



26 July 2012

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THE VETERAN CAR CLUB OF SOUTH AUSTRALIA INCORPORATED

46 SUNNYSIDE ROAD
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Dear Dudley Pinnock

ALTERATION TO RULES

I refer to your application received on 23 July 2012 to alter the rules for the incorporated association THE VETERAN CAR CLUB OF SOUTH AUSTRALIA INCORPORATED under the Associations Incorporation Act 1985 (the "Act").

The Office of Consumer and Business Affairs, which incorporates the Corporate Affairs Commission (the "Commission"), is responsible for the administration of the Act.

The Commission is satisfied the proposed alteration conforms with the requirements of the Act and therefore has been registered.

Should you have any further queries, please contact our office on 1300 138 918.

Yours sincerely

A handwritten signature in dark ink, appearing to read "Alison Mena".

Alison Mena

for the Corporate Affairs Commission

Annexure A

This is the "Annexure A" referred to in the statutory declaration of Dudley Edwin Pinnock made on the
.....*9th*.....day of July, 2012 before me,.....*John Vincent Rooney*.....Justice of the Peace.

John Vincent Rooney J.P.
ID No. 15707
A Justice of the Peace in and for
the State of South Australia

RULES OF

THE VETERAN CAR CLUB OF SOUTH AUSTRALIA, INCORPORATED

1. NAME

The name of the incorporated association is
The Veteran Car Club of South Australia, Incorporated
referred to herein as "the association".

2. DEFINITIONS

- "Committee" means the committee of management of the association;
- "family relative" means grandparent, parent, child, grandchild, spouse or *de facto* spouse;
- "general meeting" means a general meeting of members of the association convened in accordance with these rules;
- "member" means a member of the association;
- "the Act" means the Associations Incorporation Act 1985;
- "special resolution" means a special resolution defined in the Act;
- "month" shall mean a calendar month;
- "rules" means these rules of the association;
- "veteran vehicles" means motor vehicles manufactured prior to 1919;
- "historic" means historic vehicle as defined in the Code of Practice – Conditional registration scheme for historic vehicles and prescribed left hand drive vehicles.

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

The Objects and Purposes of the association are:-

- i) to serve, promote and encourage the documentation, preservation, restoration, stewardship and social use of historic motor vehicles, especially historic veteran motor vehicles.
- ii) to develop, increase and maintain an expertise and knowledge resource in South Australia pertaining to veteran motor vehicles;
- iii) to foster the dissemination of knowledge and appreciation of veteran and historic motor vehicles as part of Australia's motoring history and heritage.

4. POWERS OF THE ASSOCIATION

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

5.1 MEMBERSHIP

Membership of the association shall be by invitation as set out below. The association shall have:-

- i) Ordinary Members. An Ordinary Member may be any person who supports the objects and purposes of the association, agrees to be bound by its rules, and who upon invitation by the Committee applies for and is accepted by the Committee for Ordinary Membership of the association. The invitation from the Committee for membership shall be made in writing. Upon the acceptance of the invitation by the Committee and upon *pro rata* payment of the current annual subscription, the applicant shall be an Ordinary Member of the association.
- ii) Associate Members. An Associate Member may be any family relative of an Ordinary Member and who supports the objects and purposes of the association, agrees to be bound by its rules, and who upon invitation by the Committee applies for and is accepted by the Committee for membership of the association. The application for Associate Membership shall be made in writing. Upon the acceptance of the invitation by the Committee and upon *pro rata* payment of the current annual subscription, the applicant shall be an Associate Member of the association.
- iii) Junior Members. A Junior Member may be any person under the age of eighteen years who supports the objects and purposes of the association, agrees to be bound by its rules, and who upon invitation by the Committee applies for and is accepted by the Committee for Junior Membership of the association. The application for Junior Membership shall be made in writing. Upon the acceptance of the invitation by the Committee and upon *pro rata* payment of the current annual subscription, the applicant shall be a Junior Member of the association.
- iv) Corporate Members. A Corporate Member may be any incorporated body, incorporated association, corporate entity, private or public company, government or civic department or agency which supports the objects and purposes of the association. Upon invitation by the Committee and agreement by an authorised representative of the entity to such terms and conditions as determined by the Committee, the corporate entity shall become a Corporate Member of the association.

