

Mini Car Club of Tasmania Inc - Constitution

Name and Objects

1. (1) The Club shall be known as the 'Mini Car Club of Tasmania Inc.' hereinafter referred to as the 'Club'.
2. The clauses comprising this Constitution are in substitution of the *Model rules for an association* contained in the Associations Incorporation (Model Rules) Regulations 2007 and accordingly those Model Rules shall not apply to the Club.
3. (1) The objects of the Club are to:
 - (a) encourage interest in the restoration, maintenance and use of Mini-related motor vehicles;
 - (b) promote all forms of motor sport for the benefit of members;
 - (c) provide various forms of competition and social entertainment; and
 - (d) generally advance the opportunities of members who so engage themselves.(2) The Club may do all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Club as stated in sub-clause (1), including the:
 - (a) purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property;
 - (b) construction, maintenance and alteration of buildings or works;
 - (c) buying, selling and supplying of, and dealing in, goods of all kinds;
 - (d) publication of newsletters, periodicals, books, leaflets or other documents in printed, electronic or other form;
 - (e) purchase or acquisition of all or any of the property, or other assets, liabilities and undertakings of any association with which the Club is amalgamated in accordance with the provisions of the Associations Incorporation Act 1964;
 - (f) establishment and support of any other association formed for any of the basic objects of the Club;
 - (g) borrowing and other raising of funds, and acceptance of gifts; and
 - (h) investment, subject to the provisions of the Trustee Act 1898, of any monies not immediately required for the Club's objects.

The Committee

4. The administration of the Club shall be in the hands of a Committee, hereinafter referred to as the 'Committee' which shall consist of officers namely a President, a Vice President, a Club Captain, a Secretary, a Treasurer, a Newsletter Editor, an Immediate Past President, and a Membership Officer; and up to five General Committee Members.
5. The normal term of office on the Committee is two years. Elections for Committee members, with the exception of the Immediate Past President, shall be held annually at the Annual General Meeting of the Club, and the Committee shall use best endeavours to ensure that approximately half of the Committee and the Executive retire in any one year.
6. In addition on the Committee there shall be one member to represent each Regional Group of the Club, who resides in that region and has been appointed by the Group Committee from time to time, and who shall have equal rights with other Committee members.
7. The Committee shall normally meet at least once per month at a place appointed by the Committee or by means of a teleconference between various places attended by Committee members.
8. No meeting of the Committee shall be convened unless:
 - (a) there are in attendance at least 50% plus one of the number of the elected Committee members (adding one half if the 50% is not a whole number); and
 - (b) those in attendance include two of the following: the President (who shall be Chairman), the Vice President (who shall be Chairman in the absence of the President), the Secretary and the Treasurer.

9. (1) Minutes of proceedings at meetings of the Committee shall be taken by the Secretary, or by some other Committee member delegated for that purpose by the Committee, and recorded in the Minute Book of the Club.
- (2) Sufficient copies of the recorded minutes shall be made and distributed to Committee members, and to the Secretary of each Group in accordance with the provisions of Clause 56.
10. (1) Each member of the Committee shall, subject to sub-clause (2), remain in office until immediately after the next succeeding Annual General Meeting, when he or she shall retire, but shall be eligible for re-election.
- (2) The office of a Committee member becomes vacant if the member:
- (a) dies;
 - (b) becomes bankrupt or compounds with creditors;
 - (c) becomes of unsound mind;
 - (d) resigns in writing addressed to the Secretary;
 - (e) ceases to be a resident in the State;
 - (f) fails without leave granted by the Committee to attend three consecutive meetings of the Committee;
 - (g) ceases to be a member of the Club;
 - (h) is expelled or retired by a resolution of two-thirds of the Committee.
- (3) A nominee for the position of President shall have effectively served twelve months as a Committee member, or shall satisfy the Committee before nomination that he or she is a suitable person for the position of President.
11. Any casual vacancy in the Committee however occurring, (except in the position of Immediate Past President and any representative of a Group), shall be filled by a person nominated by the remaining members of the Committee and, upon acceptance of the nomination, the nominee shall hold office in accordance with and subject to Clause 10 (1).

