

Constitution of the Sporting Car Club of South Australia Incorporated



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1. Name & Location

- 1.1 The name of the incorporated association is:
"Sporting Car Club of South Australia Incorporated"
- 1.2 The headquarters of the Sporting Car Club of South Australia Incorporated shall be located in the metropolitan area of Adelaide.

2. Definitions

In this Constitution, the following definitions shall be used:

- 2.1 "Act" means the Associations Incorporation Act 1985, as amended.
- 2.2 "Club" means the Sporting Car Club of South Australia Incorporated.
- 2.3 "Member" shall mean and include every financial member who has paid any and all money due and payable by the provisions of this Constitution.
- 2.4 "Committee" means the Management Committee of the Sporting Car Club of South Australia Incorporated.
- 2.5 "Office" shall mean the holding of a position on the Committee of the Club.
- 2.6 "Club Manager" means the person employed by the Club as the manager irrespective of title.
- 2.7 "Month" means a calendar month.

3. Objects or Purposes of the Club

The objects of the Club are:

- 3.1 To promote and hold motorsport competitions and motoring events and to offer, give and contribute towards prizes, medals and awards for owners and drivers of motor vehicles of any type or capacity.
- 3.2 To promote and encourage the preservation, restoration and use of historic motor vehicles recognise the individual contribution of, or historic value of, individually constructed vehicles and promote, collect, collate and disseminate motorsport and motoring information and history.
- 3.3 To provide a forum for the congregation of like-minded motoring enthusiasts and provide activities (meetings, lectures, runs etc.) for the enjoyment of members and use of their vehicles
- 3.4 To do all such things as are conducive or incidental to the attainment of the above objects or any of them.
- 3.5 To have all the powers conferred by Section 25 of the Associations Incorporation Act 1985.

4. Colours and Badge

The Club Colours shall be dark blue and light blue and silver. The Badge of the Club and its proper usage shall be the concern of the Committee. Changes to the Club colours or badge would be subject to a vote by Members at a Special General Meeting convened specifically for that purpose. The Badge shall be of the design and description in the document Appendix A.

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5. Membership

5.1 There shall be the following types of Membership, namely:

5.1.1 Member

Persons over the age of 18 years.

Members shall enjoy Membership with all its rights and privileges including the right to vote and eligibility for election to any Office in the Club.

5.1.2 Junior Member

Persons up to the age of 18 years.

Junior Members shall have no vote at a General or Special Meetings of the Club and shall be ineligible for election to any Office or position of the Club but shall otherwise be entitled to legally enjoy the facilities of the Club and to participate in its activities including competitions. Any person holding Junior Membership who attains the age of 18 years shall cease to be a Junior Member on the first day of July next after their 18th birthday, or if the birthday shall fall on the first day of July, then such Junior Membership shall cease on such birthday.

5.1.3 Associate Member

Persons up to the age of 28 years.

Associate Members shall have no vote at any General or Special Meetings of the Club and shall be ineligible for election to any Office of the Club but shall otherwise be entitled to legally enjoy the facilities of the Club and to participate in its activities including competitions.

5.1.4 Corporate Member

A Corporate body, defined as a registered company, an incorporated association, a partnership, or an individual businessman can become a Corporate Member.

A Corporate Member shall have no vote at any meetings of the Club and shall be ineligible for election to any Office of the Club. However, an annually nominated person will represent the Corporation who will be entitled to enjoy all the benefits of membership of the Club.

5.1.5 Honorary Member

A person may be admitted as an Honorary Member of the Club for a period not exceeding 1 month by the President, Secretary, Treasurer or Club Manager and one other Member nominated by the Committee for that purpose.

Such Honorary Members shall have no vote at any meetings of the Club, and such Membership may be cancelled at any time by the Committee.

5.1.6 Life Member

Any Member of 10 years Membership and in good standing, who has rendered the Club meritorious service for at least 10 years, may be nominated by a Member as a prospective Life Member.

