

# **Australasian Motor Museums Association Incorporated**

- A39742 -

## **Constitution**

**April 2013**

**Revision .04c**

As required by section 23a of the Associations Incorporation Act 1985, as administered by the Office of Consumer and Business Affairs, for the Government of South Australia.



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## 1 Name & Location

The name of the association shall be the **Australasian Motor Museums Association Incorporated**, as registered with the Office of Consumer & Business Affairs, South Australia (SA - A39743) referred to herein as **'the association'** or **AMMA**.

The office for the association shall be located in Birdwood South Australia for the purpose of registration.

The name of the association is to be printed on documents including:

- a. Every Notice
- b. Advertisements
- c. Receipts
- d. Bills of Exchange
- e. Other documents given, published or issued by the association.

## 2 Definitions

**'Annual General Meeting'** means a general meeting of the members of the AMMA convened in accordance with these Rules of Association (Constitution).

**'Committee'** means the committee of management of the AMMA.

**'Communication'** will include the use of both paper and electronic media.

**'Constitution'** shall be the Rules of Association

**'Member'** means a financial member of the AMMA.

**'Month'** shall mean a calendar month.

**'Rules'** shall be the Rules of Association

**'Special resolution'** means a special resolution defined by the Act.

**'The Act'** means the Associations Incorporation Act 1985 as amended

**'Prescribed Association'** as defined in section 3(1) of the Act, the amount prescribed is \$500,000 and defined Associations Incorporation Regulations 2008

## 3 Objects or Purposes of the association

- a. The AMMA has been formed with the objective of promoting the common interest of persons engaged in or who support the collection, preservation and promotion of motor vehicles and related memorabilia for public display, educational and research purposes.
- b. To act as a public voice on behalf of members.
- c. Promote specific displays, exhibitions and events presented by members.
- d. Develop and deliver operational cost efficiencies for members.
- e. Advise members on Government related issues, regulations, grants and assistance.

- f. To procure and provide information and establish an information sharing network for the benefit of the members.
- g. To establish, engage and promote tourism strategies in conjunction with members and, other tourism industry bodies.
- h. To act on any other matter considered by the members to be mutually beneficial.

## 4 Powers of the association

The association shall have all the powers in accordance with section 25 of 'the Act'.

## 5 Membership

### 5.1 Application and Acceptance for Membership

Application for membership of the AMMA shall be by writing to the committee and signed by the applicant.

Upon acceptance by the committee and upon payment of the first annual subscription, the applicant shall become a member of the AMMA.

At any General Meeting of the AMMA, members present may decide not to accept or continue the membership of any member or applicant, the member or applicant shall be notified of such decision and its reason and given 14 days notice of the next executive committee meeting with opportunity to speak to the given reason at that meeting.

### 5.2 Membership Fees

The prescribed annual membership fees shall be payable annually on 1 July or at such other time as the committee may decide. The sum and date payable (due date) will be determined at each Annual General Meeting of the AMMA.

Members of the AMMA who have not paid or renewed their membership within 3 months of the due date shall cease to be members and will be ineligible to vote at meetings, stand for any office or use the official logo of the AMMA.

### 5.3 Categories of membership

- a. **Associate**... individual person who is indirectly involved. Without voting rights.
- b. **Individual**... an individual person who is directly involved within the sector and who brings specific knowledge or skills of benefit to the AMMA. [1] Vote per member.
- c. **Institutional**... Museums, private collections, car clubs and other AMMA recognised institutions who shall nominate a natural person as their representative entitled to one [1] vote per institution.
- d. **Corporate**... Vehicle Manufacturers, Motor Insurance Companies and other acceptable entities who shall nominate a natural person as their representative entitled to one [1] vote per Corporate Entity.

It is expected that all Members will actively promote the AMMA and its membership through the display of the Logo on all media including website, brochures and other public facing publications.

## 5.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## 5.5 Resignation of membership

A member may resign from membership of the association by giving written notice to the secretary or public officer. Any resigning member shall be liable for any outstanding subscriptions.

## 5.6 Register of Members

A register of members must be kept and contain:

- a. The name and address of each member;
- b. The date on which each member was admitted to the association and,
- c. Where it is applicable, the date and reason(s) for termination.

