



Fair Trading
 ABN 81 913 830 179

**Form
A6**

Registry use only
NS155109
 Updated Jul 2018

Application to register change of objects or constitution

Associations Incorporation Act 2009 (section 10)

Please read the information before completing this form.
 This form can be completed in Adobe Reader and saved for your records.

Fee - \$51.00

1. ASSOCIATION DETAILS

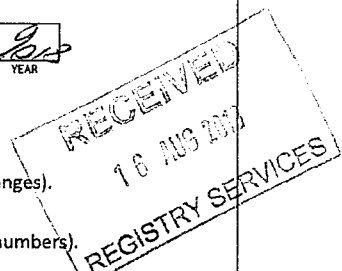
Name Historic Touring Club of NSW INCORPORATED
 Registration number (not ABN) INC or Y 0591914

2. SPECIAL RESOLUTION

The special resolution (motion) approving the change was passed by members on 17 August 2018
DAY MONTH YEAR

Did the special resolution adopt a complete constitution?

- Yes - The Fair Trading model constitution (do not attach copy).
- OR
- Yes - Our own constitution (attach a full copy of the adopted Constitution consolidating any changes).
- OR
- No - Amending our existing constitution (attach the new or amended Clauses including clause numbers).



The wording of the special resolution (i.e. the exact wording of the motion) is set out below or attached (do not attach the minutes).

[Empty box for special resolution wording]

3. FINANCIAL YEAR END

The financial year end of the Association will be 30 June as set out in the change to the constitution
DAY MONTH

(If the association has adopted the NSW Fair Trading model constitution OR its financial year end is not included in its current constitution then the Associations financial year end will be 30 June)

4. DECLARATION AND PRIVACY ACKNOWLEDGEMENT

I declare:

- * I am authorised by the committee of the association to make this application,
- * the information set out in this form and in any attachment to this form is correct,
- * the constitution/change accompanying this application complies with the requirements of the *Associations Incorporation Act 2009* and have been amended as required by section 10 of the Act.

I acknowledge:

- * NSW Fair Trading is collecting and holding information (including personal information) supplied in this form for the purposes of the *Associations Incorporation Act 2009* and in particular, inclusion in a register maintained under that Act which is open to public inspection,
- * NSW Fair Trading may disclose personal information to persons or bodies and to receive information from them in respect of purpose(s) related to the association's incorporation and activities, and
- * I have a right to seek access to and correction of the personal information supplied/collected from me.

Signature [Signature] Date signed 17 August 2018
DAY MONTH YEAR

This form is designed to be completed in Adobe Reader. A cross appearing in the digital signature field above may indicate a compatibility issue.

If a cross appears please sign here

Printed name ROY DEAN

Position held PRESIDENT

THE CONSTITUTION

CONTENTS

The Club	2
Objectives of the Club	2
Achieving objectives of the Club	2
Legal requirements of the Club	2
Membership of the Club	3
Membership fees	3
Race numbers	3
Membership- Committee	3
Membership- life	4
Membership- cessation	4
Governance of the Club- election of office bearers	5
Committee responsibilities	5
The Committee members' responsibilities	5
Annual General Meeting	7
General Meetings	7
Adjourning meetings	8
Decisions	8
Polls	8
Committee Meetings	8
Sub Committee meetings	8
Special Meetings	9
Voting	9
Discipline process	9
Members' liabilities	10
Financial year	10
Finances of the Club	10
Insurance	10
Common Seal	11
Custody of Seal and records	11
Availability of records	11
Winding up the Club	11
Alteration of the Constitution	11

Historic Touring Cars Association of NSW (Inc)

ABN 58 489 326 194

The Club

The Club shall be known as the Historic Touring Cars Association of New South Wales (Incorporated).

The abbreviation 'HTCA NSW' is taken to mean The Historic Touring Cars Association of New South Wales (Incorporated).

The Australian Business number (ABN) for the Club is 58 489 326 194.

Objectives of the Club

The objectives for which the Club is established are:

- To promote, foster and conduct motor sport, particularly with respect to the category of historic sedan competition, which is also known as Group N, and historically Appendix J Association; and
- To enable members to maintain a high standard of presentation, efficiency, conduct and respect for the laws of the road at all times.

Achieving objectives of the Club

The objectives of the Club will be achieved by:

- Conducting General Meetings for Club members;
- Conducting Committee meetings of office bearers;
- Informing members through regular publication of Club matters; and
- Performing all duties in a collaborative and courteous manner.

