

THE CONSTITUTION OF THE HISTORIC SPORTS & RACING CAR ASSOCIATION OF N.S.W. Inc

THE ASSOCIATION

The Association formed under this Constitution and incorporated in NSW shall be known as The Historic Sports and Racing Car Association of New South. It shall conduct itself and its activities principally within the State of New South Wales. It shall be a non-profit organisation with the objects, membership and administration set out in this Constitution. Wales Inc. Further documents describe the Association's Occupational Health & Safety (OH&S) Compliance, general operating procedures for events, Code of Conduct and requirements for the RTA Conditional Registration Scheme. Other procedures may be documented and reviewed from time to time by the General Committee.

1. DEFINITIONS

In this Constitution:

- 1.1 "The Association" means the Association formed *pursuant to the Associations Incorporation Act 2009*, and under this Constitution and under the successor (if any) to this Constitution.
- 1.2 "General Committee" means the Committee formed by the Office Bearers elected by members of the Association at the Annual General Meeting (AGM), and includes any Office Bearer appointed as a result of a casual vacancy.
- 1.3 "Historic Race vehicles" means (i) vehicles that are within the "5th Category (Historic Cars)" prescribed from time to time by the Confederation of Australian Motor Sport in the *CAMS Motorsport Australia* Manual of Motorsport, and (ii) those vehicles as decided by the General Committee from time to time as eligible to ~~participate~~ *compete* in HSRCA Race Meetings.
- 1.4 "Historic Road vehicles" means vehicles that meet the Roads & ~~Traffic Authority (RT A)~~ *Maritime Services (RMS)* or equivalent body's criteria for full registration or the Conditional Registration Scheme. Some Historic Road Vehicles may also be used on the track.
- 1.5 "HSRCA Race Meeting" is a meeting that comprises *a majority of* ~~one or more~~ competitive events for predominantly historic vehicles and may also include non-~~competitive-race~~ events.
- 1.6 "A member" means a person accepted for regular membership who has paid the subscription and fee due for the current financial year and also includes every Associate, Honorary and Honorary Life member as defined in Part 3.
- 1.7 Each reference to the singular shall be deemed to include a reference to the plural and vice versa, as the context shall permit.
- 1.8 "Financial Year" means the 12-month period, commencing 1st July and ending 30th June following.
- 1.9 "Electronic Vote, or Proxy", means a member vote which is submitted by electronic means to the Secretary of the Association.
- 1.10 "Special Event" means an event nominated by the General Committee in which some member's benefits might be varied for that event.

2. OBJECTS

The Association is formed with the following objects:

- 2.1 To organise, promote and conduct competitive motoring events, driver training days and social outings and events for members in a safe environment; to encourage members to take part in those events; to encourage owners of historic vehicles to join the Association; to encourage owners of historic vehicles to preserve and use their vehicles, and to invite members of other clubs or associations with similar aims and objectives to take part in Association events.
- 2.2 To foster education in competition driving, and to encourage and ensure the highest standards of behaviour and attitude, including safety & respect, amongst drivers, pit crews, spectators and officials at the Association's events
- 2.3 To encourage members with suitable historic vehicles to use the conditional registration scheme offered by the NSW Roads and ~~Traffic Authority~~ Maritime Services or equivalent body, and to participate in events suitable for such vehicles-
- 2.4 To provide a central point, through Association meetings and **appropriate media publications**, for the distribution of information about motor sport history, current activities and information about members' cars or parts or maintenance related to those cars, and to maintain an archive of the Association's own activities, and of items of significance to motor sport history, including photographs, film and memorabilia.
- 2.5 To acquire, hold, maintain and dispose of any personal and real property as required from time to time.
- 2.6 To collaborate with other clubs and organisations within and without Australia that have as their object the preservation and racing of historic vehicles.
- 2.7 To procure and offer for sale to members and other interested parties any parts, products, materials or accessories which may from time to time be relevant to the activities of the Association.
- 2.8 To develop strategies to foster support for the Association through commercial agreements (including, but not limited to, sponsorship & raffles) and philanthropic activities.
- 2.9 To provide donations from the Association's funds from time to time, to worthwhile bona fide charities or causes provided that the total of such donations each year do not exceed 2% of annual operating income.

3. MEMBERSHIP: Regular, Associate, Honorary & Honorary Life Membership

3.1. Eligibility

3.1.1 Any person who supports the objects of the Association and who agrees to abide by the Association's expectations of behaviour (as detailed in the Appendix B of this Constitution) shall be eligible to apply for membership. The General Committee shall have complete discretion as to whether an applicant is admitted to membership.

3.1.2 **Regular Member.** A regular member is a person eligible to participate in all activities of the Association and enjoy the membership rights, to vote on any motions put before the members, and who seeks and supports the objects of the Association

3.1.3 **Associate Member.** The partner or offspring (of or above the age of 16 years, or when they are able to qualify for a track Licence) of any regular member shall be eligible for admission to membership as an associate member either jointly with that person or at any time after that person has been admitted to membership. Associate membership shall entitle a person to participate in the activities of the Association but not to receive personal copies of any Association publications, or to hold office within the Association. Such members will pay a reduced fee as determined by the General Committee each year. Any Associate member may apply for regular membership subject only to payment of the required fees and approval by the General Committee.

3.1.4 **Honorary Member.** An honorary member may be elected to that status for a period of two years by the General Committee in recognition of their significant contribution to the Association

and its objectives. The total number of honorary members shall not exceed 20 at any one time. An honorary member shall be entitled to all the privileges of regular membership without payment of fees during the term of their honorary membership. At the conclusion of their term as honorary member they may be reconsidered for further term/s as honorary members by the General Committee, or revert to regular membership status subject to payment of fees.

