



The Constitution of the Mercedes-Benz Club of South Australia Incorporated

Registration number: A5537

ABN: 24 392 282 198

As Amended 2022

1. NAME

The name of the incorporated association shall be: "MERCEDES-BENZ CLUB OF SOUTH AUSTRALIA INCORPORATED" (herein after "the Club").

2. INTERPRETATION

In this Constitution, unless the contrary intention appears: The singular includes the plural and vice versa where the context permits. References to Clauses are references to clauses of this Constitution. "Financial Year" means the year ending June 30. "Executive Committee" means the committee of management of the Club. "General Meeting" means a general meeting of members, convened in accordance with Clause 23. "Member" means a financial member of the Club. "In writing" or "written" means and includes printing and other means of presenting or reproducing words in visible forms. "The Act" means the Associations Incorporation Act 1985.

3. OBJECTIVES

The purpose and objectives of the Club are the following:

- 3.1 Provide information and service, which shall enable members to maintain and preserve veteran, vintage, classic and other Mercedes-Benz vehicles in the best possible condition.
- 3.2 Assist to locate components, which are not readily available and provide an advertising medium within the club for those members requiring or wanting to sell spare parts, or members intending to purchase or sell whole cars.
- 3.3 Provide social motoring activities without liability incumbent on the organisers.
- 3.4 Correspond and promote fellowship with other Mercedes-Benz owners, drivers and Clubs.
- 3.5 Promote courtesy on the road and friendship between members of the Club and those of other clubs.
- 3.6 Promote safer driving.
- 3.7 Spread goodwill for Mercedes-Benz and uphold the tradition of the Three-Pointed Star.
- 3.8 To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objectives.
- 3.9 To subscribe to, become a member of an Association, Club or Organization, whose objects are similar to those of the Club.
- 3.10 To appoint, engage or contract, any workmen and other persons as may be necessary or convenient, from time to time for the purposes of the Club.
- 3.11 The Club shall be a non-profit organisation.

- 3.12(a) The above-named objectives shall not constrain the Club from other activities not specifically mentioned in before mentioned objectives.
- 3.12(b) The Executive may engage in activities other than above specifically named objectives, if this is desired and/or voted for by a simple majority of members present at a General Meeting, Special General Meeting, or Annual General Meeting, in accordance with Clause 23.6.

4. POWERS

The affairs of the Club shall be managed and controlled by the Executive Committee which in addition to any powers and authorities conferred to by the rules of this constitution may exercise all such powers and do all such things as are within the interests of the Club, and are not by the Act or by these rules required to be done by the Club in accordance with a General Meeting.

5. THE EXECUTIVE COMMITTEE

- 5.1 The management of the club shall be vested in the Executive Committee.
- 5.2 The Executive Committee should consist of a minimum of eight (8) members which includes the positions of PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER and PUBLIC OFFICER. The Executive Committee may approve the executive positions of TREASURER and PUBLIC OFFICER be held concurrently.
- 5.3(a) All members of the committee must be financial members or life members of the Club.
- (b) Associate members are eligible to hold any position on the Executive Committee.
- 5.4 The President, Vice President, Secretary and Treasurer shall be elected for a period of two (2) years with eligibility for re-election. The President and Vice President shall be serving concurrently: the Secretary and the Treasurer shall be serving concurrently in the alternating years, all with eligibility for re-election.
- 5.5 All other positions on the Executive Committee shall be for a period of twelve (12) months.
- 5.6(a) Casual vacancies may be filled to complete the term, by a written or verbal nomination and subsequent vote at a General Meeting, or a Special General Meeting.
- (b) If the Executive Committee is of the opinion additional Executive Committee member or members are required during a current term, the positions may be filled, by a written or verbal nomination and subsequent vote at a General Meeting, or a Special General Meeting.
- 5.7 Any member of the Executive Committee failing to attend three consecutive committee meetings without apology or just cause may be excluded from office in accordance with Clause 10.
- 5.8 A member of the Executive Committee having a direct or indirect pecuniary interest in a contract or proposed contract within the Club, or other organisations, must disclose the nature and extent of that interest to the Executive Committee and to the next General Meeting of the Club, and shall not vote with respect to that matter.

