



SCUDERIA ITALIAN CAR CLUB INC.
Club Constitution

June 2014

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SCUDERIA ITALIAN CAR CLUB INC

Club Constitution

1. NAME

The name of the incorporated association is **Scuderia Italian Car Club of SA**, referred to herein as "the association".

2. DEFINITIONS

"committee" means the committee of management of the association

"general meeting" means a general meeting of members of the association convened in accordance with these rules

"member" means a member of the association

"the Act" means the Associations Incorporation Act 1985

"special resolution" means a special resolution defined in the Act

"month" shall mean a calendar month.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Club shall be:

- a. The encouragement of interest and preservation of veteran ,classic and modern Italian cars.
- b. To promote the highest standards of courtesy and safety on the roads.
- c. To promote enjoyment and sharing of goodwill and fellowship amongst Italian car owners.
- d. To arrange and provide social activities for the members.
- e. To promote interest in the different marques, and the maintenance of the highest standards of operation and performance by sharing and exchanging information.
- f. To encourage the support of members in all forms of motor sport and to co-operate with similar clubs throughout Australia and the world.
- g. To purchase, hire, make or provide and maintain all kinds of vehicles, furniture, implements, tools, machinery, books, papers, periodicals and stationery and all other things required or which may be deemed necessary or convenient for any of the purposes of the Club.
- h. To purchase, take on lease, or exchange, hire or otherwise acquire, any real estate or personal property which may be deemed necessary or convenient for any of the purposes of the Club.
- i. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Club.
- j. To borrow, raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of bonds, bills of exchange, promissory

notes, securities, mortgages or indentures charged upon all or any part of the Club's property and to purchase, redeem or pay off any such securities.

- k. To invest any money of the Club not immediately required for any of its objects in such manner as may from time to time be determined.
- l. To make, draw, accept, endorse, execute and issue bills of exchange, debenture and other negotiable or transferable instruments.
- m. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, whether by way of donations, sponsorships, subscriptions or otherwise.
- n. To do all such lawful things as the Club may from time to time think incidental or conducive to the attainments of one or more of the objectives of the Club.
- o. The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Club.
- p. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any other person whether a member of the Club or not for the carrying out or giving effect to any of the objects comprised or referred to in Clause 3 hereof.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

The committee shall consider, and approve or reject, each application for Full, Family or Associate membership (as detailed below). The committee may review or cancel any such membership.

5.1 TYPES There shall be five types of membership, namely:

FULL MEMBERSHIP, which shall be available to owners of Italian vehicles. If a Full member ceases to own an Italian vehicle during the membership period, their membership shall continue to the end of the current financial year.

ASSOCIATE MEMBERSHIP, which shall be available to owners of non-Italian vintage or classic vehicles who have a passion for Italian cars. Associate members are eligible to attend general meetings and events, receive and contribute to the Club Magazine, but have no voting rights.

FAMILY MEMBERSHIP, which shall be available to the partner and children of a Full member who reside at the same address as that member. Children of a Full member are eligible as Family members up to the age of 21 years. Family members must be over 18 years of age to have voting rights.

HONORARY MEMBERSHIP, which shall be available to any persons who have been recommended by the committee. The committee may recommend any person as aforesaid for Honorary Membership for a specified period, not exceeding a financial

year, during which time they shall enjoy all the privileges of the Club membership except voting rights.

LIFE MEMBERSHIP, which shall be available only to members who have been a member for at least fifteen years, have served on the committee for a minimum of five years, have rendered special service to the Club and have been recommended by the committee. Life members shall enjoy all the privileges of the Club membership, including voting rights.

The committee may recommend any member as aforesaid for Life Membership. Such membership must be approved by no less than 4/5ths of members present at an Annual General Meeting.

