

CONSTITUTION AND RULES

OF

FEDERATION OF HISTORIC MOTORING CLUBS S. A. INCORPORATED

(Formerly The Federation of Vintage Car Clubs of South Australia [Inc])

1. **TITLE:**

The association shall be called "Federation of Historic Motoring Clubs S. A. Inc."

2. **DEFINITIONS:**

Herein the following definitions shall apply:-

2.1 "Federation" shall mean "Federation of Historic Motoring Clubs S. A. Inc."

2.2 "Member Clubs" shall mean and include all eligible Historic Motoring Clubs which have paid all monies due and payable by the provisions of this Constitution.

2.3 "Committee" shall mean the committee of management of the Federation.

2.4 "Historic" shall mean a motor vehicle where thirty [30] years or more has elapsed since 1st of January of the year in which the vehicle was manufactured.

2.5 "The Act" means the Associations Incorporation Act 1985.

3. **OBJECTS:**

The objects of the Federation shall be: -

3.1 To foster, promote and represent clubs to the extent that their objects include the preservation, restoration and use of historic motor vehicles.

3.2 To publish and promote a calendar of major events for Historic Motor Vehicles in the State of South Australia from information provided by Member Clubs.

3.3 To act upon the recommendations of the Member Clubs in any manner pursuant to these objects.

3.4 To advise persons and organisations working for the benefit of the Historic Motor Vehicle movement.

3.5 To procure and distribute information of use and interest to Member Clubs or which promotes the objects of the Federation.

3.6 To do or procure to be done any legitimate act incidental to or conducive to the furtherance of the objects of the Federation.

3.7 The Federation shall be a non-profit association.

4. **MEMBERSHIP:**

4.1 Eligibility

Membership of the Federation shall be open to all clubs subscribing to the objects of the Federation, provided however that clubs shall be eligible for membership only if their objects embrace vehicles manufactured earlier than thirty (30) years prior to the first (1st) of January in the current year, and which have members resident within the State of South Australia.

4.2 Admittance

The Committee shall have the power to admit to membership a club eligible under the provisions of Clause 4.1 upon receipt of its subscription, subject to the following conditions: -

4.2.1 That the applicant has submitted a club Constitution which complies with the requirements of this Constitution.

4.2.2 That such an application has lain on the table for the period of time between two (2) general meetings of the Federation.

4.2.3 That the applicant's membership is approved by a general meeting of the Federation.

4.3 Expulsion and Suspension

4.3.1 Should the conduct of any Member Club, in the opinion of the Federation, be detrimental to the character or interests of the Federation or its other Member Clubs, such Member Club may be expelled from membership or suspended for such period as the Federation shall determine. Any such decision must be agreed to by eighty per centum (80%) of the Member Clubs represented at the meeting where the matter is determined.

4.3.2 Provided that such Member Club shall have the right of appeal against expulsion or suspension to a Special General Meeting of the Federation. The appeal must be lodged within fourteen (14) days of receipt of notice of the expulsion or suspension and the Special General Meeting must be convened within twenty-one (21) days of receipt by the Federation of the appeal when a simple majority of Member Clubs represented shall be required to confirm or repeal the expulsion/suspension. If the expulsion/suspension be not confirmed, the Member Club shall be reinstated without prejudice.

4.4 Resignation

Any Member Club may resign from membership by giving notice in writing to the Secretary.

4.5 Forfeiture of rights

Upon cessation of membership all rights to and claim upon the Federation and its property and funds shall be forfeited.

4.6 Representatives

4.6.1 Each Member Club shall appoint one (1) person to represent it at Federation meetings and to represent the Federation within the Member Club.

4.6.2 Should any representative be unable to attend any meeting of the Federation then the Member Club so represented may appoint a substitute provided such appointment be confirmed in writing by the Member Club and be in the hands of the Secretary by the commencement of the meeting.

4.7 Use of Federation Name

No Member Club or officer of the Federation may use the Federation or the Federation name to promote or further its own or its members' or his/her personal, business, partnership or company gains either severally or jointly with any business, partnership, company or natural person, financially or otherwise.

5. **MANAGEMENT:**

5.1 Committee

The management of the Federation shall be vested in the Committee drawn from the Member Clubs and shall consist of the following officers: President, Vice-President, Secretary and Treasurer, plus either the Immediate Past President or the Immediate Past Secretary - the last two (2) on an alternating basis as defined in Clause 5.5. A substitute Additional Committee Person is to be elected in terms of Clause 5.6 should an Immediate Past Incumbent become unavailable under the provisions of Clause 5.4. The offices of Secretary and Treasurer may be combined. There shall be a minimum of four (4) and a maximum of five (5) Committee members at any time.

