

**CONSTITUTION OF
"LINCOLN AUTO CLUB INCORPORATED."**



1. NAME:

The Club shall be known as "LINCOLN AUTO CLUB INCORPORATED."

2. DEFINITIONS:

In this constitution, unless the contrary intention appears –

'Committee' means the Committee of Management of the Club;

'Meeting' means a General Meeting of the Members of the Club convened in the accordance with this constitution;

'Member' means persons who have paid the Club subscription, their partner or spouse and any child of either of them who is under 18 years of age.

The 'Act' means the "Associations Incorporation Act 1985"

The 'Regulations' means the Associations Regulations 2023.

3. CLUB COLOURS AND BADGE

To be determined by Club Members.

4. OBJECTIVES AND PURPOSES

To provide a social atmosphere that promotes the common interest of persons who are engaged in, or interested in, the collecting, preservation and restoration of eligible historic, left-hand drive, street rod, individually constructed vehicles, street machines and other special interest vehicles, and assist other members when and where necessary to achieve these objectives.

The Club shall be a non-profit making organisation.

5. POWERS

The Club shall have all the powers conferred by Section 25 of The Act, save and except such modifications and exclusions as are specified in this rule.

6. MEMBERSHIP

Any person/s who applies/apply for membership of The Club shall be proposed by one member and seconded by another member. The application shall be in writing, signed by the applicant, proposer and seconder. Upon acceptance by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Club.

7. SUBSCRIPTIONS

- 1) The subscription fee for membership shall be such sum as the members determine at the A.G.M.
- 2) The subscription fee shall be payable annually on commencement of each year on 1st January or at such time as the Committee shall determine from time to time.
- 3) Any member whose subscription is outstanding for more than eight weeks after the due date for payment, shall cease to be a member of the Club, provided always that the Committee may re-instate such a person's membership on such terms as it thinks fit.

8. RESIGNATION

A member may resign from membership of the Club by giving written notice thereof to the Secretary or Public Officer of the Club. Any member so resigning shall be liable for any outstanding subscriptions and/or properties which shall be recoverable as a debt due to The Club.

9. EXPULSION OF A MEMBER

- 1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club
- 2) Particulars of the charge shall be communicated to the Member at least one day before the meeting of the Committee at which the matter will be determined
- 3) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall subject to sub clause (4), cease to be a Member 14 days after the Committee has communicated its determination of him/her
- 4) It shall be open to a Member to appeal to the Club in General Meeting against the expulsion. The intension to appeal shall be communicated to the Secretary or Public Officer of the Club within 14 days after the determination of the Committee has been communicated to the member
- 5) In the event of an appeal under sub clause (4) the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the Member is upheld by the members of the Club in General Meeting after the appellant has been heard, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

10. LIFE MEMBERSHIP

Any member with more than 10 consecutive years of Club Membership, being in good standing with the Club and who has rendered the Club meritorious service, may have Life Membership bestowed upon them by the Committee.

11. THE COMMITTEE

- 1) The affairs of the Club shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by this constitution may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this constitution required to be done by the Club in General Meetings.
- 2) The committee has the management and control of the funds and other property of the Club.
- 3) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 4) The Committee shall be comprised of a President, Vice-President, Secretary and Treasurer and a minimum of four (4) and a maximum of six (6) Committee members, all of whom shall be members of the Club.
- 5) The first Committee shall hold office until the first Annual General Meeting after Incorporation, at which time the Committee shall retire but be eligible for reappointment. At each subsequent Annual General Meeting, one third of the longest serving Members of the Committee shall retire and shall be eligible for reappointment.
- 6) The Committee may appoint a natural person to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Club and shall be eligible for reappointment.
- 7) A retiring Committee Member shall be eligible for reappointment.
- 8) The Committee Members shall be elected at the A.G.M.

12. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee member shall become vacant if a Committee Member is:

1. Disqualified by the Act;
2. Expelled under these rules;
3. Permanently incapacitated by ill health;
4. Absent without Apology from more than three consecutive Committee Meetings or more than three Committee Meetings in a financial year.



13. PROCEEDINGS OF THE COMMITTEE

- 1) The Committee shall meet together for the dispatch of business as necessary.
- 2) At least 7 days notice shall be given to all committee members prior to the holding of a committee meeting.
- 3) Questions arising at any Meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberate vote.
- 4) A quorum for a Meeting of the Committee shall be five Members.
- 5) A Member of the Committee having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- 6) A quorum for an A.G.M. shall be twenty (20) members in person.
- 7) A quorum for a General Meeting shall be ten (10) Members in person.
- 8) A Committee Meeting may be held by telephone conference between Committee Members or may be held by any other electronic means including email.

