



# STAG OWNERS CLUB of AUSTRALIA

## South Australian Branch Incorporated

### EXPLANATORY NOTES w/r PROPOSED CHANGES TO THE CONSTITUTION 2014

Current Constitution document: *SOC Constitution 2014 Final.pdf*

Draft 2025 Constitution document: *SOCA Constitution 2025 Draft Rev 0.pdf*

Clause No.	Clause	New Clause	Explanation of Change
2	INTERPRETATION Member	<ul style="list-style-type: none"> <li>“<b>Financial Member</b>” means a member of the Club who has paid the required current annual membership fees.</li> </ul>	The Code of Practice requires definition of a Financial Member of the Club.
2	INTERPRETATION	<ul style="list-style-type: none"> <li>“<b>Authorised Person</b>” is that member of the Club that has a current Certificate of Authorisation issued by the Registrar of Motor Vehicles</li> </ul>	Added definition of “Authorised Person” as covered in the Code of Practice.
2	INTERPRETATION	<ul style="list-style-type: none"> <li>“<b>Authorised Signatory</b>” is a Committee Member or past Executive Officer who is authorised by the Club’s Financial Institution to sign for the Club’s financial transactions.</li> </ul>	Added definition of members authorised to sign for the Club’s financial transactions.
2	INTERPRETATION	<ul style="list-style-type: none"> <li>“<b>Registrar</b>” is the appointed Authorised Person who is responsible for maintaining Club membership and Conditional (Historic) Registration records.</li> </ul>	Added definition to describe combined role for maintaining club Membership and Registration details.
2	INTERPRETATION	<ul style="list-style-type: none"> <li>“<b>Logbook Validation Person</b>” is that member of the Club that validates Club member’s Logbooks each membership year.</li> </ul>	Added definition of Logbook Validation Person as covered in the Federation of Historic Motoring Clubs SA documentation.
3.3	IDENTITY	Club apparel shall be navy/cream or navy/yellow. The logo applied to Club apparel shall be the Leaping Stag across the word STAG with OWNERS CLUB below and of yellow colour.	Added description of the Club apparel and logo to ensure consistency.
3.5	IDENTITY		Transferred definition of Triumph Stag from section 4.1.1 of current constitution
5.1.1	MEMBERSHIP		Replaced “may be’ with “is” to remove conditional inflection
5.1.2	Full Member	Full Member is defined as an ordinary member of the Club who, having paid the required membership fees, obtains voting and election rights.	Added definition of a Full Member which is undefined in current Constitution.
5.1.3	Family Member	(A Family Member is not a financial member of The Club and is not eligible for Historic Registration of any vehicle for which they are listed as the registered owner.)	Added further note to clarify a Family Member is not Financial Member and cannot hold historic registration.
5.2	Application for membership	Application for membership shall be completed on the prescribed Club online form, and submitted for acceptance. On	Updated to reflect online form and separation of application and acceptance from payment of fees.



