



STAG OWNERS CLUB of AUSTRALIA South Australian Branch Incorporated

CONSTITUTION

**STAG OWNERS CLUB OF AUSTRALIA –
SOUTH AUSTRALIAN BRANCH INCORPORATED.**

REVISED Date to be Confirmed

Contents

1.	TITLE	1
2.	INTERPRETATION	1
3.	IDENTITY.....	1
4.	STATEMENT OF PURPOSES OF ASSOCIATION.....	1
5.	MEMBERSHIP	2
6.	FEES.....	3
7.	VOTING	3
8.	MANAGEMENT	3
9.	APPOINTMENTS	4
10.	MEETINGS.....	5
11.	FINANCES.....	5
12.	PROPERTY	6
13.	AMALGAMATION.....	6
14.	DISSOLUTION	6
15.	COMMON SEAL.....	6
16.	CONSTITUTION	6
17.	CONDITIONAL (HISTORIC) REGISTRATION.....	7

1. TITLE

The name of the incorporated association is “**Stag Owners Club of Australia - South Australian Branch Incorporated**”, herein-after called “**the Club**”.

2. INTERPRETATION

In this Constitution, unless the contrary intention appears,

- “**Act**” means the *Associations Incorporation Act, 1985*, as may be amended.
- “**Regulations**” means regulations under the Act.
- “**Rules**” mean rules binding on the membership.
- “**Club**” means “Stag Owners Club of Australia - South Australian Branch (Inc.)”
- “**Financial Member**” means a member of the Club who has paid the required current annual membership fees.
- “**Committee**” means the Committee of management of the Club.
- “**Financial year**” means a period of twelve months ending on the thirtieth day of June.
- “**Conditional (Historic) Registration**” refers to the registration of historic vehicles in the State of South Australia under the *Motor Vehicles Act 1959*, as may be amended.
- The “**relevant controlling body**” means the South Australian government authority responsible for Conditional (Historic) Registration.
- “**Authorised Person**” is that member of the Club that has a current Certificate of Authorisation issued by the Registrar of Motor Vehicles.
- “**Authorised Signatory**” 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.
- “**Registrar**” is the appointed Authorised Person who is responsible for maintaining Club membership and Conditional (Historic) Registration records.
- “**Logbook Validation Person**” is that member of the Club that validates Club member’s Logbooks each membership year.

3. IDENTITY

- 3.1 The Club colours are black and silver.
- 3.2 The Club logo is a Leaping Stag motif, in Club colours, combined with title, or part thereof, in approved typeface.
- 3.3 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.
- 3.4 Club headquarters shall be in proximity to Adelaide.
- 3.5 The Triumph Stag, a convertible 2+2 tourer, was produced in the United Kingdom between 1970 and 1977. The V8 overhead cam Triumph engine has an 86mm bore, 645mm stroke and 2997cc capacity and is equipped with twin Stromberg carburettors. The chassis is of unitary construction with a fully independent suspension. The 4 speed manual gearbox may be with or without overdrive. The 3 speed automatic gearbox will be either a Borg-Warner 35 or 65 type. Other features include front disc and rear drum braking system.

4. STATEMENT OF PURPOSES OF ASSOCIATION

- 4.1 The Club’s primary objective is to preserve the Triumph Stag motor vehicle by promoting interest in the marque throughout Australia, and by providing a technical and recreational climate to encourage safe and responsible operation of the vehicles.
- 4.2 Towards attainment of the objective, the Club shall have the powers to do all things incidental or conducive to the attainment of Club objectives, and to the exercise of Club powers, according to Division 4, Section 25 of the Act.