5.2 Eligibility for office

Any candidate for office to be eligible for office must have been a member of a Member Club for a continual period of at least thirty-six (36) months.

5.3 Election

The President, Vice-President, Secretary and Treasurer shall be elected by a simple majority of the Member Clubs represented and voting at the Annual General Meeting and shall hold office from the date when they were elected for a term of two (2) years.

5.4 Re-election

Any President, Vice-President, Secretary or Treasurer who has held office for one (1) full term must retire and, if desirous of re-election will be subject to re-election by a simple majority of the Member Clubs represented and voting at the Annual General Meeting.

5.5 Immediate Past Incumbents

If not re-elected at the conclusion of their terms of office, the President and Secretary will serve an additional year as Immediate Past President and Immediate Past Secretary respectively, provided however that they shall not serve in that capacity concurrently. In the event that each term ends at the same time, an election will be held to decide by simple majority which of them will occupy the position.

5.6 Additional Committee Person

In the event that the President or Secretary is reelected and therefore unavailable to assume the post of Immediate Past Incumbent until the conclusion of the second term of office as President or Secretary, then an

Additional Committee Person will be elected by a simple majority from the Member Club representatives present and voting at the Annual General Meeting where such a requirement arises. Any such appointment will be for one (1) year only and will be subject to further re-election at the expiry of each year.

5.7 Casual vacancies

In the event of a casual vacancy in the Committee occurring during any term of office such casual vacancy shall be filled by a person elected by the Committee and such casual nominee shall hold office until the following Annual General Meeting at which election of that position falls due.

5.8 Status of Officers

The officers of the Federation shall by virtue of their office be entitled to attend any general meeting of any Member Club and their presence shall be recognised by the chairman. In the event of two (2) or more officers attending such a meeting the senior officer will be deemed to be representing the Federation.

5.9 Sub-committees

5.9.1 The Committee may from time to time appoint from among the members of the Member Clubs of the Federation a sub-committee or sub-committees for the fulfillment of such purposes as it may deem necessary or expedient and may delegate or refer to such sub-committee[s] such of the powers and duties of the Committee granted by this Constitution as the Committee may from time to time determine. The sub-committee or sub-committees shall be confirmed at the General Meeting held closest to the second anniversary of the sub-committee's formation and every second year thereafter that its continuation is required, provided always that any member of such sub-committee may resign at any time from 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 such sub-committee[s] the sub-committee[s] automatically shall become dissolved.

5.9.2 The President or Secretary of the Federation shall not serve as the chairman of any sub-committee except under extraordinary circumstances. The concurrence of eighty per centum (80%) of Member Clubs represented and voting at a general meeting will be required to approve any such appointment.

5.9.3 The committee will provide sub-committees with clear written terms of reference and the sub-committee[s] will report to the committee.

6. AUDIT:

6.1 Annual Audit

An audit of the Federation's accounts shall be conducted annually as at the Thirtieth (30th) of June, and prior to the date set for the Annual General Meeting, by a suitably qualified person or firm selected by the Committee and ratified at the Annual General Meeting.

6.2 Eligibility of Auditor

The auditor shall not be a Committee member or Public Officer of the Federation but may be a member of a Member Club.

6.3 Additional Audits

Audits may be conducted at more frequent intervals if deemed necessary by the Member Clubs or by the Committee and decided by a simple majority at any meeting held in terms of Section 8 below.

7. **FINANCES:**

7.1 Financial Year

The financial year of the Federation shall commence on the First (1st) of July of every year. The Federation's books of account shall be closed off as at the Thirtieth (30th) of June each year and submitted for auditing in terms of Section 6.

7.2 Membership Fees

7.2.1 The subscription for membership shall be an annual fee of such amount as may be determined at each Annual General Meeting.

7.2.2 Subscriptions shall be due and payable at the conclusion of each Annual General Meeting.

7.3 Arrears

7.3.1 In the event that any Member Club's annual subscription falls in arrears longer than ninety (90) days after the date of the Annual General Meeting, the Member Club shall cease to be a member of the Federation. Any such Club shall not be advised beyond normal Member Club notifications by first and final invoices mailed with the Federation's Minutes of General Meeting.

7.3.2 Said Club may be reinstated upon receipt of full annual subscription and any arrears.

7.4 Membership applications: part-year

7.4.1 In the event of an application for membership being accepted after the last day of February and before the Thirtieth (30th) of June in any year the subscription shall be half ($\frac{1}{2}$) the annual fee. This concession shall not apply in the case of an ex-Member Club whose membership has lapsed in terms of Clause 7.3 above.