# 6 The Committee

## 6.1 Powers and duties of the Committee

- a. The affairs of the association shall be managed and controlled 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 objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. 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.

- c. The Committee shall appoint a Public Officer as required by the Act.

## 6.2 Appointment

- a. The Committee shall consist of a minimum of seven (7) but not more than 10, natural persons duly nominated and elected as State, Territory and/or Country delegates from the financial membership of the association.
- b. The Executive positions of Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected or appointed by the current members of the Committee at the Annual General Meeting.
- c. The Secretary shall call for Committee nominations from the financial membership of the association at least 28 days prior to the Annual General Meeting.
- d. The elected Committee shall hold office until the next annual general meeting at which time all positions become vacant and members of the Committee shall be eligible to stand for re-election without nomination. No person shall be eligible to stand for election unless a member of the association has nominated that person at least 14 days before the meeting by delivering that nomination to the Secretary of the association. Nomination for any vacancy may be accepted from the floor at an AGM if notice of retirement has been received from a committee member and no written applications have been received by the secretary or public officer of the association for the specific position.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The Committee may appoint a person to fill a casual vacancy and such a Committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Committee without nomination.
- g. The Committee shall have the power to create from time to time additional support roles within the association to assist in the coordination and administration of the association's objectives. These roles when approved and occupied will be published to the members. Each role will have an initial tenure of the current financial year in which they are approved. Occupancy and ongoing activity will require ratification at the first Committee meeting post the Annual General Meeting.

## 6.3 Proceedings of Committee

- a. The Committee shall convene on a minimum of two (2) occasions within a 12 month period for the despatch of business.
- b. Draft Minutes of meetings shall be communicated to all committee members within 28 days of each meeting.
- c. Questions arising from any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote.
- d. A quorum for a meeting of the Committee shall be one half of the members of the Committee, plus one.

- e. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of their interest at the next AGM of the association.
- f. The Committee, may resolve by electronic communication on matters deemed urgent by the Chairperson.

#### **6.4 Disqualification of Committee members**

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

- a. Disqualified from being a committee member by the Act;
- b. Permanently incapacitated by ill health;
- c. Absent without an apology from both committee meetings within a 12 month period;
- d. No longer a member, or the duly appointed representative of a current member organization or corporate member.

### **7 The Seal**

The association shall have a common seal [rubber stamp] upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the chairperson and the Public Officer.

## **8 General Meetings**

### **8.1 Annual General Meetings**

- a. The Committee shall call an Annual General Meeting in accordance with the Act and this constitution.
- b. The AGM shall be held within five months after the end of its financial year.
- c. The order of business at the meeting shall be:
  - i. The confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting.
  - ii. The consideration of the accounts and reports of the committee and the auditors report if required.
  - iii. The election of State Delegate Committee members.
  - iv. The election of Executive Committee members.
  - v. The appointment of auditors if required in accordance with section 9.5 (of the Act).
  - vi. The prescription of Annual Membership Fees and Due Date.
  - vii. Any other business requiring consideration by the association in general meeting.

### **8.2 Special General Meetings**

- a. The Committee may call a special general meeting of the association at any time.

- b. Upon a requisition in writing of not less than 25% of all AMMA members, the Committee shall within one month of receipt of the requisition, convene a special general meeting, with no less than 21 days notification, for the purposes specified in the requisition
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required 8.2b above, the requisitionists, or at least 50% of their number may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

### **8.3 Notice of General Meetings**

- a. Shall be given to members in writing at least 21 days prior to the meeting and would be convened by the committee.
- b. A notice may be given to the member personally, by post to the address appearing in the register of members, or electronically if an electronic address is held in the register of members.

#### **8.3.1 Procedures at General Meetings**

- a. A quorum for a meeting shall be a minimum 7 members present personally, or by proxy. If a quorum is not present at the meeting then it shall be adjourned for one hour at which time those present will be deemed a quorum.
- b. The Chairperson, Vice Chairperson or a member elected in their absence will preside over the meeting.

