



CONSTITUTION

of the

**WANDERERS ROCK ' N ' ROLL CAR CLUB
INC.**

Valid from May 2015

CONSTITUTION of the WANDERERS ROCK ' N ' ROLL CAR CLUB INC.

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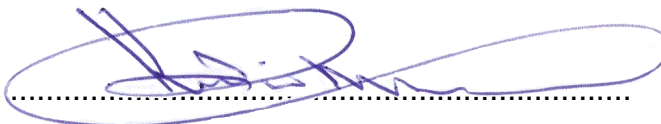
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Amendments

Amendment Record			
Ver.	Date	By	Brief Details of Changes
1.0	July 2004	P.Panagaris	Initial Creation
2.0	August 2007	P.Panagaris	Minor Updates
3.0	April 2014	K.Noel	First draft of rewrite for compliance with new requirements
3.1	April 2014	K.Noel	Second draft
3.2	April 2014	K.Noel	Final Revision
4.0	March 2015	K.Noel	Member level updates

This Constitution was presented to the Members of the Club on the 6th day of May 2015 and was adopted.

Signed



Date: 6th Day of May 2015

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CONSTITUTION of the WANDERERS ROCK ' N ' ROLL CAR CLUB INC.

1. NAME OF ASSOCIATION

The name of the incorporated association is "Wanderers Rock'n'Roll Car Club Incorporated" ("**Association**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1985 (SA)*.

"Affiliate Member" means a person admitted as an individual member, with restricted rights, admitted as a member of the Association under clause 5.

"Annual General Meeting" or "AGM" means a meeting of the kind described in clause 15(a).

"Committee" means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

"Constitution" means this constitution of the Association.

"Committee Member" means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Corporate Member" means an entity or body admitted as a member of the Association under clause 5.

"Elected Committee Member" means a committee member appointed under clause 10.

"Family Member" means a group of related persons, domiciled under the same roof and admitted members in their own right as individual members of the Association under clause 5.

"FHMCSA" means Federation of Historic Motoring Clubs SA Inc.

"Financial year" means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"Individual Member" means a person admitted as an individual member of the Association under clause 5.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

"Life Member" means an individual appointed as a life member of the Association under clause 5.

"Objects" means the objects of the Association in clause 2.

"Ordinary Resolution" means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

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“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“Rock’n’Roll Era” means the period from 1950s and 1960s where Rock and Roll music and dance styles were founded and most popular.

“Seal” means the common seal of the Association.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Vehicle” means:

- (a) any vehicle that was manufactured prior to 1st January 1983;
- (b) any special interest vehicle based on or built to resemble a vehicle of pre-1949 American origin (e.g. Street Rod, Hot Rod or Custom);
- (c) other vehicles deemed by the Committee to be aligned with the spirit of the Association’s aims.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

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2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) To encourage the restoration, preservation and use of motor vehicles manufactured prior to 1983, and other purpose built vehicles such as Street Rods, Hot Rods, Kit Cars and other special interest vehicle as deemed appropriate by the Committee to be aligned with the spirit of the Association's aims;
- (b) To organise, promote and conduct events as suitable for the use of such vehicles;
- (c) To organise, promote and conduct events which stimulate interest in aspects of the Rock'n'Roll Era, including dance, fashion and lifestyle;
- (d) To extend to owners, drivers, their friends and families and all persons interested in the Associations aims, the hospitality, privileges and conveniences enjoyed as a member of the Association;
- (e) The Association shall be a not-for-profit organisation. The assets and income of the Association shall be applied in furtherance of its objectives, and no portion shall be distributed directly or indirectly to the Members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Association;
- (f) Donations may be made to charities and organisations on the recommendation of the Committee and approved by a majority vote by the Members at a General Meeting;
- (g) Affiliate with the FHMCSA; and
- (h) Maintain the administrative structure, processes and procedures necessary to ensure ongoing compliance with the requirements of the South Australian Conditional Registration Scheme, as mandated by the FHMCSA and Registrar of Motor Vehicles.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act; and
- (b) in addition, all the powers it would have if it were a company incorporated under the *Corporations Act 2001* (Cth).

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Individual Members;
- (b) Affiliate Members;
- (c) Corporate Members;
- (d) Family Members; and

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- (e) Life Members.

5.2 Admission of Members

- (a) A candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership.

5.3 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Committee Members are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the latter to occur of:
 - (i) acceptance of the application by the Committee Members; or
 - (ii) payment of any fees payable by the new Member.

5.4 Individual Members

- (a) Individual 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.

5.5 Affiliate Members

- (a) Affiliate Members shall enjoy the same rights and privileges as Individual Members, excluding the right to vote and eligibility for election to any Office in the Club, and excluding access to the Conditional Registration Scheme.
- (b) The Affiliate Membership category cover a number of classes of membership, including "Complimentary", "Events and Promotions" and other classes which the Association may determine.

5.6 Corporate Members

- (a) Corporate membership is available to companies, legal entities or other incorporated bodies.
- (b) This level of membership may be useful for those organisations which own vehicles, registered in the entity name and which are compliant with the requirements of the Conditional Registration Scheme.
- (c) Additional identification documents are required for this category of membership.
- (d) Corporate 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.