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Clause No.	Clause	New Clause	Explanation of Change
		notification of acceptance the applicant shall make payment of the nominated joining and annual membership fees.	
5.3		In the event of dispute on application of membership or change in membership the Committee shall give due consideration and determine resolution.	Updated wording from clause 5.2 of current Constitution
5.4.1	Membership details	Subject to the requirements of Privacy Legislation, Register details may be made available to members, or to an organisation making a lawful request, but not to any individual or company for commercial purposes, nor for general interest.	Updated wording to reflect obligations under Privacy Legislation
5.5	Compliance	All members have the responsibility to comply with the Constitution, Policies, Rules and practices of the Club.	Added wording "Policies"
6	Fees	Replaced "Subscription" with "Membership fee"	Correction in wording
6.1	Setting Fees	The rates of the joining fee and annual membership fee shall be determined by the Committee, and communicated each year at the April General Meeting.	Reflects that fees are determined by the Committee and communicated to members.
6.2.1	Payment of Fees	If membership fees are unpaid by the last day of June, Club membership shall be deemed to have lapsed. It is the responsibility of the member to ensure their membership fees have been paid by the due date.	Added second sentence on responsibility for ensuring fee payment.
7.3.2	Special Resolutions	7.3.2 Special resolutions shall be declared by a majority vote of <del>two thirds</del> three-quarters of those members present and eligible. Special resolutions shall be notified to the membership, in writing, at least 21 days prior to convening a meeting to vote on the resolution.	Updated to align with the Incorporations Act. And in ensure members are duly informed that a Special Resolution requires at least 21 days notice in writing.
7.4.1	Committee Quorum	7.4.1 For Committee meetings, a quorum shall comprise of <del>five</del> four eligible members.	Updated clause to reduce Committee quorum.
8.2	Committee Composition	The Committee shall comprise four Executive Officers and <del>at least two</del> Committee <del>Ordinary</del> members.	Updated wording to have precise number for the purpose of election and replaced Ordinary Member with Committee Member.
8.2.2	Committee Members	<del>Ordinary Members shall be designated as</del> Committee Members are elected from the Membership.	Updated wording to define Committee Members elected from membership.
8.2.3	Additional Committee Members	8.2.3 The Committee may appoint additional Ordinary Members to the Committee where it is deemed necessary for the effective execution of Committee functions. Appointed Committee members shall terminate at the conclusion of the next occurrence of the Annual General Meeting	Added new subclause to allow the Committee to appoint additional committee members if required.
8.2.4 (8.2.3)	Committee duties	The Committee will determine and review annually the duties of Executive	Updated to cover documenting roles and responsibilities.



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Clause No.	Clause	New Clause	Explanation of Change
		Officers, Committee members, and ex-officio positions. The duties of Executive Officers, Committee Members, and ex-officio positions shall be documented and updated in line with the annual review.	
8.3	Call for Nominations	<i>The call for nominations for elected Executive Officers and Ordinary Members shall be thirty days prior to the Annual General Meeting. Nominations shall be received up to seven days prior to the Annual General Meeting. When calling for nominations, details of position descriptions shall also be provided.</i>	Rewrite of the clause on call for nominations, covering the validity timeframe and provision of position descriptions. This provides improved clarity on validity of nomination
8.3.1 (8.4)	Nomination Requirements	8.3.1 Nominations for Committee positions must be: a) In writing, b) On the prescribed form provided for that purpose c) Certified (signed) by the nominee who must be either Full, Associate, or Life Member d) Signed by a Club member as the nominator e) Signed by a Club member as the seconder f) Received by the Club in accordance with Clause 8.3	A new Clause expanding on requirements as formerly detailed in Clause 8.4.
8.3.2	Committee elections for 3 positions year by year	8.3.2 The election of Committee positions for President, Secretary, and Ordinary Member shall be offset by one Annual General Meeting for the election of Vice President, Treasurer, and Ordinary Member to ensure continuity of 50% representation of the Committee year by year.	New clause to ensure continuity of Committee representation by replacing only 50% of representation.
8.4	Elections	8.4 Elections shall be managed by a Returning Officer appointed by the Committee prior to the Annual General Meeting. The Returning Officer shall seek direction from the Committee in respect to any matter that requires interpretation prior to the commencement of the Annual General Meeting.	New clause to define the role of the Returning Officer for Elections.
8.4.1	Committee elections	8.4.1 If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.	New clause to cover the declaration of election where no voting is required.
8.4.2	Committee elections	8.4.2 If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under clause 8.4.1, the positions will be	New clause to cover the declaration of vacancies where no nominations are forthcoming.