Election of Members of the Committee

12. (1) The election of officers and General Committee Members is to be held at the Annual General Meeting and only Members and Life Members can be nominated for membership of the Committee.
- (2) Nominations of candidates for election to the Committee at an Annual General Meeting shall be:
- (a) made in writing signed by two members of the Club and accompanied by the written consent of the candidate; and
 - (b) delivered to the Secretary of the Club by no later than the date and time fixed for the holding of that Annual General Meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Committee:
- (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the Annual General Meeting.
- (4) If the number of nominations is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held.
- (6) If the number of further nominations received at the Annual General Meeting exceeds the number of remaining vacancies on the Committee to be filled, a ballot is to be held in relation to those further nominations.
- (7) A ballot for the election of officers and General Committee Members is to be conducted in the manner determined by the Chairman.

Executive Committee

- 13.**(1) The President, Vice President, the Treasurer and Secretary constitute the Executive Committee.
- (2) The Executive Committee may issue instructions to the Public Officer and any servants of the Club in matters of urgency relating to management of the Club's affairs during the periods between meetings of the Committee.
- (3) The Executive Committee shall make a full report to the next meeting of the Committee on any instructions issued under sub-clause (2).

Sub-Committees

- 14.**(1) The Committee may, by resolution, create one or more sub-committees to undertake or administer designated matters in pursuance of the objectives of the Club and appoint a person to act as chairman of each such sub-committee.
- (2) A sub-committee shall include at least two members of the Committee, may include other members of the Club, and may include persons who are not members of the Club.
- (3) No meeting of a sub-committee shall be conducted unless there is present a quorum of no less than one half of its membership, or there are present both members if the sub-committee is comprised of only two persons.
- (4) Each sub-committee shall provide every monthly Committee meeting with a report, including a financial report where appropriate, on the activities of the sub-committee.
- 15.**(1) If required to meet the purposes for which a sub-committee is established, the Committee may cause to be opened a bank account in accordance with clause 39 and such bank account shall be operated subject to that clause.
- (2) The members of the sub-committee shall cause any monies received by the sub-committee to be deposited, as soon as is practicable, into an account operated by the sub-committee.
- (3) The Committee shall appoint the Treasurer and one or more members of the sub-committee to authorise payments and other withdrawals from any account of the sub-committee either by:
- (a) signing cheques or other documents that enable financial institutions to make payments as instructed by such documents, and/or
- (b) accessing computerised systems that allow the balances and transactions of accounts in the name of the sub-committee to be viewed and can be used to give effect to electronic transfers of funds out of, or between, those accounts.
- (4) Any payment or withdrawal made under sub-clause (3) shall be authorised by at least two of the persons that the Committee has authorised to make such payments and withdrawals.
- (5) A Sub-Committee is dissolved by resolution of the Committee or when the purpose for which it was created comes to an end, whereupon any accounts with financial institutions shall be closed and any balances transferred to the Treasurer.

Procedure at Meetings

- 16.**(1) On any question arising at a general meeting or of the Committee or of a sub-committee each member entitled to vote thereat, including the chairman, has one vote only.
- (2) Notwithstanding sub-clause (1), in the case of an equality of votes, the chairman has a second or casting vote.
- (3) Questions arising may be determined on voices, or if demanded by a member or at the discretion of the chairman, on a show of hands.

- (4) A declaration by the chairman that a resolution has been lost or carried unanimously or by a particular majority together with an entry to that effect in the minutes of that meeting is evidence of that fact unless a poll is demanded on or before that declaration.

Disclosure of Interests

- 17.** (1) If a member of the Committee or of a sub-committee has a direct or indirect pecuniary interest in a matter considered, or about to be considered, at a meeting of the Committee or sub-committee, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest and that disclosure is to be recorded in the minutes of that meeting.
- (2) A member who has disclosed an interest under sub-clause (1) may, by a resolution of the other members present, be required to leave the meeting for the period of time that the matter in which the member has disclosed an interest is considered.
- (3) No member of the Committee or a sub-committee as referred to in sub-clause (1) shall vote as a member thereof in respect of such matter.