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Such nominations must be made at least 6 months prior to the Annual General Meeting. Following nomination(s), the current Life Members shall be convened to determine the validity and eligibility of the nominee(s). If approved by the Current Life Members, then the Club President at the Annual General Meeting shall confer Life Membership. Life Members shall enjoy all rights and privileges of a Member, no subscription shall be payable by a Life Member.

5.1.7 Gold and Silver Member

Notwithstanding the provisions above, the Committee may approve Gold Membership for Life or Silver Membership for Life under terms and conditions as determined by the Committee from time to time and approved by a General Meeting with a three-fourths majority of those present and voting. 28 days' notice shall be given to Members of any proposed changes to the terms and conditions. Gold and Silver Members shall enjoy Membership with all its rights and privileges of a Member.

5.1.8 Family Membership

Family Membership is defined as up to two Members living at the same address, with their natural or adopted children, if any, up to the age of 18 years being Junior Members.

- 5.2 The full name of each person applying to become a Member, Junior Member, Associate Member, Corporate Member or for Family Membership of the Club shall be submitted to the Committee and shall be accompanied by the amount of the first year's or the calculated prorata (as the case may be) subscription and by the amount of the entrance fee. The rights and obligations of Membership shall commence from the date of such application but will terminate if the application is rejected in accordance with the Constitution and any membership fees paid to be re-imbursed.

6. Subscriptions

- 6.1 Club subscriptions for the various types of Membership shall be set from time to time by a recommendation from the Committee and approved by a Special General Meeting with a three-fourths majority of those Members present and voting. 28 days' notice shall be given to Members of any proposed changes to the Subscriptions. Subscriptions shall be due and payable by the first day of July each year. Concessional Subscriptions shall be set for Members who satisfy the Committee of their limited means of support, by production of a Pensioner Card or by alternative evidence. Concessional Subscriptions shall also be set for Members who satisfy the Committee that they are full time students, and for Members who permanently live outside a radius of eighty kilometres from the Adelaide G.P.O. Any person who has been a Member for a continuous period of 50 years or more may remain a Member without payment of further subscriptions. Honorary Life Members, 50-year members, and any other category of member eligible for membership for life without payment of subscription fees shall be deemed financial members of the Club.

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- 6.2 A Junior Member making application to become a Member and having already paid the Junior Membership subscription for the current financial year shall be entitled to have that subscription credited on account of any Membership subscription which the Member may be required to pay under this Constitution for the same financial year. No entrance fee is applicable.
- 6.3 Pro-rata subscriptions
In the event of an application for new membership being accepted after 1 July, the subscription payable will be calculated on a month-by-month pro-rata basis. The adjustment shall not apply in the case of an ex-Member who has been deemed to have resigned as a result of non-payment of subscriptions due in the previous 12 months.
- 6.4 Arrears of subscription
Subscriptions unpaid after the first day of July each year render the Member in arrears. Any Member whose subscription remains unpaid by the first day of August in any year, shall be notified in writing forthwith by the Club Manager that if payment thereof is not made by the first day of September in the same year, the Member will be deemed to have resigned from the Club.
7. Entrance Fee
An Entrance Fee for new Members (other than Junior, Associate or Honorary Members) shall be set from time to time by a recommendation from the Committee and approved by a Special General Meeting with a three-fourths majority of those present and voting. 28 days' notice shall be given to Members of any proposed changes to the entrance fee.
8. Resignations
Any Member may resign their Membership by giving notice in writing to the Club Manager, who shall submit the notice to the next meeting of the Committee. Any Member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.
9. Expulsion
- 9.1 In the case that the conduct of any Member shall, in the opinion of the Committee, be injurious to the character or interest of the Club or its Members, the Club Manager shall call a meeting of the Committee to consider the conduct of such Member, and shall invite the Member to attend such meeting, so that the Member will have the opportunity of explaining or withdrawing from the Club.
- 9.2 If a two-thirds majority of the Committee vote for such Member's expulsion, the Member shall be expelled. Any Member so expelled shall have the right to appeal to a Special General Meeting to be summoned within 28 days' of such Member's expulsion, when a majority of those present and voting shall be required to confirm the expulsion. If the expulsion be not confirmed, the Member shall be reinstated. Voting on this issue shall both at Committee level and in Special General Meeting be by secret ballot.

