

# South Australian Late Model Association Inc.

Incorporation Number: A39982

## Constitution

Amended July 2019

### 1. NAME

The name of the Association shall be the "South Australian Late Model Association", and shall deem to be incorporated under the Act.

### 2. OBJECTIVE

- (a) The objective of the Association shall be to promote and control the best interests of Late Model racing in South Australia.
- (b) The South Australian Late Model Association aims to ensure that the safety, welfare and well-being of children and young people is maintained at all times during their participation in activities run by the Association.

### 3. COMPOSITION

The Association shall consist of financial members as defined by the Rules made under this constitution.

### 4. MEMBERSHIP

All membership of the Association shall be open to any persons desiring to take same as provided by the Rules and shall be bound by this Constitution and the Rules there under. The application for membership shall be made in writing, and be in such form as the Executive shall prescribe from time to time. Upon the acceptance of the application by the Executive and upon payment of the first annual subscription the applicant shall be a financial member of the Association.

- a. Members of the Association shall be "Life Members" and "Financial Members".
- b. Members, except for "Life Members", shall be for one membership year
- c. Members, except for "Life Members", shall pay an annual fee as determined by Executive in accordance with these Rules
- d. The membership year shall be deemed to commence at the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting.

- e. On the day of a race meeting persons shall be bound by the Constitution and Rules of SALMA from the official gate opening time until 3 hours after the completion of the last event of the night.
- f. At any other SALMA sanctioned event persons shall be bound by the Constitution and Rules of SALMA from the published start time of the event until the official end of the event.

#### **4.1 Life Membership**

The Association, at the Annual General Meeting, shall have the power to elect as a "Life Member" of the Association, any person who has rendered special service to the Association.

- a. Nominations for "Life Membership" shall be subject to the same provisions as nominations for the Executive committee, as set out in this Constitution.
- b. "Life Members" shall be elected only by a three fourths majority of the members present
- c. "Life Members" shall have the same privileges as financial members.

#### **4.2 Resignation**

Any member of the Association may resign in writing, by giving such notice to the Secretary of the Association. Such resignation shall be affective only upon acceptance of the Executive. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

#### **4.3 Expulsion**

Any member who has been found guilty of an offence by the Tribunal and referred to the Executive for expulsion may be expelled from the Association, by a two thirds majority of the Executive.

### **5. SUBSCRIPTIONS**

The subscription fees for membership shall be such sum (if any) as determined by the Executive.

The subscription shall be payable annually on 1 July or at a time that the Executive determines.

Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the Executive may reinstate such a person's membership on such terms as it thinks fit.

### **6. ADMINISTRATION**

The affairs of the Association shall be conducted in accordance with the Rules made under this Constitution, and shall be controlled by such officers and

governing bodies as therein provided, with the power to do things necessary for the purposes of the Association.

## **7. AFFILIATION WITH OTHER BODIES**

The Association may join, or become affiliated with any other body, or bodies, and may pay such fees from time to time.

## **8. RULES**

The Association, in addition to the Rules created under this Constitution, may be bound by the Rules of any body or bodies that it may be affiliated with from time to time.

## **9. ALTERATIONS TO THE CONSTITUTION**

No clause of the Constitution or the Rules hereunder shall be added to, repealed or amended, except at any Annual General Meeting or Special General Meeting called for that purpose by resolution passed by a majority of at least two thirds of the voting members thereon.

## **10. DISSOLUTION**

A specific General Meeting of the Association called for the specific purpose, shall have the power, by a majority of eighty percent (80%) of the then financial members present, to resolve that the Association be dissolved, and its affairs wound up pursuant to the Act.

## **11. INTERPRETATION**

- a. If any circumstances arise for which no provision has been made by the Rules, The Executive, subject to the Constitution and the Rules in existence, may decide the matter or interpret the Rules, or direct what shall be done in a particular case.
- b. If any dispute shall arise as to the meaning of these Rules, the President's decision shall be final
- c. In the Rules, unless the context requires otherwise;
  1. the "Association" means the South Australian Late Model Association Inc.
  2. the "Executive" means the Executive Committee.
  3. "member" means a financial member of the Association.
  4. the "President" means the Honorary President of the Association.
  5. the "Vice-President" means the Honorary Vice-President of the Association.
  6. the "Secretary" means the Honorary Secretary of the Association.

7. the "Treasurer" means the Honorary Treasurer of the Association..
8. A "Life Member" means a member who has been appointed in accordance with this Constitution.
9. "driver" means any member who holds an Association endorsed licence
10. "financial member" means any member who has paid subscription for the Membership year.
11. "the Act" means the Associations Incorporation Act 1985.
12. "the Regulations" means the Associations Regulations 1985
13. The term "in writing" shall include electronic communications

## **12. VOTING**

- a. The sense of every meeting of the Association shall be determined by a show of hands, unless a ballot be demanded a minimum of 15% of those financial members present.
- b. Only members registered and financial with the Association for the preceding membership year shall be eligible to vote at the Annual General Meeting or Special General Meeting.
- c. No proxy votes shall be accepted.
- d. Any Executive Member holding more than one position on the Executive is only entitled to one deliberative vote.
- e. No voting rights will be afforded to any member under the age of 18.

## **13. GENERAL MEETINGS**

The Annual General Meeting is the final meeting of the season preceding it. It shall be held on or before 30 June, or in special circumstances, at such other time as the Executive shall appoint. The Executive shall send a Notice of Annual General Meeting to its members giving 8 weeks notice.

