for more than two months after the due date for payment shall cease to be a Member of the Association without written notification to the Member, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

## 6.9 Resignation

A Member may resign from membership of the Association by providing written notice to any Committee member. Any Member so resigning shall be liable for any outstanding subscriptions and/or outstanding debts which shall be recovered as a debt to the Association.

## 6.10 Expulsion of a Member

- a) Subject to said Members' opportunity to be heard or to present a written submission, the Executive Committee may resolve to expel a Member whose conduct is detrimental to the interests of the Association (including, but not limited to, those described as the Objects of the Association (Clause 3)).
- b) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Executive Committee at which the matter will be determined.
- c) The determination of the Executive Committee shall be communicated to the Member. In the event of an adverse determination, the Member shall, subject to any appeal afforded under Clause 6.10 (d), cease to be a Member immediately after the Executive Committee has communicated its determination to the said Member.
- d) It shall be open to the Member to appeal to the Association at a General Meeting in opposition to the expulsion. The intention to appeal shall be communicated to the secretary of the Association within 14 days after the determination of the Executive Committee has been communicated to the Member.
- e) In the event of an appeal under Clause 6.10 (d), the appellant's membership shall not be terminated unless the determination of the Executive Committee to expel the Member is upheld by the Members of the Association at a General Meeting after the appellant has been given audience., In such event, membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 6.11 Register of Members

A register of members must be kept and contain:

- i) The name address and contact details of each member.
- ii) The date on which each member was admitted to the association.
- iii) If applicable, the date of, and reasons for, termination of membership.

## 7. The Committee

### 7.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled exclusively by an Executive Committee, which may exercise all such powers in accordance with, and for the objects of the Association, and are not by the Act or by these rules required to be done by the Association at a General Meeting.
- b) All members of the Executive Committee must be Full Members of the Association.
- c) An Executive Committee member must be a natural person.
- d) The committee has the management and control of the funds and other property of the association.
- e) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- f) The committee shall appoint a public officer as required by the Act.

### **7.2 Appointment**

- a) The first Executive Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.
- b) The Executive Committee shall consist of the following officers: President, Vice-President, Secretary, Treasurer, "5<sup>th</sup> Person". There shall be a minimum of four and a maximum of five Executive Committee members at any time.

### **7.3 Eligibility for Office**

To be eligible for Office, a candidate must have been a Member of the Association for a continual period of at least 24 months.

### **7.4 Election of Officers**

Elections will be held at the Annual General Meeting with all positions being declared vacant. The President, Vice-President, Secretary, Treasurer and "5<sup>th</sup> Person" shall be elected by a simple majority of the Full Members present at the Annual General Meeting and once elected shall hold office for a term of two years.

### **7.5 Re-Election of Officers**

A President, Vice-President, Secretary, Treasurer or "5<sup>th</sup> Person" who has held Office for one full term must retire and, if desirous of re-election will be subject to re-election by a simple majority of the Full Members present at the Annual General Meeting. Provided however that a President, Vice-President, Secretary, Treasurer or "5<sup>th</sup> Person" is not to hold Office for more than two consecutive terms unless otherwise approved by a two thirds majority of Full Members present at an Annual General Meeting. Any such approval shall be for one term only and will require further qualification each term.

### **7.6 Casual Vacancies**

In the event of a casual vacancy in the Executive Committee occurring during any term of office such casual vacancy shall be filled by a person elected by the Executive Committee and such casual nominee shall hold office until the following Annual General Meeting.

### **7.7 Sub-Committees**

- a) The Executive Committee shall have the power to appoint such officers and employees or sub-committees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees or sub-committee. Where the Committee appoints such officers or sub-committee, the appointment shall be ratified at the next General Meeting. The officers or sub-committees shall be confirmed at the Annual General Meeting and every year thereafter that its continuation is required, provided always that any appointed officer or member of a sub-committee may resign at any time from the position or the sub-committee without giving a reason for doing so and any member may be replaced by vote of the representatives in General Meeting. At the completion of the duties and purposes of an officer or sub-committee the position or sub-committee will become redundant.
- b) The President or Secretary of the Association shall not serve as the chairman of any sub-committee except under extraordinary circumstances. The concurrence of eighty per cent of Full Members voting at a General Meeting will be required to approve any such appointment.
- c) The committee will provide officers and sub-committees with clear written terms of reference and the officers and sub-committee will report to the Executive Committee.