6. ELECTION to the EXECUTIVE COMMITTEE

- 6.1 Election of membership to the Executive Committee shall take place at the Annual General Meeting.
- 6.2 Nominations of candidates for election as members of the Executive Committee of the Club:
- (a) Shall be made in writing signed by two members of the Club, other than the candidate.
 - (b) Shall be accompanied by the written consent of the candidate endorsed on the nomination form and received by the Club President, Secretary, Treasurer or Public Officer no later than 42 days prior to the date set for the Annual General Meeting.
 - (c) All candidate nominations received shall be forwarded to the Treasurer for confirmation the nominee and nominators are financial members before the Executive authorise publication of the eligible nominees.
 - (d) Nominees for the Executive shall be named in the Club magazine or by correspondence forwarded to each member of the Club at either their postal or email address no later than 21 days prior to the date set for the Annual General Meeting.
 - (e) Shall be delivered to any of the following: the President, the Secretary, the Treasurer or Public Officer of the Club as prescribed in Clause 6.2 (b).
- 6.3 (a) Should a vacancy still exist at the commencement of the Annual General Meeting, nominations may be called for from the floor, no nominations shall be accepted after the voting for the office bearers has commenced.
- (b) Nominations received from the floor after the commencement of voting for the office bearers shall be voted on at the next General Meeting.
- 6.4 (a) A secret ballot shall be conducted for any position for which there is more than one nominee.
- (b) The position of each nominee shall be confirmed by a vote of members present, or by proxy.
- 6.5 For the purpose of this Constitution, the office of a member of the Executive Committee becomes vacant if the member:
- (a) ceases to be a member of the Club;
 - (b) resigns their office by notice in writing or verbally given to the Secretary, or another officer of the committee,
 - (c) is removed from office in accordance with Clause 10.

7. PROCEEDINGS OF EXECUTIVE COMMITTEE

- 7.1 (a) The Executive Committee shall meet at least ten (10) times in each year at such place and such times as advertised in the club magazine.
- (b) Members shall be informed if the time or venue of the committee meetings are changed permanently.

- 7.2 (a) Special Meetings of the Executive Committee shall be convened by the President or by the Vice President.
- (b) The Vice President shall chair such meetings only in the absence of the President, or by the President's specific request. No other person shall chair such meeting.
- (c) Committee members may invite other members as independent observers.
- 7.3 Notice shall be given to members of the Executive Committee of any Special Committee meeting specifying the general nature of the business to be undertaken and no other business shall be transacted at such a Meeting.
- 7.4 Five (5) members of the Executive Committee constitute a quorum. Any member of the Executive Committee may participate in any Executive Committee meeting by telephone, or other electronic means. A member participating in a meeting by such means shall be deemed present in person at such meeting.
- 7.5 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until such time as deemed appropriate by the attending committee members.
- 7.6 Matters arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a show of hands.
- 7.7 (a) Each member of the Executive Committee or of any subcommittee appointed by the Executive Committee is entitled to one vote being in person, in the event of an equality of votes on any matter pertaining to the administration of the Club, the President shall have a second or casting vote.
- (b) Members of any subcommittee, who are not a member of the Executive Committee, have no rights to make a motion, or vote on a motion, at any Executive Committee Meetings, or any Special Executive Committee Meetings.
- 7.8 (a) Notice of each Executive Committee Meeting shall be served on each member of the Executive Committee in accordance with Clause 16 and served at least seven (7) days in advance of the meeting.
- (b) Notice of each Special Executive Meeting shall be served on each member of the Executive Committee in accordance with Clause 16 and served at least five (5) days in advance of the meeting.
- 7.9 If a poll is demanded by at least two members, it must be conducted in accordance with Clause 7.6, and the result of the poll is the resolution of the meeting on that question.
- 7.10 Any member of the Club shall have the right to attend any meetings of the Committee as an observer without voting rights.

