

AUSTIN HEALEY OWNERS CLUB (NSW) INC.

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PART I - PRELIMINARY

1. NAME AND ADDRESS

- (1) The name of the Incorporated association is Austin Healey Owners Club (NSW) Inc (in these rules called the Club).
- (2) The registered address of the Club will be that of the Club Secretary as indicated in Schedule A.
- (3) The Postal Address will be as per Schedule A or such other place as determined by the Committee.

2. OBJECTIVES

The Club is formed with the following objects:

- (1) To locate, and to compile a Register in respect to, all vehicles of The Marque within New South Wales, with the intent that all such vehicles shall be retained in New South Wales and shall not deteriorate in condition.
- (2) To provide a forum for exchange of technical information, literature, spare parts, mechanical skills and every other material and facility in order that each vehicle of The Marque may be preserved, renovated, and maintained in the best possible condition.
- (3) To locate and to obtain on behalf of Members any parts, products or materials which are necessary for the preservation or maintenance of vehicles of The Marque but not readily available in New South Wales.
- (4) To encourage Members to participate in all forms of motor sport and touring events with vehicles of The Marque properly prepared, or with other vehicles to which they may have access.
- (5) To encourage Members to participate in Concours D'Elegance with vehicles properly prepared.
- (6) To organise and to conduct for Members, events of a social informative or competitive nature, including Concours D'Elegance, sporting events, touring, and attendances at gatherings of any sport associated with The Marque or with any other motor vehicles, and to invite to selected events Members of selected Other Motor Clubs.
- (7) To acquire, hold, maintain and dispose of any personal property required from time to time, in pursuit of these objects and, where necessary or convenient, to appoint a trustee or trustees as recipient of title.
- (8) To correspond with every other club and organization within and without Australia that has as its object the preservation and maintenance of The Marque, and to co-operate with every such Club or organization which offers or desires assistance from or association with the Club in pursuit of these objects.

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- (9) To maintain affiliation with the Confederation of Australian Motor Sports (CAMS), or any successor to that body, observing and complying with the provisions of that affiliation and the National Competition Rules.
- (10) To foster driver education, safety, and courtesy on the roads and in all competition in which Members of the Club participate, and friendship and co-operation between Members of the Club and those of Other Motor Clubs in pursuit of these objects.
- (11) To document, and publicise the activities of the Club and the presence and maintenance of The Marque in Australia, utilising for these purposes means including a Club magazine, a library of technical and historical material, and an index of material owned or held by Members.
- (12) To adopt and take into effect clauses (a) to (w) of “The Statement of Purposes”- Appendix 1 of this constitution.

3. INTERPRETATION

- (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

“Director-General” means the Director-General of the Department of Fair Trading.

“Ordinary Member” means a financial Member of the Club who is not an office-bearer of the Club, as referred to in rule 13 (2);

“Secretary” means:

- (a) the person holding office under these rules as Secretary of the Club; or
- (b) where no such person holds that office – the public officer of the Club;

“Special General Meeting” means a General Meeting of the Club other than an Annual General Meeting;

“Annual General Meeting” means an Annual General Meeting of the Club in accordance with Rule 23 and Rule 24.

“the Act” means the Associations Incorporation Act, 1984;

“the Regulation” means the Associations Incorporation Regulation, 1999;

“Committee” means the Committee of Management of the Club;

“Financial Year” means the year ending December 31st;

“General Meeting” means a General Meeting convened in accordance with Rule 21;

“Member” or “Members” means any one or all financial Members of the Club;

“Concours D'Elegance” means the annual showing and judging of vehicles of The Marque as determined by the Club.

“RTA” means the New South Wales Roads and Traffic Authority;

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“Confederation of Australian Motor Sport” or “CAMS” refers to the body known as Confederation of Australian Motor Sport Ltd. ABN 55 069 045 665;

“The Marque” includes and is limited to:

- (a) all motor vehicles manufactured by the Donald Healey Motor Company; and
- (b) all motor vehicles manufactured as the Austin Healey 100, 100/M, 100/S, 100/6 or 3000 and the expression “a vehicle of The Marque” shall have meaning accordingly.

