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Contents

Contents.....	1
The Constitution .....	4
1. Definitions.....	4
2. The Club .....	5
3. Objectives of the Club.....	5
4. Achieving the Objectives of the Club.....	5
5. Legal Requirements of the Club.....	5
5.1. The Constitution .....	5
5.2. Alteration to the Constitution .....	5
6. Membership generally .....	6
7. Membership of the Club .....	6
8. Membership applications .....	6
9. Register of Members .....	7
10. Membership - Currency .....	7
11. Membership entitlements not transferable .....	8
12. Member resignation.....	8
13. Membership - Committees .....	8
14. Membership - Honorary.....	9
15. Membership - Life .....	9
16. Membership - Cessation .....	9
17. Governance of the Club .....	10
17.1. The Governance Responsibilities.....	10
17.2. Election of Office bearers .....	10
18. The Governance Positions.....	10
18.1. Office bearers.....	10
18.2. Nominations for Governance positions.....	10
19. The Committee’s responsibilities.....	11
20. The Duties of Committee members.....	11
21. Vacancies in office.....	11
22. The Responsibilities of Committee members .....	13
23. The Committee Position Responsibilities.....	13

23.1.	The President .....	13
23.2.	The Vice President .....	14
23.3.	The Secretary .....	14
23.4.	The Treasurer .....	14
23.5.	Other Committee positions .....	15
24.	Conflict of Interest.....	16
25.	Meetings of the Club .....	16
25.1.	Annual General Meetings .....	16
25.2.	General Meetings.....	16
2.1.1	Adjournments.....	17
2.1.1	Decisions.....	17
2.1.1	Polls .....	17
25.3.	Committee Meetings .....	18
25.4.	Sub Committee Meetings .....	18
25.5.	Special Meetings .....	18
26.	Voting .....	18
27.	Postal or electronic ballots.....	19
28.	Transaction of business outside meetings or by telephone or other means .....	19
29.	Appointment of Proxies .....	20
30.	Club Fees and Subscriptions.....	20
31.	Financial Year .....	21
32.	Members' liabilities.....	21
33.	Disciplining a Member of the Club.....	22
33.1.	The Reasons for Discipline .....	22
33.2.	The Range of Discipline options.....	22
33.3.	The Discipline process – Examination of the matter .....	22
33.4.	The Discipline process – the Notice to the Member .....	23
33.5.	The Discipline process – the Committee meeting .....	23
33.6.	The Discipline process – the Committee considerations.....	23
33.7.	The Discipline process – the Committee result .....	23
33.8.	The Discipline process – the Date of Effect .....	24
33.9.	The Appeal process – the General Committee meeting.....	24
33.10.	Resolution of internal disputes.....	24

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34.	General .....	25
34.1.	Finances of the Club.....	25
34.2.	Insurance.....	25
34.3.	Common Seal .....	25
34.4.	Records and Accounts.....	25
34.5.	Custody of Seal and Records.....	26
34.6.	Availability of Records.....	26
34.7.	Winding up the Club .....	26
35.	Vehicle Racing Numbers.....	26
35.1.	Description .....	26
35.2.	Maintaining a racing number.....	26
35.3.	Re-allocating a racing number .....	27

1. Definitions

(1) In this constitution:

**committee member** means an office-bearer or ordinary committee member.

**exercise** a function includes perform a duty.

**function** includes a power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 18.1.

**ordinary committee member** means a committee member who is not an office-bearer.

**register of members** means the register of members maintained under clause 9.

**Secretary** of the association, means:

(a) the person holding office under this constitution as secretary, or

(b) if no person holds that office -the public officer of the association.

**special general meeting** of the association, means a general meeting of the association other than an annual general meeting.

**subcommittee** means a subcommittee established under clause 20.

**the Act** means the Associations Incorporation Act 2009.

**the Regulation** means the Associations Incorporation Regulation 2022.

Note: The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

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## 2. 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 ABN 58 489 326 194.