3.1.5 Honorary Life Membership. Candidates for honorary life membership may be proposed by any member of the Association. Persons who may be selected for invitation to honorary life membership shall include such persons who, in the judgment of the General Committee, have by special achievement, endeavour or attributes made a significant and permanent or unique contribution to the fame or longevity of historic racing or sports racing cars, or of the Association, whether within or without New South Wales.

3.1.6 An honorary life member shall be elected to that status by a 75% majority of those members present at a general Association meeting. (ref. 4.4.2) The total number of honorary life members shall not exceed 30 at any one time. An honorary life member shall be awarded all the privileges of regular membership without payment of fees for the remainder of their lives. In addition, they shall receive a life member's badge, and will be guests of the Association without payment of any fees at selected events organised by the Association

3.1.7 No person who has been expelled from membership shall be eligible for admission to membership again unless the Association shall so determine in a General Meeting

3.1.8 Club Patron. The General Committee may invite a person to be Club Patron for a fixed term and on conditions determined by that Committee. The role of a patron may include lending status, positively and publicly support the organisation, attending events and performing formal functions such as awarding prizes, etc. In recognition of that status and after serving a term of at least 5 years, the General Committee may grant them the status of Patron Emeritus and thereby enable the appointment of a new Patron. A Patron need not be a member of the HSRCA but should be well-informed about the work and objectives of the organisation.

3.2. Application

3.2.1 Application for membership shall be in writing, in such form as the General Committee may require, signed by the applicant, completed in full and endorsed by a financial member

3.2.2 Each application for membership shall, if from an eligible person, be considered by the General Committee promptly after receipt.

3.3 Admission

3.3.1 An eligible person shall be admitted to membership of the Association if approved by a two-thirds majority of the General Committee, subject only to payment of the joining fee and current annual subscription, effective from the date of acceptance of their application. A General Committee member is deemed to have approved a new member application if no written reason for rejection is received by the secretary within seven (7) days of the application being given to the General Committee.

3.3.2 A list of accepted new members shall be published in the next available **communiqué to members** ~~HSRCA newsletter, and/or "The Oily Rag" Publication.~~

3.4 Association Register

3.4.1 The General Committee shall cause a Register to be kept (either electronically via computer database or in printed form) in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admissions.

3.4.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the General Committee may require from time to time, subject always to any Australian Privacy legislation.

3.4.3 The Register must be kept at the principal place of administration of the Association and a member's individual record in the Register must be available for inspection, free of charge, by that member of the Association on reasonable notice during normal office hours.

3.4.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

3.4.5 Information stored in the Register may only be used in the pursuit of the objectives of the Association, and may not be sold, traded, shared or otherwise used contrary to any Australian Privacy Legislation.

3.4.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for—

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.5 Cessation of Membership

3.5.1 A person ceases to be a member of the Association if the person:

- (a) dies, or is clinically determined to be of unsound mind, or
- (b) resigns membership, or
- (c) is expelled or suspended from the Association, or
- (d) fails to pay the annual subscription when due subject to the provisions of section 3.11.2 below.

3.6 Membership Entitlements, Benefits, Rights & Liabilities

As a result of being accepted as a Member of the Association, and after which membership Fees have been duly paid, the following shall apply;

3.6.1 **Entitlements.** All Members are entitled to attend any meeting or function arranged by the Association (subject to any special requirement), complete an Entry Form and be considered to compete as part of a Race Meeting or motor sport event, and to vote and to put motions at Meetings, subject to requirements herein.

3.6.2 **Benefits.** All Members will receive a Monthly Newsletter and the quarterly Magazine (*The Oily Rag*), and have access to the Association website for information detailing forthcoming events and entry forms and other information. Members are able to attend and gain free entry to an Association Race Meeting by showing a current Membership Card. This entitlement shall be extended for such General Race Meetings to include *one* (1) guest accompanying a member. However, at Special Event Race Meetings (~~such as the Tasman Revival Race Meeting, or other Meeting~~) so announced by the General Committee) guests *may* not be permitted free entry.

3.6.3 Members are also entitled to participate in the ~~RMSRTA~~ Conditional Registration Scheme if they own applicable road registrable vehicles. Other benefits may be extended to members from time to time by the General Committee.

3.6.4 **Rights.** Except as provided by Clause 3.6.5, every valid and paid up member (regular, associate, honorary or honorary life) shall have the right to:

- (a) move, to second, to speak for or against, and to cast a single vote upon a motion at any meeting (general, special general or annual general) at which he or she is present and to vote by proxy (using the form contained in Attachment A) upon special motions put to any special general or annual general meeting at which he or she is not present.

(b) fair treatment of their participation in motor sport events, ~~regardless but recognising that feature events for specific meetings may have more laps or track time allocated than typical events.~~

(c) Entry to motor sport events subject ~~unless not allowable or eligible for the events scheduled for the meeting. This status may be determined by officials of the meeting including officials of the permit/licencing authority, eg CAMS Motorsport Australia to the approval of the Competition Sub-Committee, with non-acceptance requiring final approval by the General Committee.~~

(d) Write to and expect responses from the General Committee as to its decisions.

3.6.5 **Rights – Associate member:** The rights conferred by clause 3.6.4 (a) shall not apply to an Associate member

3.6.6 **Liabilities:** *(taken from Clause 11 below).* The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of invoiced membership subscription of the Association.

3.7 Membership Entitlements Not Transferable

3.7.1 A right, privilege or obligation which a person has by reason of being a member of the Association

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership

3.8 Resignation of Membership

3.8.1 A member of the Association may only resign from membership of the Association by giving to the Secretary written notice of the member's intention to resign and, on receipt of that notice, that person ceases to be a member.

