

ANNEXURE A – RULES OF ASSOCIATION

RULES

OF

ADELAIDE CAR CLUB INC

**RULES OF
ADELAIDE CAR CLUB INC**

PART 1 - PRELIMINARY

1. Dictionary

In these rules:

Act means the Associations Incorporation Act 1985;

Association means the **ADELAIDE CAR CLUB INC**;

Board means the managing committee of the Association;

Member means a member of the Association;

Motorsport events means an activity featuring electrical or internal combustion engine powered vehicles which may be timed or measured in such a way as to create a competition and includes specific focus on tarmac rally and speed events.

Motoring means to travel in a motor vehicle

Objects means the objects of the Association set out in clause 4;

ordinary resolution means a resolution passed by a simple majority at a general meeting;

Regulations means the regulations to the Act;

special resolution has the meaning in section 3 of the Act.

2. Interpretation

In these rules:

2.1 neuter includes masculine and feminine;

2.2 singular includes plural and vice versa;

2.3 reference to a person includes a corporation and partnership and vice versa;

2.4 headings do not affect interpretation;

2.5 reference to a statute includes:

2.5.1 the statute as amended;

2.5.2 any substituted statute;

2.5.3 any regulations and instruments under the statute.

3. Name

The name of the Association is the **ADELAIDE CAR CLUB INC**.

PART 2 – OBJECTS & POWERS

4. Objects

- 4.1 The purpose of the Association is to organise, oversee and manage recreational Motorsport and related events to achieve the following objects:
- 4.1.1 to promote and encourage community interest in recreational Motorsport;
 - 4.1.2 to foster and facilitate community participation in Motorsport events;
 - 4.1.3 to cooperate with and support organisations that have similar Objects to the Association; and
 - 4.1.4 to do such other things as are incidental or conducive to the attainment of any or all of the Objects
- 4.2 The Association will work to achieve the objects it its own right and also by entering into subcontracting, licencing and similar arrangements with other parties.
- 4.3 The Association will operate recreational motoring activities and events from time to time.

5. Powers

The Association has:

- 5.1 the power to accept donations, sponsorship, entry fees, gifts, bequests, endorsements pledges for all or any purposes and objects set out in these Rules; and
- 5.2 the powers conferred by section 25 of the Act.

6. No Benefit to Members

The income and capital of the Association must be applied exclusively to the promotion of the Objects and no portion may 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.

PART 3 - MEMBERSHIP

7. Membership

- 7.1 A person may be granted honorary membership at the discretion of the Board
- 7.2 A person may apply for membership if that person is interested in the Objects of the Association and agrees to be bound by these Rules.
- 7.3 An application for membership must be:
- 7.3.1 in writing in the form approved by the Board:

7.3.2 signed by the applicant;

7.3.3 lodged via internet form or at the Association's office.

7.4 The applicant becomes a member of the Association if:

7.4.1 the Board accepts the application;

7.4.2 the Board approves the application; and

7.4.3 the applicant pays the annual membership fee or the Association grants honorary membership at no cost.

8. **Subscriptions**

8.1 The subscription fees for membership will be such sum (if any) as the Board determines from time to time in general meeting.

8.2 The subscription fees are payable annually on 1 July or at a time that the Board determines.

8.3 Any Member whose subscription is outstanding for more than three months after the due date for payment will cease to be a Member provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

9. **Member Resignation**

A Member may resign from membership of the Association by written notice to the Board and that Member must still pay outstanding membership fees.

10. **Member Expulsion**

10.1 After giving a Member an opportunity to be heard or to make a written submission, the Board may expel a Member for conduct which, in the opinion of the Board, is detrimental to the Association.

10.2 The Board must give the Member particulars in writing of the alleged misconduct at least 14 days before the Board meets to decide the matter.

10.3 The Board must notify the Member of its decision.

10.4 Within 14 days after notification of expulsion, the Member may notify the Board that the Member will appeal against expulsion to the Board.

10.5 The Board in a regular or special meeting must give the Member an opportunity to be heard or to make a written submission.