5. MEMBERSHIP

- 5.1 Membership shall be categorized as Full, Family, Associate, Life, and Honorary.
- 5.1.1 Full Membership is open to any person over the age of eighteen years, and with an interest in achieving Club objectives.
- 5.1.2 Full Member is defined as an ordinary member of the Club who, having paid the required membership fees, obtains voting and election rights.
- 5.1.3 Family Member is defined as a spouse or partner of the Full Member, and/or persons from the immediate family, residing at the same address. (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.)
- 5.1.4 An Associate Member is defined as a Family Member over the age of eighteen years who wishes to exercise the same rights as the Full Member.
- 5.1.5 A Life Member is defined as any Full Member who has given outstanding service to the Club, and is nominated and accepted for recognition by the membership.
- 5.1.6 A Life Member and their spouse / partner shall be considered to be fully financial members of the Club and shall enjoy all the rights and privileges of a Full Member.
- 5.1.7 Honorary Membership, defined as a person or organization, other than those defined above, nominated by the membership as able to advance the Club's objectives.
- 5.1.8 Members may invite visitors to Club functions, provided that such persons are introduced, observe Club rules and practices, and can do so without encumbrance or claim on the Club or its membership.
- 5.2 Application for membership shall be completed on the prescribed Club online form, and submitted for acceptance. On 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.
- 5.4 Membership details will be recorded in a Register.
- 5.4.1 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.
- 5.5 All members have the responsibility to comply with the Constitution, Policies, Rules and practices of the Club.
- 5.6 Where a member refuses or neglects to comply with Club rules or practices, or has acted in a manner detrimental to the interests of the Club, or the membership, the Committee may suspend, impose a fine, and, or, recommend the member be expelled.
- 5.6.1 In instances of expulsion, members may appeal by placing special business before the membership.
- 5.7 A member who has paid all monies due to the Club may resign by giving written notice for Committee acceptance.
- 5.8 On exit for any reason, members are bound to return Club property, remain liable for outstanding debts, and have no claim on the Club nor its property.
- 5.8.1 Membership rights and obligations are not transferable to any other person, and terminate on cessation of membership, whether by death, resignation, expulsion, or any other reason.

6. FEES

- 6.1 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.
- 6.2 Annual membership fees become due following the April General Meeting and payable in full before the last day of June each year.
 - 6.2.1 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.
 - 6.2.2 A member's fees or any other payment for goods and services are not refundable and are not available to discharge liabilities incurred by the member.
- 6.3 Life Members and their spouse / partner and Honorary Members are exempt from annual membership fees.

7. VOTING

- 7.1 Full, Associate and Life members who are financial have the right to vote.
 - 7.1.1 On a given issue, a member has one vote only, with the Chairperson's vote being a casting vote only, in the instance of a tied decision.
- 7.2 Deliberative voting shall be done either in person, or by another member nominated as proxy by written and signed advice received prior to the vote.
 - 7.2.1 Unless otherwise prescribed, voting will be by show of hand.
- 7.3 Resolutions for membership vote shall be designated "ordinary" or "special". Resolutions for Committee vote shall be designated as "executive",
 - 7.3.1 Ordinary and executive resolutions may be declared as carried, or lost, on a unanimous, or majority, vote, of those members present and eligible, and may be recorded without proof of number.
 - 7.3.2 Special resolutions shall be declared by a majority vote of ~~two-thirds~~ 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.
- 7.4 Unless there is present a quorum of members entitled to vote on a proposal, that proposal shall be adjourned until the following like meeting.
 - 7.4.1 For Committee meetings, a quorum shall comprise of ~~five~~ four eligible members.
 - 7.4.2 For all other meetings, a quorum shall comprise of twelve eligible members.
 - 7.4.3 For passing meeting minutes and social issues at General Meetings, quorum numbers may be reduced.
 - 7.4.4 Where a quorum is not present at any re-scheduled meeting dealing with special resolutions, the business, as proposed, will be deemed resolved.
- 7.5 The association shall have all the powers conferred by section 25 of the Act.