3.8.2 If a member of the Association ceases to be a member under rule 3. 5, and in every other case where a member ceases to hold membership, the Secretary or appointee must make an appropriate entry in the Register recording the date on which the member ceased to be a member.

3.9 Member Behaviour, Discipline and Expulsion

3.9.1 The Association demands and expects that its members behave with dignity and respect to each other, to guests, officials and the public. They are also expected to observe all the requirements of the legislation bearing upon their activities. The General Committee will ensure a code of conduct and method for dealing with breaches and disputes is available and reviewed.

3.10 Resolution of Internal Disputes

3.10.1 The procedures for dealing with disputes will be subject to the following requirements and procedures for dealing with breaches of the code of conduct will be aligned with these requirements

3.10.2 Except as otherwise provided, disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be resolved as follows -

- (a) The parties concerned are to meet together and if possible resolve the dispute within a defined period (normally 14 days) of the dispute coming to the attention of the parties.
- (b) The General Committee may appoint a person or persons to assist the parties in attempting to resolve the dispute. ~~This may include a formal mediation process.~~ Such person will not be a member of General Committee.
- (c) If the parties are unable to resolve the matter, then the matter shall be referred to a community justice centre to be dealt with in accordance with the provisions of the Community Justice Centres Act 1983

3.10.3 If an unresolved dispute involves issues of member behaviour or matters of discipline, then the procedure explained in the Code of Conduct (Appendix B to this Constitution may be applied by the General Committee).

3.10.4 Any disputes arising from incidents or behaviour during the course of a motor race meeting or motor sport event are to be forthwith reported to the relevant governing body's Official(s) and dealt with in accordance the procedures specified in the governing body's rules applicable to the event. The Association will have no further involvement in the determination of such a dispute.

3.11 Annual Subscription

3.11.1 Prior to 30 April in each year the General Committee shall determine the revenue required from members' subscriptions during the year commencing on the 1st July following, and shall then determine the amount that members *shall* be requested to subscribe in respect to that financial year, as well as any relevant joining fee.

3.11.2 If by the 30th of June in each year, a regular or associate member does not pay the whole subscription requested for the following financial year, then that member shall from 31 August following, be deprived of membership status and that 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 General Committee may in its discretion resolve by a simple majority that the period of 21 days may be reduced in any deserving case.

3.11.3 Persons applying for membership of the Association may be required to pay a joining fee in addition the annual subscription, such fee to be determined by the General Committee as outlined in rule 3.11.1 above.

3.11.4 Any person wishing to join the Association after 1st January shall have their subscription amount adjusted on a pro-rata basis at the discretion of the General Committee.

4 GENERAL MEETINGS

4.1 Annual General Meeting

4.1.1 The annual general meeting of the Association shall be convened by the General Committee in each calendar year, within 6 months of the end of the financial year, and the business of the meeting shall include the reading and approval of the minutes of the preceding annual general meeting, the presentation of reports from the President, Vice President, Secretary, Treasurer and such other office bearers as the President shall call upon and the election of office bearers for the ensuing year (all offices being declared vacant by the President or other chairman of the meeting immediately prior to such election.)

4.1.2 The Treasurer shall present to the annual general meeting an audited balance sheet and profit and loss account for the financial year then past clearly showing the financial position and performance of the Association at the end of that financial year, and all necessary documentation shall be forwarded to the relevant statutory authorities as and when required by law.

4.2 Other General Meetings

4.2.1 General meetings of the Association other than the annual general meeting shall be convened by the General Committee at suitable times and locations, and the agenda for each such meeting shall be as determined from time to time by the General Committee, such general meetings to be convened not less than once in every three months.

4.2.2 The General Committee or a member may, in putting a special motion to the Association, request that a special general meeting be convened within 60 days of putting that motion.

4.3 Notice of Meetings

4.3.1 Each member of the Association shall be entitled to receive not less than fourteen days notice of the time and place for any general meeting, and 28 days for any special general meeting or annual general meeting. Such notice shall be deemed to have been properly given if contained in any magazine, news-sheet, or other **medium of communication publication** of the Association posted or delivered to the last-known address of the member recorded by the Association, or if sent electronically by fax, email or SMS or given verbally to the member by any office bearer.

4.4 Quorum Requirement

4.4.1 An attendance record shall be kept at all general, special general and annual general meetings, with each member required to sign on before the meeting commences. This attendance record is to be used as evidence of the required number of members to form a quorum, and this fact is to be noted in the minutes of the meeting.

4.4.2 A quorum for any general meeting shall be 30 members present.

4.4.3 If at the time and place for which a general meeting has been convened there shall be no quorum present, then the President or other senior office bearer then present shall thereupon give notice postponing the general meeting for a period not less than 14 nor more than 28 days.

4.4.4 If at the postponed general meeting there shall be less than 30 members present at the time and place convened, then the members then present shall constitute a quorum.

4.5 Chairman of General Meeting

4.5.1 The President shall ex officio be chairman of each general meeting, special general meeting and annual general meeting at which he or she is present during tenure of the office.

4.5.2 In the absence of the President the Vice President shall ex officio be chairman of each general meeting, special general meeting or annual general meeting at which he or she is present during tenure of the office.

4.5.3 In the absence of both the President and Vice President the chairman pro tem of any general meeting, special general meeting or annual general meeting shall be any member who shall be nominated, seconded and elected by a simple majority to that position.

4.6 Motions at General Meeting

4.6.1 Every valid and paid up member (regular, honorary or honorary life) shall have the right to move, to second, to speak for or against, and to cast a single vote upon a motion at any meeting (general, special general or annual general) at which he or she is present and to vote by proxy (using the form contained in Appendix A upon special motions put to any special general or annual general meeting at which he or she is not present.

