

**CONSTITUTION AND RULES**  
**SPORTS SEDAN ASSOCIATION of SOUTH AUSTRALIA**

**1. NAME**

The name of the Incorporated Association is the "Sports Sedan Association of South Australia Incorporated" and is hereinafter referred to as "the Association".

**2. INTERPRETATION**

In these Rules, unless the contrary intention appears: -

**"Committee"** means the Committee of Management of the Association;

**"General Meeting"** means a general meeting of members of the Association convened in accordance with these Rules;

**"Committee Meeting"** means a meeting of members of the Committee convened in accordance with these Rules;

**"Member"** means a member of the Association;

**"Eligible Member"** means a member of the Association entitled to vote;

**"General Committee Member"** means a member of the Committee who is not an officer of the Association under Rule 13;

**"Financial Year"** means the year ending 31 December;

**"The Act"** means the Associations Incorporation Act 1985;

**"CAMS"** means the Confederation of Australian Motor Sport Ltd.

**3. AFFILIATION**

The Association is affiliated with the Confederation of Australian Motor Sport Ltd (CAMS).

## 4. OBJECTIVES AND PURPOSE

The **purpose** of the Association is to represent Sports Sedans in South Australia and to provide the necessary link to the governing body of motorsport within Australia, namely CAMS.

### 4.1 The **objectives** of the Association are: -

- 4.1.1 To be an Association that will advance and develop Sports Sedan racing in South Australia;
- 4.1.2 To be and remain the South Australian affiliate of CAMS in relation to Sports Sedan racing;
- 4.1.3 To develop the sport of Sports Sedan racing in South Australia in accordance with, and having regard to, these Rules;
- 4.1.4 Subject to these Rules, to adopt the Competition Rules of CAMS and, where necessary, advise on rules to suit conditions peculiar to Sports Sedans and/or South Australia;
- 4.1.5 To maintain an up to date register of holders of all modern Sports Sedan class lap records on South Australian circuits.

## 5. POWERS

The Association shall have all the powers conferred by the Act.

## 6. MEMBERSHIP

### 6.1 There shall be two types of membership;

- General Member (Eligible for voting rights and club competition points)
- Associate Member (Not eligible for voting rights or club competition points)

### 6.2 A person becomes a member of the Association on payment and acceptance of the entrance fee.

### 6.3 A right, privilege or obligation of a person by reason of either general or associate membership of the Association: -

- 6.3.1 Is not capable of being transferred or transmitted to another person; and
- 6.3.2 Is suspended during and until the conclusion of proceedings under Rule 10; and
- 6.3.3 Terminates upon the cessation of membership.

## **7. REGISTER OF MEMBERS**

**7.1** The Secretary must keep and maintain a register of members containing: -

**7.1.1** The name, address and contact details of each member; and

**7.1.2** The date on which each member was admitted as a member of the Association; and

**7.1.3** If applicable, the date of and reason(s) for termination of membership.

**7.2** The register (of member's names only) is available for inspection free of charge by any member upon request.

## **8. SUBSCRIPTIONS**

**8.1** Membership fees are as the eligible members determine from time to time in general meeting.

**8.2** Memberships are for the calendar year with membership fees payable on or before 1st February of each year of membership following the year of initial acceptance as a member of the Association.

## **9. RESIGNATION**

**9.1** Any member may resign from membership of the Association by giving notice thereof to the Secretary of the Association.

**9.2** The Secretary must record in the register of members the date on which the member ceased to be a member.

**9.3** Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt to the Association.

## **10. SUSPENSION or EXPULSION OF MEMBERSHIP**

**10.1** If the Committee is of the opinion that a member has refused or neglected to comply with these Rules, the Policies of the Association or has engaged in conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution: -

**10.1.1** Suspend that member from membership of the Association for a specified period; or

**10.1.2** Expel that member from membership of the Association; or

**10.1.3** Fine that member an amount not exceeding \$500 and suspend membership until such time that the fine is paid.

- 10.2** Before the Committee makes a resolution under 10.1, the member must be given written notice of: -
- 10.2.1** The basis of the charge(s) which have been made and will be considered; and
  - 10.2.2** Advise the date and time of the Committee meeting at which the charge(s) will be considered; and
  - 10.2.3** Advise the member of their right to attend the scheduled Committee Meeting to be heard on the matter in person and/or provide a submission in writing to the Committee at or prior to the meeting and/or nominate and bring a (one) support person to the meeting; and
  - 10.2.4** Be served on the member at least 14 days prior to the scheduled meeting of the Committee.
- 10.3** The final determination of the Committee shall be communicated by the Secretary to the member as soon as practicable (if not present at the meeting) and within 24 hours. In the event of an adverse determination the resolution of the Committee shall come into effect at the end of the second clear day following the resolution.

