

# **RIVERLAND CUSTOMS & CLASSICS INCORPORATED CONSTITUTION October 2017**

## **1. ORGANISATION NAME**

The Club's name is the Riverland Customs & Classics Incorporated, hereafter referred to as the RCC.

## **2. DEFINITIONS**

In these Rules, unless the contrary intention appears:

- "Act" means the "Associations Incorporation Act 1985".
- "Club" means "The Riverland Customs & Classics Incorporated/RCC".
- "Club Registration" means club registration of historic, prescribed left hand drive and street rod vehicles.
- "Executive" means the Executive Committee of the RCC.
- "Meeting" means a general meeting of members of the RCC in accordance with these rules.
- "Member" means a member of the RCC.
- "Special Resolution" means a special resolution as defined in the Act.
- "Rules" means the Constitution of the RCC.
- "Club Vehicle" means any original, restored or legally modified vehicle manufactured prior to 1978, and/or in the body likeness of, that is owned by or registered in the name of an RCC Member.

## **3. OBJECTS AND PURPOSES**

- a) To encourage the use of original, restored or legally modified vehicles manufactured prior to 1978, and/or in the body likeness of, that are legally registered for use within South Australia.
- b) To provide members with information and assistance to preserve, restore, maintain or legally modify acceptable club vehicles.
- c) To act as a recognized motor vehicle club for the Club Registration of historic, prescribed left hand drive and street rod vehicles.
- d) To promote and encourage social activities within the RCC and with similar clubs or organizations.
- e) To do all things conducive to the furtherance of the objectives of the club.

## **4. POWERS**

The RCC will have all powers conferred by s25 of the Associations Incorporation Act 1985.

## **5. MEMBERSHIP**

### **1. Eligibility and Application**

- a) Membership is available to people who own or demonstrate a genuine interest in the future ownership of vehicles manufactured prior to 1978, and/or in the body likeness of, that are legally registered for use within South Australia.
- b) Members should be interested in furthering the objectives of the RCC.
- c) Applications for membership are to be in writing to the Executive and in the form determined by the Executive. The Executive can without reason, deny applications for, and renewals of membership to the RCC.
- d) Each person admitted to membership is bound by the Constitution and By-laws of the RCC and liable for such fees and subscriptions as determined by the RCC.

## 2. Types

RCC has three types of membership: Individual, Family and Life.

### *Individual Membership*

- Individual members have full voting rights and, if their vehicle complies, access to club registration.
- Individual membership also includes that member's children under the age of 18 years. *Note – unless they are RCC members in their own right, children under the age of 18 do not have voting rights, cannot hold a committee position and are not able to access club registration.*

### *Family Membership*

- This is for 2 adult partners who both have full voting rights and, if their vehicle complies, access to club registration.
- Family membership includes any of the adult partners' children under the age of 18 years. *Note – unless they are RCC members in their own right, children under the age of 18 do not have voting rights, cannot hold a committee position and are not able to access club registration.*
- Should one of the partners in a family membership cease to be a member, the remaining partner will revert to individual membership.

### *Life Membership*

- Life membership may be granted to a person who has been a member of the RCC for a period of at least 15 years and who, in the opinion of the Executive, has given outstanding service to the Club. A simple majority vote at a General Meeting or the Annual General Meeting (AGM) is required to bestow Life Membership. *Note - dependant children of an RCC member cannot be considered for Life Membership unless they have been members in their own right for at least 15 years.*
- Life Membership can also be awarded for outstanding service to the Club or to honour individuals for reasons judged appropriate by the Executive. In this case, Life Membership can only be awarded and voted on at an AGM and must pass with a majority vote of 80%.
- Life members have full voting rights and, if their vehicle complies, access to club registration.

## 3. Subscriptions

- a) The annual subscription fees for each type of membership will be determined at the May meeting of the Club and will be payable as from 1 July.
- b) The financial year of the Club shall run from 1 July to 30 June.
- c) Any member with subscription fees unpaid as at 30 September will cease to be a member. The Executive may reinstate such a person's membership on the terms it thinks fit.
- d) While Life members are not required to pay annual subscription fees to RCC, they are required to pay any fees to external organizations that the RCC is affiliated with.

## 4. Resignations

- a) Resignation from membership to the RCC must be in writing to the Executive. Resigning members are liable for any outstanding fees or subscriptions which may be recovered as a debt due to the RCC.
- b) If the registered owner of a club registered vehicle ceases to be a member of the RCC any club registration privileges afforded them will also cease.