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		deemed casual vacancies under clause 8.4.1.	
8.4.3	Committee elections	8.4.3 If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.	New clause to cover the requirements for voting in the annual election.
8.4.4	Committee elections	8.4.4 The Returning Officer will advise all members of the contested Committee positions	New clause
8.4.5	Committee elections	8.4.5 Proxy voting shall be in writing to the Returning Officer prior to the Annual General Meeting	
8.4.6	Committee elections	8.4.6 Voting shall be conducted by the Returning Officer on conclusion of the AGM business.	
8.5 (8.4.1)	Committee elections	8.5 Committee members shall be elected at the Annual General Meeting, and hold office until the conclusion of the second Annual General Meeting following their election, at which members shall retire, but shall be eligible for re-election.	Updated clause to facilitate election of half the Committee for a maximum period of 2 years.
8.5.1 (8.4.2)	Committee elections		Renumbered
8.5.2 (8.4.3)	Committee elections		Renumbered
9.2 (9.1.1)	Auditor	9.2 The Committee <del>may shall</del> appoint an Auditor <i>when required</i> , who shall not be a concurrent Committee member, nor be a family member of a Committee person.	Updated clause to make appointment of auditor as required rather than mandatory.
9.3 (9.1.2)	Ex-officio Positions		Renumbered
9.4 (9.1.3)	Ex-officio Positions		Renumbered
9.5 (9.1.4)	Authorised Person	9.5 The Committee may appoint a Member as an Authorised Person in accordance with the rules for Conditional (Historic) Registration (as set out in Clause 17.1).	Removed reference to Club Vehicle Inspector
9.5.1	MR334 registrar	9.5.1 The Committee shall appoint an Authorised Person, as Registrar, to maintain records of MR334 forms and Logbooks issued by the Club for Conditional (Historic) Registration, and other general membership details.	New clause for MR334 registrar as set out in the Code of Practice.
9.6	Club Associate	9.6 The Committee shall appoint an Australian Business Record Associate for maintaining business data associated with the Club including interfacing with the Australian Tax Office.	New clause to cover legal requirements under ASIC and ATO.
9.7	Appointment by Committee	Added "and shall inform the membership of the appointments at the next General Meeting."	Improvement in communication of changes to membership.
10.2.1	Appointment by Committee	10.2.1 Ordinary business of this meeting shall include confirmation of	Appointments are made by Committee so this cannot be done at



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Clause No.	Clause	New Clause	Explanation of Change
		previous annual minutes, presentation of administrative and financial reports, election of Committee members <del>and review of appointments.</del>	AGM as the committee has just be formed.
11.3.2	Signatories for Financial Transactions	11.3.2 All cheques, drafts, bills of exchange, promissory notes, withdrawal forms, and other negotiable instruments drawn on Club accounts, including electronic transactions, shall be signed by any two Authorised Signatories <del>Executive Officers</del> who are not members of the same family. Authorised Signatories shall be current members of the Committee.	Updated clause to include electronic banking and sign off by Authorised Signatories.
11.3.3	Signatories for Financial Transactions	11.3.3 The Committee may appoint other Financial Members who are past Executive Officers of the Club to act as an Authorised Signatory for the purpose of Clause 11.3.2. Only one such past Executive Officer may act as a signatory in any single instance.	Updated the clause to cover utilisation of past Executive Officers as Signatories.
15.1.1	Common Seal	15.1.1 The affixing of the Common Seal shall be attested by the signatures of two Executive Officers, with the exception of the signing of MR334 forms which shall be completed by the Authorised Person.	Updated clause to cover use of Common Seal on Service SA forms
15.1.2	Common Seal	15.2 The Common Seal stamps shall be kept by the Authorised Persons, and the Secretary.	Updated clause to cover the holding of the Common Seal.
17.1	Code of Practice	17.1 The Club shall comply with the rules for Conditional (Historic) Registration as prescribed in the following guides issued by the relevant controlling body, as they may be amended: <ul style="list-style-type: none"> <li>• “Code of Practice for Conditional Registration Scheme for Historic, Individually Constructed, Left-Hand drive and Street Rod Vehicles”</li> </ul>	Updated clause to remove redundant items.
17.5	Vehicle eligibility	17.5 The Club may accept any make / model of vehicle for Conditional (Historic) Registration at the discretion of the Committee and / or its nominated Club Authorised Persons, provided that the vehicle(s) meet all the necessary requirements for Conditional Registration and the owner(s) are financial members of the Club.	Updated clause to remove reference to Club Vehicle Inspectors.