Membership of the Club

18. Membership of the Club shall be in accordance with the following categories:

- (a) Member – to be eligible a person shall support the objects of the Club.
- (b) Family Member – a partner or child of a Member.
- (c) Life Member – a member on whom membership for life has been bestowed by the Club on recommendation of the Committee.
- (d) Honorary Member – a title conferred on a person, for a specific duration only, at the discretion of the Committee.
- (e) Temporary Member – a member who has joined for a short period, under conditions specified by the Committee.

19.(1) A nomination of a person for membership of the Club (other than Temporary membership) shall be:

- (a) made in writing showing the name of the person being nominated (and partner/children if joint nomination), place of residence, and addresses or numbers for purposes of postal, telephone and electronic communications;
- (b) signed by a member of the Club;
- (c) accompanied by the written consent of the person nominated;
- (d) submitted together with the applicable nomination fee and/or subscription; and
- (e) lodged with the Membership Officer of the Club.

(2) Life membership may be awarded to any person who the members believe has given outstanding service to the Club. Life members:

- (a) Must receive the support of three quarters of the committee for their nomination to proceed;
- (b) May only be appointed at the Annual General Meeting or a Special General Meeting; and
- (c) Will be consulted for their views on further nominations for Life membership.

20. The Committee may refuse any application for any type of membership without assigning a reason.

21.(1) Upon a nomination being approved by the Committee, the Membership Officer shall notify the nominee in writing of the approval for membership of the Club and, upon receipt of the relevant subscription and any applicable nomination fee, shall enter the nominee's name and other related details in the register of members, whereupon the nominee becomes a member of the Club.

(2) Thereafter members shall be responsible for advising the Membership Officer of changes of their particulars including name, place of residence, and addresses or numbers for postal, telephone and electronic communications.

- 22.** Nomination fees for memberships, initial subscriptions on approval of memberships, and subsequent annual subscriptions, shall be determined by the Committee and may vary for different membership categories and memberships of individuals and memberships jointly with partners, provided always that no subscriptions or nomination fees shall apply to an Honorary Member or a Life Member.
- 23.** Subject to Clauses 12(1), 18(1)(d) and 31(1), all members shall have equal rights conferred upon them by their membership of the Club irrespective of their membership category.
- 24.** A right, privilege or obligation of a person by virtue of membership of the Club, is not capable of being transferred to another person, and terminates upon the cessation of membership.
- 25.** (1) Any member whose annual subscription is not paid within one month of the due date for payment, shall cease to be a member.
- (2) If the former member wishes to be re-admitted to the Club, the provisions of this Constitution relating to admission of new members shall apply.
- (3) The Committee may at its discretion waive the provisions of sub-clauses (1) and (2) upon payment in full by that member of the outstanding membership fees within two months of the due date for payment.
- 26.** A member may at any time resign in writing from the Club.

Expulsion of Members

- 27.** (1) The Committee may expel a member from the Club, if in the opinion of the Committee the member is guilty of conduct detrimental to the interests of the Club.
- (2) If the Committee expels a member of the Club, the Secretary, without undue delay, is to cause to be served on the member a notice in writing:
- (a) stating that the Committee has expelled the member; and
- (b) specifying grounds for the expulsion; and
- (c) informing the member of a right to appeal, under Clause 28, against the expulsion.
- (3) The expulsion of a member under sub-clause (1) does not take effect until whichever of the following is the later date:
- (a) the expiration of 14 days after the service on the member of a notice under sub-clause (2);
- (b) if the member exercises the right of appeal under Clause 28, the conclusion of the special general meeting convened to hear the appeal.
- 28.** (1) A member may appeal against an expulsion under Clause 27 by delivering or sending by post to the Secretary of the Club, within 14 days after the service of a notice under Clause 27, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of the requisition:
- (a) the Secretary is to immediately notify the Committee of its receipt; and
- (b) the Committee is to cause a special general meeting to be held within 21 days after the date on which the requisition is received.
- (3) At the special general meeting convened for the purpose of this Clause:
- (a) no business other than the question of the expulsion is to be transacted;
- (b) the Committee shall place before the meeting details of the grounds for the expulsion and the Committee's reasons for the expulsion;
- (c) the expelled member is to be given an opportunity to be heard at the meeting but shall not vote;
- (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed;
- (e) if the majority of members present vote in favour of lifting the expulsion it shall be lifted and the member is entitled to continue as a member; but

- (f) if the majority of members present vote in favour of confirming the expulsion the expelled member ceases to be a member of the Club.