5.2 SUBSCRIPTIONS

The subscription fees for each type of membership shall be such sum, (if any) as the Committee shall propose from time to time and the Ordinary Members shall ratify and approve in a general meeting.

The subscription fees shall be payable annually on the 1st of July or at such other time as the Committee shall determine.

Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the Secretary of the association.

Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 EXPULSIONS

Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member by reason of conduct detrimental to the interests of the association. Particulars of the conduct of concern shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.

The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the Committee has communicated its determination to the member.

It shall be open to a member to appeal to the association in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the association within 14 days after the determination of the Committee has been communicated to the member.

In the event of an appeal the appellant's membership of the association shall not be terminated unless the determination of the Committee to expel the member is upheld by the Ordinary Members of the association in general meeting after the appellant has been heard by the Ordinary Members of the association. In such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

5.5 REGISTER OF MEMBERS

A register of members shall be kept and contain:

- i) the name and address (postal and electronic) of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, a termination of membership.
- iv) a current release (or prohibition) statement signed by each member relating to the disclosure by the association of any of the member's personal details including vehicle ownership.

6.1 THE COMMITTEE

The affairs of the association shall be managed and controlled by the Committee.

6.2 POWERS OF THE COMMITTEE

In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers and do all such things as are within the objects and purposes of the association, and are not by the Act nor by these rules required to be done by the association in general meeting.

Specifically, the primary function of the Committee in exercise of these powers shall be to organise and arrange activities relevant to the interests of the members and to organise motoring events fitting and appropriate for veteran vehicles.

In exercise of these powers, the Committee has the management and control of the funds and other property of the association.

The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

6.3 PUBLIC OFFICER

The Committee shall appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer shall be lodged with the appropriate authority (currently the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1407, Adelaide 5001) within one month after the change.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- i) deceased;
- ii) permanently incapacitated by ill health;
- iii) disqualified from being a committee member by the Act;
- iv) expelled as a member under these rules;
- v) absent without apology for three consecutive meetings of the Committee.

6.5 COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of the following voting members:- chairperson, secretary, treasurer and five committee members.

A committee member shall be a natural person.

6.6 ELECTION OF COMMITTEE MEMBERS

At each annual general meeting, the members of the Committee shall be chosen by ballot of the Ordinary Members.

Any Ordinary Member in good standing shall be eligible to stand for election to any position on the Committee provided he or she:-

- i) has been nominated for election to that position by another Ordinary Member in good standing, and
- ii) that the nomination has been seconded by a different Ordinary Member in good standing other than the nominee.
- iii) all nominees for office of the association shall have been a Member for 12 months at the time of closure of nominations for office.

The nomination shall be in writing, signed by the nominator, by the seconder and by the nominee.

At each Annual General Meeting all Committee positions shall be declared vacant and the incoming Committee will be chosen by the ballot of Voting Members if required.

A retiring committee member shall be eligible to stand for re-election.

The duly signed nominations shall be delivered to the Secretary of the association at least 28 days before the annual general meeting.

Notice of all persons seeking election to the Committee shall be given to all Members of the association at least 14 days before the annual general meeting at which the election is to take place.

6.7 CASUAL VACANCIES OF THE COMMITTEE

The Committee may appoint an Ordinary Member to fill a casual vacancy on the Committee, and such a committee member shall be a Voting Member, shall hold office until the next annual general meeting of the association and shall be eligible for election to the Committee.

6.8 COMMITTEE MEETINGS

The Committee shall meet together monthly except for December for the dispatch of business.

Questions arising at any meeting of the Committee shall be decided by a simple majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

A quorum for a meeting of the Committee shall be five voting members of the Committee.

