

**CONSTITUTION**  
for  
The Chrysler Car Club of South Australia Incorporated



*ASSOCIATIONS INCORPORATION ACT 1985 (SA)*

*Draft 0.5 Last Updated: June 2018*

## 1. NAME

The organisation shall be known as 'THE CHRYSLER CAR CLUB OF SA INCORPORATED' hereinafter referred to as the "Club".

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Act 1985 (SA)*.

**"Annual General Meeting"** means a meeting of the kind described in clause 9.1.

**"Appointed Committee Member"** means a committee member appointed under clause 8.

**"Chrysler Vehicle"** means any mass-produced assembly line vehicle built by the Chrysler Corporation or any of its divisions or affiliated companies (Chrysler Australia, Chrysler International, Mitsubishi, Dodge, Plymouth, Desoto, Rootes Group, etc) and in original or modified condition.

**"Club Function"** means any officially arranged gathering of members of the club, including but not limited to show'n'shines, cruises, social outings and any other events members express their interest to participate in.

**"Committee"** means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

**"Constitution"** means this constitution of the Club.

**"Committee Member"** means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**"Elected Committee Member"** means a committee member appointed under clause 7.

**"Financial year"** means the period of twelve (12) months commencing on 1 July and ending on 30 June each year.

**"General Meeting"** means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

**"Intellectual Property"** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in South Australia.

**"Life Member"** means an individual appointed as a life member of the Club under clause 5.4.

**"Member"** means a member for the time being of the Club as defined under clause 5.

**"Objects"** means the objects of the Club in clause 3.

**"Ordinary Resolution"** means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a

majority of those present, entitled to vote and voting.

**“Regulation”** means a rule, regulation, by-law or policy made by the Committee under this Constitution.

**“Special General Meeting”** means a General Meeting of Members convened in accordance with clause 9.2.

**“Special Resolution”** means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) It is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

## 2.2 Interpretation

In this Constitution:

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing any gender include the other genders;
- (c) Persons include corporations and bodies politic;
- (d) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (e) Unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.
- (f) Unless stated otherwise, a reference to a number of days refers to consecutive calendar days (i.e. inclusive of weekends and holidays);

## 2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

## 2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

### **3. OBJECTS**

The objects of the Club shall be:

- (a) To encourage good fellowship, pride of workmanship, awareness to safety, driver responsibility and sportsmanship among its members.
- (b) To foster the preservation and appreciation of Chrysler vehicles.
- (c) To support and promote any motoring organisation or institution whose aims and objectives fall within the scope of the Club members' interests.
- (d) To ensure that the income of the Club (from whatever source) shall be applied solely towards the promotion of the Club as set forth in this Constitution. Provided that nothing herein contained shall prevent payment in good faith to any member or other person in return for services rendered to the Club subject to Clause 7.1 (b).
- (e) Generally, to do all such lawful things as may be incidental or conducive to the attainment of any or all of the objects contained within this section.

### **4. POWERS OF THE CLUB**

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

### **5. MEMBERSHIP**

The Members of the Club consist of:

- (a) Ordinary Members;
- (b) Life Members;

#### **5.2 Admission of Members**

- (a) Any person wishing to become a member of the club can only do so after applying on the required form and paying the membership fee.
- (b) All members shall abide by the Constitution and decisions made by the Committee.
- (c) The Committee may formulate and impose Regulations on requirements of obtaining and retaining membership. Such Regulations will be ratified at a General Meeting. Members will be notified of any changes to membership in writing.

#### **5.3 Subscriptions**

- (a) The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in a general meeting.
- (b) Membership shall commence on July one (1) each year and cease on June thirtieth (30) the following year.

#### **5.4 Life Membership**

Any person having held membership for ten (10) consecutive years or more and, in the decision of the committee, having made significant contribution to the Club may be entitled to lifetime membership with any annual fees being waived.

## 5.5 Register of Members

A register of members must be kept and contain:

- (a) The name and address of each member
- (b) The date on which each member was admitted to the Club, and
- (c) If applicable, the date and reason(s) for termination of membership

## 5.6 Forfeiture of Member

- (a) Any member can resign at any time from an office and/or the Club by submitting a written resignation to the committee.
- (b) Any member whose subscription remains unpaid for two (2) months after it has become due shall be excluded automatically from the club without notice. The member can then only be reinstated to membership upon receipt of all fees owing to the club.
- (c) Membership shall be forfeited through
  - (i) Misappropriation of club property or funds
  - (ii) For any act which is deemed detrimental to the reputation of the club
  - (iii) Contravening any section of the constitution or decisions of the club
  - (iv) At the committee's absolute discretion.
- (d) No refund of fees or donations to the club shall be given out if a member resigns or is expelled from the club.
- (e) Any person forfeiting membership must return the club property and club card in seven (7) days.

## 6. LIABILITY DISCLAIMER

- (a) No member shall hold the club responsible for any injury or damage received while attending a club function or while travelling to or from a club function.
- (b) The club shall not be held responsible for the acts of any individual Member at any time.

## 7. THE COMMITTEE

### 7.1 Powers and Duties

- (a) The affairs of the Club 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 Club, and are not by the Act or by these rules required to be done by the Club in general meeting.
- (b) The committee has the management and control of the funds and other property of the Club.
- (c) The committee shall have authority to interpret the meaning of these rules or regulations and any other matter relating to the affairs of the Club on which these rules or regulations are silent.
- (d) The committee shall appoint a public officer as required by the Act.

## 7.2 Appointment

- (a) The committee shall be comprised of Elected Members, being a president, vice-president, secretary, treasurer and four (4) committee members.
- (b) A committee member shall be a natural person.
- (c) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the committee without nomination.