“Other Motor Clubs” means clubs, bodies or organization, corporate or incorporated, whose objects are principally the preservation of the use in competition of motor vehicles either in general, or by marque.

- (2) In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

4. MEMBERSHIP QUALIFICATIONS

- (1) A person is qualified to be a Member of the Club if, but only if:
 - 1. the person is a person referred to in section 15 (1)(a), (b) or (c) of the Act and has not ceased to be a Member of the Club at any time after incorporation of the Club under the Act; or
 - 2. the person is a natural person who:
 - (ii) has applied for membership of the Club as provided by rule 5; and
 - (iii) has been approved for membership of the Club by the committee of the Club.
- (2) (a) Any person who shall prove in a manner satisfactory to the Club committee present or past ownership of a vehicle of The Marque shall be eligible for election to membership.
- (b) The spouse of any such eligible person shall also be eligible for election to membership either jointly with that person, or at any time after that person has been elected to membership.
- (c) No person who has been expelled from membership shall be eligible for election to membership again, unless the Club shall so determine in General Meeting.

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5. MEMBERSHIP APPLICATION AND CESSATION

- (1) An application for membership of the Club shall be made by the applicant(s) in writing on the form set out in Appendix 2 to these rules, together with relevant payment including once only Joining Fee, to the Membership Secretary.
- (2) As soon as practicable after receiving an application for membership, the Membership Secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership, the Membership Secretary shall, as soon as practicable after that determination, notify the applicant of that approval.
- (4) The Membership Secretary shall advise the Secretary of the new membership, enter the applicant(s) name in the Register of Members and, upon the name being so entered the applicant(s) becomes a Member of the Club.
- (5) A person ceases to be a Member of the Club if the person:
 - (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled from the Club.
- (6) A right, privilege or obligation which a person has by reason of being a Member of the Club:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminate upon cessation of the person's membership.
- (7)
 - (a) The Club may, by special motion, put to a General Meeting, extend to selected persons and invitation to honorary life membership which, if accepted, will entitle the honorary life Member to full membership rights and entitlements for life without payment of a fee at any time.
 - (b) Persons who may be selected for invitation to honorary life membership shall include such persons who in the judgement of the Club have by special achievement, endeavour or attributed made a significant and permanent or unique contribution to the fame or longevity of the marque or of the Club, whether within or without New South Wales.

6. RESIGNATION OF A MEMBER

- (1) A Member of the Club is not entitled to resign that membership except in accordance with this rule.
- (2) A Member of the Club who has paid all amounts payable by the Member to the Club in respect of the Member's membership may resign from membership of the Club by first giving notice (being not less than one month or not less than such other period as the

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committee may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

- (3) Where a Member of the Club ceases to be a Member pursuant to clause (2), and in every other case where a Member ceases to hold membership, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

7. REGISTER OF MEMBERS

- (1) The public officer of the Club shall establish and maintain a register of Members of the Club specifying the name and address of each person who is a Member of the Club together with the date on which the person became a Member.
- (2) The register of Members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any Member of the Club at any reasonable hour.