## 3. Objectives of the Club

The objectives for which the Club is established are:

- a) To promote, foster and conduct automobile motor sport, particularly with respect to the category of historic sedan competition, which is also known as Group N, and historically Appendix J;
- b) To enable members to become better drivers and to maintain their vehicles in a high standard of presentation and efficiency;
- c) To enable members to maintain a high standard of conduct and respect for the laws of the road.

## 4. Achieving the Objectives of the Club

The objectives of the Club will be achieved by:

- a) Conducting General meetings of Club members;
- b) Conducting Committee meetings of Office bearers of the Club;
- c) Conducting social events as appropriate;
- d) Informing members through regular publication of Club matters;
- e) Performing all of the above objectives in a collaborative, respectful and courteous manner.

## 5. Legal Requirements of the Club

The Club will comply with the Associations Incorporation Regulation 2016, which is administered by NSW Fair Trading's Registry Services.

### 5.1. The Constitution

The constitution is the set of rules by which the Club is run. The Constitution may also include agreed Schedules.

### 5.2. Alteration to the Constitution

The Constitution will be subject to revision every twelve months.

The Constitution may be altered, rescinded or added to only by a special resolution of the Club (that is, at least three-quarters of the votes cast support it).

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## 6. Membership generally

- (1) An individual is taken to be a member of the association if:
  - (a) the person applied to be a member under clause 8(1) and the application has been approved, or
  - (b) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or
  - (c) the person was:
    - (i) for an unincorporated body registered as the association - a member of the body immediately before the registration, or
    - (ii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or:
    - (iii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.
- (2) A person who is not an individual is not eligible to be a member of the association.

## 7. Membership of the Club

Membership shall be open to any person:

- a) Aged seventeen years of age or more;
- b) interested in the advancement of the objectives of the Club;
- c) who applies in writing to join the Club by completing the membership form (letter or electronic mail).

## 8. Membership applications

- (1) An application by a person to be a member of the association must be:
  - (a) made in writing, and
  - (b) in the form determined by the Committee, and
  - (c) lodged with the Secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The committee must approve or reject the application.
- (5) As soon as practicable after the committee has decided the application, the Secretary must:
  - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
  - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 30 within 28 days of the day the applicant received the notice.

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- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (5)(b).
  - (7) The applicant becomes a member once the applicant's name is entered in the register.

#### 9. Register of Members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal or email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the association's main premises, or
    - (ii) if the association has no premises - at the association's official address, and
  - (d) must be available for inspection, free of charge, by members at a reasonable time, and
  - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

#### 10. Membership - Currency

Membership fees are due on 31 December each year.

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A membership shall be considered to be current where:

- a) All membership fees are paid; and
- b) The Code of Conduct of the Club has been agreed to by the member each year by responding to the invitation to renew membership, which will include the words:  
*“Your annual subscription for membership of the HTCA NSW is now payable.  
In paying this fee, you agree to abide by the HTCA NSW Code of Conduct.”*; and
- c) The member ensures that membership details including those below, are kept up-to-date:
  - (a) Full Name; and
  - (b) Physical address; and
  - (c) Electronic mail address; and
  - (d) Gender; and
  - (e) next-of-kin / emergency numbers; and
  - (f) occupation; and
  - (g) date of birth.

#### 11. Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- a) cannot be transferred to another person, and
- b) terminates once the person ceases to be a member of the association.

#### 12. Member resignation

A Member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

The Member ceases to be a member on the expiration of the notice period.

#### 13. Membership - Committees

Members who are elected to Committee positions will be required to attend Committee meetings.

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

Where a member's attendance at a Committee meeting cannot occur, that Member will be required to submit an apology for his/her non-attendance.

The Committee position will be considered to be vacant where a Member has:

- not attended a Committee meeting for three consecutive meetings; and
- has not provided a reason for his/her non-attendance that, in the view of the Committee, is a valid reason for non-attendance;

In such circumstances, the Committee will instruct the Secretary to:



- 
- Notify the Committee member that the position has been declared vacant;
  - Invite nominations from Members for the vacant position.

