

Annexure A

CONSTITUTION

OF THE

**VOLVO CAR CLUB OF SOUTH AUSTRALIA
INCORPORATED**

INCORPORATION DATE: 16 JUNE 1983

INCORPORATION No: A0008591J

ADOPTED: 11TH JULY 2014

This is the Annexure marked 'A' referred to in the statutory declaration of **Ronald Badcock**
made before me on the _____ day of _____, 2014.

(Justice of the Peace Signature)

1. NAME

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

2. DEFINITIONS

'the Act' means the *Associations Incorporation Act 1985 (SA)* as amended.

'constitution' means the rules of the association as set out in this document.

'committee' means the committee of management of the association.

'general meeting' means a general meeting of members of the association convened in accordance with the constitution.

'member' means a member of the association.

'natural person' means a real living human being, as opposed to a legal group or other entity.

Within this constitution, any words importing or signifying males only shall extend to and include females and the singular shall include the plural or vice versa.

3. OBJECTS

The objects of the association are:

- (a) To promote the highest standards of courtesy and safety on the roads.
- (b) To promote enjoyment and sharing of goodwill and fellowship amongst association members.
- (c) To arrange and provide social activities for the members.
- (d) To promote interest in the Volvo marque and the maintenance of the highest standards of operation and performance by sharing and exchanging information.
- (e) To encourage the participation of members in all forms of motoring and to co-operate with similar clubs throughout Australia and the World.

4. POWERS OF THE ASSOCIATION

The powers of the association are ***subject to Clause 25 of the Act*** and the following rules:

- (a) To purchase, hire, make or provide and maintain all kinds of vehicles, furniture, implements, tools, machinery, books, papers, periodicals and stationery and all other things required or which may be deemed necessary or convenient for any of the purposes of the association.
- (b) To purchase, take on lease, or exchange, hire, or otherwise acquire any real and personal property, which may be deemed necessary or convenient for any of the purposes of the association.
- (c) To construct, maintain or alter any buildings or works necessary or convenient for any of the purposes of the association.
- (d) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the association.
- (e) To borrow, raise or secure the payment of funds in any such manner as the association shall think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charged upon all or any part of the association's property and to purchase, redeem or pay off any such securities.
- (f) To invest any funds of the association not immediately required for any of its objects in such manner as may from time to time be determined.
- (g) To hire and employ managers, clerks, and workmen and to pay them and other persons for services rendered to the association, salaries, wages, and gratuities.
- (h) To make, draw, accept, endorse, execute and issue bills of exchange, debenture and other negotiable or transferable instruments.
- (i) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the association whether by way of donations, sponsorships, subscriptions or otherwise.
- (k) To do all such other lawful things as the association may from time to time think incidental or conducive to the attainment of the objects of the association.
- (l) The funds and property of the association whencesoever derived shall be applied solely towards the promotion of the objects of the association as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividends or bonus or otherwise howsoever by way of profit to any member of the association.
- (m) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the association or any other person whether a member of the association or not for the carrying out or giving effect to any of the objects comprised or referred to in Clause 3 of this constitution.

5. MEMBERSHIP

5.1. TYPES

There shall be four types of membership:

(1) Full membership – with three subcategories as follows:

- Family – possesses a Volvo car(s), and includes the member's immediate family;
- Single – possesses a Volvo car(s), and includes the member only; and
- Non-Volvo (Family and Single) – a member who joins the association with another make of vehicle.

The committee shall consider, approve or reject each application for Full membership.

(2) Temporary membership - shall be available for the purpose of participating in one or more particular events, or other specified period. The committee shall consider, approve or reject each application for Temporary membership.

(3) Honorary membership - shall be available to any persons who have been recommended by the committee for a specified period. Such membership shall be approved or rejected by any general or special meeting of members.

(4) Life membership - shall be available only to members who have rendered special services to the association, have been recommended by the Committee, and endorsed by no less than 4/5ths of members present at an annual general meeting or other special meeting convened for this purpose.

5.2. SUBSCRIPTIONS

- (a) The subscription fees for membership types shall be such sum as members shall determine from time to time at an annual general meeting.
- (b) All new members shall be liable for a joining fee.
- (c) All members other than life, honorary shall be liable to pay subscription fees annually.
- (d) All memberships cease at the conclusion of the annual general meeting each year.
- (e) In the case of a new member the first annual subscription and/or other fees pertaining to their membership shall become due and payable on a date 10 days after the date on which the new member is notified of the acceptance of their application. The committee may determine the amount of this first annual subscription.
- (f) Any member who shall fail to pay their joining fee and/or annual subscription and/or other fees pertaining to their membership within two months of the same becoming due 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 decides appropriate.