General Meetings and Voting

- 29.** (1) A reference to 'general meeting' includes the Annual General Meeting.
- (2) No general meeting shall be held unless three of the following are present: President; Vice President; Club Captain; Secretary; Treasurer; and a quorum of 15 members entitled to vote is present.
- (3) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (4) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 30.** The President, or in the absence of the President, the Vice President, shall preside as Chairman at every general meeting of the Club.
- 31.** Only Members, Family Members, and Life Members are eligible to vote at general meetings.
- 32.** Proxy voting is acceptable in any motion put to a general meeting, provided that the person or persons purporting to have such votes recorded shall first satisfy the meeting that:
- (a) they have a signed authority from the absent member; and
- (b) the absent member is unable by reason of distance or other relevant circumstance to attend, and provided always that proxy voting is prohibited for the purposes of voting upon special resolutions.
- 33.** Notice of general meetings setting forth the date, place and time of any such meeting, together with an agenda, shall be provided to members at least 14 days prior to the date of the holding of the meeting.

Annual General Meetings

- 34.** (1) The Club is to hold an Annual General Meeting each year on any day during the month of January, February or March that the Committee determines.
- (2) The ordinary business of the Annual General Meeting is to:
- (a) confirm the minutes of the last preceding Annual General Meeting and any other general meeting held since that Meeting;
- (b) receive from the Committee and auditor of the Club reports on the transactions and financial position of the Club during the last preceding financial year;
- (c) elect the Officers and General Committee members of the Club;
- (d) appoint the auditor for the ensuing financial year; and
- (e) appoint the Public Officer for the ensuing year.
- (3) The Annual General Meeting may transact special business particulars of which have been included in the agenda supplied to members together with the notice of the Annual General Meeting.

Special General Meetings

- 35.** (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The Committee shall, on the requisition in writing of no fewer than ten members, convene a Special General Meeting of the Club, provided that:
- (a) such requisition states the objects of the meeting, is signed by the requisitionists, and is deposited with the Secretary;
- (b) if the Committee does not cause a Special General Meeting to be held within twenty-one days from the date of the depositing of such a requisition, the requisitionists or

any of them may convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit of the requisition

- (3) A Special General Meeting held in accordance with sub-clause (2)(b) shall be convened in the same manner, as nearly as possible, as that in which such meetings are convened by the Committee.
- (4) No Special General Meeting shall be held unless a quorum of 15 members entitled to vote, or two-thirds of the Club membership (whichever is less) is present.

Income and Property of the Club

- 36.** (1) The Income and Property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club in accordance with Clause 3 and no portion thereof shall be paid directly or indirectly to any member of the Club except by way of:
- (a) remuneration in return for services actually rendered to the Club, or for goods supplied to the Club by the servant or member in the ordinary course of business;
 - (b) interest at the rate not exceeding 7.25% on monies lent to the Club by the servant or member; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Club by the servant or member.
- (2) The Club shall not appoint a person who is a member of the Committee to an office in the gift of the Club for which there is payable any remuneration by way of salary, fees or allowance, or pay to any such person any remuneration or other benefit, other than repayment of out-of-pocket expenses.
- 37.** Upon the winding up of the Club no member shall by reason only of membership of the Club accept, receive or be entitled to any share in whole or part of the assets of the Club, and any surplus assets shall be distributed to one or more incorporated organisations having similar objects to the Club and whose rules prohibit the distribution of property and payment of income to members.

