

MG CAR CLUB OF S.A. INCORPORATED - RULES 2009

1 NAME

The name of the Association shall be the MG CAR CLUB OF S.A. INCORPORATED.

2 SITUATION

The Association is situated at 93 Chief St., Brompton, in the State of South Australia

3 OBJECTIVES

The objectives of the Association are:-

- (a) To promote the sport and pastime of motoring in all its branches, and in particular, to further the interests of owners and drivers of MG Cars.
- (b) To foster their restoration, preservation and maintenance of MG Cars and to encourage the display and use.
- (c) To promote, organise and hold motor-car race meetings, competition, gymkhanas, reliability trials, speed trials, speed hill climbs and other similar events, whether athletic, motoring or otherwise; to offer prizes and awards in respect thereof, and to make such arrangements as may be determined for any such purpose.
- (d) To extend to owners and drivers of MG Cars, and their friends, and to all persons interested in motoring, the hospitality, privileges and conveniences enjoyed in connection with a Club.

4 MEMBERSHIP OF THE ASSOCIATION

The various types of Memberships detailed herein are intended to reflect the objectives of the Association, and ensure that each Member is able to fully participate in the various activities of the Club.

(a) General Membership rules.

- (i) The Committee shall use its best endeavours to ensure that seventy (70) per cent of Ordinary Membership is comprised of owners of MG cars.
- (ii) The Committee shall be empowered to determine the limit of Membership of the Association.
- (iii) Each Member shall pay an annual membership subscription, which shall be due on the first day of January in each year, which shall entitle any person as aforesaid on payment thereof to be an Ordinary Member of the Association up to the last day of December in each year following the payment of such subscription.
- (iv) Such subscription shall be determined from time to time by an Annual General Meeting or Special General Meeting called for the purpose. At such Annual General Meeting or Special General Meeting, voting will be subject to the provisions of Clause 9 of these Rules.

(b) Ordinary Members.

Upon election in accordance with these Rules a person is entitled to become an Ordinary Member of the Association. An Ordinary Member is entitled to all the rights and privileges of Membership including a single vote at any properly constituted meeting of the Association.

(c) Spouse, Partner or Dependant Members

- (i) A Spouse, Partner or Dependant(s) of an Ordinary Member may seek Ordinary Membership of the Association in accordance with the rules.
- (ii) A Spouse, Partner or Dependant Member must occupy the same registered address as the concordant Ordinary Member during the period of Membership.
- (iii) Upon election the Spouse, Partner or Dependant(s) is/are entitled to the same privileges and benefits including full individual voting rights as the concordant Ordinary Member

(d) Honorary Members

The committee may, at its discretion elect, as an Honorary Member of the Association, any person deemed to have rendered valuable service to the Club. Such election can be at any time for a period of up to one year. Such Honorary Members shall have no voting powers in General Meeting, nor shall they have any claim upon the Association or upon its property.

(e) Life Members

- (i) Any person in good standing who has rendered meritorious service to the Association may be made a Life Member of the Association.
- (ii) Any financial Ordinary or existing Life Member of the Association may make a nomination in writing with supporting reasons to the President of any person who they may consider merits the award of Life Membership. Any such nomination must be supported by at least 5 other financial Ordinary Members.
- (iii) The bestowing of Life Membership shall be at the discretion of a Special (Life Member) Committee consisting of the current President and three Past Presidents and three current Committee Members elected by the Executive Committee, who shall meet in camera for the purpose of discussion of such Life Membership. Any such nomination for Life Membership must be accepted by a majority of two thirds of the total Membership of this Special (Life Member) Committee.
- (iv) Subject to the approval of the nominated Ordinary Member the President shall advise the Executive Committee and arrange for a suitable award ceremony.
- (v) In the event that a nomination is rejected by the Special (Life Member) Committee the President shall be responsible for advising the original nominator. At the discretion of the President no reasons or explanation may be given for the decision.
- (vi) A Life Member is considered as a financial Member and has full voting rights at any properly constituted meeting of the Association and is entitled to all benefits and privileges of an Ordinary Member except that no call will be made for annual subscriptions.