10.6 The Member's membership ends on the date the Board in a regular or special meeting uphold expulsion.

10.7 If the Member does not appeal against expulsion, its membership ends 14 days after notification of expulsion by the Board.

11. **Register of Members**

A register of Members must be kept and contain:

- 11.1 the name and address of each Member;
- 11.2 the date on which each Member was admitted; and
- 11.3 if applicable, the date and reason for termination of membership.

PART 4 - BOARD

12. The Board

The Board has the following duties and powers:

- 12.1 The Board alone manages the affairs of the Association, including management of the funds and other property of the Association.
- 12.2 The Board may exercise all the powers of the Association (except the powers of the Members in general meeting) within the objects of the Association.
- 12.3 The Board will appoint officers (including the Public Officer within the meaning of section 56 of the Act),
- 12.4 The Board may employ persons in such roles as the Board sees fit including managerial and social director positions.
- 12.5 The Board may appoint such special sub-committees as they deem fit with such powers and for such purposes as they determine.
- 12.6 The Board may delegate any of its powers to the officers and employees.
- 12.7 The Board 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.

13. Appointment of Board

- 13.1 The Board must be comprised of a chairperson, secretary, treasurer and at least 3 but no more than 6 general board members.
- 13.2 A Board member must be a natural person and must have experience in one or more of the areas of motorsport, marketing, media, accounting, law or business.
- 13.3 The initial Board must be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation and will hold office until the third annual general meeting after incorporation.
- 13.4 The initial Board members must nominate from amongst their number who will hold each office and if agreed a Board member may hold more than one office.
- 13.5 At the third annual general meeting after incorporation, the Board members on the initial Board must retire and Board members will be elected pursuant to these Rules. Board members on the initial Board may stand for re-election at the third annual general meeting.
- 13.6 At every third annual general meeting after incorporation, the chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with these Rules.

- 13.7 Prior to the election of each position, the chairperson of the meeting must call for nominations to fill that position.
- 13.8 An eligible Member of the Association may:
- 13.8.1 nominate himself or herself; or
 - 13.8.2 with the Member's consent, be nominated by another Member.
- 13.9 At every third annual general meeting (or at any other annual general meeting if a vacancy has arisen), separate elections must be held for each of the positions of chairperson, secretary and treasurer.
- 13.10 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position but if more than one member is nominated, a ballot must be held in accordance with rule 13.13.
- 13.11 At every third annual general meeting, the meeting must by resolution decide the number of ordinary members of the Board it wishes to hold office for the next 3 years and a single election may be held to fill all of those positions.
- 13.12 If the number of Members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those Members to be elected to the position but if the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 13.13.
- 13.13 If a ballot is required for the election for a position:
- 13.13.1 the chairperson of the meeting must appoint a Member (who is not a Member nominated for a position) to act as returning officer to conduct the ballot;
 - 13.13.2 the election must be by secret ballot;
 - 13.13.3 the returning officer must give a blank piece of paper to each Member present in person and each proxy appointed by a Member (being one ballot paper for each Member appointing that proxy);
 - 13.13.4 if the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote;
 - 13.13.5 if the ballot is for more than one position, the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 13.13.6 the returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes;
 - 13.13.7 if the returning officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must either conduct a further election for the position in accordance with this rule 13.13 to decide which of those candidates is to be elected, or with the agreement of those candidates, decide by lot which of them is to be elected.

- 13.14 Unless a Board member resigns or becomes ineligible to act, a Board member holds office until the positions of the Board are declared vacant at every third annual general meeting.
- 13.15 A Board member may be re-elected for a second 3 year term but may not be nominated for a third term unless the Board recommends that the member be entitled to serve for a further term.
- 13.16 A Board member may resign from the Board by written notice addressed to the Board.
- 13.17 A person ceases to be a Board member if he or she:
- 13.17.1 ceases to be a Member of the Association;
 - 13.17.2 fails to attend 3 consecutive Board meetings without the Board having granted a leave of absence from attendance at meetings (which the Board may do for a period not exceeding 3 months);
 - 13.17.3 is disqualified from being a Board member by the Act;
 - 13.17.4 becomes permanently incapacitated by ill health or dies.
- 13.18 The Board may appoint an eligible Member of the Association to fill a position on the Board that has become vacant or was not filled by election at the last annual general meeting and that person will hold office until the next annual general meeting.