## **11. CESSATION OF MEMBERSHIP**

- 11.1** Any member, whose annual subscription is outstanding as at the 1<sup>st</sup> May each year, 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 sees fit.

## **12. DISPUTES AND MEDIATION**

- 12.1** The grievance procedure set out in herein applies to disputes under these Rules between two or more members of the Association.
- 12.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after it comes to the attention of all the parties.
- 12.3** If the parties are unable to resolve the dispute, then the parties must, within 14 days, hold a meeting in the presence of a mediator. The mediator must be; -
- 12.3.1** A person chosen by agreement between the parties; or
  - 12.3.2** In the absence of agreement, a person appointed by the President of the Association or their nominee
- 12.4** A member of the Association can be a mediator.

- 12.5** The mediator cannot be a member who is a party to the dispute or is related to a party to the dispute.
- 12.6** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.7** The mediator, in conducting the mediation, must: -
- 12.7.1** Give the parties to the mediation process every opportunity to be heard; and
  - 12.7.2** Allow due consideration by all parties of any written statement submitted by any party; and
  - 12.7.3** Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.8** The mediator must not determine the dispute.
- 12.9** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the relevant Act or otherwise at law.

### **13. THE COMMITTEE**

- 13.1** The affairs of the Association shall be managed and controlled exclusively by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objectives of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.
- 13.2** The Committee shall have the power to appoint such officers and employees as are required to carry out the objectives of the Association, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 13.3** The committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- 13.4** The first Committee of the Association shall be comprised of such persons as hold office prior to incorporation of this constitution and shall hold office until the conclusion of the first Annual General Meeting of the Association.
- 13.5** Following the conclusion of the first Annual General meeting, the Committee shall consist of a minimum of four (4) and a maximum of eight (8) members, all of whom shall be natural persons and members of the Association.

**13.6** The Committee shall comprise of the following positions: -

Office Holders

- President; and
- Vice President; and
- Secretary; and
- Treasurer; and
- General Committee Members
- Up to Four (4) General Committee Members.

**13.7** General members of the Committee may fulfil one or more roles including

- Club Delegate on other bodies;
- Points and Stats Coordinator;
- Website, Social Media, Marketing;
- Membership Coordination;
- Any other role considered necessary by the Committee for the effective running of the Association.

**13.8** Subject to these Rules, each Office Holder and General Committee Member shall hold their position up to the conclusion of the next Annual General Meeting following their appointment.

**13.9** Subject to these Rules, the Committee may appoint a member to fill a casual vacancy of Office Holder or General Committee Member, and such members shall hold that position on the Committee until the conclusion of the next Annual General Meeting of the Association following their appointment.

**13.10** At the commencement of the Annual General Meeting, the President will declare all Committee positions vacant effective at the end of that Annual General meeting and will seek nominations for Committee positions, which may be provided to the Secretary prior to the meeting.

**13.11** Current Office Holders and General Committee Members are eligible to nominate or be nominated for re-election.

**13.12** A member may only nominate or be nominated for one office, or as a general member of the committee.

**13.13** The election and voting process of committee positions is as follows: -

**13.13.1** If, for each vacancy, the number of nominations received is equal to one, the person(s) nominated shall be deemed to be elected to that position(s).

**13.13.2** If, for each vacancy, there are no nominations that have been received and no further nominations are forthcoming at the Annual General Meeting then the position will remain as unfilled and be dealt with in accordance with Rule 13.15 and 13.2.

**13.13.3** If, for each vacancy, the number of nominations received exceeds one, a ballot must be held.

**13.13.4** Subject to these Rules, the ballot for the election of officers and general members of the committee must be conducted via a secret ballot. The candidate with the least votes being eliminated each round until there is only one candidate remaining.

**13.14** New committee positions, having been elected during the Annual General Meeting, take office at the end of that meeting.

**13.15** The offices of President, Secretary and Treasurer may not remain vacant following election of a new Committee at Annual General meeting and must be conferred on another elected Committee member or member of the Association with reference to Rule 13.2.