(f) Temporary Honorary Members

- (i). A Member of an affiliated or other recognised Car Club being a visitor to this State may be admitted as a Temporary Honorary Member of the Association for a period not exceeding one month by the Honorary Treasurer or Secretary and one other Member of the Committee. Such Membership may be cancelled at any time by the Committee.
- (ii) Competitors of an affiliated or recognised Car Club in competition with Members of the Association may be admitted as Temporary Honorary Members of the Association for the day of the competition, as may officials of such affiliated or recognised Car Club.
- (iii) The name of the Temporary Honorary Member and the name of the Car Club of which the Temporary Honorary Member is a Member shall be recorded in a book designated "Temporary Honorary Members".
- (iv) Temporary Honorary Members shall not be liable to pay an Entrance Fee or Subscription, and shall enjoy all the privileges of Ordinary Members except that they shall not be entitled to vote on any issue, or to receive any notice required to be given to Ordinary Members of the Association. Temporary Honorary Members shall not introduce visitors to the Club.

(g) Visitors to the Clubrooms of the Association

- (i) No visitor shall be supplied with liquor on the premises unless accompanied by a Financial Member of the Association.

5. ELECTION OF ORDINARY MEMBERS TO THE ASSOCIATION

- (a) Any person desiring for the first time to become an Ordinary Member of the Association shall submit an application on the specified nomination form and be proposed and seconded by financial Members of the Association. Notice of such application shall be posted on the Club Notice Board for a period of 14 days before it is considered by the Committee.
- (b) Each application shall be accompanied by an entrance fee. Such entrance fee shall be determined from time to time by an Annual General Meeting or Special Meeting called for the purpose. At such Annual General Meeting or Special Meeting voting will be subject to the provision of Clause 9 of these Rules.
- (c) At the meeting of the Committee, the application shall be accepted or rejected by a majority of Members present. If accepted, a year's or half year's subscription (as the case may be) must be paid. Should an application be rejected, then any monies paid by the applicant shall be returned forthwith.
- (d) Each new membership must be considered with reference to Membership Rule 4 (a) (i) herein.
- (e) Any SPD member wishing to convert to an ordinary member may do so without payment of an entrance fee providing that they are a fully paid SPD member at the time of application.
- (f) A Son/Daughter or Grand-son/Grand-daughter of any full financial Ordinary Member or existing Life Member of the Association may seek Ordinary Membership of the Association without payment of an entrance fee regardless of their residential address.

6 RESIGNATION OF MEMBERS

- (a) Any person whose subscription is not in arrears may resign his/her Membership by giving notice in writing to the Secretary Upon cessation of Membership there shall be no claim upon the Association or its property.
- (b) Any Member whose subscription remains unpaid after 60 days after due date of payment shall be notified by the Secretary that if payment thereof be not made within 14 days of receipt of notice, he/she shall be deemed to have resigned, and on no account be permitted to hold office, vote or compete in any of the Association competitions, or otherwise be entitled to hold any of the privileges of Membership. Such Members may, however, with the approval of the Committee, be reinstated: varying of due entrance fees and conditions shall be at the discretion of the Committee.
- (c) In the event that an Ordinary Member resigns from the Association, any Spouse, Partner, or Dependant Members are also deemed to have resigned and should they desire to retain their Membership, those Members should nominate one of their number to become the Ordinary Member for that group.

7. EXPULSION OF MEMBERS

- (a) If the conduct of any Member(s) shall, in the opinion of the Committee, or any Member reporting such conduct to the Committee, be injurious to the character or interest of the Association or its Members, the Secretary shall call a meeting of the Committee to consider such conduct,, and to communicate with such Member(s) as may be relevant, and shall invite the said Member(s) to attend such meeting, giving them the opportunity of explaining the said conduct or withdrawing from the Association.
- (b) If a two-thirds majority of the Committee vote for expulsion, the Member(s) shall be expelled.
- (c) Any Member(s) so expelled shall have the right of appeal to a Special General Meeting to be summoned within twenty-one days of such expulsion, when a majority of those present and voting shall be required to confirm the expulsion. If the expulsion be not confirmed the Member(s) shall be reinstated. If the expulsion is confirmed, and such Member(s) at a later date wishes to be reinstated then the provision of Clause 5 hereof with regard to the reduced subscription shall not be applicable.

8 COLOURS AND BADGES

- (a) Association colours

The Association colours shall be Brown, Cream, Green and Chrome,

- (b) Association badges

Car and other badges of the Association and the MG Car Club (UK) shall be made available to each Member on joining the Association. The badge of the Association shall be Brown, Cream, Green and Chrome. Car badges and other articles bearing the Association crest, and that of the MG Car Club (UK), shall be available only to Members. The price of such badges, etc, shall be fixed by the Committee from time to time, as found requisite.