8. FEES, SUBSCRIPTIONS, ETC.

- (1) A Member of the Club shall, upon admission to membership, pay to the Club the annual subscription as per Schedule A, or as determined from time to time by the Committee.
- (2) (a) Prior to the 31st December in each year the Club shall determine the revenue required from Members subscriptions during the year commencing on the 1st January, following, and shall then determine the amount that Members generally shall be requested to subscribe in respect to that financial year, together with any prevailing fee then payable to the Confederation of Australia Motor Sport.
- (b) Until otherwise decided, the determinations referred to in (a) shall be made by the Club during the month of September in each year and Members shall be requested to pay the required subscription before the 31st December, following.
- (c) If a Member does not pay by the 31st December in each year, the whole subscription requested for the following financial year then that Member shall from 1st January following, be deprived of financial status which status shall not be restored to that Member until the requested subscription is paid in full, and a period of 21 days has elapsed after that payment, provided however that the committee may in its discretion resolve by a simple majority that the period of 21 days may be reduced in any deserving case.
- (3) Any Member deprived of financial status shall, while so deprived, be excluded from the following rights otherwise accruing to a Member:
- (a) That right to receive any magazine or other publication of the Club, or notice of any General Meeting;
- (b) The right to participate in any event, whether or not of a competitive nature, conducted or organized by the Club;

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- (c) The right to participate in any vote called at a meeting of the Club;
- (d) The right to hold any elective office within the Club.

9. **MEMBERS' LIABILITIES**

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership of the Club as required by rule 8.

10. **DISCIPLINING OF MEMBERS**

- (1) Where the Committee is of the opinion that a Member of the Club:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club.

the Committee may, by resolution:

- (c) expel the Member from the Club; or
 - (d) suspend the Member from membership of the Club for a specified period.
- (2) A resolution of the Committee under clause (1) is of no effect until the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause (3), confirms the resolution in accordance with this rule.
 - (3) Where the Committee passes a resolution on a two third majority under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of that notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
 - (4) At a meeting of the Committee held as referred to in clause (3), the Committee shall:

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- (a) give to the Member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by a Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under clause (4), the Secretary shall, within seven days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right of appeal under rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (b) where within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to rule 11 (4).

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A Member may appeal to the Club in a General Meeting against a resolution of the committee which is confirmed under rule 10 (4), within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a Member under clause (1), the Secretary shall notify the committee which shall convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a General Meeting of the Club convened under clause (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at all the General Meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

12. POWERS, ETC. OF THE COMMITTEE

The Committee shall be called the Committee of Management of the Club and, subject to the Act, the Regulation and these rules and to any resolution passed by the Club in General Meeting:

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- (1) shall control and manage the affairs of the Club;
- (2) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a General Meeting of Members of the Club; and
- (3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

13. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first Members of the Committee to section 21 of the Act, the Committee shall consist of:
 - (a) the office-bearers of the Club; and
 - (b) selected Ordinary Members.

each of whom shall be elected at the Annual General Meeting of the Club pursuant to rule 14.

- (2) The office-bearers of the Club shall be as indicated on Schedule A or as determined from time to time by the Committee.
- (3) The Ordinary Members of the Committee shall be as indicated on Schedule A or as determined from time to time by the Committee.
- (4) Each Member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (6) A position of Committee Member or office-bearer may be held jointly by two persons simultaneously where this is approved by the majority of votes by those present in person at an Annual General Meeting.

14. ELECTION OF MEMBERS

- (1) Nominations of candidates for election as office-bearers of the Club or as Ordinary Members of the Committee:
 - (a) shall be made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Club not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

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- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be elected.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election unless a two third majority approves such nomination.

15. **SECRETARY**

- (1) The Secretary of the Club shall, as soon as practicable after being appointed Secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and Members of the Committee;
 - (b) the names of Members of the Committee present at a Committee meeting or a General Meeting; and
 - (c) all proceedings at Committee meetings and General Meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16. **TREASURER**

It is the duty of the Treasurer of the Club to ensure that:

- (a) all money due to the Club is collected and received and that all payments authorized by the Club are made;
- (b) correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

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17. CASUAL VACANCIES

- (1) For the purpose of these rules, a casual vacancy in the office of a Member of the Committee occurs if the Member:
 - (a) dies;
 - (b) ceases to be a Member of the Club;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under rule 18;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.
- (2)
 - (a) A casual vacancy in the office of President shall be filled by election at the General Meeting of the Club next succeeding the occurrence of the vacancy.
 - (b) A casual vacancy in any office other than that of President, shall be filled in such manner as the Club Committee shall determine, subject only to ratification by the General Meeting of the Club next succeeding occurrence of the vacancy.