7.4.2 In the event of an application for membership being accepted after the Thirtieth (30th) of June and before the Annual General Meeting in any year no subscription will be required until the conclusion of the Annual General Meeting. This concession shall not apply in the case of a Club whose membership has lapsed in terms of Clause 7.3 above.

7.5 Funds

7.5.1 All monies received shall be deposited to the Federation's account(s) with which ever bank(s) and/or other financial institution(s) the Committee may select from time to time, having proper regard for the integrity and security of the institution(s) so selected.

7.5.2 A receipt must be issued for all cash received by the Federation and all monies shall be banked/deposited as soon as practicable after receipt.

7.5.3 All cheques, bills of exchange or withdrawal forms drawn on the Federation's banking and/or other financial institution account(s) shall be signed by the President, Vice-President, Secretary and Treasurer or any two (2) of them.

7.6 Inspection of Books

Any Member Club shall be entitled to inspect the Federation's books at any reasonable time convenient to the Committee, subject to previous notice to either the Secretary or Treasurer.

8. MEETINGS:

8.1 Annual General Meeting

The Annual General Meeting of the Federation shall be held, where practicable, during the month of August in each year at a date and place set by the Committee. The financial Statements for the year to Thirtieth (30th) of June immediately preceding the Annual General Meeting and the President's report on the year's activities shall be presented to the meeting and the election of officers as required for the ensuing year will be conducted.

8.2 General Meetings

General Meetings of the Federation shall be held at least every two (2) months at a time and place decided at the previous meeting. Provided however that a meeting will not be conducted during the month of December.

8.3 Notice of Meetings

At least thirty (30) days notice of all meetings shall be given to all Member Clubs.

8.4 Quorum

A quorum at any general meeting shall consist of two (2) officers plus representatives of Twenty-Five [25] of the current Member Clubs.

8.5 Committee meetings

Committee meetings shall be held when required, but not less than two (2) per annum. A quorum shall consist of three (3) officers.

8.6 Special General Meetings

A Special General Meeting shall be called by the Secretary within twenty-one (21) days of receiving a written request to that effect signed by not less than one third (1/3) of the current Member Clubs or by authority of the Committee, setting out the objects of such a meeting. All Member Clubs shall be given at least fourteen (14) days' notice in writing of the meeting, specifying the date, place and hour of the meeting and the general nature of the subject business. No business other than that for which the meeting has been called shall be discussed at such meeting. Accidental omission to give any notice to any Member Club shall not invalidate any resolution passed at such meeting.

8.7 Lack of Quorum

In the event of a quorum not being present at any meeting within twenty (20) minutes of the scheduled commencement time, the business to be conducted will be deferred to be dealt with at the next meeting.

8.8 Distribution of Minutes

A copy of the minutes of all Federation general meetings shall be circulated to the following:-

- (a) Current Member Clubs,
- (b) Those representatives who physically attended the meeting and those who presented apologies,
- (c) Each Committee Member,
- (d) The Australian Historic Motoring Federation (Inc) and its successors,
- (e) All other Australian State historic vehicle club representative bodies which are members of The Australian Historic Motoring Federation (Inc) and its successors.

9. **VOTING:**

9.1 Eligibility

Only current Member Clubs shall be entitled to vote, such vote to be cast by their appointed representatives or by post as provided for at 9.4.

9.2 Number of Votes

9.2.1 Each Member Club is only entitled to one (1) vote regardless of the number of its club members who may be present at any Federation meeting.

9.2.2 The Federation's officers are not entitled to vote at General Meetings.

9.2.3 The chairman shall not have a casting vote.

9.3 Proxy voting

Proxy voting shall not be allowed.

9.4 Postal voting

Member Clubs domiciled more than one hundred sixty (160) kilometres from the Adelaide General Post office are entitled to submit postal votes on any matter to be raised at any meeting, such votes to be submitted on club letterhead and signed by two (2) officers of the club, one of whom is to be the President or Secretary.

9.5 Equal votes

In the event of an equality of votes for and against a resolution, the status quo shall be preserved.

10. **POWERS:**

10.1 Vesting

All funds and other assets of the Federation shall be vested in the Committee for the time being, and the Committee shall at all times be accountable to the Member Clubs for their dealings with such funds and assets.

10.2 Special Funds

The Committee may from time to time allocate monies to special funds nominated by the Member Clubs in general meeting in accordance with the objects of the Federation.

10.3 General Powers

The Committee has the power to deal with any matters which may arise from time to time. Any such action shall be ratified by the Member Clubs at the next general meeting.