#### 14. Membership - Honorary

Honorary Memberships may be conferred on non-members:

- a) By the Committee;
- b) For a period not exceeding three calendar months, which commences from the date of the decision of the Committee.

#### 15. Membership - Life

Life Memberships may be conferred on members.

Life memberships can be nominated by any Club Member.

Nominations for Life Membership will be circulated for comment to all Club members for a period of no less than one calendar month.

Nominations for life membership will be considered and determined by the Committee.

Factors that will be taken into account in determining Life Membership will be:

- a) The overall contribution of the Club member to the Objectives of the Club;
- b) Any and all extraordinary activities the Club member has made during their membership of the Club.

#### 16. Membership - Cessation

A person ceases to be a member of the Club where:

- a) The person dies; or
- b) The person resigns from being a Member;
- c) The person is expelled from the Club; or
- d) The person does not pay their annual membership fee within 30 days of the due date;  
or
- e) The person does not agree to the Code of Conduct of the club.

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## 17. Governance of the Club

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

### 17.1. The Governance Responsibilities

The Committee will:

- a) Manage, carry on and conduct the property affairs and business of the Club;
- b) Have the power and duty to perform any act or deed, or execute any document, or exercise any discretion, related to this Constitution.

### 17.2. Election of Office bearers

The election of office bearers for the Committee shall take place at the Annual General meeting of the Club.

## 18. The Governance Positions

All members shall be entitled to stand for election to a Committee position only if they have been nominated for such position by another member of the Club. That nominating member must be a financial member, who has agreed to the NSW HTCA Code of Conduct.

All Committee nominees shall be financial members, who have agreed to the NSW HTCA Code of Conduct.

### 18.1. Office bearers

All Committee positions shall be honorary.

The Committee shall comprise the following office bearers:

- c) The President;
- d) The Vice President;
- e) The Secretary;
- f) The Treasurer;
- g) Up to five other Committee positions.

### 18.2. Nominations for Governance positions

(1) The nomination must be:

- (a) made in writing, and
- (b) signed by at least 2 members of the association, not including the candidate, and
- (c) accompanied by the written consent of the candidate to the nomination, and
- (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies:

- (a) the candidates nominated are taken to be elected, and
- (b) a call for further nominations must be made at the meeting.

(3) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

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## 19. The Committee's responsibilities

The Committee is responsible for managing the affairs of the Association in accordance with legislation and the Association's rules. Committee meetings must be held at least once every 3 months using any technology agreed by the Committee.

The Committee is responsible for:

- planning long-term business and financial strategies;
- determining and implementing policies;
- assessing business and financial performance;
- ensuring the Association complies with its statutory reporting and other obligations under the Associations Incorporated Regulation 2016;
- ensuring the Club operates in accordance with its rules.

## 20. The Duties of Committee members

The Committee members have obligations and duties under the Associations Incorporated Regulation 2016 and general law. These include:

- acting in good faith - must act honestly and in the best interests of the Club and for a proper purpose;
- acting with care and diligence - need to keep adequately informed of the financial status and business performance of the Club and obtain professional advice if necessary;
- not misusing position or information - must not improperly use their position and information to gain an advantage for themselves or someone else or to cause detriment to the Club;
- avoiding conflicts of interest - any conflict must be declared and dealt with in accordance with the Associations Incorporated Regulation 2016;
- preventing insolvent trading - must prevent the Association incurring a debt whilst it is insolvent or if it will become insolvent as a result of incurring the debt.

## 21. Vacancies in office

(1) A casual vacancy in the office of a committee member arises if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) resigns from office by written notice given to the secretary, or
- (d) is removed from office by the association under this clause, or
- (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
- (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or

- 
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
- (a) remove a committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

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## 22. The Responsibilities of Committee members

Committee members are responsible for ensuring the Club complies with its obligations under the Associations Incorporated Regulation 2016, including:

- keeping financial records - financial records must correctly record and explain its financial transactions, financial position and performance;
- notifying changes - change of Committee members, registered address and rule changes must be notified to Fair Trading within 28 days;
- maintaining registers - ensuring specified registers are maintained and are available for inspection by members and other persons as required;
- reporting to members - provide financial reports to members within 5 months of the end of the association's financial year;
- lodging annual returns - annual returns or reports are required to be lodged with Fair Trading within 5 months of the end of the Association's financial year;
- complying with rules - ensuring the Club operates in accordance with its rules.