18. REMOVAL OF MEMBER

- (1) The Club in General Meeting may by resolution remove any Member of the Committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (2) Where a Member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Club, the Secretary or the President may send a copy of the representation to each Member of the Club or, if they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. MEETINGS AND QUORUM

- (1) The Committee shall meet at least monthly at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any Member of the Committee.

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- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present that meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President, shall preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act such one of the remaining Members of the Committee as may be chosen by the Members present at the meeting shall preside.

20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members of the Club as the committee think fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to the sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.

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- (5) Any act of thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

21. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of Members of the Committee or sub-committee present at the meeting.
- (2) Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 19(5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee or sub-committee.

PART IV - GENERAL MEETINGS

22. GENERAL MEETINGS – HOLDING OF

The Club shall hold a General Meeting for Members and visitors each month at a location, day and time as indicated in Schedule A or at other times as determined by the Committee.

23. ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) With the exception of the first Annual General Meeting of the Club, the Club shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Club, convene an Annual General Meeting of its Members.
- (2) The Club shall hold its first Annual General Meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of six months after the expiration of the first financial year of the Club.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

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24. ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT

- (1) The Annual General Meeting of the Club shall, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the activities of the Club during the last preceding financial year;
 - (c) to elect office-bearers of the Club and Ordinary Members of the Committee; and
 - (d) to receive and consider the statement which is required to be submitted to Members pursuant to section 26(6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

25. SPECIAL GENERAL MEETINGS – CALLING OF

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The Committee shall, on the requisitioning in writing of not less than five percent of the total number of Members, convene a Special General Meeting of the Club.
- (3) A requisition of Members for a Special General Meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

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26. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at the General Meeting requires a special resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 24.2.
- (4) A Member desiring to bring any business before the General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.
- (5) In the case of monthly General Meetings of Members, Special General Meetings and Annual General Meetings, it shall be deemed that each Member entitled to notice of meeting has been served with notice of meeting provided that due notice is included in the Club magazine mailed to all Members of the Club, provided that the magazine is sent by pre-paid post to all such Members to allow sufficient notice of meeting as provided herein.

27. PROCEDURE

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five Members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall constitute a quorum.

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28. PRESIDING MEMBER

- (1) The President or, in the President's absence, the Vice-President, shall preside as a chairperson at each General Meeting of the Club.
- (2) If the President and the Vice-President are absent from a General Meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

29. ADJOURNMENT

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. MAKING OF DECISIONS

- (1) A question arising at a General Meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a General Meeting of the Club, a poll may be demanded by the chairperson or by not less than three Members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;

and the resolution of the poll on the matter shall be deemed to be resolution of the meeting on that matter.

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31. SPECIAL RESOLUTION

A special resolution of the Club is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such Members of the Club present as, being entitled under these rules so to do, vote in person or by proxy at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Director-General.

32. VOTING

- (1) Upon any question arising at a General Meeting of the Club a Member has one vote only.
- (2) All votes shall be given personally or by proxy but no Member shall hold more than five proxies.
- (3) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the Member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. APPOINTMENT OF PROXIES

- (1) Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 3 to these rules.

PART V - MISCELLANEOUS

34. INSURANCE

- (1) The Club shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Club may effect and maintain other insurance.

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35. FUNDS – SOURCE

- (1) The funds of the Club shall be derived from joining fees and annual subscriptions of Members, donations, sale of Club regalia, books, badges and similar items, magazine subscriptions and advertising, interest on invested funds and such other sources as the Committee determines.
- (2) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36. FUNDS – MANAGEMENT

- (1) Subject to any resolution passed by the Club in General Meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Members of the Committee or employees of the Club, being Members or employees authorised to do so by the Committee.