8. SECRETARY

- 8.1 The Secretary of the Club, or in their absence the acting secretary, shall keep minutes of the proceedings and resolutions of each General Meeting, each Special General Meeting, and each Annual General Meeting; and at each Executive Committee Meeting and Special Executive Meeting also with a record of the names of persons present.
- 8.2 These Minutes are to be signed by the Chairperson of the next Meeting, after they have been moved and accepted as a true and correct record of the Meeting.

9. TREASURER

9.1 The Treasurer of the Club:

- (a) shall collect and receive all monies received by, or paid to, the Club and make all payments authorised by the Executive Committee, or members of the Club at any General Meeting, or Special General Meeting; and
- (b) shall keep correct accounts and records showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

9.2 A detailed report of Income and Expenditure shall be presented to the Executive Committee and the General Meeting.

9.3 The accounts and records referred to in sub-clause 9.1(b) shall be available for inspection by Members at any meeting.

9.4 All accounts paid or for payment other than those subject to clauses 9.5 and 18.3 shall be presented to the Executive Committee or the General Meeting for confirmation of the payment.

9.5 No account, other than regular ongoing expenses, shall be incurred without prior approval of the Executive Committee. Such payments must be ratified at the next General Meeting, or Executive Committee Meeting.

9.6 The Treasurer shall provide information to the Registrar, the Conditional Registration Officer, of all new members, and of all membership renewals relating to Conditional Registration Scheme entitlement.

10. DISMISSAL OF A MEMBER OF COMMITTEE

10.1 Subject to giving a member an opportunity to be heard or to make a submission, if a member has committed an offence in relation to Club affairs and, or has been proven to be unsuitable to hold office on the Committee, the Executive Committee may recommend the dismissal of that person before their term of office has expired and the recommendation of another member in their stead to hold office until the expiration of the term of the first-mentioned member.

10.2 Such recommendation shall be voted upon by the Members in attendance at a General Meeting and in accordance with Clause 23.

11. SEAL

11.1 The Common Seal of the Club shall be kept in the custody of the Public Officer.

11.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested to by the signatures of two of the following: President, Vice President, Secretary and or Treasurer.

11.3 The affixing of the seal shall be recorded in the minutes of that meeting.

12. MEMBERSHIP

12.1 Membership shall be open to Mercedes-Benz owners and others at the discretion of the Executive Committee.

12.2 The Executive Committee shall be empowered to categorise members and recommend changes from time to time. For those who are 18 years or older the categories and rights shall be:

- (a) Full members with full voting rights.

- (b) An Associate member - shall be a spouse, partner, one only family member, or close associate, of a full member, and shall have full voting rights.
- (c) Additional Associate members are at the discretion of the Executive Committee.
- (d) Honorary life members - are recommended and duly appointed by the Executive Committee for services rendered to the Club over a period of time. They are to enjoy the same rights and privileges as any other member.

For those members who have not attained the age of 18 years the category shall be:

- (e) Junior Membership with no voting rights nor can they be elected to the Executive Committee or hold any office. Any other rights and privileges will be at the discretion of the Executive Committee.
- 12.3 Application for membership shall be in such form, as the Executive Committee shall determine from time to time.
- 12.4 All applications for membership shall be lodged with the Executive Committee and granted or refused as soon as practicable.
- 12.5 Any right, privilege, or obligation of a person by reason of their membership of the Club is not transferable and terminates upon the cessation of their membership.

13. JOINING FEE AND ANNUAL SUBSCRIPTIONS

- 13.1 The joining fee shall be recommended by the Executive Committee from time to time.
- 13.2 The annual subscription fee shall be recommended by the Executive Committee from time to time and is payable by the 30th of June each year. Members who are in default of payment after 31st of July shall cease to be members.
- 13.3 Financial members of interstate Mercedes-Benz Clubs may join the South Australian Club without paying the joining fee.
- 13.4 New members joining the Club after the 1st day of July shall pay pro rata subscription fee as per the schedule of fees determined by the Executive Committee from time to time.
- 13.5 Any change to joining fees and/or subscription fees must be confirmed by the membership at a General Meeting.