#### **8.3.2 Voting at General Meetings**

- a. Subject to these rules, every member of the association has one vote [with the exception of those Members classed as associate] at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting must be determined by a majority of members who vote in person or by proxy.
- c. Unless a poll is demanded by at least five members, a question for decision must be determined by a show of hands.
- d. Corporate members shall be entitled to appoint one person, who shall not be a member of the association, to represent it at particular or at all general meetings of the association. Such a person shall be deemed to be a member of the association for all purposes until the authority is revoked in writing by the corporate member.

#### **8.3.3 Poll at General Meetings**

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of Adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **8.3.4 Special and Ordinary Resolutions**

- a. A special resolution is as defined in the Act.



- b. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

### 8.3.5 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and attend and vote at any general meeting of the association.

Any member wishing to appoint a proxy shall notify the secretary in writing, no less than 7 days prior to the start of the meeting.

### 8.3.6 Minutes.

- a. Proper minutes of all proceedings of General Meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose and copies of the minutes posted on the associations web site and distributed to all committee members within 28 days of the meeting.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee [as relevant] at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed, they shall until 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 made at a meeting shall be deemed to be valid.

### 8.3.7 Dispute Resolution

This clause applies to disputes between –

- a. a member and another member, or
- b. a member and the Committee, or
- c. a Committee member and another Committee member

Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and , if possible, resolve the dispute.

If the parties are unable to resolve the dispute at the meeting or, if a party fails to attend that meeting, then the parties must, within ten [10] days after the meeting, hold another meeting in the presence of a mediator.

The mediator must be –

- a. a person chosen by agreement between the parties, or
- b. in the absence of agreement –
  - i. for a dispute between a member and another member – a person appointed by the Committee, or
  - ii. for a dispute between a member and the Committee, or between a Committee member and another Committee member – a person chosen by ballot from a list of five [5] other members agreed to by both parties in dispute

A member of the AMMA can be a mediator.

The mediator cannot be a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must -

- a. give the parties to the mediation process every opportunity to be heard;
- b. allow due consideration by all parties of any written statement submitted by any party, and
- c. ensure natural justice is accorded to parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

## **9 Financial Accounts and Reporting**

### **9.1 Financial Year**

The financial year of the association shall be the period commencing on 1 July and ending on 30 June each year.

### **9.2 Accounts**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

Accounts are to be presented by the Treasurer and ratified for payment by a majority of the committee at a General Meeting or approval by the committee via electronic communication and resolution in the majority to make such payments.

Quotations are required for any expenditure greater than \$500 or for any capital acquisition. Quotations are to be communicated to and accepted by the majority of the committee prior to acceptance to proceed with the acquisition.

### **9.3 Accounts and Reports to be laid before Members**

This rule applies to 'prescribed' associations being those with gross receipts in excess of \$500,000 per year as per the Association Incorporation Regulations 2008.

### **9.4 Annual Return**

As in 9.3 above this is required only of 'prescribed' associations.

### **9.5 Appointment of Auditor**

This rule is intended for adoption as a 'prescribed association' but may be adopted for the association at the discretion and agreement of the Committee, preceding an AGM;

- a. At each AGM the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next AGM and is eligible for reappointment.

- c. If an appointment is not made at an AGM, the committee shall appoint an auditor for the current financial year.

## 10 Funds of the Association

### 10.1 Distribution of any surplus assets upon Winding Up

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation that has identical or similar aims and objectives or who facilitates the retention of significant items of Australasian motor transport history within Australasia.

### 10.2 Non Profit Clause

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

### 10.3 Financial Transactions

- a. All monies received by or on behalf of the Club shall be paid into the Association's Banking Account with such other Bank or Banks as the Committee shall from time to time decide.
- b. All cheques, Bills of Exchange, withdrawal forms and postal notes drawn on the said Association's Bank Account or Accounts shall be signed by any two of the following:
  - (i) The Chairperson
  - (ii) The Vice Chairperson
  - (ii) The Secretary
  - (iv) The Treasurer.
- c. All cheques drawn shall be marked "Not Negotiable" and shall be drawn to the order of the person in whose favour the cheque is made.

## 11 The Manner in which the Rules may be Changed

These rules may be altered [including an alteration to the association's name] by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Government of South Australia, Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, or its successor, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.