4.6.2 A motion may be moved at any meeting (general, special general or annual general) without notice, provided however that the chairman, on a point of order, may rule that a motion of considerable importance is a special motion and warrants twenty-eight days' notice, and thereupon, the mover may either withdraw the motion so ruled upon or give notice that the motion shall be put to the next succeeding special general meeting.

4.6.3 Any motion of which 28 days notice has been given to members (in writing either per medium of a publication of the Association or otherwise) shall without hindrance from the chair be put as a special motion to the special general meeting next succeeding the expiration of the notice

4.6.4 Any ordinary motion, which is put to a general meeting, seconded, and approved by a simple majority of members present and voting, shall be declared carried.

4.6.5 Any special motion which is put to a special or annual general meeting, seconded, and approved by a 75% majority of members present or voting by proxy shall be declared carried.

4.7 Making of Decisions

4.7.1 A motion arising at a general meeting of the Association is to 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 chairman 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 made in the minutes of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.8 Voting

4.8.1 On any motion arising at a meeting of the Association a member has one vote only.

4.8.2 All votes at a meeting must be given personally or, in the case of a special motion at special general meetings and annual general meetings, personally or by proxy, or by an “Electronic Vote” as described below, but no member may hold more than 5 proxies.

4.8.3 In the case of an equality of votes on a motion at a general meeting or a motion other than a special motion at a special general meeting or annual general meeting the chairman of the meeting is entitled to exercise a second or casting vote.

4.8.4 A Member may submit their vote by electronic means using the approved form of Proxy Vote the Member shall fully complete the Proxy Form, and provide their signature where required, nominating their Proxy. This completed & signed Proxy Form shall be saved into a non-alterable file, and then sent by email to the HSRCA Secretary’s nominated e-mail address. The Secretary or nominee shall maintain a record of all Proxies received.

4.9 Appointment of proxies

4.9.1 Each member is entitled to appoint another member as proxy by notice given to the Secretary or nominee no later than 48 hours before the time of the special general meeting or annual general meeting in respect of which the proxy is appointed. This proxy voting can be done electronically by the method described in Clause 4.8.5 above.

4.9.2 The notice appointing the proxy is to be in the form set out in Appendix A to this Constitution.

5 OFFICE BEARERS

5.1 Offices

5.1.1 The General Committee will be composed of at least 5 and no more than 9 members so that

- There is at least 3 members, covering all of the following 5 areas of expertise: financial management and compliance, race meeting planning and management, history of Australian motor sport and its culture, risk management, and representative governance
- It may include the immediate past president, whose term is limited to one year

At the Annual General Meeting the following positions will be elected

- President (or chair) of the Committee
- Vice President
- ~~Secretary~~
- (The Treasurer is an ex officio position)
- Immediate Past President
- And at least ~~4~~ 3 and up to ~~6~~ 5 general committee members having regard to the areas of expertise specified above.
- The Committee will have the power to appoint 2 general committee persons to ensure that all areas of expertise are covered,

The Office Bearers of the Association shall be:

- (a) President
- (b) Vice-President
- ~~(c) Secretary~~
- (d) Treasurer (ex officio)
- (e) Immediate Past President
- (f) ~~Competition Secretary~~
- ~~(g) Registrar Chairman~~
- ~~(h) Social Secretary~~
- ~~(i) Occupational Health & Safety Officer [OHS]~~
- ~~(j) General Committee members (as the outgoing General Committee may determine)~~
- ~~(k) Other offices as the outgoing General Committee may determine~~

5.2 Tenure of Office

5.2.1 All offices, except that of Immediate Past President, (who shall relinquish this office at the following annual general meeting), shall be filled by election at each annual general meeting from nominations. Nominations will be supported by some background information or statement from each nominee, including relevant experience, qualifications, vision for the Association etc, and made in writing by a member. The nomination must be seconded by another member and delivered to the Secretary no later than 28 days in advance of the election, to allow members to be advised of this nomination.

5.2.2 All Offices shall normally be held until declared vacant at the next succeeding annual general meeting however, if any Office positions are not nominated within 28 days of an AGM, late nominations may still be considered by the new General Committee, and these nominations shall be treated as a Casual Vacancy, as per Clause 5.4 "Casual Vacancies" below.

5.2.3 Any office-bearer may resign without giving advance notice, by informing the President or Secretary Committee in writing. Upon expulsion from membership or loss of financial status, an officer-bearer shall be deemed to have resigned forthwith.

5.3 Qualification for Office

5.3.1 Any regular, honorary or honorary life member may be nominated for election to any office.

5.4 Casual Vacancies

5.4.1 A casual vacancy in the office of President shall be filled by election at the general meeting of the Association next succeeding the occurrence of the vacancy.

5.4.2 A casual vacancy in any office other than that of President shall be filled in such manner as the General Committee shall determine, subject only to ratification by the general meeting of the Association next succeeding the occurrence of the vacancy.

5.5 Election of Office Bearers

5.5.1 The outgoing General Committee shall appoint a Returning Officer for the election of office bearers. The Returning Officer shall declare all positions vacant, and then introduce the nominated candidates for each position in turn.

5.5.2 The Returning Officer shall count a show of hands for each candidate, together with any proxy votes cast including any valid electronic proxy votes. Where more than one candidate is nominated, the candidate with the greater number of votes shall be declared elected to the post in

question. If only one candidate is nominated, a 75% majority of those present and voting shall be required to elect that candidate.

5.5.3 If there are no candidates nominated or a candidate fails to achieve sufficient votes, that position shall remain vacant until the next general meeting of the Association, when nominations will again be called and the election for that position repeated.