5.2 SUBSCRIPTIONS

- a. All members other than Life or Honorary members shall be liable to pay an annual subscription. The Club may at a Special General Meeting or an Annual General Meeting determine the amount of the annual subscription for the current year.
- b. The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine. In the case of a new member the first annual subscription shall become due and payable on a date 10 business days after the date on which the new member is notified of the acceptance of his application.
- c. A new member joining less than six months before the end of a financial year will pay an amount equivalent to half the renewal subscription fee plus the full charge for the Club shirt and key ring, as part of initial membership.

5.3 RESIGNATIONS

- a. Members who have not paid their subscription fees in accordance with 5.2b will be deemed to have resigned from membership of the association.
- b. Not paying subscription fees on time shall result in the loss of rights to conditional registration.

5.4 EXPULSION OF A MEMBER

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.

- d. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- a. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee shall have 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.
- d. The committee shall appoint a public officer as required by the Act.

6.2 APPOINTMENT

- a. The committee shall be composed of:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Member Registrar
 - Social Secretary, and any other positions as may be determined by the committee provided a minimum number of members on the committee is six.

Only Full members, Family members (over 18 years of age) or Life members who are eligible for Full or Family membership may hold the above positions.

The Club Conditional Registration Officer is appointed by the committee and is automatically a member of the committee until they resign from the position.

- b. Committee members are appointed for one year. At each Annual General Meeting all members will retire from the committee.
- c. A retiring committee member shall be eligible to stand for re-election without nomination, unless they have served a three year term, in which case they can only stand for re-election at the Annual General Meeting if no other member has been nominated.
- d. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- e. The committee may appoint a person to fill a casual vacancy. Such a committee member shall hold office until the next Annual General Meeting of the association and shall be eligible for election to the committee without nomination.
- f. Should any office bearer resign or a vacancy occur, the vacancy may be temporarily filled by a vote of the committee pending the next General Meeting or a Special Meeting may be called to fill the vacancy. Should the President or Vice President or Secretary or Treasurer lose their eligibility to be a Full member they may continue in office until either a Special Meeting or the next Annual General Meeting.
- g. If any office bearer is absent for more than three consecutive meetings without leave, that member is liable to removal from office by vote of the remainder of the committee. Acceptance of any apology shall be deemed a grant of such leave.

6.3 PROCEEDINGS OF COMMITTEE

- a. The committee shall meet as it seems fit to transact the business of the Club. Four members of the committee shall form a quorum. The President, or in his absence some other member of the committee, shall take the chair at all meetings. All questions shall be decided by a simple majority of votes.
- b. In the case of equality of votes the President shall have a second or casting vote. Proper minutes shall be kept of the proceedings of the meeting and shall be confirmed at the next or subsequent meeting.
- c. All cheques drawn on the Club's bank account shall be signed by any two of the President, Secretary, Treasurer, and Social Secretary. The Club's finance shall be under the management and control of the committee.
- d. The committee shall have the power to make arrangements for all outings and meetings.
- e. The committee shall have the power to deal with any protest, appeal, dispute or other complaint arising from or pertaining to any Club function, meeting or other Club-related matters.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- disqualified from being a committee member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year.

7. 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, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and the Secretary.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- a. The committee shall call an Annual General Meeting in accordance with the Act and these rules.
- b. The Annual General Meeting of the Club shall be held no later than the 31st day of October in each year and otherwise upon a date and at a time and place to be fixed by the committee for the following purposes:
 - The confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting.
 - To receive from the committee a report and the statement of accounts and balance sheet for the preceding financial year.
 - To fill the vacancies in the committee of the Club for the ensuing year.
 - To decide on any resolution which may be duly submitted to the meeting as hereinafter provided.
 - To do or decide any other act or thing provided in these Rules to be done or decided by the Club in General Meeting.

8.2 SPECIAL GENERAL MEETINGS

The committee may at any time for any special purpose call a Special General Meeting and the committee shall do so forthwith upon the receipt in writing from any ten members stating the purpose for which the meeting is required. At least 14 days notice of any Special General Meeting shall be given to members. The notice shall set out where and when.