14. RESIGNATION AND EXPULSION OF MEMBERS

- 14.1 A member of the Club who has paid all monies due and payable by them to the Club may resign from the Club giving verbal or written notice. On receipt of the notice that member shall cease to be a member.
- 14.2 Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel or suspend a member upon a charge of misconduct detrimental to the interest of the Club.
- 14.3 Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the Executive Committee at which the matter will be determined.

- 14.4 The decision of the Executive Committee shall be communicated to the member and in the event of an adverse decision the member shall cease to be a member seven (7) days after the Committee has communicated in writing its decision to the member.
- 14.5 There shall be no refund of membership fees.
- 14.6 The Committee decision shall be final, except by the application of Clause 23.10.

15. REGISTER OF MEMBERS

- 15.1 The Club Registrar shall keep and maintain a Register of Members, ("The Register") in which shall be entered the full name, address and date of entry of each member and other relevant information as determined by the Executive Committee from time to time.
- 15.2 Members shall be responsible for informing the Club, in writing, of any change in address or details at their earliest opportunity or convenience after such change.
- 15.3 The data held in the Register will be used for organisational purposes of the Club only, and will not be released to any third parties without express approval of the member or members concerned.

16. NOTICES

- 16.1 A notice, verbally or in writing, may be served by or on behalf of the Club upon any member either personally or by sending it to the member at their address shown in the Register of Members.
- 16.2 Where a document is properly addressed to a person as a letter, as the official publication of the Club, or other, the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter, publication or other would have been delivered in the ordinary course.

17. DISSOLUTION OF THE CLUB

- 17.1 On receipt by the Secretary of a petition from at least twenty five percent of the financial members requesting consideration of dissolution of the Club, a special General Meeting shall be called to take place within thirty days at which the issue will be decided by an eighty percent (80%) majority at the meeting in person or by proxy.
- 17.2 On dissolution of the Club, all assets and funds on hand after the settlement of all liabilities and expenses shall be handed to other associations having objectives similar to those set out in Clause 3, or to registered charities as decided by the members present at the Meeting.

18. FUNDS

- 18.1 The funds of the Club shall be banked into a Bank Account held in the name of the Club.
- 18.2 The Bank Accounts and all cheques and cash shall be operated by any two of the following: Treasurer, President, Vice President and Secretary and one other member of the Committee, as agreed by the Executive Committee.

Any transactions, excluding payment of prepaid member deposits for functions, in excess of \$3,500 other than the transfer of funds from a matured term deposit into a

renewed or extended term deposit, or any greater amount as agreed to from time to time by members at a General Meeting or at a Special General Meeting, must be approved by the members at a General Meeting with a simple majority.

19. INVESTMENT AND INSURANCE

- 19.1 The Committee may invest Club funds in Term Deposits, and may lease or rent property or purchase chattels for the use by the Club and may affect such insurances as it may deem necessary to cover loss or damage to any property of the Club or of a Club member.
- 19.2 Neither the Executive Committee, nor any Sub-committee, nor any other member of the Club shall use Club funds to engage in speculative financial activities.

20. AUDITS

- 20.1 The appointment of an Auditor shall be confirmed at each Annual General Meeting.
- 20.2 The Auditor is required to examine all records and books relating to the finances of the Club and submit a report to the Annual General Meeting each year.

21. PROXIES

- 21.1 Each member shall be entitled to appoint in writing a financial member of the Club to be their proxy, and to attend and vote at any one Special General Meeting or at any one Annual General Meeting of the Club.
- 21.2 A Proxy vote shall be in such form, as in accordance with the Act.
- 21.3 The Secretary shall be notified of Proxies prior to the commencement of a Special General Meeting or a Annual General Meeting where any matters are to be voted on.
- 21.4 No member shall be entitled to hold Proxies on behalf of more than three (3) other members.
- 21.5 Members who have not renewed their subscriptions by the July General Meeting are not considered financial, and cannot take on the role of a Proxy.