14. **Proceedings of Board**

- 14.1 The Board must meet at least 6 times per year at the dates, times and places determined by the Board.
- 14.2 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting stating the date, time and place of the meeting.
- 14.3 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted and the only business that may be conducted at the meeting is the business for which the meeting is convened.
- 14.4 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 14.5 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 14.6 A Board member participating in a Board meeting as permitted under rule 14.5 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 14.7 No business may be conducted at a Board meeting unless a quorum is present.
- 14.8 The quorum for a Board meeting is the presence (in person or as allowed under rule 14.5) is 4 Board members holding office.
- 14.9 If a quorum is not present within 15 minutes after the notified commencement time of a Board meeting:

- 14.9.1 in the case of a special meeting—the meeting lapses;
- 14.9.2 in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 14.2.
- 14.10 On any question arising at a Board meeting, each Board member present at the meeting has one vote and a motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 14.11 The chairperson of the meeting has the casting vote.
- 14.12 Voting by proxy is not permitted.
- 14.13 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board and must not be present while the matter is being considered at the meeting and must not vote on the matter. This rule does not apply to a material personal interest that exists only because the member belongs to a class of persons for whose benefit the Association is established or that the member has in common with all, or a substantial proportion of, the Members of the Association.
- 14.14 The Board must ensure that minutes are taken and kept of each Board meeting which record:
 - 14.14.1 the names of the Members in attendance at the meeting;
 - 14.14.2 the business considered at the meeting;
 - 14.14.3 any resolution on which a vote is taken and the result of the vote;
 - 14.14.4 any material personal interest disclosed under rule 14.13.

PART 5 - MEMBERS MEETINGS

15. Annual general meeting

- 15.1 The board must call an annual general meeting in accordance with the Act and these rules.
- 15.2 The first annual general meeting must be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year
- 15.3 The order of the business at the meeting will be:
 - 15.3.1 confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 15.3.2 the consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required);
 - 15.3.3 the election of board members;
 - 15.3.4 the appointment of auditors (if required); and
 - 15.3.5 any other business requiring consideration by the Association in general meeting.

16. **Special General Meeting**

- 16.1 The board may call a special general meeting of the Association at any time.
- 16.2 Upon a requisition in writing of not less than 50% of the total number of Members of the Association, the board must, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 16.3 Every requisition for a special general meeting must be signed by the relevant Members and must state the purpose of the meeting
- 16.4 If a special general meeting is not convened within one month, as required by rule 16.2, the requisitioners, or at least 50% of their number, may convene a special general meeting. Such a meeting must be convened in the same manner as nearly as practical as a meeting convened by the board, and for this purpose the board must ensure that the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice of meeting and the reasonable expenses of convening and conducting such a meeting will be borne by the Association.

17. **Notice of general meetings**

- 17.1 Subject to 17.2, at least 14 days notice of any general meeting must be given to Members. The notice must 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.
- 17.2 Notice of a meeting at which a special resolution is to be proposed must be given at least 14 days prior to the date of the meeting.
- 17.3 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 or via email.
- 17.4 Where a notice is sent by post:
 - 17.4.1 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice;
 - 17.4.2 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.

18. **Procedure of general meetings**

- 18.1 A quorum of a general meeting is 4 Members present in person or by proxy.
- 18.2 A quorum must be present when business is transacted.
- 18.3 If within 15 minutes after the time appointed for the meeting, a quorum is not present:
 - 18.3.1 a general meeting, convened on the requisition of Members, lapses;
 - 18.3.2 any other general meeting is adjourned to the same day in the next week at the same time and place. If, within 15 minutes after the time appointed for that meeting, a quorum is not present, the Members present are a quorum.
- 18.4 Each general meeting of the Association is chaired by:

18.4.1 the chairperson of the Board;

18.4.2 if the chairperson is absent or unwilling to chair the meeting, any other Board member chosen by the meeting.