5.3. RESIGNATIONS

- (a) A member may retire from membership at any time by giving written notice to the Secretary. Any member who resigns through his own volition or whose membership is cancelled will not be entitled to any refund or to participate in any of the association's activities.

5.4. BREACHES OF CONDUCT / EXPULSION OF A MEMBER

- (a) If after due enquiry by the committee, a member is found to have behaved in a manner prejudicial to the best interests of the association, that member along with the committee shall be invited to put their case to special general meeting of the association members who shall adjudicate on the matter by simple majority. The decision of this meeting shall be final.

5.5. REGISTER OF MEMBERS

- (a) A register of members must be kept and contain:
- 1) the name and address of each member;
 - 2) the date on which each member was admitted to the association;
 - 3) the date of and reason(s) for termination of membership (if applicable).

6. THE COMMITTEE

6.1. POWERS AND DUTIES

- (a) The affairs of the association shall be managed and controlled by a committee 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 objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- (b) The Committee shall have the power to make arrangements for all outings and events.
- (c) The committee has the management and control of the funds and other property of the association. All cheques drawn on the association's bank account shall be signed by any two of the President, Vice President, Secretary, Treasurer and Club Captain.
- (d) The Treasurer shall receive all funds for the association, issue receipts for the same and account to the committee for expenditure. All payments shall be recorded.
- (e) 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.

6.2. APPOINTMENT

- (a) The committee which shall be composed of a President, Vice President, Secretary, Treasurer, and Club Captain.
- (b) A committee member shall be a Full member of the association and a natural person.
- (c) At the annual general meeting of the association all members of the committee shall retire but shall be eligible for re-election without nomination. Any two members may propose a member as a candidate for the committee from the floor of the meeting.
- (d) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- (e) Should the President or Vice President lose his eligibility to be a Full member he may continue until either the next annual general meeting, or a special meeting convened for this purpose.
- (f) If any committee member is absent for more than three consecutive meetings without leave, that member is liable to removal from office by vote of the remainder of the committee. Acceptance of an apology shall be deemed a grant of such leave.
- (g) The office of a committee member shall also become vacant if the committee member is disqualified from being a committee member by the Act, expelled as a member under these rules, or permanently incapacitated by ill health.

6.3. PROCEEDINGS OF COMMITTEE

- (a) The committee shall meet as it sees fit to transact the business of the association. The President or in his absence some other member of the committee shall take the chair at all meetings.
- (b) All questions shall be decided by a simple majority of votes. In the case of equality of votes the President shall have a second or casting vote.
- (c) Three members of the Committee shall form a quorum.
- (d) A member of the committee 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 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 association.

6.4. PUBLIC OFFICER

- (a) The association at its annual general meeting shall appoint a Public Officer.
- (b) The public officer need not be a member of the association and may be appointed for such term and upon such conditions as the committee decides is appropriate.
- (c) The public officer shall be a natural person of at least 18 years of age and reside in the State of South Australia.
- (d) The office of the public officer shall become vacant if the person holding the office dies, becomes bankrupt, applies to the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his creditor, becomes of unsound mind, resigns his office by writing under his hand addressed to the committee of the association, giving three months notice of his intention, if his tenure of office is terminated by the effluxion of time pursuant to his agreement with the association, or if his appointment is terminated by the Committee.
- (e) The duties of the public officer shall be those defined by the provisions of the Act as amended relating to the office of public officer.

7. THE SEAL

- (a) The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall be in the custody of the Committee at all times.
- (b) The seal shall not be affixed to any instrument except by authority of a resolution of the committee and in the presence of any two of the President, the Vice-President, or the Secretary, Treasurer, and the witnesses as aforesaid shall sign every instrument to which the seal is so affixed in their presence.
- (c) Every use of the seal shall be recorded in the minute book of the association.