8. MANAGEMENT

- 8.1 The conduct of the affairs of the Club shall be managed by a Committee.
 - 8.1.1 Excepting those powers and functions exercised by the membership, and subject to the Act, rules and regulations, the Committee shall exercise power to perform all acts and functions considered essential to the management of the Club.
- 8.2 The Committee shall comprise four Executive Officers and ~~at least two~~ Committee ~~Ordinary~~ members.
 - 8.2.1 Executive Officers shall be designated President, Vice-President, Secretary, and Treasurer.
 - 8.2.2 ~~Ordinary Members shall be designated as~~ Committee Members are elected from the Membership.
 - 8.2.3 The Committee may appoint additional Committee 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
- 8.2.4 The Committee will determine and review annually the duties of Executive 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 The call for nominations for elected Executive Officers and Committee Members shall be thirty days prior to the Annual General Meeting. Nominations must be received up to seven days prior to the Annual General Meeting. When calling for nominations, details of position descriptions shall also be provided.
- 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 Financial member as the nominator
 - e) Signed by a Financial member as the seconder
 - f) Received by the Club in accordance with Clause 8.3
- 8.3.2 The election of Committee positions for President, Secretary, and Committee Member shall be offset by one Annual General Meeting for the election of Vice President, Treasurer, and Committee Member to ensure continuity of 50% representation of the Committee year by year.
- 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.
- 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.
- 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, these positions will be deemed casual vacancies under clause 8.4.1.
- 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.
- 8.4.4 The Returning Officer will advise all members of the contested Committee positions
- 8.4.5 Proxy voting shall be in writing to the Returning officer prior to the Annual General Meeting.
- 8.4.6 Voting shall be conducted by the Returning Officer on conclusion of the AGM business.
- 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.
- 8.5.1 A Committee member may be removed by special resolution of the membership.
- 8.5.2 In the event of casual Committee vacancies, Ordinary positions may be filled from the membership, and Executive positions from the Committee.

9. APPOINTMENTS

- 9.1 The Committee shall appoint as Public Officer, any South Australian resident Member above the age of eighteen years.
- 9.2 The Committee may ~~shall~~ appoint an Auditor when required, who shall not be a concurrent Committee member, nor be a family member of a Committee person.
- 9.3 The Committee may appoint and rescind members to any number of ex-officio positions deemed to assist management.
- 9.4 To further Club objectives, the membership may appoint a Patron without membership rights or obligations.

- 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).
- 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.
- 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.
- 9.7 All appointments shall be reviewed by the Committee following the Annual General Meeting and shall inform the membership of the appointments at the next General Meeting.

10. MEETINGS

- 10.1 The Club shall convene regular General Meetings, usually one per month with exception of January.
 - 10.1.1 Ordinary business of this meeting shall include confirmation of previous minutes, presentation of administrative and financial reports, organization of events, and general business.
 - 10.1.2 Special resolutions, of which due prior notice is given, may be transacted.
- 10.2 The Club shall convene an Annual General Meeting conducted additional to, but separate from, other meetings.
 - 10.2.1 Ordinary business of this meeting shall include confirmation of previous annual minutes, presentation of administrative and financial reports, election of Committee members and review of appointments.
 - 10.2.2 Special resolutions, of which prior notice is given, may be transacted.
- 10.3 A Special General Meeting may be convened by the Committee, at its own discretion, or at the written, signed requests of one third of the total membership, giving reasons and purposes.
 - 10.3.1 The sole special business of this meeting shall be to resolve the reason for its conduct.
 - 10.3.2 A Special General Meeting may be conducted additional to, but separate from, other meetings.
 - 10.3.3 In the case of adjournment of the Annual General Meeting, or a Special General Meeting, re-scheduling shall follow as soon as practicable, given due notice is given to members.
- 10.4 Committee meetings shall be convened at need, provided at least three are conducted annually.
 - 10.4.1 Ordinary and executive business may be transacted at Committee meetings.
 - 10.4.2 Any Executive Officer may convene a Committee meeting, giving members notice of no less than one week.
- 10.5 Meetings will be conducted and recorded in an agreed format.
 - 10.5.1 At least one Executive Officer shall be present at any meeting conducted.