## 7.3 Term of Office

- (a) The term of office for all committee shall be twelve (12) months unless terminated by voluntary retirement or by a vote of no confidence by a majority of voting members.
- (b) All office bearers must withdraw from office at the end of their term but may stand for re-election.
- (c) A retiring committee member shall be eligible to stand for re-election without nomination.
- (d) No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and the nominee.
- (e) Before election to the committee, all members must be fully financial for a period of least three (3) months.

## 7.4 Proceedings of Committee

- (a) Committee meetings shall be held as often as required to ensure good governance and running of the Club and at such time and place as the committee may agree, or failing agreement, at the direction of the President.
- (b) The Secretary must notify all Committee members' seven (7) days before any unprogrammed Committee meeting.
- (c) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
- (d) A quorum for a meeting of the committee shall be one half of the members of the committee.
- (e) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract.

## **8. APPOINTED COMMITTEE MEMBERS**

### **8.1 Appointment of Appointed Committee Members**

The Elected Committee Members may appoint up to two (2) Appointed Committee Members.

### **8.2 Qualifications for Appointed Committee Members**

In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.

### **8.3 Term of Appointment**

- (a) The term of office of each Appointed Committee Member must be fixed by the Elected Committee Members at the time of the Appointed Committee Member's appointment but it cannot exceed one year.
- (b) An Appointed Committee Member whose term of office ends is eligible for re-appointment.

## **9. GENERAL MEETINGS**

### **9.1 Annual General Meetings**

- (a) The Annual General Meeting will follow the scheduled General Meeting in the month of August each year.
- (b) Notification of the Annual General Meeting will only be given should the date, time or regular venue of the General Meeting change, and will be given in writing at least 45 days prior to the meeting.
- (c) This meeting must include reading of financial status, membership counts and election of committee members.

### **9.2 Special General Meeting**

The committee may call a Special General Meeting of the Club at any time.

### **9.3 Requisition of Special General Meetings**

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of members, the committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by the relevant member and shall state the purpose of the meeting.
- (c) If the committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the committee and for this purpose the committee must ensure that the members making the requisition 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 must be borne by the Club.

## 9.4 General Meetings

- (a) All meetings of the club shall be held at such time and place as the Committee decides.
- (b) Subject to 9.4 (c), 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.
- (c) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (d) Discussions shall be subject to the ordinary rules of debate.

## 9.5 Proceedings at General Meetings

- (a) Thirty (30) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.
- (c) The order of business shall be determined by the committee and recorded in the regulations.

## 9.6 Voting at General Meetings

- (a) Each member shall be entitled to one (1) vote only, with the President having the right to a casting vote when the vote is equally divided.
- (b) All voting shall be by a show of hands or secret ballot.

## 9.7 Special and Ordinary Resolutions

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

## 9.8 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.

## 10. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the Club 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 Club 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.



## **11. CONSTITUTION AMENDMENTS**

- (a) These rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club. This includes rescission or replacement by substitute rules.
- (b) Proposed amendments to the constitution are to be advised in writing at least twenty-one (21) days prior to the meeting where amendments are to be made.
- (c) Amendment must be passed by a seventy percent (70%) majority of attending members.
- (d) Amendment so adopted shall take effect immediately.

## **12. REGULATIONS**

### **12.1 Committee to formulate Regulations**

- (a) The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, including without limitation regulations governing:
  - (i) The conduct of Meetings;
  - (ii) The resolution of disputes;
  - (iii) Membership;
  - (iv) Duties of committee members;
  - (v) Discipline of Members for breaches of this Constitution or the Regulations; and
  - (vi) Any other matter concerning the Committee considers is necessary for the good running of the Club and its affairs.
- (b) The Regulations must be consistent with the Constitution and the Act.
- (c) Changes to Regulations shall be notified to Members at a General Meeting for ratification at the subsequent General Meeting.
- (d) Changes to Regulations shall be passed by a simple majority of Members in attendance at the General Meeting.

### **12.2 Publication of Regulations**

- (a) Regulations will be published on the Club's website.
- (b) Any amendments, alterations or other changes to or interpretations of the Regulations will be communicated to Members at a General Meeting.

### **13. NOTICE**

- (a) Any notice required or authorised by this Constitution to be given to a member may be served on the member personally or by sending it through the post in a prepaid envelope addressed to the member at the member's last known place of business or by facsimile, email or other electronic means or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club Secretary or by sending it through the post in a prepaid envelope addressed to the Club at the registered address, or by email or other electronic means.
- (c) A notice served by post will be taken to have been received by the recipient on the fourth working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received two hours after it was sent.

### **14. DISPUTE RESOLUTION PROCEDURE**

- (a) The dispute resolution procedure set out in this clause applies to disputes 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 (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute for resolution to an independent tribunal established by the committee in accordance with the procedures determined by the committee from time to time.
- (d) The committee may prescribe additional grievance procedures in Regulations consistent with this clause 14.
- (e) In this clause 'member' includes any former member who was a member not more than six months before the dispute occurred.

### **15. RECORDS AND ACCOUNTS**

The Association must comply with its obligations under the Act in respect of accounts, records and minutes.

### **16. WINDING UP**

- (a) The Club may be wound up in the manner provided for in the Act.
- (b) The Club shall be dissolved upon seventy percent (70%) of all members in favour of dissolution.
- (c) Upon dissolution of the club, all funds held are to be dispersed to the club's preferred charity as nominated from time to time, after all liabilities have been honoured.