## **14. SUB-COMMITTEES**

**14.1** The Committee may appoint sub-committees under the direction and control of the Committee and may confer on such sub-committee such authority and powers as shall from time to time be deemed necessary with reference to Rule 13.1.

## **15. DISQUALIFICATION OF COMMITTEE MEMBERS**

**15.1** The position of an Office Holder or a General Committee Member shall become vacant if the incumbent member is: -

**15.1.1** Disqualified by the Act; or

**15.1.2** Expelled under these Rules; or

**15.1.3** Permanently incapacitated by ill health

**15.2** The Committee may reinstate a member disqualified under Rule 15.1.3 at its discretion.

## **16. FINANCES**

**16.1** The Association will keep and operate its own separate bank account.

**16.2** Any interest earned on the Association's bank account will be reinvested into the operations of the Association.

- 16.3** The Association may borrow money from Australian banks or financial institutions under such terms and conditions as the Committee deems appropriate only upon and within any parameters established by resolution of seventy five percent (70%) of the members entitled to vote at a Special General Meeting or Annual General Meeting.
- 16.4** Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person or entity on such terms and conditions as may be determined by the Committee from time to time.
- 16.5** All monies received by or on behalf of the Association shall be paid either directly into the Association's bank account electronically or where received in another form, within seven (7) days of receipt.
- 16.6** For the purposes of Rule 16.5, if the Association operates a Paypal account or similar facility for the purposes of collecting online payments efficiently, this will also be taken to be the bank account of the Association, provided it is electronically linked to the Association's bank account.
- 16.7** Subject to any powers conferred on the Treasurer by these Rules, any withdrawal or payment from the Association's bank account on behalf of the Association shall be attested to by any two of the President, Secretary and Treasurer, provide they are not a party to or related to someone who is a party to the transaction. If this occurs, another Committee member will be required to attest to the withdrawal in their place.
- 16.8** The Committee shall have sole control of all monies and assets of the Association.
- 16.9** On receipt of an invoice for payment for a transaction previously endorsed by the Committee, the Treasurer shall have the power to make such payments.
- 16.10** For invoices and payments not previously endorsed by the Committee the Treasurer may seek attestation in accordance with Rule 16.7 via email for the purposes of expediency.
- 17. ACCOUNTS**
- 17.1** The Association, via the Treasurer, shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 17.2** All accounting records shall be audited if required by the Committee or by resolution of members of the Association at a general meeting
- 17.3** An income/expenditure statement for the year as well as a balance sheet shall be presented and tabled at each Annual General Meeting by the Treasurer or their delegate.

17.4 An income/expenditure report detailing the current financial position of the Association shall be presented and tabled at each general meeting of members by the Treasurer or their delegate.

## 18. SEAL

18.1 The Secretary or such other Committee member who is appointed at an Annual General Meeting shall hold the common seal of the Association upon which its corporate name shall appear in legible characters.

18.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minutes of the Association.

18.3 The affixing of the seal shall be witnessed by the President and Secretary or by either the President or Secretary and one other Committee member should either the President or Secretary be unavailable.

## 19. MEETINGS OF THE ASSOCIATION

### Annual General Meeting

19.1 The Committee shall call an annual general meeting in accordance with the Act and these Rules.

19.2 The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within three (3) months after the end of the financial year.

19.3 The order of the business at the meeting shall be: -

- i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting(s) held since the previous annual general meeting;
- ii. The consideration of the accounts and reports of the committee for the preceding financial year;
- iii. Consideration of any proposed amendments to these Association Rules;
- iv. Consideration of any proposed amendments to the Association's Policies;
- v. Any other business requiring consideration by the association in general meeting;
- vi. The election of Office Holders and General Committee Members.

Special General Meetings

- 19.4** In addition to the Annual General meeting, other general meetings may be held in the same year. All general meetings other than the annual general meeting are special general meetings.
- 19.5** The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 19.6** The Committee must, upon written request to the secretary of the Association from the required number of members (that are entitled to vote), convene a special general meeting of the Association within one month, for the purpose specified in the requisition.
- 19.7** The required number of eligible members shall be: -
- 19.7.1** Three (3) if the total number of eligible members is 30 or less; or
- 19.7.2** 10% (rounded up to nearest whole) if the total number of eligible members is 31 or greater.
- 19.8** Every requisition for a special general meeting made under rule 19.6 shall be signed by the relevant members and shall state the purpose of the meeting and be sent to the address of the Secretary.
- 19.9** If a special general meeting is not convened within one month, as required by Rule 19.6 above, the requesting members may convene a special general meeting.
- 19.9.1** Such a meeting shall be convened in the same manner as far as is practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requesting members are supplied, free of charge, with particulars of the members entitled to receive a notice of meeting.
- 19.9.2** The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

Committee Meetings

- 19.10** The Committee must meet at least four (4) times in each year at such time and such place as the Committee may determine.
- 19.11** Meetings of the Committee may be convened by the President or by any 3 members of the Committee.