5.7 Family Members

- (a) A family is defined as up to two persons over the age of eighteen years and living at the same address, with their natural or adopted children, if any, up to the age of eighteen years.

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- (b) Family membership shall be open to the partner of an Individual Member, all dependent children and or students domiciled at the same address.
- (c) Each adult person shall enjoy the rights and privileges of an Individual Member.
- (d) The Family member(s) must be nominated by the Individual Member

5.8 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- (d) A Life Member has all the rights of an Individual Member.
- (e) A Life Member shall not be required to pay fees or subscriptions (other than entry fees for events or functions staged or arranged by the Association).
- (f) A Life Member is afforded the same rights as Individual Members in respect to entitlements to access the South Australian Conditional Registration Scheme, save that all requirements under the scheme must be observed.

5.9 Obligations of Members

Each Member must:

- (a) treat all members and representatives of the Association and the FHMCSA with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Association; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association or the FHMCSA.

5.10 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.11 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Where a Member owns or operates a vehicle under the South Australian Conditional Registration Scheme, that Member is bound by the rules and regulations of the said scheme, as mandated by the FHMCSA and Registrar of Motor Vehicles.
- (c) Each Member authorises the Association to represent their interests and those of the Association in dealings with the FHMCSA.

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6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) the Member is expelled from the Association under clause 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c), the Committee may expel a Member from membership of the Association if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Committee may, in its discretion, convene a judiciary committee to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

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7. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- (c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.
- (d) Any member whose subscription is outstanding for more than 30 days after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it deems appropriate.

8. POWERS OF THE COMMITTEE

8.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Committee which may exercise the powers of the Association for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole.

8.2 Limitation

The Committee may not cause the Association to disaffiliate from the FHMCSA without an Ordinary Resolution of the Members at a General Meeting.

9. COMPOSITION OF THE COMMITTEE

9.1 Composition of the Committee

The Committee will comprise of five(5) Elected Committee Members, a President, Vice-President, Secretary, Treasurer and Director all of whom shall be members of the Association.

9.2 Portfolios

The Committee may allocate portfolios to Committee Members.

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10. ELECTED COMMITTEE MEMBERS

10.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Member at least thirty (30) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

10.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee; and
- (d) be delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting.

10.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 11.1.

10.4 Term of Appointment for Elected Committee Members

- (a) The term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) The term of office of each Elected Committee Member shall be twelve (12) months, but the Elected Committee Member is eligible for re-election.

11. VACANCIES ON THE COMMITTEE

11.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members or any member in good standing. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

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11.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (h) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (i) is removed by the Members in General Meeting; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

11.3 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

12. MEETINGS OF THE COMMITTEE

12.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

12.2 Attendance by Telephone

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

12.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question.

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12.4 Resolutions not in Meeting

- (a) Subject to clause 12.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.
- (b) For the purposes of clause 12.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 12.4(a) if, before it is circulated for voting under clause 12.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

12.5 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- (a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
- (b) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

12.6 Chairperson

The Committee must appoint one of the Committee Members as its chairperson. The chairperson will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Association. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

12.7 Committee Members' Interests

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

13. DELEGATIONS

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Association in General Meeting.

14. SEAL

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

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15. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

16. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member is entitled to attend and vote at General Meetings.
- (b) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.

17. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Committee Members by the means authorised in clause 28.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

18. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 18(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 19.3(a), a quorum for General Meetings is 20 Members.

19.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Committee is a nominee; or
- (b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

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19.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 19.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Members present at the meeting.

19.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution, unless a division is called for.

20. VOTING AT GENERAL MEETINGS

20.1 Members entitled to vote

Each Member is entitled to one (1) vote at General Meetings.

20.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

21. RECORDS AND ACCOUNTS

The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.

22. AUDITOR

A qualified auditor or auditors, who are not officer bearers of the Club, shall be appointed at each Annual General Meeting and it shall be the auditor's / auditors' responsibility to examine all accounts, vouchers and receipt books; and furnish a report thereon at a General Meeting by 30th September.

The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

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23. APPLICATION OF INCOME

- 23.1 The income and property of the Association must be applied solely towards the promotion of the Objects.
- 23.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 23.3 Subject to clause 23.4, nothing in clauses 23.1 or 23.2 prevents a payment in good faith to any Member:
- (a) in accordance with clauses 3 and 23.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
 - (b) for any services actually rendered to the Association whether as an employee, Committee Member or otherwise;
 - (c) for goods supplied to the Association in the ordinary and usual course of operation;
 - (d) for interest on money borrowed from any Member;
 - (e) for rent for premises demised or let by any Member to the Association;
 - (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- 23.4 No payment made under clause 23.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

24. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

25. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 25(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

26. CONSTITUTION

26.1 Alteration of Constitution

- (a) Subject to clause 26.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Association with the FHMCSA;
 - (ii) to comply with the FHMCSA constitution and regulations; or
 - (iii) to achieve or maintain a particular tax status,

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the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

27. REGULATIONS

27.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, the FHMCSA constitution and any regulations made by the FHMCSA.

27.2 Regulations Binding

All Regulations are binding on the Association and all Members.

27.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

28. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

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29. INDEMNITY

- (a) Every Committee Member and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

30. TRANSITIONAL PROVISIONS

30.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

30.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

30.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.