## 23. The Committee Position Responsibilities

### 23.1. The President

The role of the President is to:

- a) provide the principal leadership and responsibility for the Club and the Committee.
- b) Chair Committee meetings ensuring that they are run efficiently and effectively;
- c) Act as a signatory for the Club in all legal purposes and financial purposes;
- d) Regularly focus the Committee's attention on matters of Club governance.

The President will:

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

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### 23.2. The Vice President

The role of the Vice President is to:

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

### 23.3. The Secretary

The Secretary is responsible for:

- a) Ensuring the smooth running of the Committee;
- b) Ensuring meetings are effectively organised and minuted;
  - (a) The minutes must be:
    - (i) kept in written or electronic form, and
    - (ii) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
      - (iii) the member who presided at the meeting, or
      - (iv) the member presiding at the subsequent meeting.
- c) Maintaining effective records management and administration;
- d) Maintaining a Register of Members;
- e) Upholding the requirements of the Constitution;
- f) Club communication and correspondence.

This position may be combined as the Secretary / Treasurer role.

### 23.4. The Treasurer

The Treasurer of the association must ensure:

- a) all money owed to the association is collected, and
- b) all payments authorised by the association are made, and
- c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

The Treasurer is responsible for:

- 
- a) General financial oversight;
  - b) Financial planning and oversight;
  - c) Financial reporting;
  - d) Banking, book keeping and record keeping;
  - e) Control of fixed assets and stock.

This position may be combined as the Secretary / Treasurer role.

#### 23.5. Other Committee positions

Other committee positions are responsible for:

- a) supporting and advising the Committee;
- b) supporting special projects;
- c) and overseeing other ad-hoc committees.

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## 24. Conflict of Interest

A Committee member shall declare his/her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. S/he shall, unless otherwise determined by the Committee, absent her/himself from discussions of such matters and shall not be entitled to vote in respect of such matters.

If the Committee casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee member to absent her/himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee.

## 25. Meetings of the Club

### 25.1. Annual General Meetings

The Club will hold an Annual General meeting in February each year.

Notification of the Annual General meeting will be issued by the Secretary either by direct correspondence (letter or electronic mail), or by notification 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:

- a) Confirm the Minutes of the last preceding Annual General meeting, and any special general meetings since that meeting;
- b) Receive from the Committee, reports on the activities of the Club during the preceding financial year;
- c) Elect office bearers of the Club.

Proxy votes by Members of the Club for Annual General meetings is permitted.

Proxy votes must be lodged in accordance with the form prescribed in the section titled "Appointment of Proxies".

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

Voting shall be by a show of hands, but 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 the physical presence 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 time of the meeting, the Annual General meeting shall be dissolved and shall be adjourned to the same day in the following week.

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

### 25.2. General Meetings

Proxy votes by Members of the Club for General meetings are permitted.



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Proxy votes must be lodged in accordance with the form prescribed in the section titled "Appointment of Proxies".

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

Members shall have one vote on any motion.

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

If the vice President, or the President are absent from a General meeting, or are unwilling to act, the members present shall elect one of their number to preside as Chairperson at that meeting.

The President, or his nominated delegate, shall have a casting vote, which may only be used to break a deadlock.

A quorum of the physical presence 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 time of the meeting, the General meeting shall be dissolved and shall be adjourned to the same day in the following week.

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

#### 2.1.1 Adjournments

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.

#### 2.1.1 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 of proportion of the votes recorded in favour of, or against that resolution..

#### 2.1.1 Polls

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

- a) the Chairperson; or
- b) by not less than three members present at the meeting; or
- c) by proxy at the meeting.