9 MEETINGS OF THE ASSOCIATION

- (a) The Annual General Meeting of the Members of the Association shall be held in the second week of March in each year, or if such being impossible or inconvenient then at such time as the Committee shall determine.
- (b) Such meetings shall be convened by notice at least fourteen days prior to the date for the holding of such meeting and setting out the purposes for which the meeting has been called.
- (c) A Special General Meeting of the Members of the Association shall be convened in the same manner, and this notice shall contain a statement setting forth the purposes for which such meeting is called.
- (d) A Special General Meeting may be called on receipt by the Secretary of a requisition signed by not less than six Members provided such requisition contains a statement setting forth the business for which such Special General Meeting is desired.
- (e) A monthly meeting of the Members of the Association shall be held on the second Tuesday of each Calendar month.
- (f) The President shall chair all meetings of the Association duly convened as aforesaid at which he/she is present. In the event of his/her absence refer to clause 16 (d).
- (g) The President (if presiding) or other Member so appointed to preside shall have a deliberative and a casting vote.
- (h) No Member shall be entitled to vote at any monthly, annual or special meeting unless such Member is a financial Member of the Association. No proxies shall be allowed at any meeting.
- (i) 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.
- (j) Accidental omission to give any notice as herein before required to any of the Members shall not invalidate any resolution passed at a meeting held pursuant to such notice.
- (k) A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.
- (l) Where a given number of day's notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided be counted in such number of days or other period.
- (m) At each monthly, annual or special meeting eleven Members shall form a quorum. In the event of no quorum being present at any meeting the President shall adjourn such meeting to a time and place to be decided by such President.

10 FUNDS OF THE ASSOCIATION

(a) Non Profit Clause

The income and property of the Association whatsoever derived shall be applied towards the objects of the Association as herein set forth. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or other person in return for any services actually rendered to the Association, or actual expenses incurred, nor prevent payment of interest on any monies borrowed from any Member of the Association.

(b) Dissolution Clause

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation that is predominantly for the encouragement of a game or sport or that has similar activities to that of the Association.

(c) All monies received by or on behalf of the Club shall be paid into the Association's Banking Account with such other Bank or Banks as the Committee shall from time to time decide. All cheques, Bills of Exchange, or withdrawal forms drawn on the said Association's Bank Account or Accounts shall be signed by any two of the following:

- (i) The President
- (ii) The Secretary
- (iii) The Treasurer.

(d) All cheques, Bills of Exchange, withdrawal forms, money orders and postal notes requiring endorsement shall be endorsed by any two of the following:

- (i) The President
- (ii) The Secretary
- (iii) Treasurer.

(e) All cheques drawn shall be marked "Not Negotiable" and shall be drawn to the order of the person in whose favour the cheque is made.

11. MANAGEMENT OF THE ASSOCIATION.

(a) The Management of the Association shall be vested in a Committee consisting of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Motorsport Secretary, Assistant Motorsport Secretary, Social Secretary, Magazine Editor, Secretary of Registers and three other Members of the Association, all of whom shall be elected as hereinafter provided.

(b) A Bar Manager shall be appointed by the Committee from time to time, and after acceptance of this position by the legitimate Licensing Authority of the State of South Australia the Bar Manager will become, ex officio, a Member of the Committee and have full voting right on that Committee.

(c) The said Committee shall, with the exception of the President, hold office for a period of one year.

- (d) The President shall have served on the Committee for at least one year, and, upon election, shall hold office for a term of two years, and subject to a further re-election in accordance with clause 12 herein to a maximum of two consecutive terms.
- (e) At each Annual General Meeting the Members of the Committee, with the exception of the President as hereinbefore provided, shall retire and a new Committee shall thereupon be appointed.
- (f) All officers of the Committee, including the President except as in clause 11(d) herein, shall be eligible for re-election and elections shall be conducted in the manner hereinafter set forth.
- (g) Any vacancy among the office holders, or other Members of the Committee, shall be filled by the remaining Members of the Committee. Any Member so appointed shall hold office until the next annual election of the Committee.
- (h) All Members of the Committee shall remain in office until their successors are appointed.