Any member of the Committee, or his or her family relative, 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 he or she shall not vote with respect to that contract or proposed contract. The member of the Committee also must disclose the nature and extent of any such interest in the contract or proposed contract at the next general meeting of the association.

7. THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the expressed authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the chairperson and by the secretary or treasurer.

8.1 ANNUAL GENERAL MEETINGS

The Committee shall call an annual general meeting in accordance with the Act and these rules.

The annual general meeting shall be held within three months after the end of each financial year.

The order of the business at the annual general meeting shall be:

- i) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- ii) matters arising from the minutes;
- iii) consideration of the accounts and reports of the Committee and, if required, the auditor's report;
- iv) chairperson's report;
- v) the election of committee members;
- vi) appointment of auditors if required;
- vii) any other business requiring consideration by the association in general meeting.

8.2 NOTICE OF SPECIAL AND GENERAL MEETINGS

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.

The Committee may call a special general meeting of the association at any time.

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.

Notice may be given by the association to all Ordinary Members by serving the member with the notice personally, or by sending it by post or email to the address appearing in the register of members or by notice published in the Bulletin of the association.

Where a notice is sent by post:

- i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
- ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.3 QUORUM FOR GENERAL MEETINGS

Twelve members, present personally shall constitute a quorum for the transaction of business at any general meeting.

If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and at a place agreed and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

The chairperson shall preside as chairperson at a general meeting of the association. If the chairperson 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 an Ordinary Member to be the chairperson of that meeting.

Subject to these rules, every Ordinary Member of the association has one vote at a meeting of the association.

Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of Ordinary Members who vote in person at that meeting.

8.4 VOTING AT GENERAL MEETINGS

Unless a poll is demanded by at least five Ordinary Members, a question for decision at a general meeting must be determined by a show of hands of Ordinary Members.

If a poll is demanded by at least five Ordinary 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.

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 that meeting.

An ordinary resolution is a resolution passed by a simple majority of Ordinary Members at a general meeting.

An Ordinary Member shall be entitled to obtain a postal vote from the Secretary, or to appoint in writing a natural person who is a member of the association to be their proxy, and attend and vote at any general meeting of the association.

8.5 SPECIAL GENERAL MEETINGS

Upon the Committee's determination or upon a requisition in writing of not less than 20 Ordinary members of the association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition. Every requisition for a special general meeting shall be signed by the relevant Ordinary Members and shall state the purpose of the meeting.

8.5 SPECIAL GENERAL MEETINGS (Continued)

If a special general meeting is not convened within one month as required above, the requisitionists, or at least 90% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists 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 shall be borne by the association.

A Special Resolution is a resolution passed by a three-fourths majority of Ordinary Members present at a Special General Meeting or General Meeting for which the required 14 days notification has been given.

9. MINUTES

Proper minutes of all proceedings of general meetings of the association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Committee (as relevant) at the next subsequent meeting.

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.

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.

10. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these rules between –

- (i) a member and another member
- (ii) a member and the association

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.

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.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11.1 FINANCIAL REPORTING

The financial year of the association shall commence on 1st of July and end on 30th of June of the following year.

11.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts (if applicable), the Committee's statement and the Committee's report, shall be laid before members at the annual general meeting.

11.4 APPOINTMENT OF AUDITOR

At each annual general meeting, if a simple majority of Ordinary Members so resolve, a person shall be appointed to be auditor of the association. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

If an appointment is not made at an annual general meeting, the Committee, if it deems fit, may appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

13. WINDING UP

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

14. APPLICATION OF SURPLUS ASSETS

If, after the winding up of the association, there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.

The association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of Ordinary Members in general meeting.

14. APPLICATION OF SURPLUS ASSETS (Continued)

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or to family relatives or associates of those persons or members.

15. RULES

These rules may be altered (including an alteration to the association's name) by Special Resolution of the Ordinary Members of the association. This includes rescision or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the association 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.

The Act provides that an alteration to a rule may be made by Special Resolution of the association unless other provision is made in the rules.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.