5.5.4 When all positions have been voted upon the Returning Officer shall hand the meeting to the newly elected President to continue the meeting as Chairman of the meeting.

5.6 Dismissal from Office

5.6.1 Any office bearers may be dismissed from office by special motion at a special general meeting. Any vacancy occurring by way of such dismissal shall be deemed to be a casual vacancy and may be filled accordingly.

6 THE GENERAL COMMITTEE

6.1 Composition

6.1.1 The General Committee shall comprise all the ~~people so described in Cl 5.1.1 office bearers~~ elected for that year.

6.1.2 The total number of committee members is to be 9.

6.2 Responsibilities and Powers

6.2.1 The General Committee shall be responsible for the conduct, planning and management of all day-to-day business and affairs of the Association, within the ambit of the objects of the Association and subject to the provisions of this Constitution and the directions and requirements of the Association in general meetings.

6.2.2 The General Committee has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

6.2.3 The General Committee may define, so far as is necessary, the duties and powers from time to time of each ~~elected member-office-bearer~~.

6.2.4 The General Committee may co-opt any member or other person to assist it or anyone or more of its ~~members office-bearers~~, either generally or in particular, from time to time.

6.2.5 The General Committee may delegate responsibilities to sub-committees ~~or persons appointed to fulfil defined tasks~~ from time to time. ~~as per the Association criteria for establishing such sub-committees.~~

6.2.5.1 i) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

ii) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

6.2.6 The General Committee may from time to time engage employees or contractors on a commercial basis to perform tasks on behalf of the Association.

~~6.2.7 The General Committee should establish or convene a forum for persons and committees with delegated tasks to contribute their thoughts on the operations of the club and provide advice to the General Committee.~~

~~6.2.8 The General Committee may establish protocols for fulfilling Objective 2.6 collaboration with like clubs, especially where such clubs represent classes of cars that belong to CAMS 5th~~

~~Category and classes invited to participate in historic meetings from time to time. So-called category managers are a case in point.~~

6.3 Meetings

6.3.1 The General Committee shall meet not less frequently than once in each three calendar months, at a time and place agreed upon by the General Committee itself.

6.3.2 The procedure, chairmanship, members present and agenda for each meeting of the General Committee shall be matters upon which the General Committee shall govern itself in the best interests of the Association.

6.3.3 The quorum for any meeting of the General Committee shall be no less than 75% of current office bearers.

6.3.4 In circumstances ~~deemed acceptable by the General Committee and with the agreement of the President by the President to be exceptional and urgent,~~ a meeting of the General Committee may be conducted by telephone, email, teleconference or any other form of electronic communication. ~~It is subject to same quorum as that for a face-to-face meeting with in which case 5 office bearers speaking individually or together with the President shall be a quorum.~~

6.3.5 The ~~Secretary~~ Committee shall ensure that ~~make and retain~~ adequate minutes ~~are made and retained~~ of each meeting of the General Committee and each general meeting, special general meeting and annual general meeting which shall be distributed to each member of the General Committee and made available for inspection by any member upon reasonable request and which shall be reported in synopsis to the Association via the Association newsletter or magazine.

6.3.6 The President ~~Secretary~~ shall ~~cause~~ prior notice of the date, time and location of each General Committee meeting ~~to be given~~ to all members of the General Committee and any guests invited by the General Committee to attend.

7 FINANCIAL MANAGEMENT

7.1 Responsibility for Funds and Management

7.1.1 The responsibility for the safekeeping and proper management, investment and disbursement of all funds the property of the Association shall rest with the General Committee. The ~~Treasurer~~ General Committee shall be responsible for maintaining all proper books of record and accounts complete and up to date in accordance with reasonable and accepted business principles.

~~7.1.2 The General Committee may establish a finance sub-committee for the purposes of providing financial advice to the Committee, as per the Association Criteria for establishing Sub-Committee/s. The Treasurer will be a member of that committee.~~

7.2 Audit

7.2.2. The books and accounts of the Association shall be audited once in each financial year; the auditors' report to be presented to the Association prior to 31st December in the year of the report, at the Annual General Meeting.

7.3 ~~Treasurer's Report~~ Financial Reporting

7.3.1 The ~~General Committee~~~~Treasurer or Secretary~~ shall report to each general meeting of the Association respectively upon the current status of the Association's liquid assets and ability to pay its foreseen debts as they fall due and provide evidence to that effect.

7.3.2 Any member shall, upon reasonable request, be entitled to inspect the financial records of the Association.

7.4 Insurance

7.4.1 The General Committee shall from time to time investigate identifiable risks arising from the activities of the Association and where applicable organise appropriate insurance cover. ~~This task of investigating risk and recommending action may be delegated to the finance sub-committee~~

7.4.2 The members of the General Committee shall be afforded insurance cover against a personal or association liability arising from normal expectations of duties as a direct result of being a General Committee. This Insurance cover shall be effected by the Association, and shall be current at all times.

7.5 Income Sources

7.5.1 The funds of the Association are to be derived from joining fees and annual subscriptions of members, the conduct of sporting and social events consistent with the objectives of the Association, sponsorship, donations, the sale of regalia and other items related to the activities of the Association and, subject to any resolution passed by the Association in general meeting, such other sources as the General Committee determines.

7.5.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account, and receipts issued where appropriate.

7.6 Banking

7.6.1 All funds the property of the Association shall be banked to the credit of the Association at such banks or financial institutions as the General Committee shall direct, in trading, savings, investment or trust accounts to be operated upon by not less than **two signatories according to protocols regarding financial controls and delegations** ~~being either the Treasurer, the President or the Secretary~~ as the General Committee shall determine.