Finance and Accounts

- 38.** The financial year of the Club is the period beginning on the 1st day of January and ending on the 31st day of December.
- 39.** (1) The Committee may cause to be opened such account or accounts, in the name of the Club, with any financial institution that is a bank, a credit union, a building society or similar, as it determines.
- (2) The Treasurer of the Club shall cause any monies received by the Club to be deposited, as soon as is practicable, into an account operated by the Club. Provided that any monies received by a sub-committee or a Group shall be deposited by the treasurer of such sub-committee or Group into an account opened by the Club for purposes of receiving such monies.
- (3) The Committee shall appoint the Club Treasurer who together with one or more members of the Committee, or any sub-committee or Group, may authorise payments and other withdrawals from any account of the Club either by:
- (a) signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; or
 - (b) accessing computerised systems that allow the balances and transactions of accounts in the name of the Club to be viewed and can be used to give effect to electronic transfers of funds out of, or between, those accounts.
- (4) Any payment or withdrawals under sub-clause (3) shall be authorised by at least two of the appointed members.
- 40.** (1) True accounts are to be kept of:
- (a) all monies received and expended by the Club and the matter in respect of which the receipt or expenditure takes place, and

- (b) the assets and liabilities of the Club.
- (2) The accounts are to be open to inspection by members of the Club subject to any reasonable restrictions as to the time and manner of inspecting the Committee may impose.
- (3) The Treasurer shall cause all general records and accounting records of receipts and expenditure connected with the operations and business of the Club, to be kept in the form and manner as the Committee directs and those records shall be stored at such place as the Committee determines.
- (4) The Treasurer shall provide every meeting of the Committee with a report on the financial activity and the financial position of the Club in such form as the Committee directs.
- (5) After the end of each financial year the Treasurer shall cause to be prepared from the accounts an annual financial report including statements of the Club's income and expenditure during the year and its financial position as at the end of that year. The financial report shall include notes explaining the basis of preparation of the statements and, where appropriate, providing further information on certain disclosures in the statements.
- (6) The annual financial report prepared in accordance with sub-clause (5) shall be presented to members of the Club at the Annual General Meeting following the end of the financial year to which the report relates.
- 41.**(1) Except as expressly authorised by resolution of the Committee, no member of the Club shall have any power to contract on behalf of, or pledge the credit of the Club or the members of the Club.
- (2) The Committee has no power to contract on behalf of, or pledge the credit of, the Club or the members of the Club beyond the amount of the Club's monetary assets, without a resolution passed by a two-thirds majority of all members voting at a general meeting of the Club.

Auditor and Audit of Accounts

- 42.**(1) At each Annual General Meeting the members present are to appoint a person as auditor of the Club and that auditor is to hold office until the next Annual General Meeting and be eligible for reappointment.
- (2) The auditor may only be removed from office by special resolution.
- (3) If an auditor is not appointed at an Annual General Meeting, or a casual vacancy occurs in the office of auditor, the Committee is to appoint an auditor for the current financial year.
- 43.**(1) The auditor is to examine the accounts of the Club for the financial year and may:
- (a) have access to the Club's accounts, books, records, vouchers and other documents whether in written or electronic form;
- (b) require from any member of the Committee, Sub-Committee or Group Committee, and any servants of the Club, any information and explanations considered necessary for the performance of the auditor's duties; and
- (c) employ persons to assist in auditing the accounts of the Club.
- (2) Upon completion of the audit, the auditor is to issue to the members of the Club a written report as to whether in the auditor's opinion the annual financial report including statements of the Club's income and expenditure during the year and its financial position as at the end of that year, together with any notes thereto, fairly present the financial transactions during the year and financial position at the end of that year.
- (3) The auditor's report may include other matters relating to the audit and shall be provided to members of the Club, together with the annual financial report for the financial year, at the next Annual General Meeting following the end of that financial year.