### **7.8 Proceedings of Committee**

- a) The Committee shall meet together for the despatch of business at minimum of monthly in six of the twelve months in the Club year.
- b) A Committee member may attend a Meeting by telephone or other electronic means by which he or she can hear and be heard.
- c) Questions arising at any Meeting shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- d) A quorum for a Meeting of the Committee shall be three members.
- e) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

### **7.9 Disqualification of Committee Members**

- a) The office of committee member shall become vacant if a committee member is:
  - i) Disqualified by the Act.
  - ii) Expelled under these rules.
  - iii) Permanently incapacitated by ill health.
  - iv) Absent without apology from more than three consecutive committee meetings, or more than six committee meetings in a club year.

## **8. Meetings**

### **8.1 Annual General Meetings**

- a) The Executive Committee shall call an Annual General Meeting of the Association in accordance with the Act and these rules.
- b) The first Annual General Meeting shall be held within eighteen months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- c) The order of business at the Annual General Meeting shall be:
  - i) The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
  - ii) The consideration of the accounts and reports of the Executive Committee.
  - iii) The election of Executive Committee Members subject to clause 7.4.

### **8.2 Special General Meeting**

- a) The Executive Committee may call a Special General Meeting of the Association at any time.
- b) Upon a requisition in writing from a minimum of 5% of the Full Members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month as required by Clause 8.2 (b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- e) A notice may be given by the Association to any Member by serving the Member with the notice personally, by sending it by post to the address appearing in the register of members, or by sending it electronically to an email address provided by the Member.
- f) Where a notice is sent by post:

- i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) Unless the contrary is proved, service will be taken to have been effected at the time at which a letter or packet would be delivered in the ordinary course of post.
- g) 20 members present personally shall constitute a quorum for transaction of business at any General Meeting.

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

- a) Subject to Clause 8.3 (b) at least 14 days notice of any General Meeting shall be given to members. The notice shall set out when and where the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at 21 days prior to the meeting.
- c) A notice may be given by the Association to any Member by serving the Member with the notice personally, by sending it by post to the address appearing in the register of members, or by sending it electronically to an email address provided by the Member.
- d) Where a notice is sent by post:
  - i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) Unless the contrary is proved, service will be taken to have been effected at the time at which a letter or packet would be delivered in the ordinary course of post.

### **8.4 Procedure at General Meetings**

- a) 20 members present personally or by proxy shall constitute a quorum for transaction of business at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) The president of the Committee or if there shall be no President, then the Vice-President of the Committee or in their absence, or on their declining, or retiring from the chair, one of the Committee members chosen by meeting shall preside as chairperson at each General Meeting of the Association.
- d) If there is no such chairperson chosen within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- e) 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- g) At any General Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost.
- h) Subject to these rules, each eligible voting Member will be able to cast one vote at a General Meeting.
- i) If a poll is demanded by the chairperson of the meeting or by three or more members present personally, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a majority of not less than three quarters of the members who being entitled to do so vote personally at the meeting is required.



- j) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

### **8.5 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the association.

## **9. Minutes**

- a) Proper minutes of all proceedings of General Meetings of the association and of meetings of the Committee, shall be entered within one month after the relevant Meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the Meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held, and that all appointments made at a Meeting shall be deemed to be valid.

## **10. Dispute Resolution**

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
  - i) a Member and another Member.
  - ii) a Member and the Association.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'Member' includes any person who was a Member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

## **11. Financial**

### **11.1. Financial Year**

The first financial year of the Association shall be the period ending on 30<sup>th</sup> June 2021, and thereafter a period of 12 months ending on 30 June in each year.

### **11.2 Accounts to be Kept**

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

**12. The Seal**

- a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the Committee. The seal shall be kept in the custody of the secretary or such other person as the Committee may from time to time decide.

**13. Prohibition Against Securing Profits For Members**

The assets and income of the Association shall be applied solely to the furtherance of its objectives, and no portion shall be distributed directly or indirectly to its members, except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

**14. Winding Up**

The Association may be wound up in the manner provided for in the Act.

**15. Application of Surplus Assets**

- a) If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

**16. Rules**

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the Association unless other provision is made in the rules.