- 19.12** The order of the business at the meeting shall be: -
- i.** The confirmation of the minutes of the previous committee meeting and of any special committee meeting(s) held since the previous committee meeting;
  - ii.** Updates provided by Committee Members;
  - iii.** Business requiring consideration by the Committee;
  - iv.** Allocation of time for members to ask questions of or make a deputation to the Committee. Maximum of 5 minutes per member at the discretion of the Chairperson.
- 19.13** Committee meetings of the Association are open for members of the Association to attend.
- 19.14** Members may participate in the deliberations in relation to the business of the Committee but may not vote on Committee business.

## **20. NOTICE OF MEETINGS**

### General Meetings (Annual and Special)

- 20.1** The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must send to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 20.2** Notice may be sent: -
- 20.2.1** By email to the email address listed in the register of members; or
  - 20.2.2** If the member has requested, by regular post to the address appearing in the register of members; and
  - 20.2.3** By notification appearing on the Association website and other media platforms as the Committee deem appropriate.
- 20.3** Where notice is sent by post, service of the notice shall be deemed to be satisfied if it is properly addressed and posted to the member by ordinary mail.
- 20.4** A member intending to bring any business before a meeting may notify the Secretary in writing, who must include that business in the notice calling the next general meeting.
- 20.5** No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 20.6** A motion without notice may be moved at a general meeting by any member however it will be deferred to the next general meeting unless it is supported for immediate consideration by a simple majority of those members personally present and eligible to vote.

Committee Meetings

- 20.7** The Secretary of the Association, at least 2 days before the date fixed for holding a committee meeting of the Association, must send to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 20.8** The Secretary of the Association, at least 4 hours before the time fixed for holding a Special Committee Meeting of the Association, must send to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting. No other business may be conducted at such a meeting.

**21. SPECIAL and ORDINARY RESOLUTIONS**

- 21.1** A special resolution under the Act 1985 is a resolution passed at a duly convened meeting of the members of the association if; -
- 21.1.1** At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
  - 21.1.2** It is passed at a meeting referred to in this paragraph by a majority of not less than seventy percent (70%) of eligible members of the association at the meeting either in person or by proxy;
- 21.2** An ordinary resolution is a resolution passed by a simple majority of members entitled to vote at a general meeting either in person or by proxy.

**22. PRESIDING AT MEETINGS**

General Meetings

- 22.1** The President, or in the President's absence the Vice President of the Association, shall preside as chairperson at each general meeting of the Association.
- 22.2** If the President and the Vice President are absent from a general meeting, or are unable to preside, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

Committee Meetings

- 22.3** The President, or in the President's absence the Vice President of the Association, shall preside as chairperson at each committee meeting.
- 22.4** If the President and the Vice President are absent from a committee meeting, or are unable to preside, the committee members must appoint another committee member to be the chairperson of that meeting, the process for that appointment (i.e. simple majority vote or ballot) is to be determined by the Committee members present.

**23. QUORUM AT MEETINGS**

- 23.1** No item of business may be conducted at a meeting unless a quorum of members entitled under these rules to vote is present at the time when the meeting is considering that item.

General Meetings

- 23.2** The quorum (consisting of members entitled to vote) for transacting business at a general meeting of the Association shall be fifty percent (50%), rounded up to the nearest whole, of the total number of eligible members.
- 23.3** If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened under Rule 19.6 shall lapse.
- 23.4** In any other case, the meeting shall stand adjourned to a time and place in accordance with Rule 24.

Committee Meetings

- 23.5** The quorum for transacting business at a committee meeting of the Association shall be fifty percent (50%), rounded up to the nearest whole, of the total members of the Committee

**24. ADJOURNMENT OF MEETINGS**

- 24.1** The member presiding may, with the consent of a simple majority of members present and eligible to vote at the meeting, adjourn the meeting from time to time and place to place.
- 24.2** No business may be conducted at an adjourned meeting other than that unfinished business from the meeting that was adjourned
- 24.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 20.
- 24.4** Except as provided in 24.3 it is not necessary to give notice of an adjournment or the business to be conducted at an adjourned meeting.