Groups

- 44.** A Group is an administrative unit of the Club, set up for a specified area to promote the Club and recruit new members and to provide, where possible and appropriate:
- (a) social and sporting events to members in that area; and
 - (b) contact and support for local meetings of members in that area.
- 45.** (1) The Committee may form or abolish one (or more) Groups after recommending to, and receiving approval from, a general meeting of the Club.
- (2) Each Group shall be administered by a committee, which shall be called the (area) Group Committee and which may consist of a Chairman, a Secretary, a Treasurer, and four General Committee Members.
 - (3) Each Group Committee shall be elected initially at a meeting of members in the area and subsequently at annual area meetings.
 - (4) Each Group Committee shall from time to time appoint a Group member to be the Group's representative on the Committee.
 - (5) Group Committees shall act in accordance with any lawful requirements of the Committee.
- 46.** (1) All members who reside in an area as defined by the Committee and administered by a Group shall be members of that Group.
- (2) Membership of a Group shall not prejudice in any way an individual's rights as a member of the Club.
- 47.** (1) Area meetings of Group members may be called at the discretion of a Group Committee by giving at least two weeks notice of such meetings to members of the Group.
- (2) A quorum for area meetings is 10 members entitled to vote attending from the area of the Group.
 - (3) Members who are not members of a particular Group may attend and speak at that Group's area meeting but may not vote.
- 48.** Clauses 7 to 12 relating to the Committee shall, as far as they are relevant, apply to a Group Committee.
- 49.** If required to meet the purposes for which a Group is established, the Committee may cause to be opened a bank account in accordance with clause 39 and such bank account shall be operated subject to that clause. Provided that any payment in excess of \$500 shall be subject to being first passed for payment at a meeting of the Committee.
- 50.** A Group may set aside funds by way of a deposit in a separate bank account or making an investment for purposes of:
- (a) establishing a Group Building Fund for the purchase, building, or otherwise acquiring and equipping of clubrooms or facilities in the area administered by the Group for the benefit of all members of the Club, or
 - (b) if recommended by the relevant Group Committee, for use by the Club in such manner as may be recommended by that Group and approved by the Committee.
- 51.** Each Group Committee shall provide every monthly Committee meeting with a report, including a financial report where appropriate, on the activities of the Group.
- 52.** Groups may receive an annual grant from the Club together with advice as to the conditions, if any, as to the purpose of the grant.
- 53.** All books, records, accounts and other such records shall be forwarded to the Club Treasurer upon demand, and shall be forwarded to the Club Treasurer immediately at the end of each financial year for the purpose of auditing thereof.

Seal of Club

- 54.** (1) The seal of the Club is to be in the form of a rubber stamp, inscribed with the name of the Club encircling the word "Seal".
- (2) The seal of the Club is not to be affixed to any instrument except by the authority of the Committee.
- (3) The Affixing of the seal is to be attested by the signatures of
- (a) two members of the Committee; or
 - (b) one member of the Committee and any other person the Committee may appoint for that purpose.

Office of the Club

- 55.** The office of the Club is to be at such place as the Committee determines.

General

- 56.** A member is deemed to have sufficient notice of a document which is given to the member personally, or forwarded to the member by pre-paid mail, or sent electronically by facsimile or by e-mail, in each case in accordance with such details relevant to the member as are recorded in the register of members, and the document is deemed to have been received by the member on the second business day next following the day of posting or electronic sending, respectively.
- 57.** (1) Any member competing in, viewing or assisting in the organisation of any motoring competition, shall do so at the member's own risk, and the member shall indemnify the Club against all actions, claims, costs and demands in respect of any damage to the member's vehicles and injuries to the member's person.
- (2) Such undertakings by each Club member shall be implied in the application for membership as forming part of the offer of membership to the club by each prospective member or applicant.
- 58.** The Committee may present, or invite any other person to present, a trophy or trophies for any motoring event or series of events or for any other purpose connected with the Club.
- 59.** The method of scoring points for any annual trophy shall be decided by the Committee.
- 60.** This Constitution may be amended by a special resolution passed by a majority of no less than three-quarters of members of the Club, entitled under this Constitution to vote, as may be present in person at a general meeting of which notice specifying the proposed changes to the Constitution by a special resolution was given in accordance with this Constitution.