

**Jaguar Drivers Club  
of  
South Australia Incorporated  
(Registered Number A12021)**

# **CONSTITUTION**



**(As amended 2016)**

**All mail should be addressed to:  
Secretary  
Jaguar Drivers Club of SA Inc  
PO Box 6020  
HALIFAX STREET SA 5000**

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## **Title**

1. [a] The Club shall be called Jaguar Drivers Club of South Australia Incorporated and such name shall not be changed without the concurrence of three-quarters of the financial members present at a special meeting of which twenty one days notice shall be given.
- [b] The only division of the Jaguar Drivers Club of South Australia Incorporated is a classification according to the model of the car or the geographic location of the members. These will be called Registers. (Refer to the Policy Manual)

A Club Member who wishes to form a Register must seek and obtain the approval of the Committee in writing, indicating the number of members who are interested.

## **Interpretation**

2. In this constitution, except where the context or subject matter requires a different construction:
  - [a] "Club" means Jaguar Drivers Club of South Australia Incorporated.
  - [b] "Committee" means the Executive and Committee of the Jaguar Drivers Club of South Australia Incorporated.
  - [c] The masculine is not gender specific and shall be taken to include every member who is defined under these rules.
  - [d] The "Act" means the Associations Incorporations Act 1985.
  - [e] Jaguar Marque shall include any vehicle post October 1962 bearing the Daimler name

## **Objects**

3. The objects of the Club shall be:
  - [a] To perpetuate the Jaguar Marque and to promote enthusiasm amongst owners.
  - [b] To hold regular meetings of Club members to cater for their various needs and interests.
  - [c] To encourage regular Club activities which may include concours, sporting, touring and social events, register meetings, advice on the procurement of spare parts, and providing technical information and assistance.
  - [d] To promote road safety and courtesy.
  - [e] To promote the Jaguar Marque and motoring by displays, public exhibitions and other Club activities.
  - [f] To regularly produce a magazine or newsletter.
  - [g] The Club shall be a not for profit organisation

## Colours

4. The Club colours shall be both maroon with silver and green with white.

## Headquarters

5. Headquarters of the Club shall be in Adelaide.

## Membership

6. [a] Membership categories shall be defined as below:

- [i] Full Member: A person with an interest in the Jaguar Marque is eligible for Full Membership with all its rights and privileges including the right to vote and eligibility for election to any office of the Club.
- [ii] Family Members: Nominated members of the immediate family of the Full Member; who have the same rights and privileges as a Full Member.
- [iii] Corporate Member: A Company or other Artificial Person shall be entitled to be a Full Member of the Club, with the voting rights of a Full Member but without the eligibility for election to any office of the Club.

A Company or Artificial Person may nominate up to three persons, only one of whom can vote.

The Committee reserves the right to veto any or all such nominations put forward by the Corporate Member.

- [iv] Honorary Member: Any person recommended by a member and approved by the Committee may be admitted as an Honorary Member of the Club. Such Honorary Members shall have no voting power and such membership may be cancelled at any time by the Committee.
- [v] Life Member: Any person of ten years continuous Full or Family Membership and in good standing who has rendered the Club outstanding Meritorious service may be nominated for Life Membership by four Members of the Club. (One nominator must be an existing Life Member and one nominator must be a Member with greater than 10 years membership). After recommendation by the Committee the nominee must be approved by a three-quarters majority of the members present and eligible to vote at an Annual General Meeting by secret ballot.

The Life Member and their spouse/partner shall not be required to pay any membership subscription.

- [b] The name of each person, real or artificial, desiring to become a member of the Club shall be submitted to the Membership Secretary
  - [i] The prescribed application form shall be completed and lodged with the Membership Secretary and shall be accompanied by the required subscription.
  - [ii] The name of each applicant with the exception of minors shall be displayed in the Club magazine for the consideration of the membership. If no objections are received by or at the General Meeting of the following month, the applicant automatically becomes a member.