37. AMENDMENTS TO THE CONSTITUTION AND STATEMENT OF PURPOSES

The Constitution and Statement of Purposes of the Club may be amended at a General Meeting or Special General Meeting of the Club provided that:

- (a) notice of motion to amend the Constitution and Statement of Purposes is fully stated in the official publication "Flat Chat" and circulated at least one month before such motion to amend the Constitution is moved.
- (b) Each assignment duly moved and seconded is passed by a majority of not less than two thirds of financial Members present at a special meeting called for that purpose.
- (c) When voting to amend the Constitution and Statement of Purposes all votes shall be given personally or by postal vote.
- (d) Postal votes shall be distributed through the official publication of the Club.

38. CUSTODY OF BOOKS, ETC.

Except as otherwise provided by these rules, the Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

39. INSPECTION OF BOOKS, ETC.

The records, books and other documents of the Club shall be open to inspection, free of charge, by Members of the Club at any reasonable hour.

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40. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41. DISSOLUTION OF THE CLUB

The Club shall be dissolved if:

- (a) the total of Members of financial status is less than five, in which case dissolution shall be deemed to have taken place forthwith upon the reduction to the number; or
- (b) a General Meeting of the Club shall so determine, by special motion put upon proper notice whether or not such General Meeting is convened for the specific purpose of considering such special motion.

42. SURPLUS OF PROPERTY

- (1) At the first General Meeting of the Club, the Club shall pass a special resolution nominating an incorporated club as the club in which is to invest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Club.
- (3) The incorporated club so nominated shall be one which fulfils the requirements specified in section 53(2A) (a)-(c) of the Act.

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43. **CONDITIONAL REGISTRATION**

- (a) The Club assists Members in obtaining Conditional Registration through the New South Wales Roads and Traffic Authority (RTA).
- (b) Such assistance may include vehicle inspections to ensure the ongoing roadworthiness of Members' vehicles, as well as certification to the RTA that the vehicles are roadworthy and that the Member is a current financial Member of the Club.
- (c) Assistance will only be provided to Members who wish their Marque vehicles to obtain Conditional Registration through the RTA.
- (d) The Club will ensure that its officers abide by such rules and regulations governing Conditional Registration as issued by the RTA from time to time.
- (e) The Club will take all necessary steps to ensure that Members who hold Conditional Registration abide by such rules and regulations governing Conditional Registration as prescribed by the RTA from time to time.
- (f) Each vehicle on Conditional Registration will be covered by a minimum of Third Party Property insurance coverage.
- (g) The Club shall elect one (1) officer as Club Registrar to maintain an up to date register of Marque vehicles in the Club including those on Conditional Registration. This officer will act as the certifying officer as specified in 43(b) above.
- (h) Authorised Club events will be those events programmed in Flat Chat magazine including written invitations announced in the Secretary's Report and may or may not be included in Flat Chat magazine.
- (i) The vehicle on Conditional Registration shall be used for authorised events of Clubs, nominated as per the RTA Historical Declaration Form, travelling to and from such events and for necessary servicing and may not be used on other occasions.
- (j) Necessary servicing shall be limited to a distance not exceeding a 15-kilometre radius from said vehicle's regular place of garaging. Servicing requiring longer distances require the authorisation of the Club Registrar or delegate.



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APPENDIX 1 – STATEMENT OF PURPOSES – Rule 2.12

Solely for the purpose of furthering the objectives set out in Rule 2.12 the Club shall have power:

- (a) To take over the funds and other assets and the liabilities of the present unincorporated Club known as the Austin Healey Owners Club (NSW).
- (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated club become liable to pay any amount by way of damages or otherwise.
- (c) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.
- (d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Club or persons frequenting the Club's premises.
- (e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club; provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club, to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights and concessions.
- (g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as may be necessary or convenient for the purposes of the Club.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (k) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

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- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured and unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph (e).
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (s) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (v) To make donations for patriotic, charitable or community purposes.
- (w) To do all such other things as are identical or conducive to the attainment of the objects and the exercise of the powers of the Club.