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

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

### 25.3. Committee Meetings

The Committee shall meet:

- a) Monthly, on the third Wednesday of each month, and
- b) 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.

Proxy votes by Members of the Club for Committee meetings is permitted.

Proxy votes must be lodged in accordance with the form prescribed in the section titled "Appointment of Proxies".

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

### 25.4. 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.

### 25.5. Special Meetings

The Committee may convene a special General meeting.

A request for a special General meeting must:

- a) Be lodged with the Secretary, by direct correspondence (letter or electronic mail);
- b) Be submitted by not less than five percent of the total number of members of the Club;
- c) State the purpose or purposes of that special meeting.

The special meeting may be conducted on its own or be combined with the next General meeting.

## 26. Voting

At a General meeting, including an Annual 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.

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

Proxy votes must be lodged in accordance with the form prescribed in the section titled "Appointment of Proxies".

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All proxy votes must come from a current member of the Club, as defined in this Constitution.

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.

27. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 33.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

28. Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## 29. Appointment of Proxies

Each Club member shall be entitled to appoint another member as proxy.

A maximum of five proxy votes can be held by another member.

A notice for a proxy votes must be lodged with the Secretary, by direct correspondence (letter or electronic mail) in the format below:

<b>FORM OF APPOINTMENT OF PROXY</b>
I, .....(full name) of .....(address) being a member of .....(name of incorporated association) hereby appoint .....(full name of proxy) of .....(address) being a 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 of ..... and at any adjournment of that meeting. (month and year) * My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details). * to be inserted if desired. .....

## 30. Club Fees and Subscriptions

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

The Committee may prescribe a family membership fee, which shall be a fee paid by any two members of the Club, those members, regardless of gender, being partners in a marital relationship. His fee shall allow their dependants up to the age of seventeen years to join in Club activities.

Such a recommendation shall then become effective provided approval is given by the majority of members present at the monthly Club meeting at which such a recommendation is made.

The Committee shall then notify members of the fees and subscriptions payable, either by direct correspondence (letter or electronic mail), or by notification through the Club website.

Thereafter, such fees and subscriptions shall be paid within sixty days of the commencement of the financial year.

Members who allow their dues to remain unpaid following the expiration of sixty days of the commencement of the financial year shall lose all Club rights and the status of their membership will be notified to Motorsport Australia, in order to keep the currency of any Motorsport Australia licence current. Such members will lose their membership after ten months. At that time, the member's club number will become vacant and will be presented to the financial members of the club up for auction. Membership will be re-

*Historic Touring Car Association of NSW (Inc)*

*Constitution*

ABN 58 489 326 194

Version 13 December 2024

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instated immediately dues are paid, and Motorsport Australia will be notified of this change in status. Upon the member becoming financial, if the member's previous club number is still vacant, the number can be returned to that member.

31. Financial Year

The financial year shall commence on the first day of January each year.

32. Members' liabilities

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 26:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

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### 33. Disciplining a Member of the Club

#### 33.1. The Reasons for Discipline

There may be occasions where the behaviour of Club members requires attention. These could occur at Club meetings, or at Race meetings or other events organised by the Club. The Club ideals are that members will show courtesy to all others on such occasions.

A person may make a complaint to the committee that a member of the association has:

- (a) failed to comply with a provision of this constitution, or
- (b) wilfully acted in a way prejudicial to the interests of the association.

The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

If the committee decides to deal with the complaint, the committee must:

- (a) serve notice of the complaint on the Member, and
- (b) give the member at least 14 days from the day the notice is served on the Member within which to make submissions to the committee about the complaint, and
- (c) consider any submissions made by the Member.

#### 33.2. The Range of Discipline options

Where a Club member displays behaviours that are not appropriate, options that can be considered by the Club are:

- a) A written warning;
- b) The revocation of Club points;
- c) The revocation of any rebate amount that might have accrued to that member;
- d) Expulsion from an event;
- e) Expulsion from a meeting;
- f) Suspension from the Club for a specified period;
- g) Expulsion from the Club.