Legal requirements of the Club

The Club will comply with the Co-Operatives National Law (NSW) under which NSW co-operatives are administered with the Department of Fair Trading Registry Services as per the National Law Act 2012.

Membership of the Club

Membership shall be open to any person:

- Who is interested in the objectives of the Club; and
- By completing and submitting a membership form through email, post or in person.

Membership fees are due on the 31st of December each year.

A member shall be considered to be current where:

- All membership fees are paid; and
- The Code of Conduct of the Club has been agreed to and signed by the member each year by responding to the invitation to renew their membership, which will include the following words:

*“Your annual subscription for membership of the HTCA NSW is now payable.
In paying your membership you have agreed to abide by the Code of Conduct”.*

All members must supply:

- Name;
- Current mailing and email address; and
- Current contact phone number.

Membership fees

The amount of fees to be paid by members will be recommended to the Club by the Committee.

Membership fees shall be payable on the due date being 31st December of each year. Should a member, however, not pay their fees up to 60 days after the due date then they will then be considered to be non-financial.

Race numbers

If a member does not renew their membership within the given period then their race number shall become available to other financial members of the club to purchase at an auction to be held during a General Meeting of which has been nominated for a race number auction.

Membership- Committees

Members who are elected to represent the Club at a Committee level will be required to attend the Committee meetings either in person, by phone or video link. Where a Committee member cannot attend, the member must submit an apology for his/her non-attendance.

A Committee position will be considered to be vacant where a Committee member has not attended 3 consecutive meetings and provided no valid reason for their non-attendance.

A Committee member may be excluded from the Committee at the discretion of the Committee for inappropriate behaviour. In such circumstances, the Secretary will notify the Committee member in writing that the position has become vacant and invite nominations for the position.

Membership – Life

Life memberships may be conferred on members, and can be nominated by any Club member.

Nominations for life memberships will be circulated for comment to all Club members for a period of no less than one calendar month. Nominations will be considered and determined by the Committee.

In special circumstances, a life member may retain their membership and race number at the discretion of the Committee.

The overall contribution of the Club member to the objectives of the Club, and any extraordinary activities the Club member has made during their membership with the Club will be taken into consideration in determining life membership.

Membership – Cessation

A person ceases to be a member of the Club:

- If the person dies;
- The person is expelled from the Club;
- The person does not pay their annual membership; or
- The person does not agree to the Code of Conduct.

Governance of the Club- Election of office bearers

The election of office bearers for the Committee shall be taken place at the Annual General Meeting of the Club.

All members shall be entitled to stand for election for a Committee position only if they have been nominated for such position by another member of the Club.

Any member who nominates or is a Committee nominee must be a financial member of HTCA NSW who has agreed to the Code of Conduct.

The management and interest of the Club shall be vested in a Committee comprising of office bearers.

The Committee shall comprise of the following office bearers:

- The President;
- The Vice President;
- The Secretary;
- The Treasurer; and
- General Committee members as required.

Committee responsibilities

The Committee is responsible for managing the affairs of the Club, and have obligations and duties under the CNL and general law.

The Committee will:

- Manage, carry on and conduct the property affairs and business of the Club;
- Act in good faith in the interests of the Club and for a proper purpose, not misusing their position or information to gain an advantage for themselves, someone else or to cause detriment to the Club;
- Assess business and financial performance;
- Ensure the co-operative complies with its statutory reporting and other obligation under the Co-Operatives National Law;
- Have the power and duty to perform any act or deed, execute any document, or exercise any discretion, related to this Constitution; and
- Ensure the Club operates in accordance with its rules.

The Committee members' responsibilities

The President

The role of the president is to:

- Provide the principle leadership and responsibility for the Club and the Committee;
- Chair both Committee and General Meetings ensuring that they run efficiently and effectively;
- Act as a signatory for the Club in all legal purposes and financial purposes; and
- Regularly focus the Committee's attention on matters of Club governance.

The President will:

- Be well informed of all organisation activities and be able to provide oversight;
- Be a person who can develop good relationships internally and externally;
- Be forward thinking and committed to meeting the overall goals of the Club;
- Have a good working knowledge of the Constitution, rules and duties of the office bearers;
- Be able to work collaboratively with other Committee members;
- Be attuned to the interests of members and other interest groups; and
- Be a good role model and positive image for the Club in representing the Committee in other forums (e.g. league delegate meetings).

The Vice President

The role of the Vice President is to:

- Preside as Chairperson at General Meetings of the Club, at the nomination or request of the President;
- Support in leading the Committee and ensuring strong Club governance;
- Be a role model for the Club, providing the Club with a positive image at external functions; and
- Assist in the development of partnerships with other Clubs, state associations, potential sponsors and funding organisations.