8. GENERAL MEETINGS

8.1. ANNUAL GENERAL MEETING

- (a) The committee shall call an annual general meeting of the association to be held no later than the 31st day of August in each year and otherwise upon a date, time and place to be fixed by the committee for this purpose.
- (b) The order of business at the meeting shall be (but not limited to):
 - 1) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 2) the consideration of the accounts and reports of the committee and the auditor's report (if required);
 - 3) the election of committee members;
 - 4) the appointment of auditors (if required);
 - 5) any other business requiring consideration by the association in general meeting.

8.2. SPECIAL GENERAL MEETING

- (a) The committee may at any time for any special purpose call a special general meeting
- (b) The committee shall within one calendar month call a special general meeting upon receiving a requisition in writing from any **ten or more** members stating the purpose for which the meeting is required. The requisition must be signed by all of the relevant members.

8.3. NOTICE OF GENERAL MEETING

- (a) Notice of an annual general meeting, specifying the agenda, date, time and place of the meeting shall be given not less than fourteen (14) days before the date of such meeting.
- (b) Notice of a special general meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of such meeting.
- (c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See clause 5.5.)

8.4. PROCEEDINGS AT GENERAL MEETINGS

- (a) The quorum at all general meetings, special general meetings and the annual general meetings shall be not less than 15% of the financial members of the association present personally or by proxy.
- (b) If within 30 minutes after the time appointed for a general meeting a quorum of members is not present, the meeting shall lapse.
- (c) If within 30 minutes after the time appointed for an annual or special general 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 a time and place to be fixed by the committee, 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.
- (d) Subject to clause 8.4(e), the President shall preside as chairperson at all general meetings of the association.
- (e) If the President is not present within **ten** 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 another committee member or one of their own number to be the chairperson of that meeting.

8.5. VOTING AT GENERAL MEETINGS

- (a) Financial Full and Life members shall be eligible to vote on any motion, with the following weighting:
 - Family Membership - 2 votes;
 - Single Membership - 1 vote; and
 - Non-Volvo Membership - 1 vote.
- (b) Temporary and Honorary members have no voting rights.
- (c) Voting at an annual general or special meeting shall be by show of hands but when demanded by 25% or more of members present by secret ballot (or poll).
- (d) Proxy votes (if allowed) must be in writing.

8.6. POLL AT GENERAL MEETINGS

- (a) If a poll is demanded by 25% or more of members present, 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.
- (b) 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.

8.7. SPECIAL AND ORDINARY RESOLUTIONS

- (a) A special resolution is a resolution passed at a duly convened meeting of the members of the association if:
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8. PROXIES

- (a) A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. MINUTES

- (a) 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.
- (b) 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 a subsequent meeting.
- (c) 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.
- (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 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

- (a) The committee shall have the power to deal with any protest, appeal or dispute or other complaint arising from or pertaining to any association function, meeting or other association related matter.
- (b) Clause 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

11. FINANCIAL REPORTING

11.1. FINANCIAL YEAR

- (a) The financial year of the association shall end on the **31st day of May** in each year.

11.2. ACCOUNTS TO BE KEPT

- (a) 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.
- (b) All such accounting records referred to in 11.2(a) must be retained by the association for seven (7) years after completion of the transactions to which they relate.

11.3. ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

- (a) After the end of the financial year and before the annual general meeting the accounts of the association shall be audited (if required) by an auditor appointed at the preceding annual general meeting.
- (b) The accounts, together with the auditor's report (if obtained), the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- (a) The income and capital of the association 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 association.

13. DISSOLUTION

- (a) Subject to provisions of the Act, the association shall not be dissolved without the consent of 4/5ths of the financial members present at a special general meeting called for the purpose. Notice in writing must be sent to the members at their last known address twenty one (21) clear days prior to such meeting.

14. APPLICATION OF SURPLUS ASSETS

- (a) If upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever ('surplus assets' as defined in the Act) the same shall not be paid to or distributed amongst the members of the association (section 43 of the Act), but shall be given or transferred to one or more clubs, associations, societies, institutions or companies whose objects are similar to the objects of this association, and which shall prohibit the distribution of its or their income and property amongst its or their members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. AMENDMENT OF CONSTITUTION

- (a) The constitution may be added to, repealed or amended at any annual general meeting or special general meeting which has been convened for this purpose.
- (b) Notice of such intention to amend the constitution shall be given to members at least twenty one (21) days before the meeting. A resolution for such purpose shall require a majority of at least **two-thirds** of the members voting thereon.
- (c) Any alteration to the constitution resolved by the membership must be registered with the relevant government agency within one calendar month of date of the resolution.

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