#### 33.3. The Discipline process – Examination of the matter

Where a matter is brought to the attention of the Club, the Committee will:

- a) convene a meeting to examine the matter (this may be the next scheduled Committee meeting, or may be a special meeting);
- b) seek full and open information about the matter. This will include gathering information about the issue from all persons involved in the matter, including, where necessary, the member concerned, and any other parties involved, such as parties including a Clerk of the Course, the Driving Standards Observer, and the Event Organiser.

Where, following examination of the matter, the Committee agrees that the matter warrants action, the Committee may:

- 
- a) make a resolution to this effect; and
  - b) determine the discipline action that could be imposed.

#### 33.4. The Discipline process – the Notice to the Member

Where such a resolution is made, the Committee shall instruct the Club Secretary to issue a notice to the Member concerned by direct correspondence (letter or electronic mail).

Such a notice must:

- a) Be delivered to the Member within fourteen days of the date of the Committee resolution;
- b) Set out the resolution of the Committee, the grounds on which the resolution is based, and the discipline action that is being contemplated;
- c) Advise that the Member may address the Committee at a meeting:
  - i) to be held between fourteen and twenty-eight calendar days of the date of that notice;
  - ii) At a specified date, time and location agreed by the Committee.
- d) Inform the Member that s/he may:
  - i) attend and speak to the Committee; and/or
  - ii) Submit a written representation to the Committee at any time prior to the meeting date determined above.

#### 33.5. The Discipline process – the Committee meeting

Where such a meeting is held by the Committee, the Committee shall:

- a) Give the Member the opportunity to make oral representation;
- b) Give due consideration to any written representation submitted to the Committee;
- c) Review the original resolution made and, by resolution, determine whether to confirm or revoke that original resolution.

#### 33.6. The Discipline process – the Committee considerations

The Committee will consider each issue on a case-by-case basis.

The Committee may, by resolution, invoke the option determined under Section 20.2.

In the case of a decision to suspend or expel a club member, the Committee will consider if a Club member:

- a) Has persistently refused or neglected to comply with the provision, or provisions of Club rules as specified in this Constitution; or
- b) Has persistently and wilfully acted in a manner that is prejudicial to the interests of the Club.

#### 33.7. The Discipline process – the Committee result

The Committee shall then instruct the Club Secretary to issue a notice to the Member concerned by direct correspondence (letter or electronic mail), advising the result of the review and the subsequent Committee resolution.

Such a notice must:

- 
- a) Be delivered to the Member within seven calendar days of the date of the Committee resolution;
  - b) Set out the subsequent resolution of the Committee and the grounds on which the resolution is based;
  - c) Advise the Member of:
    - i) their right of appeal;
    - ii) the process and timing of an appeal.

#### 33.8. The Discipline process – the Date of Effect

A resolution under the Section – “Disciplining a Member” will take effect on the day following the expiration of the appeal period.

#### 33.9. The Appeal process – the General Committee meeting

A Member may appeal the disciplinary decision made by the Committee decision to the Club.

This appeal may only be lodged after the process detailed in this section is completed by the Committee.

Where such an appeal is lodged, the Club Secretary will issue a notice to all Members by direct correspondence (letter or electronic mail), convening a special General meeting concerning the appeal.

This General meeting will only consider the matter of appeal.

The meeting will:

- a) Allow the Committee to present their case, orally or in writing, or both, and their subsequent decision;
- b) Enable the Member to present their case, orally or in writing, or both.

All attendees at the General meeting will then vote by secret vote, which will be conducted by the Club Secretary.

The result of the secret vote will then be announced by the Club Secretary.

#### 33.10. Resolution of internal disputes

The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:

- a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
- b) a dispute between 1 or more members and the association.

If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.



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## 34. General

### 34.1. Finances of the Club

The Financial Statement of the Club shall be prepared by the Treasurer at the end of each month.

The Financial Statement shall be presented to the Committee for examination at the Committee meetings.