## 5. Expulsion of a Member

- a) If, in the opinion of the Executive, the conduct of any member is injurious to the character of the RCC or its members, the Secretary will call an Executive Meeting to consider the member's conduct. The member will be invited to attend this meeting and if a 2/3 majority of the Executive vote for the expulsion of the member, they will be expelled.
- b) An expelled member has the right of appeal to a General Meeting or AGM. The majority vote of members in attendance at the meeting will confirm or overturn the Executive's decision.
- c) Upon expulsion of membership, any club registration privileges previously afforded to the expelled member will also cease.

## 6. Register of Members

A register of members must be kept that contains:

- a) the name and address of each member,
- b) the date that each member was admitted to the Club, and
- c) if applicable, the date of and reason(s) for termination of their membership.

## **6. CLUB REGISTRATION OF VEHICLES**

- a) The RCC intends to be granted the status of a “recognized motor vehicle club” by the Registrar of Motor Vehicles SA (RMV). As long as the RCC remains recognized by the RMV, the Club’s Authorized Persons for Club Registration are able to issue approvals to club members for club registration of historic, prescribed left hand drive and street rod vehicles in accordance with the Motor Vehicles Act and Regulations.
- b) The Club Registration Authorized Persons will be appointed by the Executive based on their knowledge and practical experience in the restoration, preservation and/or modification of vehicles eligible for conditional registration.
- c) The Club Registration Authorized Persons will inspect and assess vehicles for compliance and complete all administrative processes as required by the “Code of Practice for Historic Vehicles, Prescribed left Hand Drive Vehicles and Street Rod Vehicles under the Club Registration Scheme”.
- d) Other vehicles, if 30 years or more have elapsed since 1 January of the year in which the vehicle was manufactured, that are owned by or registered in the name of an RCC member may also be approved for Club Registration, but not recognized as a club vehicle.
- e) The Executive will determine the schedule of fees payable to the RCC that are associated with the approval process for club registration of eligible vehicles.
- f) If the registered owner of a club registered vehicle ceases to be a member of the RCC any club registration privileges afforded them also cease. In this situation, the Club Registration Authorized Persons will notify the RMV accordingly. Note - Driving or causing the vehicle to be driven, while the owner is not a member of the RCC, is a contravention of the conditions for club registration.
- g) In the event that a club registered vehicle is found to be in contravention of the conditions of club registration by the recognized authorized club persons or relevant government authorities/personnel, the membership of the vehicle owner may be reviewed and considered for cancellation by the Executive. Upon cancellation of membership, any club registration privileges previously afforded to the expelled member will also cease.

## **7. THE EXECUTIVE COMMITTEE**

- a) The Executive Committee will be comprised of President, Vice President, Secretary and Treasurer and any other positions as decided at an AGM or a Special Meeting.
- b) When considered necessary, the Executive will meet separately to the RCC General Meetings.
- c) The Executive may invite any other person to attend Executive Committee Meetings who may be of assistance to them in a professional, technical or skilled manner to provide advice or guidance. This person is not entitled to vote on decisions made by the Committee.

### **1. Powers**

- a) The affairs of the RCC will be managed and controlled by the Executive 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 objectives of the RCC and are not by the Act or by these rules required to be done by the RCC in a General Meeting.
- b) The Executive have management and control of RCC funds and property.
- c) The Executive have the authority to interpret the meaning of these rules and other matters relating to the RCC.
- d) The Executive have the power to make, amend and rescind rulings and the RCC By-laws for the management and control of the Club provided that the By-Laws are not inconsistent with this Constitution.
- e) All Officers shall cease to hold office at the AGM but shall be eligible for re-election.
- f) The Executive may appoint non-executive officers to carry out the objectives of the RCC and may discuss or delegate any of its powers to such officers.
- g) Executive members can hold one or more non-executive officer positions.

- h) The Executive will appoint a Public Officer as required by the Act. Unless determined otherwise by the Executive, the RCC Public Officer will be the Treasurer. Notice of appointment and any change in the identity or address of the Public Officer will be lodged to the appropriate authority within one month after the change.