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10. Register of Members

A register of Members must be kept, maintained and contain:

- 10.1 the name and address of each Member.
- 10.2 the date on which each Member was admitted to the Club.
- 10.3 a register of Members vehicles by way of voluntary inclusion by the Member and updated at time of renewal.
- 10.4 and if applicable, the date of, and reason(s) for, termination of Membership.

11. Communication

The Club is facilitated for the use of Information and Communication Technology in its corporate governance practices. The Club uses this technology in its annual nomination and Committee election process and communication to Members, including the notification of Special General Meetings and for the purpose of the recording of meeting minutes.

12. Management Committee

- 12.1 The general conduct and management of the Club shall be vested in a body to be known as the Management Committee.
- 12.2 The Committee shall consist of:
 - 12.2.1 President
 - 12.2.2 Vice-Presidents (2)
 - 12.2.3 Treasurer
 - 12.2.4 Secretary
 - 12.2.5 Committee Members (4)
- 12.3 A Committee Member shall be a natural person.
- 12.4 Notification for all vacant positions must be published to Members at least 28 days' prior to an election to fill a vacant position, with notification via email to the email address for each Member (if any) unless the Member has made the nomination to receive postal information by not providing a valid email address as set out in the register of Members; as well as publishing an advertisement on the website and in the Club Magazine
- 12.5 The nominations for the Committee shall be sent to the Club Manager or Club nominee by 4pm on the 30th of June. All nominations shall be made in writing signed by (or in the case of email, having scanned-in signatures of) two Members of the Club, being Members entitled to vote and accompanied by the written consent of the nominee (which may be the nomination form.)
- 12.6 All candidates for the Committee must have been Members of the Club for at least 12 months prior to the date of closing of nominations. Any Member may nominate for only one vacant position or the position of President.
- 12.7 In the event of two or more candidates being nominated for any particular office, an election shall be conducted by ballot.
- 12.8 The President shall be elected at the Annual General Meeting for a period of 2 years and shall be eligible for re-election. An existing Committee Member may nominate for the position of President, and if unsuccessful, shall continue to serve the balance of their term.

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- 12.9 Four Committee positions shall be made available each year. Members will be elected at the Annual General Meeting to those positions for a two-year term. After such two-year term, incumbents shall be eligible for re-election. Appointments for a period of 12 months, to the named positions of Secretary, Vice-President and Treasurer shall then be determined by the Committee annually at the first meeting after the Annual General Meeting.
- 12.10 Two Members shall be appointed by the President at the time of the closing of nominations for the Committee to conduct each ballot,
- 12.11 The appropriate Ballot Paper listing the candidates and any statement by a candidate in support of his/her election not exceeding 250 words will be sent by email to all Members, unless the Member has made the nomination to receive postal information by not providing a valid email address and published on the website and in the Club Magazine.
- 12.12 The ballot will be forwarded to each Member entitled to vote with relevant voting information dealing with completion of the Ballot Paper and the voting procedure as determined from time to time by the Committee.
- 12.13 No circumstances shall justify the issue of a second or further ballot paper unless the original is handed to the Members conducting the ballot and cancelled by them.
- 12.14 The candidate receiving the greatest number of votes will be deemed elected, and in the event of an equal number of votes being returned for any two or more candidates, then the Chairperson shall exercise a casting vote.
13. Powers and Duties of the Management Committee
- 13.1 The Committee may establish sub-committees and appoint Members thereto to perform any of the duties devolving from the Committee in accordance with the Constitution, the Duties of Officers, Rules for Committees and Standing Orders, and may confer on such sub-committees such authority as shall from time to time be deemed necessary.
- 13.2 The Committee shall have the powers to fill any casual vacancy which may occur in the Committee or any sub-committee.
- 13.3 The Committee shall have the powers at any Committee Meeting to make Rules and Regulations for the operation of any sub-committee or for the promotion of any object of the Club as set out in Clause 3 hereof.
- 13.4 The Committee has the management and control of the funds and other property of the Club.
- 13.4.1 Notwithstanding the provisions of Clause 13.4, the Committee shall not cause to offer Club owned freehold or other property as security against any loan or mortgage nor sell any Club owned property of a value greater than \$20,000 (Twenty Thousand Australian Dollars) nor make any unsecured or unbudgeted loan involving Club funds or property unless approved at a Special General Meeting called specifically for that purpose.