14. FINANCIAL YEAR

A period of 12 months ending on 31st December in each year.

15. BORROWING POWERS

- 1) Subject to this rule the Club may borrow money from Banks or other Financial Institutions upon such terms and conditions as the Committee see fit, and may secure the repayment thereof by charging the property of the Club.
- 2) Subject to Section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

16. RULES

- 1) Subject to approval by a special resolution of the Members of the Club, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- 2) The registered rules shall bind the Club and every member of the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

17. MEETINGS

- 1) The Committee may call a Special General Meeting of the Club at any time, and shall call an Annual General Meeting in accordance with the Act.
- 2) The first Annual General Meeting shall be held within eighteen (18) months after the Incorporation of the Club, and thereafter within five (5) months after the end of its financial year.
- 3) Upon a requisition in writing of not less than six financial members of the total number of members of the Club, the Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 4) Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- 5) If a Special General Meeting is not convened within one month as required by sub rule (3) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

- 6) Subject to sub rule (7), at least fourteen days notice of any General Meeting shall be given to members. The notice shall set out where and when the Meeting shall be held, and particulars of the nature and order of the business to be transacted at the Meeting.
- 7) The business of the A.G.M. shall be the consideration of the accounts and reports of the Committee and the Auditors, the appointment of the Auditors and Committee Members, and any other business requiring consideration by the Club.
- 8) Notice of a Meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the Meeting.
- 9) A notice may be given by the Club to any member by serving the member with the notice personally, or electronically to a valid email address appearing in the register of members, or by sending it by post to the postal address appearing in the register of members.
- 10) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.



18. PROCEEDINGS AT MEETINGS

- 1) Ten financial members present personally or by proxy shall constitute a quorum at any General Meeting, excluding an Annual General Meeting.
- 2) If within thirty minutes after the time appointed for the Meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- 3) The President of the Committee or if there shall be no President, then the Vice-President of the Committee or in their absence, or on their declining to take, or retiring from the Chair, one of the Committee members chosen by meeting shall preside as Chair at every General Meeting of the Club.
- 4) If there is no such President or Vice-President present within five minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be the Chair.
- 5) The President may with the consent of any Meeting at which a quorum is present, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- 6) When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as if that Meeting were an original Meeting of Members.
- 7) At any General Meeting, a resolution to put a vote shall be decided on a show of hands, and a declaration by the Chair of the Meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 8) If a poll is demanded by the Chair of the Meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chair directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution of majority of not less than three quarters of the Members who being entitled to do so vote personally or by proxy at the Meeting is required.
- 9) A poll demanded on the election of a Chairperson of a Meeting or on any question of an adjournment, shall be taken at the Meeting and without adjournment.
- 10) The management shall have the power to deal with any business not completed at any Meeting because of the absence of required quorum.

19. MINUTES

- 1) Proper minutes of all proceedings of all Meetings of the Club and of Meetings of the Committee, shall be entered within one month after the relevant Meeting in a minute book kept for the purpose.
- 2) The minutes kept pursuant to this rule shall be signed by the Chairperson of the Meeting at which the proceedings took place or by the Chairperson of the next succeeding Meeting.

- 3) Where minutes are entered and signed they shall until the contrary is proved, to be evidence that the meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed valid.



20. VOTING RIGHTS

- 1) Subject to these rules each adult member and their partner member, present in person or by proxy, shall be entitled to one vote each.
- 2) If a meeting is held electronically the recording of an electronic vote by member shall be accepted as a valid vote.

21. PROXIES

A Member shall be entitled to appoint in writing a natural person who is a Member of the Club to be his proxy, and attend and vote at any meeting of the Club.

22. ACCOUNTS

The Club shall keep accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

23. MONIES

- 1) All monies received by or on behalf of the Club shall be banked in the name of the Club, in such Financial Institutions the Committee shall from time to time decide.
- 2) All cheques, Bills of Exchange and withdrawal forms drawn on any Account shall be signed by any two of the Chairperson, Secretary and Treasurer, or such other committee persons as are nominated.
- 3) All cheques, Bills of Exchange, Money orders, and Postal Notes requiring endorsement shall be endorsed by the Secretary or Treasurer.

24. WINDING UP

The Club may be wound up in the manner provided for in the Act.

25. APPLICATION OF SURPLUS ASSETS

If after winding up the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be appropriated to an Incorporated Association that has similar aims and objectives.

26. AUDITORS

At every A.G.M. the members shall elect an Auditor.

27. INDEMNITY CLAUSE

Subject to Section 39B of the Act any person participating in functions held or organised by the Club thereby waive the right of legal action at law against the Committee, its Organisers, their representatives or agents.