7.7 Investment

7.7.1 Any funds the property of the Association which temporarily are not required for the Association's objects may, at the direction of the General Committee, be invested in the name of the Association for a term not to exceed one year upon any investment authorised under Section 14 of the Trustee Act, 1925 (New South Wales). ~~The finance sub-committee may be asked to provide advice on such investments.~~ Such investment shall be limited to those which are recognisably low risk.

7.8 Real Property

7.8.1 The Association may from time to time acquire, develop or construct property for a defined benefit of the Association. Such action requires the approval by special motion at a special general meeting and should incorporate advice from those responsible for investment decisions (treasurer and finance sub-committee).

7.8.2 The General Committee **shall** ensure that such property is kept in good condition, ensure it meets legislative requirements and may improve such property to enhance its functionality in a cost-effective way.

7.8.3 The Association shall maintain a stock of apparel, merchandise, parts and other materials pursuant to the objectives of the Association and available for purchase by members and other interested parties. The total wholesale value of such stock shall not exceed \$20,000 without specific approval by special motion at a special general meeting.

7.8.4 The Association may from time to time acquire, maintain, or dispose of equipment, parts, merchandise and other materials pursuant to the aims and efficient management of the Association.

8 AMENDMENTS TO CONSTITUTION

8.1 This Constitution, including its Appendices, may only be amended by special motion at any general meeting, special general meeting or annual general meeting of the Association upon 28 days notice, whether or not such meeting is convened for the specific purpose of considering such special motion. Such motions will require a 75% majority of those present or voting by proxy to succeed. In this clause "amended" shall mean and include alteration (by amendment, deletion, substitution or addition) of any one or more object, definition or provision including this provision.

9 DISSOLUTION OF THE ASSOCIATION

9.1.1 The Association shall be dissolved if:

- (a) The total of members is less than 5, in which case dissolution shall be deemed to have taken place forthwith upon the reduction to that number; or
- (b) A general meeting, special general meeting or annual general meeting of the Association shall so determine, by special motion put upon 28 days notice whether or not such meeting is convened for the specific purpose of considering such special motion.

9.1.2 Upon such dissolution all assets of which the Association shall then stand possessed (after satisfaction of all liabilities of the Association then outstanding) shall be:

- (a) Passed to another not for profit organisation having objects similar to those of the Association prior to its dissolution; or
- (b) Passed to a recognised charity; or
- (c) Dealt with by a combination of (a) & (b) above in the manner that the meeting convened to consider the dissolution shall upon further special motion determine (or, if the dissolution is effected by reason of reduction in the number of financial members to less than 5, in the manner that the remaining financial members shall by simple majority determine.

THE ORIGINAL CONSTITUTION OF THE HISTORIC SPORTS AND RACING CAR ASSOCIATION OF NEW SOUTH WALES WAS ADOPTED BY A MEETING OF THE FOUNDER MEMBERS CONVENED ON 19TH JUNE 1981 AND ONE COPY THEREOF WAS THEN SIGNED BY THE FOUNDER MEMBERS THEN PRESENT. THIS CONSTITUTION WAS AMENDED 24/11/1995 AND FURTHER AMENDED IN 2004 AND FEBRUARY 2007 [SRS35] AS PER THE AMENDMENTS PAGE IN APPENDIX D ATTACHED.

Appendix A

ASSOCIATION FORM OF APPOINTMENT OF PROXY

(NOTE: TO BE VALID, THIS PROXY FORM MUST BE RECEIVED BY THE ASSOCIATION SECRETARY NO LATER THAN 48 HOURS PRIOR TO THE AGM – SO ALLOW TIME FOR POSTING OR DELIVERY)
HSRCA PO Box 5063, Turramurra South NSW 2074

I,
(full name)

of
(address)

being member #..... of the Historic Sports & Racing Car Association of NSW Inc,
hereby appoint

.....
(full name of proxy)

of
.....
(address)

.....
(Signature)

being member #..... of that incorporated Association, as my proxy to vote for me on my behalf at
the general meeting
of the Association (annual general meeting or special general meeting, as the case may be),

to be held on the..... day ofand at any adjournment of that
meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

OR * My proxy is authorised to vote for Office Bearers at the AGM as I have instructed my proxy below;
(Cross out one of the above lines)

(insert details)
.....
.....
.....
.....
.....
.....
.....
.....

..... Date
Signature of member appointing proxy

NOTE: A proxy vote may only be issued by a financial Association Member, and a proxy vote may not be given to a person who is not also a financial member of the Association. [A Maximum of Five (5) proxy votes may be held by a financial member of the Association, with a numbered card showing the No of held Proxy Votes, to be issued at the Meeting to proxy holders for voting purposes].

HSRCA CONSTITUTION

APPENDIX B: MEMBER BEHAVIOUR, DISCIPLINE AND EXPULSION

B1 Standards of Behaviour

B1.1.1 The Association demands and expects that its members treat each other at all times with dignity and respect.

B1.1.2 Members and their crew and guests must observe all requirements of New South Wales Occupational Health and Safety legislation (and, if competing interstate, the relevant legislation of other Australian States and Territories) so as to be responsible for their own safety and the safety of others, including the general public, within their areas of control.

B1.1.3 Offensive and abusive behaviour towards officials, competitors, other Association members or spectators at competition and other events is not acceptable under any circumstances.

B1.1.4 Aggressive or dangerous driving on the track is unacceptable, irrespective of any action taken by the stewards of the meeting. Such unacceptable driving may indicate a pattern of behaviour and attitude inconsistent with the objects of the Association.

B1.1.5 Unacceptable and unsafe acts of behaviour are not confined to actions during competition events and may extend to acts or omissions which bring the Association into disrepute. Such acts or omissions include those which may result in undue personal or commercial risks due to unsafe procedures involving other drivers, crew, guests, general public or property.