12 ELECTION TO THE COMMITTEE

- (a) All candidates for office, except honorary officers specified in Clause 4 hereto must have been Members of the Association and, if liable for subscription, financial for at least three months prior to the date of the closing of nomination.
- (b) The nomination of all elective officers shall be sent to the Secretary on or before the first day of March in each year. Nominations shall be signed by the candidate, and at least two other financial Members.
- (c) In the event of two or more candidates being nominated for any particular office, the election shall be conducted by ballot.
- (d) Two scrutineers shall be appointed for each ballot, one senior and one junior by the General Meeting.
- (e) No circumstance shall justify the issue of a second or further ballot paper unless the original be handed to the Scrutineers and cancelled by them.
- (f) The candidate receiving the greatest number of votes will be deemed elected. In the event of an equal number of votes being returned for any two or more candidates another Ballot will be held; and if there be another equal number of votes returned then the President shall exercise a casting vote.
- (g) 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.

13 NOMINATION OF THE SECRETARY OF REGISTERS

The nomination of the Secretary of Registers shall remain the prerogative of the Register Coordinators., and be in accordance with clause 12 (b) herein...

14 PAST PRESIDENTS

The immediate Past President, if not nominating for Committee; or if nominating and not elected may attend any meeting of the Committee but not have voting rights

15 HONORARY OFFICERS

- (a) The patron shall be appointed as an honorary officer of the association annually at the annual general meeting.
- (b) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- (c) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (d) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.
- (e) Neither the patron nor the auditor shall be a member of the committee.
- (f) The patron may attend any meetings of the members or the committee but shall have no voting powers.

16 POWERS AND PROCEEDINGS OF THE COMMITTEE

- (a) The Association shall have all the powers conferred by section 25 of the Act.
- (b) The Association and the property and affairs thereof shall be under the control and management of the Committee.
- (c) The Committee shall meet monthly or on any other occasions as may be deemed necessary. Six Members of the Committee shall form a quorum. Whenever practicable four days notice of such meeting shall be given to each Member of the Committee.
- (d) The Minutes of the Committee shall only be available to all Members of the Committee.
- (e) At all meetings the President shall act as Chairman. In the event of the President being absent the Vice President will act as Chairman. Failing that the meeting may elect a Past President or failing that one other Committee member at the meeting to preside at such meeting. The Chairman shall have ultimate authority on every point of order, and in cases of doubt, the usual mode of Parliamentary procedure shall be adopted.
- (f) At the Committee meetings each officer shall be entitled to one vote with the exception of the Chairman of the Meeting, who shall have a casting as well as a deliberative vote.
- (g) At its first meeting in each year the Committee shall appoint from the committee membership:-
 - (i) A House Manager who shall have control of the Clubrooms but be subject to the approval and direction of the Committee.
 - (ii) One Member as Publicity Officer.

- (iii) One member as CAMS delegate.
- (h) In addition to all powers hereby expressly conferred upon them and without detracting from any generality of their powers under the preceding or any other regulations the Committee shall have the following powers, namely:-
 - (i) To expend the funds of the Association in such manner as they shall consider most beneficial for the purpose of the Association, and to invest in the name of the Association such part thereof as they may think fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purpose of the Association.
 - (ii) To enter into any contracts on behalf of the Association.
 - (iii) To borrow such monies as may be approved at any Annual General Meeting or Special Meeting of the Members of the Association upon the security of any property of the Association or otherwise.
 - (iv) To delegate all or any of their affairs to any sub-committee.
 - (v) To make and from time to time repeat or alter any by-laws as to the management of the Association, and the affairs thereof, and as to the duties of any officers or servants of the Association, and as to the conduct of business by the Committee provided that the same shall not be inconsistent with these rules and regulations.
 - (vi) To impose and from time to time alter, revoke and vary a financial levy upon Members of the Association, provided that when imposing such levy the Committee shall signify to Members the purpose of same and the use or uses to which such will be put. Any surplus remaining from said levy after the purpose or purposes thereof have been satisfied shall become and form part of the General Funds of the Association.
 - (vii) And generally to do all things necessary or expedient for the conduct of the affairs of the Association not herein otherwise provided for.