11. FINANCES

- 11.1 Financial management of the Club is vested in the Committee which shall authorise the means of income and expenditure of funds.
- 11.2 Howsoever derived, the income of the Club shall be applied solely to the attainment of Club objectives.
 - 11.2.1 Where income comprises a levy, it shall be limited to one call per financial year, apply at a sum no greater than the annual membership fee, and shall not apply to members under the age of eighteen years.
- 11.3 Club monies shall not be paid or transferred directly or indirectly to members or officers as salary or fees for Committee or other services.
 - 11.3.1 Any member may receive remuneration for goods or services rendered to the Club in the usual way of business, re-imburement of out-of-pocket expenses, and may accept Club awards, or those resulting from Club activities held in conjunction with other organizations.
 - 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 ~~Executive Officers~~ who are not members of the same family. Authorised Signatories shall be current members of the Committee.

- 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.

12. PROPERTY

- 12.1 The acquisition and disposal of property shall be decided by the Committee.
- 12.2 Howsoever derived, the property of the Club shall be applied solely to the attainment of Club objectives.
- 12.2.1 The ownership of Club property shall not be transferred, directly or indirectly, to members.

13. AMALGAMATION

- 13.1 The Club may amalgamate with any incorporated association with objectives and purposes similar to its own.
- 13.1.1 Terms of amalgamation shall include provisions for maintenance of entity, continuity of membership rights and obligations, representation in management, and transfer of records and assets.
- 13.2 A proposal for amalgamation shall be designated as special business, and scheduled for resolution at a Special General Meeting with at least one month's notice given.
- 13.2.1 A decision to amalgamate requires an affirmative vote by at least two thirds of the membership eligible to vote.

14. DISSOLUTION

- 14.1 The Club may be wound up by order, by request for deregistration, or voluntarily, on written request from any member.
- 14.1.1 A proposal for dissolution shall be designated as special business, and scheduled for resolution at a Special General Meeting with at least one month's notice given and three-quarters of members to vote in favour.
- 14.1.2 On passing of such a resolution, the members shall determine personnel to undertake appropriate action.
- 14.1.3 A decision to amalgamate requires an affirmative vote by at least two thirds of the membership eligible to vote.
- 14.2 Club assets shall be transferred to an agreed incorporated association with objectives and purposes similar to its own.
- 14.3 The association may be wound up in the manner provided for in the Act.

15. COMMON SEAL

- 15.1 The Common Seal shall be affixed to an instrument only when authorised by the Committee.
- 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.
- 15.2 The Common Seal stamps shall be kept by the Authorised Persons, and the Secretary.

16. CONSTITUTION

- 16.1 The Committee is the sole and final authority for interpretation of the Constitution.
- 16.2 All or any part of the Constitution may be added to, altered, amended, or annulled, in accordance with the Act.
- 16.2.1 Members may make written request to the Committee for change to the Constitution.

- 16.2.2 A proposal for Constitutional change shall be scheduled for special resolution at the next practicable meeting of any type.
- 16.3 Provided that they are consistent with this Constitution, the Committee may make, rescind and amend any Rules and practices expedient to the internal management of the Club.
- 16.3.1 All Rules and practices are deemed equal to the Constitution in binding of members.
- 16.4 A copy of the Constitution will be available to members.

17. **CONDITIONAL (HISTORIC) REGISTRATION**

- 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:
- “Code of Practice for Conditional Registration Scheme for Historic, Individually Constructed, Left-Hand drive and Street Rod Vehicles”
- 17.2 The Committee may nominate any Member to apply for a Certificate of Authorisation issued by the relevant controlling body in accordance with the rules for Conditional (Historic) Registration (as set out in Clause 17.1).
- 17.3 The Committee may at its discretion request the Registrar of Motor Vehicles to revoke the authorisation of a Club Authorised Person.
- 17.4 Should the Committee consider that any Club vehicle no longer meets the relevant controlling body’s eligibility criteria for Conditional (Historic) Registration, the Committee may at its discretion request the Registrar of Motor Vehicles to revoke the Conditional (Historic) Registration.
- 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.

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