B1.1.6 The Association may, from time to time, publish additional guidelines on unacceptable behaviour and all members shall be bound by such guidelines.

B2 Discipline and Expulsion

B2.1.1 It is for the General Committee to decide, in accordance with the procedure herein and with due fairness, whether the behaviour of a member is unacceptable and the terms of any penalty to be imposed.

B2.1.2 In some instances, the General Committee may decide that the unacceptable behaviour is such that the person concerned can no longer be a member of the Association.

B3 Charging of Member

B3.1.1 The General Committee, by majority decision, may charge a member of the Association with unacceptable behaviour. The charge need not be limited to a single incident but may arise from repeated instances of behaviour in competition events or otherwise.

B3.1.2 A member may be charged with unacceptable behaviour notwithstanding having been dealt with under the CAMS or other judicial systems in relation to the same matter.

B3.1.3 Any person may make a complaint to the General Committee and request that a member be charged in respect of any breach of the behavioural standards expected by the Association. Evidence of the alleged breach must be presented in support of the complaint. The decision whether to proceed with a charge will be determined by the General Committee.

B3.1.4 When a member is charged the General Committee must provide the member with details of the charge and present the evidence in support of the charge to a review panel.

B4 Review Panel

B4.1.1 A review panel shall be established to consider each charge. A series of charges arising from the same incident against one or more members may be considered by the same review panel.

B4.1.2 The General Committee shall appoint a review panel consisting of three senior and experienced Association members who have had no previous involvement in the incident(s) subject of the charge(s). A member of the General Committee may not be a member of a review panel.

B4.2.1 The role of the review panel is to:

- (a) investigate the charge;
- (b) allow the member charged a fair and reasonable opportunity to respond to the charge in a form and timeframe determined by the review panel;
- (c) form a view about the charge and make a recommendation with concise supporting reasons to the General Committee as to disposition of the charge and, where appropriate, any penalty that should be imposed.

B4.2.2 A member who is charged may be assisted by another member of the Association in proceedings before a review panel.

B4.2.3 Minutes of the recommendation of the review panel shall be kept and a copy provided promptly to the member charged. The member may respond in writing to the Secretary within seven days of receiving the recommendation, raising any matter the member wishes the General Committee to consider in reaching its decision.

B5 Time for Making and Determining Charge

B5.1.1 A charge should be made as soon as reasonably possible after the occurrence that gives rise to the charge.

B5.1.2 A review panel must be formed and a recommendation made to the General Committee within 30 days of the charge being made. The General Committee may extend this period according to the particular circumstances of the charge.

B5.1.3 The decision of the General Committee regarding the charge and any penalty must be reached within 60 days of the review panel making its recommendation.

B6 Decision

B6.1.1 The General Committee shall consider the review panel's recommendation and supporting reasons and any response by the member charged and determine in its absolute discretion whether the charge should be upheld or dismissed and, where appropriate, any penalty that is to be imposed.

B6.1.2 The member charged must be notified promptly in writing of the General Committee's decision and the concise reasons therefore.

B6.1.3 When a charge is upheld, penalties may include expulsion or suspension from the Association, exclusion from certain forms of Association activities for a specific period, or any other penalty that the General Committee considers appropriate.

B7 Appeal

B7.1.1 A member charged who is subject to adverse findings and penalty may appeal against the decision of the General Committee by giving notice in writing to the Secretary within 28 days of the General Committee's decision.

B7.1.2 The notice of appeal, together with all relevant supporting material, must be published to members of the Association and placed as a special motion before a special general meeting of the Association to be held within 60 days of receipt of the notice of appeal.

B7.1.3 If the motion on appeal fails the decision of the General Committee will be upheld.

B7.1.4 If the motion on appeal succeeds, any penalty imposed by the General Committee will be removed and the status of the member restored.

HSRCA CONSTITUTION

APPENDIX C: SUB-COMMITTEES

C1 Establishment of Sub-Committees

C1.1 The General Committee may, from time to time, establish Sub-Committees to manage specific areas of the Association's activities.

C1.2.1 All Sub-Committees are responsible to the General Committee, and must report to each meeting of the General Committee.

C1.2.2 Each Sub-Committee must include a member of the General Committee. The General Committee may invite any willing member of the Association who has relevant experience to serve on a Sub-Committee.

C1.2.3 Each Sub-Committee must operate within clearly defined objectives within the scope of reference of the General Committee.

C1.2.4 Each Sub-Committee must record minutes of each meeting, and these minutes must be circulated to each member of the General Committee.

C1.3.1 Details of standing Sub-Committees and their membership and key objectives are shown at C2-C6 below.

C1.3.2 The establishment, membership and objectives of any Sub-Committee may be modified from time to time by the General Committee.

~~C2 — Competition Sub-Committee~~

~~C2.1.1 The Competition Secretary shall be chairman of the Sub-Committee.~~

~~C2.1.2 The Sub-Committee must comprise a minimum of five members.~~

~~C2.1.3 At least two members of the Sub-Committee must be the holder of a current CAMS competition licence of a level as prescribed by the General Committee.~~

~~C2.2.1 The scope of the Competition Sub-Committee's objectives is —~~

- ~~● to plan the Association's schedule of competition events;~~
- ~~● to organise and manage the Association's competition events;~~
- ~~● to provide opportunities for all Association members to compete at the Association's competition events;~~
- ~~● to liaise with other promoters to obtain invitations for Association members to participate at other promoters' competition events;~~
- ~~● to liaise with other clubs and encourage participation by their members at the Association's competition events.~~

~~C2.3.1 The Competition Sub-Committee is not responsible for promotion and/or social activities at race meetings.~~