## **2.Appointment**

- a) Only financial members of the RCC are eligible for nomination to the Executive.
- b) Executive members will be elected at the AGM and will hold office until the next AGM. The exception to this is the Treasurer who will step down after the completion of the financial report for the preceding financial year at the AGM.
- c) In the event of an office bearer resigning prior to the next AGM, an election can take place at a General Meeting.
- d) All office bearers who retire at an AGM are eligible for re-election.
- e) In the event of more than one candidate being nominated for any particular office, the election shall be conducted by ballot. The candidate receiving the greatest number of votes will be deemed elected, and in the event of an equal number of votes being cast, the AGM's chairman will exercise the casting vote.
- f) Life Members are eligible to nominate for Executive Committee positions.

## **3.Duties**

### *President*

The President will:

- Oversee the running of all aspects of RCC.
- Undertake the role of Chairman at all meetings when they are present.
- Prepare and present an annual report of the Club's activities to the AGM.
- Hold the deciding vote if a decision is divided.
- Represent the RCC or nominate a person to do so as required at RCC outings.

### *Vice President*

The Vice President will:

- Assist the President and undertake all duties as required when the President is absent.

### *Secretary*

The Secretary will:

- Assist in the collection of subscriptions and all other monies due or payable to the RCC and hand the same to the Treasurer within 14 days of its receipt.
- Convene all meetings, record the minutes of all properly convened meetings and submit those minutes to the next meeting for confirmation.
- Keep a complete list of all members together with their addresses.
- Conduct all correspondence of the RCC.
- Act under the supervision and direction of the Executive and prepare a report on RCC's previous year's significant administrative transactions for presentation at the AGM.
- As required, ensure the RCC By-laws are up to date and available to all members.
- At General Meetings, report on any event held since the last meeting and advise attendees of any upcoming events.

### *Treasurer*

The Treasurer will:

- Collect all subscriptions and other monies due or payable to the RCC and issue an official receipt immediately.
- Retain a sum of money as petty cash, at the Executive's discretion, banking all other monies in the Club Bank Account as soon as practicable.
- Keep correct account books of monies and report on the Club's financial position at General Meetings and the AGM.
- Keep a record of members' names, addresses, date of admission as a member as well as due and paid dates of member subscriptions.

- Prepare a financial statement for the previous financial year for presentation to the September General Meeting.

#### **4.Attendance and Performance**

- If an Executive member fails to attend 3 consecutive Executive Meetings or 3 consecutive General Meetings without having obtained leave of absence by way of an apology for non attendance, their resignation as an Executive may be deemed to have been received and accepted by the Club.
- If the Executive believes that one of the Executive is not properly performing their duties, they may, by special resolution, declare that person's position vacant.
- In the above situation, the removed officer can appeal to the President within seven days. Appeals will be heard at the next General Meeting of the Club. If a 2/3 majority at that Meeting confirm the Executive's decision, the decision will stay.
- In either situation, the Executive member or officer concerned will not be eligible for re-election to their former (or any other office) during the remainder of that financial year.

#### **5.Disqualification of Executive Committee Members**

The office of an Executive member shall become vacant if the Executive member is:

- Expelled by the Club.
- Disqualified from being an executive committee member by the Act.
- Permanently incapacitated by ill-health.
- Suspended or terminated as a member under these Rules.

#### **8. NON-EXECUTIVE OFFICERS**

- The Executive can appoint non-executive officers to carry out the objectives of the RCC, and may discuss or delegate any of its powers to such officers.
- Only full members are eligible to hold non-executive officer positions.
- Non-executive officers will, at a minimum, comprise the positions of Public Officer and Club Registration Authorized Persons.
- Executive members can hold one or more non-executive officer positions.
- Non-executive officers can hold one or more non-executive officer positions.
- Non-executive officers can attend, but do not have a vote at, Executive meetings.
- The Executive have the right to make a non-executive officer position vacant if they become ineligible under the conditions laid out in 7.5.

#### **9. THE SEAL**

- The RCC will have a common seal upon which its corporate name will be in legible characters.
- The seal shall not be used without the express authorization of the Executive, and every use of the seal shall be recorded in the minutes of the Club.
- The affixing of the seal shall be witnessed by at least two members of the Executive, who shall sign the document or paper in their respective capacities.