22. ANNUAL GENERAL MEETINGS

- 22.1 The Annual General Meeting shall be held in accordance with the provisions of the Associations Incorporation Act of 1985 and subsequent amendments.
- 22.2 The Annual General Meeting shall be held in August of each year after at least seven (7) days' notice has been forwarded to all financial members at their address recorded in the Club Register, advising the date and place of the Meeting in accordance with Clauses 16.1 and 16.2.
- 22.3 At the Annual General Meeting a quorum shall consist of twenty (20) members, being present in person or by proxy
- 22.4 All votes shall be given by members, personally or by proxy.
- 22.5 The Annual Report shall be presented at the Meeting.
- 22.6 The ordinary business of the Annual General Meeting shall be:

- (a) to read and confirm the minutes of the last preceding Annual General Meeting;
 - (b) to receive from Executive Committee and confirm the reports by the Auditor upon the transactions of the Club during the last preceding financial year;
 - (c) to attend to any matter of which notice has been given in accordance with Clause 22.7;
 - (d) to elect officers of the Club and the members of the Executive Committee.
- 22.7 The Annual General Meeting shall in addition transact special business of which notice is given by the Executive Committee to the members in accordance with Clause 16, and which is stated on the agenda, and served at least seven (7) days in advance of the meeting.
- 22.8 The Annual General Meeting shall be in addition to any other General Meetings held in the same year.

23. GENERAL MEETINGS

- 23.1 General Meetings shall be held at least ten (10) times in any calendar year, nominally at monthly intervals.
- 23.2 Notice of a General Meeting shall be given by the committee to the members in accordance with Clause 16 and served at least seven (7) days in advance of the meeting.
- 23.3 At a General Meeting a quorum shall be twenty (20) members, being present in person; at a Special General Meeting the quorum shall be twenty (20) members being present in person or by proxy.
- 23.4 No item of business shall be transacted at a General Meeting or a Special General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the Meeting is considering that item.
- 23.5 A Special General Meeting of Members may be convened at any time by the Executive Committee or by request of a minimum of fifteen percent (15%) of current financial members. Members shall be notified seven (7) days in advance of the date and place of the Special General Meeting and reason for such Meeting.
- 23.6 If a poll is demanded by at least five financial members, it must be conducted in a manner specified by the Chairperson and the result of the poll is the resolution of the meeting on that question.
- 23.7 A declaration by the Chairperson that a resolution has, been carried or lost, and an entry to that effect in the Minute 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 is carried.
- 23.8 Upon any matter arising at a General Meeting of the Club a member may cast one vote:
- (a) All votes shall be given personally.
 - (b) In the case of an equality of voting on a matter the Motion shall be declared lost.
 - (c) At a Special General Meeting all votes shall be given personally or by proxy.

- 23.9 The Chairperson of a General Meeting at which a quorum is present, may with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 23.10 If, at a general or special general meeting, a quorum is present, two thirds of members present in person shall have the power to overrule an Executive Committee decision.

24. AMENDMENTS TO THE CONSTITUTION

- 24.1 This Constitution shall be amended at the Annual General Meeting or a Special General Meeting of the Club convened for that purpose.
- 24.2 Proposals to amend the Constitution shall be given in writing, signed by five financial members, associate members and/or life members. Notice in writing of such proposals shall be given to all members at least twenty-one (21) days prior to the Annual General Meeting or a Special General Meeting convened for that purpose.
- 24.3 Amendments must be accepted by a majority of two thirds of members present or by Proxy votes at the meeting.

25. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act and the clauses in Club's Constitution which are empowered by section 25 of the Act conform with the Act.

26. ASSOCIATIONS INCORPORATION ACT, 1985

This constitution has been revised to conform to the above Act and subsequent revisions of the Act, and to the extent that any matter not otherwise stated, the said Act shall prevail.