**24.5** If at such adjourned meeting under Rule 23.4 a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.

**25. VOTING AT MEETINGS**

General Meetings

**25.1** Subject to these Rules, each eligible member present in person or by proxy shall have one single vote only upon any question arising at a general meeting of the Association.

**25.2** The Chairperson of the meeting shall have a casting vote only. In the case where a vote is recorded as tied, the Chairperson shall rule as to the status quo.

**25.3** A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Association have been paid and the category of membership provides the entitlement to a vote.

Committee Meetings

**25.4** Subject to these Rules, each committee member present in person or by proxy and entitled to vote shall have one single only upon any question arising at a committee meeting of the Association.

**25.5** Non-Committee members are not entitled to vote at Committee meetings unless they are attending in a proxy capacity in accordance with Rule 28.

**25.6** The Chairperson of the committee meeting shall have a deliberative vote.

**26. MANNER OF DETERMINING IF RESOLUTIONS ARE CARRIED**

**26.1** At any meeting of the Association, a resolution put to a vote shall be decided on a show of hands of those members (or their proxies) present and eligible to vote in accordance with these Rules.

**26.1.1** A declaration by the Chairperson of the meeting that a resolution has been carried or lost; and

**26.1.2** An entry to that effect in the minute book of the Association;

Shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.

## **27. POLLS AT MEETINGS**

### General Meetings

- 27.1** If a poll on any resolution by show of hands in accordance with Rule 26 is demanded by any entitled member personally present and supported by not less than two more entitled members personally present, it shall be taken in such manner as the Chairperson directs before considering the next item of business. The result of such poll shall become the resolution of the meeting on that question and recorded in the minutes.

### Committee Meetings

- 27.2** If a poll on any resolution by show of hands in accordance with Rule 26 is demanded by any committee member personally present, and supported by another committee member personally present, it shall be taken in such manner as the Chairperson directs before considering the next item of business. The result of such poll shall become the resolution of the meeting on that question and recorded in the minutes.

## **28. PROXIES**

### General Meetings

- 28.1** Each member eligible to vote is entitled to appoint another member as a proxy by notice given to the Secretary in writing no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

### Committee Meetings

- 28.2** Each committee member eligible to vote is entitled to appoint another member of the Association as a proxy by notice given to the Secretary in writing no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **29. MINUTES**

- 29.1** The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting and each committee meeting, together with the names of persons present.
- 29.2** Minutes of meetings shall be made available to the members of the Association within 7 days and noted as being subject to confirmation.
- 29.3** The minutes shall be confirmed as a true and accurate record at the next relevant succeeding meeting of the association and subsequently signed by the chairperson of the meeting at which the proceedings took place, or, if they are not present, the chairperson of the succeeding meeting.

**29.4** Where minutes are entered and signed they shall, unless the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments and resolutions made at the meeting shall be deemed to be valid.

## **30. DISSOLUTION**

**30.1** The Association may be wound up in the manner provided for in the Act.

**30.2** If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.

**30.3** The Association may determine to distribute surplus assets to nominated charities.

**30.4** Such organisation(s) shall be identified and determined by a resolution of members in general meeting.

**30.5** The Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members or associates of those persons.

## **31. CUSTODY AND INSPECTION OF RECORDS**

**31.1** Except as otherwise provided in these Rules, The Secretary must keep in his/her custody or under his/her control all books, documents and securities of the association.

**31.2** All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member of the Association upon request

## **32. RULES, POLICIES and PROCUDURES**

### Rules

**32.1** Subject to compliance with the Act and approval by a resolution of the members of the Association, these Rules, including Appendices to these Rules, may be altered (including an alteration to name), or be rescinded and replaced by substituted rules only by the consent of not less than seventy percent (70%) of eligible members present and voting at the Annual General Meeting or a Special General Meeting called for the purpose.

Policies

- 32.2** Subject to compliance with the Act and approval by a resolution of the members of the Association, policies of the Association may be altered, added to or be rescinded and replaced by substituted policies only by the consent of a simple majority of the quorum of members present and voting at the Annual General Meeting or a Special General Meeting.

Procedures and Forms

- 32.3** Subject to compliance with the Act, the Committee is empowered to make, repeal and amend procedures and forms as it may from time to time consider necessary for the effective operation of the Association, which shall have effect unless otherwise determined by a subsequent general meeting.