18.5 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the Members present at the meeting to clearly and simultaneously communicate with each other.

18.6 A member participating in a general meeting as permitted under rule 18.5 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

19. **Voting at General Meetings**

19.1 Subject to these rules, every member of the Association has only one vote at a meeting of the Association.

19.2 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.

19.3 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.

19.4 A member being a body corporate shall be entitled to appoint one person, who must not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person must be appointed by the corporate member by an authorised person of that corporation. Such a person will be deemed to be a member of the Association for all purposes until the authority to represent the corporate is withdrawn or lapses.

20. **Poll at General Meetings**

20.1 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

20.2 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 unless the poll is to be actioned electronically via internet poll, in such case the poll may be actioned within 7 days after the meeting closes.

21. **Proxies**

21.1 A Member may appoint in writing another Member to be his or her proxy, to vote at any meeting of the Association on his or her behalf.

21.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

21.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

- 21.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 21.5 At a general meeting, a member may within 7 days prior to the meeting:
- 21.5.1 state that the member is appointing another member as a proxy for the meeting; and
- 21.5.2 include a copy of any form that the Committee has approved for the appointment of a proxy.
- 21.6 A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- 21.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
22. **Minutes**
- 22.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the board, must be entered within one month after the relevant meeting in minute books or digital files kept for the purpose.
- 22.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- 22.3 The minutes kept pursuant to this rule must 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.
- 22.4 Where minutes are entered and signed they must, 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 are be deemed to be validly made.

PART 6—FINANCIAL MATTERS

23. Source of funds

The funds of the Association may be derived from joining and membership fees, annual subscriptions, donations, fund-raising activities, event ticket sales, sponsorships, grants, interest and any other sources approved by the Board.

24. Management of funds

- 24.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 24.2 The Board may approve expenditure on behalf of the Association.
- 24.3 The Board may authorise the treasurer, general manager or other persons to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

- 24.4 All funds of the Association must be deposited into the financial account of the Association no later than 7 working days after receipt.

25. Financial records

- 25.1 The Association must keep financial records that:
- 25.1.1 correctly record and explain its transactions, financial position and performance; and
 - 25.1.2 enable financial statements to be prepared as required by the Act.
- 25.2 The Treasurer must oversee the keeping of:
- 25.2.1 the financial records for the current financial year; and
 - 25.2.2 any other financial records as authorised by the Board.

26. Financial statements

For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

27. Financial year

The first financial year of the Association will 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 each year.

PART 7 – MISCELLANEOUS

28. Seal

- 28.1 If required by the Act the Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 28.2 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.
- 28.3 The affixing of the seal shall be witnessed by at least 2 Board members one of which must be the Chairperson.

29. Dispute Resolution

- 29.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between
- 29.1.1 a member and another member ;
 - 29.1.2 a member and the association
- 29.2 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
- 29.3 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 provided

that if the parties cannot agree on an independent third person, a person appointed by the President of the Law Society of South Australia.

30. Special Sub-Committees

- 30.1 All special sub-committees formed by the Board pursuant to clause 11.5 will be subject to control of the Board and report to the Board.
- 30.2 The Board may delegate any of its powers to special committees or sub-committees consisting of existing Members and may at any time revoke that delegation.

31. By-laws and Policies

The Board may make, alter and repeal by-laws and internal policies for its own guidance.

32. Alteration of rules

- 32.1 The rules may be altered by special resolution of the Members.
- 32.2 Upon registration of any alteration to the rules in accordance with section 24 of the Act, the rules (as amended) bind the Association and each Member.

33. Winding up

The Association may be wound up in accordance with section 41 of the Act.

34. Application of Surplus Assets

If after the winding up of the Association there remains surplus assets (within the meaning of section 43(5) of the Act) such surplus assets shall be:

- 34.1 distributed to any organisation or organisations which has similar Objects to the Association and has rules which prohibit the distribution of its assets and income to its members; and
- 34.2 such organisation or organisations shall be identified and determined by a resolution of Members in general meeting.