The Secretary

The Secretary is responsible for:

- Ensuring the smooth running of the Committee;
- Ensuring meetings are effectively organised and minuted;
- Maintaining effective records, management and administration;
- Maintaining a register of members; and
- Club communication and correspondence.

The Treasurer

The Treasurer is responsible for:

- General financial matters;
- Financial planning;
- Financial reporting;
- Banking, book keeping and record keeping; and
- Control of fixed assets and stock.

General Committee Members' responsibilities

General Committee positions are responsible for:

- Supporting and advising the Executive Committee; and
- Overseeing special projects.

Annual General Meeting

The Club will hold an Annual General Meeting at the end of each year.

Notification of the Annual General Meeting will be issued by the Secretary either by direct correspondence (letter or electronic mail), notification through the regular Club magazine, or through the Club website.

The notification of the Annual General Meeting will be issued at least fourteen days prior to the date of the meeting.

The Annual General Meeting will:

- Confirm the minutes of the last preceding Annual General Meeting, and any special General Meetings since that meeting;
- Receive from the Committee, reports on the activities of the Club during the preceding financial year; and
- Elect office bearers of the Club.

Members of the Club are encouraged to be present for the Annual General Meetings, however, a proxy vote emailed to the Secretary 24 hours prior to the commencement of the meeting will also be accepted.

Only financial members, who have agreed to the HTCA NSW Code of Conduct, are eligible to vote.

Voting shall be by a show of hands, however, where twenty five percent or more members at the meeting demand so, the vote shall be by secret ballot, which will be conducted by the Secretary.

A quorum of five current members of the Club is required to conduct an Annual General Meeting. Where a quorum of five current members is not achieved within 30 minutes of the commencement of the meeting, the Annual General Meeting shall be dissolved and adjourned to the same day in the following week if possible.

In the following week, a quorum of three current members of the Club will be considered sufficient to conduct the Annual General Meeting.

General Meetings

Except for the month of December and January, General Meetings of the Club will be held every calendar month.

Members of the Club are encouraged to be present for General Meetings where possible.

Only financial members, who have agreed to the HTCA NSW Code of Conduct, are eligible to vote.

Members shall have one vote on any motion.

The President, or in the President's absence, the Vice President shall preside as Chairperson of the General Meeting.

If the President or the Vice President are absent from a General Meeting, or are unwilling to act, the members shall elect one of the members present to preside as Chairperson at the meeting. The President, or his nominated delegate, shall have a casting vote which may only be used to break a deadlock.

A quorum of five current members of the Club is required to conduct a General Meeting. Where a quorum of five current members is not achieved within 30 minutes of the commencement of the meeting, the General Meeting shall be dissolved and adjourned to the same day in the following week if possible.

In the following week, a quorum of three current members of the Club will be considered sufficient to conduct the General Meeting.

Adjourning meetings

The Chairperson of a General Meeting at which a quorum is present, may, with the consent of the majority of members present at the meeting, adjourn the meeting. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Decisions

A question arising at a General Meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost or an entry to that effect in the minutes book of the Club, is evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of, or against that resolution.

Polls

At a General Meeting of the Club, a poll may be demanded by:

- The Chairperson;
- Not less than three members present at the meeting; or
- Proxy at the meeting.

Where the poll is demanded, the poll shall be taken:

- Immediately in the case of a poll which relates to the election of the Chairperson of the meeting or the question of an adjournment; or
- In any other case, in such manner and at such time before the close of the meeting, as the Chairperson directs.

Committee Meetings

The Committee shall meet as often as required, and at least six times in any twelve-month period.

A quorum of at least four members of the Committee must be physically present at the meeting.

Committee members can, at the discretion of the Chairperson, join the meeting via electronic means (phone or video conference).

Sub Committee meetings

The Committee may determine the creation of a Sub-Committee to examine and manage particular matters.

The Committee can assign the responsibility of this Sub-Committee to a Committee member and require that Sub-Committee to report to the Committee as required.

Special Meetings

The Committee may convene a Special General Meeting.

A request for a Special General Meeting must:

- Be lodged with the Secretary by direct correspondence (letter or electronic mail);
- Be submitted by not less than five percent of the total number of members of the Club; and
- State the purpose(s) of that Special meeting.

The Special Meeting may be conducted on its own or be combined with the next General Meeting.