- [iii] A Family Member making application to become a Full Member and having already paid the Family Membership subscription for the current year shall be entitled to have the amount of such current Family Membership subscription credited on account of Full Membership.
- [c] If, at the end of said period (see 6. [b][ii]) an objection has been lodged in writing with a member of the Executive, the following action shall be taken:
  - [i] A meeting of the Committee shall be called within fourteen days of the end of the period to discuss any objections. The applicant shall be advised in writing of these objections and given the opportunity to respond in writing. The Committee shall then adjudicate the application at a subsequent committee meeting.
  - [ii] In the event of an application for membership being rejected, the applicant will be advised in writing and the amount of the subscription tendered returned
  - [iii] In the event of an application for membership being rejected, the applicant will not be eligible to reapply for membership within five years of the rejected application.
- [d] No person may attend more than three functions of the Club or its Registers without becoming a financial member.

### **Expulsion**

- 7. In the case of the conduct of any member being brought into question and in the opinion of the Committee, is injurious to the character or interests of the Club or its members, the following steps will be taken:
  - [a] The Secretary shall call a meeting of the Executive to consider the conduct of such member.
  - [b] The member shall be given at least twenty-one days written notice to attend such meeting to have the opportunity to explain his conduct and if requested to by the Executive, resign from the Club.
  - [c] If the member resigns, he would be ineligible to reapply for membership for five years from that date.
  - [d] In the case of a request for resignation being rejected by the member, the Executive may elect to expel the member.
  - [e] If a three-quarters majority of the Executive members present vote for his expulsion, the member shall be expelled.
  - [f] Any member so expelled shall have the right of appeal to the membership at the next General Meeting of the Club when a majority of those present and eligible to vote shall be required to confirm the expulsion.
  - [g] If the expulsion cannot be confirmed, the member shall be reinstated
  - [h] If the member is expelled, he will not be eligible to reapply for membership.
  - [i] Any expelled member shall have no claim upon the Club, its Office Bearers or Members nor upon any of its property and is bound to return Club property.

- [j] This expulsion clause includes any individual, individuals or corporate member in any class of membership.

### **Subscriptions**

- 8. [a] The Club subscription and joining fee for all types of membership shall be as recommended by the Treasurer, ratified by the Committee and accepted at a General Meeting by a three-quarters majority of members present and eligible to vote.

- [b] The Committee may approve at its absolute discretion a reduction in membership subscription in any of the membership categories.

The reduction will only apply for the current financial year to new or existing members and will only be considered upon request by the applicant.

- [c] In the event of an application for membership being accepted after January 1 and before June 30, the subscription for that period shall be half of the annual fee.

- [d] The Membership Secretary may recommend and with the approval of the Committee waive the joining fee and/or extend membership into the next financial year for applications received too late for the March magazine and/or as a part of a promotional campaign.

### **Resignations**

- 9. Any member who resigns membership of the Club or does not renew membership for the next financial year by the expiration of the grace period, shall have no claim upon the Club, its Office Bearers or Members nor upon any of its property. Any member who resigns or does not renew membership is bound to return Club property.

### **Arrears of Subscription**

- 10. [a] Any member whose subscription remains unpaid at the thirty first of July each year shall be deemed to have resigned, and on no account, be permitted to vote, hold office, or compete in any of the Club competitions or otherwise be deemed to hold any of the privileges of membership. Such members may, however, with the approval of the Committee, be reinstated upon payment of all the arrears due plus a rejoining fee decided by the Committee and shall be entitled to the same privileges held prior to such resignation.

- [b] A member may apply to suspend membership for a period of no longer than one financial year, by written application to the Membership Secretary. On payment of the prescribed annual fee, membership will be resumed.

### **Powers**

- 11. The Club shall have all the powers conferred by section 25 of the Act.

## General Meetings

12. [a] The Annual General Meeting of the Club shall be held in the first week of September each year.
- [b] A General Meeting of the Club shall be held on the first Tuesday of every month at such time and place as may be determined by the Committee. The President, or in his absence, the Vice President, shall be the Chairperson. In their absence, the meeting shall elect its own Chairperson.
- [c] At all General Meetings, thirty members entitled to vote shall form a quorum. The minutes of the General Meetings shall be published in the subsequent Club magazine.

## Voting

13. All members, except Honorary Members shall be entitled to vote provided that they are financial. The Chairperson of the meeting shall have a casting as well as a deliberative vote. No proxies shall be allowed at any meeting.

## Governance of the Club

14. [a] The general conduct and management of the Club shall be vested in a body known as the Committee.