An auditor will be appointed by the Committee of the Club.

The annual Financial Statement of the Club shall be prepared by the Treasurer.

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

Following receipt of the annual Financial Statement and the Auditor's report, they will be referred to the Annual General meeting for the information of Club members, or when requested by the majority of the members of the Committee of the Club.

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

The Committee shall have the power to:

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

### 34.2. 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 Committee.

### 34.3. Common Seal

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

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

A committee member, or an ordinary member 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 Club may execute a document without using a common seal if the document is signed by 2 of its authorised signatories.

Where the Common Seal is affixed to a document, it shall be attested by the signatures of two members of the Committee.

### 34.4. Records and Accounts

Proper accounting and other records shall be kept in accordance with the Associations Incorporated Regulation 2016.

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The books of account shall be kept in the care and control of the Secretary.

The Club shall establish and maintain proper records and Minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee).

Records described above include votes conducted by a postal or electronic ballot.

#### 34.5. 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.

#### 34.6. Availability of Records

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

Any such request can be made by any Club member to the Secretary by direct correspondence (letter or electronic mail).

#### 34.7. 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 so 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.

### 35. Vehicle Racing Numbers

#### 35.1. Description

Vehicle racing numbers are, as far as is possible, aligned with Club membership numbers.

Membership and vehicle numbers are the property of the Club.

#### 35.2. Maintaining a racing number

To maintain a current racing number, members must;

- a) have paid their membership fees; and
- b) have agreed to The Code of Conduct of the Club by responding to the invitation to renew membership, which will include the words:  
"Your annual subscription for membership of the HTCA NSW is now payable.  
In paying this fee, you agree to abide by the HTCA NSW Code of Conduct"; and
- c) ensure that their membership details including those below, are kept up-to-date:
  - i) Full Name; and
  - ii) Physical address; and
  - iii) Electronic mail address; and

- 
- iv) Gender; and
  - v) next-of-kin / emergency numbers; and
  - vi) occupation;
  - vii) date of birth;
  - viii) type of membership;
  - ix) Motorsport Australia ID number; and
- d) have competed in a HTCA NSW point score round in the last two competition years; and
  - e) have a current Motorsport Australia competition licence; and
  - f) have access to a Group N competition vehicle that has a Motorsport Australia log book and/or a Certificate of Description as specified in the Motorsport Australia Graded COD Guidelines.

### 35.3. Re-allocating a racing number

A Vehicle number that has been allocated to a Club member may be due for re-allocation where:

- a) The Club member voluntarily returns that Vehicle number; or
- b) The Club member has not complied with the requirements outlined in the Section “Maintaining a Racing Number”.

In these circumstances, the Committee will have the right to re-allocate that Vehicle racing number.

The process to re-allocate vehicle numbers will be:

- a) In the form of an auction at a General Meeting, conducted annually, in February of each year;
- b) Conducted by a member of the Club Committee;
- c) Notified to all Club members, giving a period of at least 28 days’ notice before the process is conducted.

The starting price of each race number will be determined by the Committee prior to the conduct of the annual auction.

Each Club member shall be entitled to appoint another member as proxy.

A notice for a proxy vote must be lodged with the Secretary, by direct correspondence (letter or electronic mail) in the format below:

**FORM OF APPOINTMENT OF PROXY**



I, .....(full name)  
of .....(address)  
being a member of .....(name of incorporated association)  
hereby appoint .....(full name of proxy)  
of .....(address)  
being a 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 of ..... and at any adjournment of that meeting. (month and year)  
\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).  
\* to be inserted if desired.

.....

**FORM OF APPOINTMENT OF PROXY**

I, .....(full name)  
of .....(address)  
being a member of .....(name of incorporated  
association)  
hereby appoint .....(full name of proxy)  
of .....(address)  
being a member of that incorporated association, as my proxy to bid for me in the  
auction for a vehicle racing number 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 of ..... and at any adjournment of that meeting.  
(month and year)  
\* My proxy is authorised to bid in the auction for a vehicle racing number.

.....