10.4 Distribution of Assets

Notwithstanding anything contained in the foregoing paragraphs, the assets of the Federation shall be applied solely in furtherance of its aforementioned objects, and no portion shall be distributed directly or indirectly to the Member Clubs, or to the Federation's officers or Servants, except as bona fide compensation for services rendered or expenses incurred on behalf of the Federation.

10.5 The Secretary of the Federation will be the Public Officer of the Federation

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

11. **ALTERATIONS TO THE CONSTITUTION:**

11.1 Scope and implementation

Part or all of the Constitution of the Federation may be amended, added to or rescinded at an Annual General Meeting or Special General Meeting of the Federation, the latter having been convened for the specific purpose of altering the Constitution.

11.2 Submission of proposals

Any proposal to alter the Constitution must be given in writing by a Member Club to a general meeting the Federation.

11.3 Notice to Member Clubs

Forty Five (45) days written notice of the meeting at which the alteration(s) are to be considered, stating the full details of all proposed alterations, must be given to each Member Club. Accidental omission to give such notice to any Member Club shall not invalidate any resolution passed at such meeting.

11.4 Majority

A simple majority of the representatives present and voting and postal votes received in terms of Clause 9.4 at any such Annual General Meeting or Special General Meeting is required to approve the alterations.

11.5 Rules and By-Laws

Rules, by-laws or establishment of guidelines for regulating the affairs of the Federation within the framework of this Constitution may be set at any general meeting; always provided that such rules, by-laws or guidelines do not conflict with the other provisions of this Constitution.

12. **COMMON SEAL:**

12.1 Custody

The Common Seal of the Federation shall be kept in the custody of the Secretary.

12.2 Affixing

The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two (2) officers one (1) of whom is to be the President or Vice-President.

13. **DISSOLUTION:**

13.1 Implementation and Distribution of Assets

The Federation shall be dissolved on the vote of an eighty per centum (80%) majority of Member Clubs represented or voting by post in terms of Clause 9.4 at a Special General Meeting convened to consider such question. In the event of the Federation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

13.2 Other

The Federation may be dissolved in a manner provided for in the Association Incorporation Act 1985

END

This Constitution was presented to the member Clubs of the Federation at a Special General Meeting on the 17th day of June 1995 and was adopted.

Amended at Special General Meeting 19 February 2005, 16 June 2007, 18 August 2007, 20 August 2011, April 2017

Registration No. A0007615H

Rules and By-Laws

Duties of Officers

10.5.1 President - shall normally preside at all meetings of the Federation, and of the Committee, and shall preserve good order so that the business may be properly conducted; shall see that the minutes are read and confirmed, and upon such reading and confirmation sign his or her name; shall normally attend all official Federation meetings and functions; shall represent the Federation on official business where necessary; shall where appropriate engage in correspondence on behalf of the Federation; shall present an annual report to the Member Clubs at each Annual General Meeting.

10.5.2 Vice-President - shall assist the President in his or her duties and in the President's absence shall assume the duties of President; shall carry out such other duties as required.

10.5.3 Secretary - shall record the minutes of all Federation meetings and shall submit same to the next ensuing meeting for confirmation; shall provide a copies of the minutes of each general meeting in accordance with Clause 8.8; shall deal with Federation correspondence; shall give all such notices as may be required; shall arrange all insurance policies on behalf of the Federation when and where necessary; shall carry out such other duties as required.

10.5.4 Treasurer - shall maintain a current list of Member Clubs and their addresses, copies of which shall be made available to any Member Club or interstate affiliate (Clause 8.8 [c],[d] refers), and will ensure that the Secretary is provided with a copy which is to be updated on a bi-monthly basis and also keep a record of subscriptions due by each Member Club showing the date of subsequent payment; shall collect all subscriptions and other money due and payable to the Federation; shall immediately issue an official receipt for cash received and shall pay all monies received into the Federation's account(s) in terms of Sub-Clauses 7.6.1 and 7.6.2; shall receive all accounts payable and shall effect payment of all authorised accounts; shall maintain proper books of account; shall present a report of the Federation's financial position to each general meeting; shall present at each Annual General Meeting a statement of income and expenditure for the preceding financial year, and a statement of the Federation's assets and liabilities as at the financial year end, such statements to have been duly audited in terms of Section 6; shall carry out such other duties as required.

10.5.5 Immediate Past Incumbent or Additional Committee Person (Clauses 5.1, 5.5 and 5.6 refer) - shall assist the other officers in whatever manner is required conducive to the objects of the Federation.