- [b] The Committee comprises:

:

- [i] The Executive which has voting rights and includes:

President  
Vice President  
Secretary  
Treasurer  
Editor  
Membership Secretary  
Events Coordinator  
Register Secretaries

- [ii] Non-voting members

Technical Officer  
Regalia Officer  
Club Librarian  
Vehicle Historian  
Club Photographer  
Web Master  
Vehicle Inspectors  
Public Officer

These non-voting members may attend any or all committee meetings, or may be requested to attend by the Executive for a specific reason.

- [iii] Committee Support (non-voting position)

Minute Secretary

Required to attend all General and Committee Meetings.

[iv] Club Representatives

These are non-voting positions elected by the Executive to represent the Club on related bodies as required. May attend any or all committee meetings, or may be requested to attend by the Executive for a specific reason.

- [c] The Committee shall have the power to fill any casual vacancy which may occur in such Committee, until the next Annual General Meeting.

**Nominations**

15. [a] All candidates for office must be members of the Club, and if liable for subscription, financial for at least three months prior to the date of closing nominations.
- [b] Nominations for elective officers shall be sent to the Secretary before the close of the General Meeting immediately prior to the Annual General Meeting each year. Nominations shall be signed by the candidate and at least two other financial members of the Club.
- [c] In the event of two or more candidates being nominated for any particular office, the election shall be conducted by ballot.

**Election of Officers**

- 16 [a] The Executive Committee members (with the exception of Register Secretaries who are elected by their respective Register) shall be elected by the membership present and eligible to vote at the Annual General Meeting.
- [b] The election shall be conducted by a returning Officer and two scrutineers, all to be appointed at the Annual General Meeting.
- [c] The President shall be elected at the Annual General Meeting each year and shall be eligible for re-election, but no person shall be entitled to hold office as President for more than four consecutive years.
- [d] At the Annual General Meeting the Committee members due for re-election, shall retire when the Returning Officer calls all positions vacant. They shall be eligible for re-election.
- [e] No circumstances shall justify the issue of a second or further ballot paper unless the original be handed to the scrutineers and cancelled by them.
- [f] The candidate receiving the greatest number of votes will be deemed elected, and in the event of an equal number of votes being returned for any two or more candidates, then the Returning Officer shall initiate a new ballot between the tied candidates.
- [g] All the non-voting positions on the Committee are non-elective, but shall be selected by the Committee at the first Executive meeting after the Annual General Meeting from nominated candidates for the respective positions.

## **Patron**

17. [a] The Patron shall be recommended by the Committee and approved by the majority of members present at a General Meeting.
- [b] This appointment shall be for three years at which time new nominations for Patron shall be considered. The existing Patron may be reappointed.
- [c] The Patron shall not be a member of the Committee.

## **Committee Meeting**

18. [a] The Committee shall meet monthly or on any other occasion as might be deemed necessary.
- [b] At least five members of the filled positions of the Executive with at least two from President, Vice President Secretary or Treasurer shall form a quorum. Wherever practical, four days notice of such meeting shall be given to each member of the committee
- [c] The minutes of the Committee shall be made available upon request *and* at the sole discretion of the Committee.
- [d] The President, or in his absence, the Vice President shall act as Chairperson. In their absence, the meeting shall elect its own Chairperson.

The Chairperson shall have the ultimate authority on any point of order, and in times of doubt the usual Parliamentary procedure shall be adopted. At the committee meetings each officer shall be entitled to one vote with the exception of the Chairperson who shall have a casting vote as well as a deliberative vote.

## **House Committee**

19. If considered appropriate, at its first meeting each year, the Committee shall appoint three members to form a House Committee. The House Committee shall have control of the Clubrooms but be subject to the approval and direction of the Committee.

## **Financial Management & Reporting**

20. [a] The Club shall open and keep at least one banking account with such bank/credit union or banks/credit union's as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Club
- [b] No withdrawal shall be made from, and no cheques shall be drawn on, any bank account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be ratified by the Committee
- [c] The Committee may not borrow any monetary sum without the approval of a majority of the members present and eligible to vote at a General Meeting.
- [d] The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

- [e] The committee must appoint an independent person to review the transactions between the bank account and financial reports and provide a statement to the committee.
- [f] The committee must validate and approve a financial controls checklist before the annual general meeting.
- [g] The accounts, together with the financial controls checklist and the statement by the independent reviewer shall be laid before members at the Annual General Meeting.