Voting

At a General Meeting, a Club member has only one vote.

The Club member must be a current member of the Club, as defined in this Constitution (see *Membership of the Club*).

Votes can be given personally or by proxy however, no member can hold more than five proxies.

Each Club member shall be entitled to appoint another member as proxy on their behalf. A notice for a proxy vote must be lodged with the Secretary by direct correspondence (letter or electronic mail) and up to 24 hrs prior to the commencement of the meeting.

Proxy and nomination form will be sent out electronically with the notification of the Annual General Meeting.

All proxy votes must come from a current member of the Club, as defined in this Constitution (see *Membership of the Club*).

In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

Discipline process

Any financial member can put forward a matter concerning behaviour of another entrant or Club member on or off the track. The matter is to be referred to the HTCA NSW Committee. The Committee will endeavour to investigate and gather evidence regarding the alleged matter.

- Appropriate action will be considered the by the Committee which can include the following action:
- A written warning;

- The revocation of Club points;
- The revocation of any rebate amount that might have accrued to that member;
- Expulsion from an event at the discretion of the event organiser; or
- Expulsion from a meeting at the discretion of the event organiser.

Members' liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club, or the costs, charges and expenses of winding up the Club, is limited to the amount, if any, unpaid by the member in respect of membership of the Club as specified in the paragraph '*Club Subscriptions*'.

Financial Year

The Club financial accounts shall commence from the 1st of July to 30th of June each year.

Finances of the Club

The Financial Statement of the Club shall be prepared by the Treasurer at the end of each month, and presented to the Committee for examination at the Committee meetings.

An auditor will be appointed by the Committee of the Club at the Annual General Meeting.

The annual Financial Statement of the Club shall be prepared by the appointed accountant and audited by the appointed auditor prior to consideration by the Committee.

Following receipt of the annual Financial Statement and the auditor's report, the documents will be referred to the Annual General Meeting for the information of Club members.

An audit of the Club's accounts shall occur if at least twenty five percent of the Committee members request such action in a Committee meeting.

The Committee shall have the power to:

- Invest the Club's funds in approved trustee-type securities, building society accounts or interest-bearing deposits with banks; and
- Lease or rent property or chattels owned by the Club for the use of the Club and/or its members, and to effect such insurance as it shall deem necessary to cover any loss or damage to Club equipment.

Insurance

The Club will effect and maintain insurance pursuant to Section 44 of the Insurance Contracts Act 1984.

In addition to the insurance required under the above clause, the Club may effect and maintain other insurance, as deemed necessary by the Executive Committee.

Common Seal

A public officer is the official point of contact for an incorporated association and one of the authorised signatories.

A Committee member, an ordinary member or a person outside the Club may hold the position of public officer.

The Common Seal of the Club shall only be affixed to any instrument following the authority of the Committee of the Club.

The affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

The Common Seal is to be held by the Secretary of the Club.

Custody of Seal and Records

The Secretary of the Club shall keep in custody and control, the Seal and all records, books and other documents relating to the Club.

Availability of Records

All records relating to the Club shall be made available at no charge to any Club member.

Any such request can be made by any Club member to the Secretary by direct correspondence.

Winding up the Club

The Club may be wound up and dissolved if a resolution is passed by three quarters of the financial members present at a Special meeting, which has been called for the purpose of dissolving and winding up the Club, after fourteen days notice is given to the financial members of the Club to their last known electronic or physical mail address.

In the event of the Club being dissolved and wound up, any credit balance in the funds of the Club, or any disposable assets which can be converted into cash, shall be donated to a charitable organisation. Such charitable organisation shall be chosen by a majority of members attending the Special meeting called for the purpose of dissolving and winding up the Club.

Alteration to the Constitution

The Constitution will be subject to revision every twelve months or as required.

The Constitution may be altered, rescinded or added to only by a special resolution of the Club.



NSW HTCA General MEETING MINUTES

7th August, 2018

Welcome

Meeting opened by Ray Dean at 7.40pm

Apologies

David Noakes, Francis Meier, Chris Dubois, Wayne Rogerson, Alan Mayne, Graham Russell, Vince Macri, Dave Roberts

Acceptance of minutes from previous meeting (3/7/2018)

- Nominated by Ross Mueller
- Seconded by Noel Roberts

President

Presented motion for the acceptance of the updated Constitution.

Nomination for acceptance – Paul Tierney

Seconded – Dave Wheatley

Unanimous vote for acceptance. Constitution will now be registered with the Department of Fair Trading.

~~Statement by Vice President John Botterby~~