8.3 NOTICE OF GENERAL MEETINGS

- a. General meetings will be held monthly. At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- b. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)

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 the letter or packet would be delivered in the ordinary course of post.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- a. Ten members, present personally or by proxy, shall constitute a quorum for the 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 month, 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. Subject to 8.4d, the President shall preside as Chairperson at a general meeting of the association.
- d. If the President or Vice President is not present within ten minutes after the time appointed for holding the meeting, or they are present but decline to take or retires from the chair, the members may choose a committee member or one of their own number to be the President of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- a. Subject to these rules, every financial Full, Family and Life member have one vote on any motion. Honorary or Associate members have no voting rights.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting. Proxy votes must be in writing.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 POLL AT GENERAL MEETINGS

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the association 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. Where minutes are entered 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; or
 - (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.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 ACCOUNTS TO BE KEPT

- a. The association shall keep and retain 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.
- b. The Treasurer shall receive all monies for the Club, issue receipts for the same and account to the committee for expenditure. All payments shall be recorded.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts shall be laid before members at the Annual General Meeting.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. INTERPRETATION

The interpretation and application of the Constitution shall be vested in the committee whose decision there on, and on all other matters affecting the Club not provided for by the Constitution, shall be final and binding on each member of the Club. It shall not be incumbent upon the committee before arriving at such decision to give notice to any member or to hold any formal or informal hearing or to hear or take any evidence or statements from any member. In the construction of the Constitution words importing or signifying males only shall extend to include females and the singular shall include the plural and vice versa.

14. AMENDMENT OF CONSTITUTION

The Constitution may be added to repealed or amended at any Annual General Meeting or at any Special General Meeting at which notice of such intention has been given to members at least twenty one (21) days before the meeting. A resolution for such purpose shall require a majority of at least three quarters of the members voting thereon (provided there is a quorum).

15. INDEMNITY OF OFFICERS

No member of the committee or of the Club shall be liable for the acts, receipts, neglects or defaults of any other member or officer of the Club and committee. They will not be responsible for joining in any receipts or other act of conformity or for loss or expenses happening to the Club through the insufficiency or deficiency of any security on or upon which any of the monies shall be invested or for any loss or

damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies securities or effects shall be deposited or for any loss or error in judgement, omission, default or oversight on their own part or any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of their office or in relation there to unless the same happens through wilful default or neglect.

16. PUBLIC OFFICER

The address of the Club shall be that of the Public Officer.

- a. The committee shall within fourteen days after the incorporation of the Club appoint a Public Officer of the Club and shall when that office at any time becomes vacant within fourteen days after it becomes vacant fill up the vacancy.
- b. The Public Officer of the Club need not be a member of the Club and may be appointed for such term and upon such conditions as the committee shall think fit. The Public Officer shall be a person resident in South Australia.
- c. The office of the Public Officer shall become vacant if the person holding the office:
 - i) Dies.
 - ii) Becomes bankrupt, applies to take benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his creditor.
 - iii) Becomes of unsound mind.
 - iv) Resigns his office by writing under his hand addressed to the committee of the Club, giving three months notice of his intention.
 - v) If his tenure of office is terminated by the effluxion of time pursuant to his agreement with the Club.
 - vi) If his appointment is terminated by the committee. The duties of the Public Officer shall be those defined by the provisions of the Associations Incorporation Act 1956 as amended relating to the office of Public Officer.

17. WINDING UP

- a. The association may be wound up in the manner provided for in the Act.
- b. The Club shall not be dissolved without the consent of 4/5^{ths} of the financial members present at a Special Meeting held for the purpose. Notice in writing must be sent to the members at their last known address fourteen clear days prior to such a meeting.
- c. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to such one or more Clubs, associations, societies or institutions or companies whose objects are similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Club under or by virtue of this Clause or if and so far as effect cannot be given to the aforesaid provision within a period of one year then to some charitable objects.