#### **Alteration to this Constitution**

21. [a] All or any part of the Constitution may be added to, altered, amended or annulled, in accordance with the Act.
- [b] Members may make written request to the Committee for change to the Constitution.
- [c] At least twenty one days written notice in the Club magazine shall be given to all financial members, of a meeting to propose a change in the Constitution.
- [d] Such resolutions must be carried by a three-quarters majority of the members present and eligible to vote. The minimum number required to pass a resolution is twenty-three, being three-quarters of the required quorum. (refer clause 12[c])

#### **Rules and Regulations**

22. The Committee shall have the power, at a committee meeting to pass rules and make regulations for the conduct and control of any trial, race, or other function or the promotion of any object of the Club as set out in Clause 3 hereof.

#### **Sub-Committee**

- 23 The Committee may appoint Sub-Committees to perform any task defined by the Committee in accordance with the Constitution and rules, and may confer on such Sub-Committee such authority as shall from time to time be deemed necessary.

#### **The Duties of Officers**

- 24 For duties of the Committee positions refer to the Policy Manual.

### **Notice of Meeting**

25. [a] At least twenty-one days written notice, shall be given to members, specifying the place, day and hour of the meeting and, in the case of special business, the general nature of such business.
- [b] Accidental omissions to give any such notice to any of the members shall not invalidate any resolution passed at such meetings.
- [c] A notice may be served by the Club on any member personally, by electronic transmission (eg facsimile or e-mail) or by sending it in the post in a prepaid envelope or wrapper, addressed to the member's registered place of address.
- [d] Where a given number of days notice, or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or period.
- [e] The Secretary shall, on request in writing signed by thirty financial members of the Club, call within twenty-one days of receipt of such notice, a Special General Meeting for the conduct of any special business of which due notice shall be given as set out above.

### **Seal holders**

26. The two seal holders shall be the President and the Secretary.

### **Constitution on Joining**

27. Every person on becoming a member of the Club shall be provided with a copy of the Constitution.

### **Winding Up**

- 28 [a] The Club may be wound up by order, by request for deregistration or voluntarily. A proposal for winding up shall be designated as special business and scheduled for resolution at a Special General Meeting with at least one month's notice given. Such notice shall be prominently displayed in one or more consecutive issues of the Club magazine.

The notice must specify in clear terms the intention to wind up the Club and the reason for so doing.

A decision to wind up the Club must be made by a three-quarters majority of the members present and eligible to vote at a Special General Meeting.

- [b] In the event of the winding up of the Club, any surplus assets, whether in property or money, or otherwise, shall not be distributed to members, but shall be distributed to a charity or charities. Such charities shall have no vested interest in the Jaguar Marque or any other motoring club.
- [c] The winding up of the Club shall be under control of the Club auditor or his nominee.

## Conditional (Historic) Registration

29 (a) The Club shall comply with the rules for Conditional (Historic) Registration as prescribed in the following guides issued by Transport SA

“Code of Practice for Historic Vehicles and Prescribed Left Hand drive Vehicles”  
and

“Conditional Registration of Historic Vehicles and Prescribed Left Hand Drive Vehicles”

(b) In addition to the above the following will apply

A Life Member and their spouse/partner, as defined in clause 6(a) part (v) of this Constitution shall enjoy all the rights and privileges of a Full Member as defined in clause 6(a) part (i) and for the purpose of Conditional (Historic) Registration are considered to be fully financial members of the Club

The Club may accept other makes/models of vehicle for Conditional (Historic) Registration at the discretion of Executive Committee and/or its nominated Vehicle Inspectors, provided that the vehicle(s) meet all the necessary requirements for Conditional Registration and the owner(s) are financial members of the Club

## VERSION CONTROL

Amendment Date	Clauses altered
07/2004	14 [b] [i], 14 [b] [ii], 6 [a] [iii], 15 [a], 20 [b]
07/2007	16 ([c] & 18 [b]
06/2010	6 [v]
08/2016	6 [a] [ii] ,20 [a] & 20 [b]
4/2019	20 amended. New [d] & [f]. Auditor deleted