~~C3 — Finance Sub-Committee~~

~~C3.1.1 The Treasurer shall be chairman of the Sub-Committee.~~

~~C3.1.2 The Sub-Committee must comprise a minimum of three members.~~

~~C3.2.1 The scope of the Finance Sub-Committee's objectives is —~~

- ~~• to prepare the Association's overall budget;~~
- ~~• to assist other Sub-Committees to prepare their activity budgets, if appropriate;~~
- ~~• to monitor the Association's expenditure and ensure that all expenditure is properly authorised and in accord with approved budgets;~~
- ~~• to provide other Sub-Committees with regular reports on their performance against budget;~~
- ~~• to prepare the Annual Financial Statements and present these to members at the Annual General Meeting;~~
- ~~• to ensure that all necessary financial reports are lodged with the appropriate regulatory bodies.~~

~~C4 — Promotions Sub-Committee~~

~~C4.1.1 The Vice President shall be chairman of the Sub-Committee.~~

~~C4.1.2 Other membership of the Sub-Committee shall be determined by the General Committee.~~

~~C4.2.1 The scope of the Promotions Sub-Committee's objectives is —~~

- ~~• to produce the Oily Rag on a regular basis;~~
- ~~• to ensure that the Oily Rag is distributed to all Association members and approved recipients;~~
- ~~• to produce posters and programmes for Association race meetings;~~
- ~~• to publicise the activities of the Association;~~
- ~~• to promote public awareness of historic motor sport;~~
- ~~• to encourage Association members to participate in all forms of motor sport events with properly prepared historic vehicles;~~
- ~~• to organise promotional activities supplementing competition activities at Association race meetings;~~
- ~~• to arrange Association participation in non-Association events promoting historic motor sport or associated automotive display events.~~

~~C5 — Registrar's Sub-Committee~~

~~C5.1.1 The Registrar Chairman shall be chairman of the Sub-Committee.~~

~~C5.1.2 The Registrar of each of the 5th Category Groups shall be eligible for membership of the Sub-Committee.~~

~~C5.2.1 The scope of the Registrar's Sub-Committee is —~~

- ~~• to provide representation for all 5th Category Groups within the Constitution;~~
- ~~• to identify specific needs for any or all Groups and ensure that these are reviewed by the relevant Sub-Committee;~~

- ~~to conduct debriefs after race meetings to ensure that any issues affecting specific Groups are assessed by the Competition Sub-Committee.~~

~~C6 — Social Sub-Committee~~

~~C6.1.1 The Social Secretary shall be chairman of the Sub-Committee.~~

~~C6.1.2 Other membership of the Sub-Committee shall be determined by the General Committee.~~

~~C6.2.1 The scope of the Social Sub-Committee's objectives is—~~

- ~~to organise and conduct events of a social nature, and to invite to selected events members of other motor clubs;~~
- ~~to organise social activities supplementing competition activities at race meetings.~~

~~C7 — Other Sub-Committees~~

~~C7.1.1 The General Committee may establish other Sub-Committees as the occasion demands.~~

APPENDIX D: ASSOCIATION Amendments Page

Adopted September 2004, THE ORIGINAL CONSTITUTION OF THE HISTORIC SPORTS AND RACING CAR ASSOCIATION OF NEW SOUTH WALES WAS ADOPTED BY A MEETING OF THE FOUNDER MEMBERS CONVENED ON 19TH JUNE 1981 AND ONE COPY THEREOF WAS THEN SIGNED BY THE FOUNDER MEMBERS THEN PRESENT. THIS CONSTITUTION WAS AMENDED 24/11/1995 AND FURTHER AMENDED [SRS41] AS PER THE AMENDMENTS PAGE IN APPENDIX D ATTACHED.

Amended 21st February 2007 • to permit General Committee members to be paid for agreed work.

Amended July 2010 - general wording update and revision to meet the new Government standards for Associations

Summary of Main Changes 1st July 2010

- 1.0 Definitions: -New definitions have been added, including the naming of the “General Committee”
- 2.0 Objects: – New Objects have been added
- 3.0 Membership: Revised definitions provided for clarity
- 3.6 Entitlements, Benefits, Rights & Liabilities: – a new clause added to define these features of membership
- 3.10 Resolution of Internal Disputes: – a general update of this clause
- 4.8 Voting: - a new Clause 4.8.5 added to allow electronic voting means, (as requested by Members at the 2009 AGM)
- 4.9 Appointment of Proxies: prior proxy notice deadline extended to 48 hours
- 5.2 Tenure of Office: Wording clarified for good governance, and the Nomination period extended to 28 days to better advise members (notice requested by Members at the 2009 AGM)
- 6.0 The General Committee: rewording for clarity of responsibilities, removal of the requirement for an office bearer to be part of any sub committee (as legal responsibilities are the same)
- 7.1 Financial Management: clause added (7.1.2) for provision that a Financial sub-committee may be formed by the general committee
- 7.4.2 new clause to cover General Committee insurance cover
- 7.8.1 Real Property: clause reworded for better governance
- 7.9: Common Seal: This clause requiring a Common Seal has been deleted, as Legislation no longer requires such a seal.

- Appendix A Form of Appointment of Proxy: Changed lodgement requirement to 48 hours prior to AGM. [Consideration to make this document a Procedural Form not directly part of the Constitution].
- Appendix B: Changed title to “Code of Conduct”. [Consideration to make this document a Procedural Form not directly part of the Constitution].
- Appendix C: Criteria for Establishing Sub-Committees: General review and inclusion of the Tasman Sub-Committee. [Consideration to make this document a Procedural Form not directly part of the Constitution].
- Appendix D: Amendments section added, and updated.