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- 13.5 The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which the Constitution is silent.
- 13.6 The Committee shall appoint a Club Manager with duties, remuneration and conditions of Employment as determined by the Committee.
14. Public Officer
The Public Officer of the Club shall be appointed by the Committee.
15. Proceedings of the Management Committee
- 15.1 The Committee shall meet at least monthly for the dispatch of business with the minimum number of meetings to be eleven in any 12 month period.
- 15.2 Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of a tied vote, the President shall have a casting vote.
- 15.3 A quorum for a meeting of the Committee shall be five Members of the Committee.
- 15.4 A Member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club 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. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.
16. Disqualification of Committee Members
The office of a Committee or sub-committee Member shall become vacant if said Member resigns or is disqualified from being a Committee or sub-committee Member by the Act, expelled as a Member under this Constitution, permanently incapacitated by ill health or absent without apology from more than four meetings in a financial year.
17. Common Seal
There shall be a Common Seal of the Club, which shall bear the name of the Club. There shall be two Seal Holders whose appointment shall be reviewed at each Annual General Meeting.
18. Meetings
- 18.1 Annual General Meeting
The Annual General Meeting of the Club shall be held in the first week of September each year or if such be impossible or inconvenient, then at such time as the Committee shall determine.

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- 18.2 The order of the business at the Annual General Meeting shall be:
- the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
 - the consideration of the accounts and reports of the Committee and the Auditor's report
 - the election of the Committee
 - the appointment of the Auditors
 - the appointment of Seal Holders
- 18.3 **Monthly General Meeting**
A General Meeting of the Club shall be held every month on the first Wednesday, except for the month of January, at the Clubrooms or at such place and at such time as may be decided by the Committee, the time and day will be communicated via email to the email address for each Member; published as an advertisement on the website and in the Club Magazine.
- 18.4 **Special General Meetings**
On request in writing signed by six Members of the Club, the Secretary shall, within 28 days' of receipt of such request, call a Special General Meeting. The Committee shall have power at any time to call a Special General Meeting. Such Special General Meetings shall be for the dispatch of any business of which due notice shall have been given.
- 18.5 **Notices of Meeting**
28 clear days' notice shall be given to Members eligible to vote, specifying the place, day and hour of meeting and in case of special business, the point or points to be raised shall be given in writing. Accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at such meetings. A notice may be served by the Club on any Member either personally or by sending it via email to all Members, unless the Member has made the nomination to receive postal information by not providing a valid email address, published on the website and in the Club Magazine.
- 18.6 **Amendments to the Constitution**
This Constitution may be amended at a Special General Meeting of the Club convened for that purpose, provided that the amendment is accepted by a majority of three-fourths of the Members present and voting. Proposals to amend the Constitution shall be given in writing, signed by six Members. Such proposals shall be submitted to the Secretary.
19. **Proceedings at General and Special Meetings**
- 19.1 Fifty Members present personally shall constitute a quorum for the transaction of business.
- 19.2 The President shall preside as Chairperson at a General or Special General Meeting of the Club.

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- 19.3 If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or if he or she is present but declines to take or retires from the chair, the Members may choose one of the Vice-Presidents or if none is present, a Committee Member or if none is present, one of their own number to be the Chairperson of that meeting.