#### **10. MEETINGS**

##### **1. Annual General Meeting (AGM)**

- The AGM of the RCC will be held immediately preceding the General Meeting in June.
- The Chairman at the AGM will be elected by the meeting and can be a member of the Executive or a non-executive officer.
- The order of the business at each AGM shall include:
  - ~ Minutes of the previous AGM.
  - ~ Executive Committee's annual report.
  - ~ Treasurer's annual report.
  - ~ Election of Officers.
  - ~ Introduction of new Executive by new President
  - ~ Any further business pertaining to the Annual General Meeting
  - ~ Closure of the meeting.

- d) Proxies are not allowed at an AGM.

## **2. Special General Meetings**

- a) The Executive may call a Special General Meeting of the RCC at any time.
- b) No less than 5% of RCC members can request for a Special General Meeting to be held. The request must be in writing and state the business to be considered at the meeting.
- c) Members must be given at least 7 days notice in writing of the time and place appointed for the Special General Meeting. The notice given must specify the business to be considered at the meeting.

## **3. General Meetings**

General Meetings of the club shall be held as and when arranged by the Executive and recorded in the By-laws.

## **4. Quorum**

- a) The number of members that constitute a quorum at any AGM, Special General Meeting or General Meeting of the RCC, shall be recorded in the By-laws.
- b) A motion may be carried by a majority of members present and voting at such meetings.

## **5. Voting at Meetings**

- a) Subject to these rules, every RCC member has only one vote at a meeting of the Club.
- b) Proxy voting is only allowed through a decision of the Executive and must be minuted.
- c) 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.
- d) Unless a poll is demanded by at least 3 members, a question for decision at a General Meeting must be determined by a show of hands.

## **6. Polls at Meetings**

- a) If a poll is demanded by at least 3 members, it must be conducted in a manner specified by the person presiding. The result of the poll is the resolution of the meeting, except that in the case of a Special Resolution a majority of no less than 3/4 of the members entitled to vote personally or by proxy at the meeting is required.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately. Any other poll may be conducted at any time before the close of the meeting.

## **11. MINUTES**

- a) Proper minutes of all proceedings of General Meetings, Special General Meetings, AGMs and Executive Committee Meetings, shall be recorded within 1 month after the relevant meeting.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the Executive (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the person who chaired the meeting at which the proceedings took place, or by the person chairing 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 at the meeting are deemed to have been held, and that all appointments made at a meeting shall be deemed to be valid.

## **12. DISPUTE RESOLUTION**

- a) The dispute resolution procedure set out hereafter applies to disputes under these Rules between a member and another member or a member and the Club.
- b) The party raising the dispute must have been an RCC member for at least 6 months before the dispute occurred.

- c) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all of the parties.
- d) If the parties are unable to resolve the dispute at the meeting, the parties must meet and discuss the dispute before an independent third person agreed to by the parties.

### **13. FINANCE AND FINANCIAL REPORTING**

#### **1. Financial Management**

- a) The income, property and funds of RCC shall be solely under the control of the Club.
- b) The Club shall not borrow money except in accordance with a resolution passed at an AGM or Special General Meeting.

#### **2. Accounts To Be Kept**

- a) The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with regulation 8 of the Associations Regulations.
- b) The RCC shall maintain a cheque account at such bank as the Executive approves. All money received by the Club shall be deposited in such bank account. All cheques drawn shall be signed by two members of the Executive.

#### **3. Financial Year**

The financial year is the period of twelve months commencing on 1 July and ending of 30 June.

#### **4. Financial Reporting**

At the close of each financial year, the Treasurer shall prepare a summary of the receipts and payments for that year.

### **14. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of RCC 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 Club.

### **15. RULES**

- a) Any proposal to amend the Club Constitution (rules) shall be submitted in writing to the Executive, who will arrange for the proposal to be considered at an AGM or special meeting.
- b) Alterations shall be registered with the Consumer and Business Services as the Act requires.
- c) The registered Rules shall bind the RCC and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

### **16. BY-LAWS**

- a) The Executive have the power to make, amend and rescind rulings and RCC By-laws for the management and control of the Club. The Executive is to advise members of any By-Laws determined outside of an AGM or General Meeting.
- b) RCC members can propose to make, amend or rescind By-laws at a General Meeting. A majority vote of members present is required.
- c) A document containing the by-laws shall be kept by the Executive for the inspection of members.
- d) By-laws are binding on members as soon as they are entered in the RCC By-law document.
- e) By-laws shall remain in operation until amended or replaced.

### **17. WINDING UP**

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

### **18. APPLICATION OF SURPLUS ASSETS**

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

**Dated:** October 2017