17 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- (i) Disqualifies from being a committee member by the Act;
- (ii) Expelled as a member under these rules;
- (iii) Permanently incapacitated by ill health;
- (iv) Absent without apology from more than four meetings in a financial year;

18 SECRETARY

- (a) The Secretary, and in his/her absence the Assistant Secretary, shall collect the subscriptions due to the Association, and hand the same to the Treasurer within six days of receipt thereof.
- (b) He/she shall convene all meetings. He/she shall ensure that a record of the minutes of all properly convened meetings (which minutes shall be submitted to the next meeting for confirmation.) shall be made.
- (c) He/she shall conduct the correspondence of the Association.
- (d) He/she shall act under the supervision and direction of the Committee and shall prepare a report of the previous year's activities for presentation to the Annual General Meeting.

19 TREASURER

- (a) The Treasurer shall collect all monies due or payable to the Association. He/she shall immediately give an official receipt if required, and within six days pay such monies into such Bank or Banks as may from time to time be decided upon by the Committee in the name and to the credit of the Association.
- (b) He/she shall keep correct account books showing the financial affairs of the Association, and shall submit the same to the Committee when required, and shall prepare and submit to the Annual General Meeting a balance sheet and statement of accounts which shall be duly audited.
- (c) At each monthly meeting he/she shall report as to the Association's financial position also stating the income received and the payments made since the preceding monthly meeting.
- (d) He/she shall submit all accounts for payment, and when passed shall see the President's signature is affixed to a schedule of payments.
- (e) He/she shall act under the supervision and direction of the Committee and shall prepare a report of the previous year's transactions for presentation to the Annual General Meeting.
- (f) The Treasurer shall be the Public Officer of the Association.

20 MOTORSPORT SECRETARY

- (a) The Motorsport Secretary and/or the Assistant Motorsport Secretary shall organise all competitions conducted by the Association, and shall give ample notice to the Committee of the nature, and amount of preliminary or attendant work necessary to any forthcoming competitive event.
- (b) He/she shall receive all entry fees, and within six days of the holding of the event shall hand same to the Treasurer.
- (c) He/she shall check of the names of nominating competitors with the list of financial Members kept by the Treasurer, and shall, if necessary, report thereon either to the Committee or to the Officials controlling the competitive event. He/she shall submit any rules necessary to govern the competitive event to the Committee, and shall on the adoption of same, take steps to see that they are brought to the personal notice of both controlling officials and competitors.

- (d) He/she shall report at monthly meetings concerning any competitive event held since the preceding monthly meeting and shall give progressive reports at each monthly meeting concerning any progressive competition. All suggestions made at monthly meetings concerning competitive events shall be recorded by him/her for further reference.

21 SOCIAL SECRETARY

- (a) The Social Secretary shall organise and conduct social events of the Association and shall give sufficient notice of the nature of such events to the Committee.
- (b) Any monies received by the Social Secretary with respect to any of such social events shall be handed to the Treasurer by him/her within six days of the holding of such event.

22 MEMBERSHIP RECORDS OFFICER

- (a) The Executive Committee shall appoint a Membership Records Officer who shall have complete responsibility for the records of the membership of the Association. This shall include all relevant details of each member such as but not limited to, full name, registered address, date of initial membership, financial status and vehicles assigned.
- (b) If no separate officer is appointed then the function shall be assumed by the Secretary.

23 COMMON SEAL

- (a) The Common Seal of the Association shall not be affixed to any deed or instrument without the resolution of the Committee to that effect. All instruments requiring the execution or authentication of the Association shall be sealed with the Common Seal and signed by any two of the Seal Holders.
- (b) The Seal Holders of the Association shall be any two of the President, Secretary, or Treasurer.
- (c) Such Seal Holders shall hold office until their office is terminated by a resolution of the Committee, and passed by unanimous vote. The Committee shall in this event have the power to appoint any other persons to act as Seal Holders.
- (d) The Seal Holders on the production of a signed minute of resolution of the Committee shall comply therewith and affix the Seal of the Association to any document which may be necessary for carrying out the same.

24 ALTERATION OF THE RULES

- (a) This Constitution may be altered or amended at any Annual General Meeting or Special General Meeting called for the purpose.
- (b) The notice calling the meeting shall specify to what extent it is proposed to alter, or amend the Constitution, and any such motion or motions put to the meeting must be carried by a three-fourths majority of voting Members present and voting at the meeting.

25 COPIES OF THE RULES

- (a) The Constitution shall be available for inspection by any financial Member of the Association.