20. Voting and Polls at General and Special Meetings

- 20.1 Only Members (including Life, Gold, and Silver) shall be entitled to vote. No proxies shall be allowed at any meeting. Each such Member has only one vote at a meeting.
- 20.2 Subject to this constitution, 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 at that meeting or who submit an absentee vote.
- 20.3 On request an absentee ballot paper shall be issued to Members unable to attend a meeting at which issues to be determined require 28 days' notice to be given, in accordance with the Constitution.
- 20.4 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.
- 20.5 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.
- 20.6 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.
- 20.7 An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.
- 20.8 A Special Resolution is a resolution passed by a three-fourth majority at a Special General Meeting.

21. Minutes

- 21.1 Proper minutes of all proceedings of a General Meeting and Special General Meetings of the Club and of meetings of any sub-committee, Section or Group shall be submitted to the Club within one month after the relevant meeting.
- 21.2 The minutes kept pursuant to this rule must be confirmed by Members at the subsequent meeting.
- 21.3 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 meeting at which the minutes are confirmed.
- 21.4 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.
- 21.5 The minutes of any General Meeting, Special General Meeting and the Annual General Meeting shall be open to inspection by all Members on giving reasonable notice to the Club Manager.

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22. Kindred Organisations

Notwithstanding any other provisions of this Constitution, the Committee may decide to offer to kindred organisations Club Membership for their Members, providing that such organisations agree to function under the name of the Club and its Constitution on such terms as the Committee determines from time to time.

23. Finances and the Financial Year

23.1 The Financial Year of the Club shall commence on 1 July of each year and end on 30 June the following year.

23.2 All monies received by or on behalf of the Club shall be paid into the Clubs banking accounts with such Bank or Banks as the Committee shall from time to time decide. All Cheques, Bills of Exchange, withdrawal forms drawn on the Clubs banking account or accounts or electronic funds transfer shall be approved by any two of the following: the President, the Secretary, the Treasurer or the Club Manager or such other person approved by the Management Committee.

23.3 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 the Act.

24. Auditors

The Auditors, none of whom shall be a Member of the Committee, shall be appointed annually at the Annual General Meeting. The accounts, together with the auditors' report on the accounts, the Committee statement and the Committee report, shall be laid before Members at the Annual General Meeting.

25. Prohibition Against Securing Profits for Members

The income and capital of the Club 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 to a Member for services rendered or expenses incurred on behalf of the Club.

26. Dissolution

The Club must not be dissolved without the consent of the President being first obtained and the vote of a three-fourths majority of the Members present and voting at a Special General Meeting of which 28 days' notice shall be given.

The quorum for that Special General Meeting shall be one-tenth of the Members of the Club.

27. Application for Surplus Assets

27.1 If, after winding up of the Club, there remains "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.

27.2 Such organisation or organisations shall be identified and determined by a resolution of Members in a Special General Meeting.

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28. Record of last amendment to this Constitution:

The last amendment to this Constitution was agreed to at a Special General Meeting dated: Wednesday, 7 February 2024.

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Appendix A

The Badge of the Sporting Car Club of South Australia Incorporated



- The Badge is composed of three concentric circles banded in Silver (Pantone 421),
- The outer circle is coloured Light Blue (Pantone PMS 310).
- The two inner circles are coloured in Dark Blue (Pantone PMS 287).
- Superimposed on these circles is a pair of feathered wings coloured in Silver (Pantone 421).
- In the inner circle and above the centre of the wings are the letters SCC, coloured Silver (Pantone 421).
- In the inner circle and below the centre of the wings are the letters SA intertwined, coloured in Silver (Pantone 421).
- Surmounting the circles is a map of Australia, coloured in Silver (Pantone 421) and outlined in Dark Blue (Pantone PMS 287).
- The State of South Australia is coloured in Dark Blue (Pantone PMS 287).