Annual General Meeting Business shall include:

- a. Presenting and accepting the minutes of the previous Annual General Meeting and presenting and adopting the Annual Statement of Receipts and Payments duly tabled.
- b. Electing for the ensuing membership year, the officers of the Executive Committee.
- c. Considering alterations, amendments and additions to the Constitution, in accordance with the Rules.
- d. Advise of levies, and all other financial dues to the Association.
- e. Considering any other business of which notice has been given.
- f. A member who intends to move a motion at the Annual General Meeting shall give notice, to the Secretary in writing, of such intention, and the terms of the motion at least 1 month prior to the Annual General Meeting.

- g. A motion may be proposed at the Annual General Meeting and it shall require a two thirds majority vote before it can be included in the agenda.
- h. Except as afore said, no business shall be transacted at such meeting.
- i. Setting of honorarium amounts payable in coming year.

A Special General Meeting shall be convened by the Secretary;

- a. At the written request of the President, or
- b. At the direction of the Annual General Meeting, or
- c. Upon written requisition by a two thirds majority of the membership

Each request shall specify the business, which is to be required to be submitted to the meeting.

No business, other than that specified in the requisition shall be considered at such meeting except that which, in the opinion of the President, is the amendment relevant to the subject matter of the motion, or directly arises out of the matter comprised in the notice of motion.

Upon receipt of the requisition for a Special General Meeting, the Secretary shall then call a Special Executive committee meeting to consider the business at the Special General Meeting, but this special committee meeting shall not be empowered to withhold any business from the Special General Meeting.

At least 48 hours notice shall be given of a Special Executive Committee Meeting.

The Executive shall meet as required.

For the Annual General Meeting or Special General Meeting, fourteen days clear notice, in writing, shall be given to all members, setting out the business to be conducted

Failure to receive such notice shall not invalidate a meeting, resolution or election, unless it is shown to the satisfaction of the Executive, that a substantial number of members have not received such notice.

A majority of financial members shall form a quorum at any Annual or Special General Meeting. If within forty five (45) minutes after the time appointed for the meeting, a quorum of members is not present, the Executive Committee, by unanimous decision may elect to proceed with the meeting, and those members present shall then form a quorum.

A General Members Meeting may be held once every 3 months.

#### **14. OFFICE BEARERS**

The Honorary Office Bearers of the Association shall consist of:

- a. President
- b. Vice President
- c. Secretary

- d. Treasurer
- e. Two Elected Committee Members

ALL OFFICE BEARERS OF THE ASSOCIATION MUST BE OF OR ABOVE THE AGE OF 18 YEARS.

#### President/Vice-President

The President, and in his/her absence, the Vice President, shall preside at all meetings of the Association.

The President, and in his/her absence, the Vice President, shall have a casting vote, and if he/she is a financial member of the Association, he/she shall be entitled to his/her deliberative vote at any meeting of the Association.

In the absence of the President, and Vice President of the Association, a Chairperson shall be elected from the financial members, who shall have a casting vote, in addition to any deliberative vote to which he/she may be entitled.

The Secretary shall;

- a. Carry out all directions of meetings and (subject thereto) all directions of the Executive
- b. Subject to the preceding Rule, have the right and duty to.
  - Ensure compliance with the Constitution and Rules
  - Duly call all meetings when necessary
  - Ensure all Rules relating to the nomination and election of Office Bearers are carried out
  - Report to the Executive any breach's of the Rules
  - Keep minutes of all meetings
  - May countersign cheques
  - Attend all meetings
  - Have a vote at all meetings

The Treasurer shall;

- a. Receive and bank all monies paid at the Association
- b. Sign all cheques
- c. Pay all expenditure
- d. Keep correct accounts and books showing the financial affairs of the Association
- e. Prepare the Annual Statement of Receipts and Expenditure
- f. Attend all meetings
- g. Endorse and submit all NASR licence applications on behalf of the Association.
- h. Have a vote at all meetings
- i. Keep a register of all members, consisting of, Name, Address, date joined, date left and reason and ensure the Secretary has an update to date listing.

- j. Keep a register of all car race numbers.

The Public Officer shall is to be one of the Executive and be appointed at the Annual General Meeting;

- a. Fulfil all duties as defined under the Associations Incorporation Act 1985
- b. Attend all meetings.

Elected Committee Member shall:

- a. Have a vote at all meetings
- b. Attend all Meetings
- c. Take on tasks and responsibility as agreed by SALMA Committee

## **15. ELECTION OF OFFICERS**

- a. The first Executive of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Executive shall hold office until the first Annual General Meeting after incorporation. At this time, one half of the members of the Executive, who shall be chosen by ballot, shall retire from the Executive. At each subsequent Annual General Meeting one half of the members of the Executive, being the longest serving members, shall retire.
- b. A retiring Executive member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer, seconder and by the nominee.
- c. Notice of all persons seeking election to the Executive shall be given to all members of the Association with the Agenda for the meeting at which the election is to take place.
- d. The Executive may appoint a person to fill a casual vacancy, and such Executive member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Executive without nomination.
- e. Nominations for a position declared vacant at an AGM may be taken from the floor, only if no other nominations have been received for that position in accordance with rule 15 part b.
- f. All Members of the Executive must be financial members of SALMA for the duration of their appointed term.

## **16. GOVERNANCE AND POWERS**

The Association shall have all the powers conferred by Section 25 of the Act.

The Association shall be governed by an Executive consisting of the President, the Vice-President, the Secretary, the Treasurer, and two Elected Committee members

- a. A quorum shall consist of any 4 officers
- b. It shall be competent for the Executive, from time to time frame by-laws and to amend, alter or add such by-laws at any Executive Committee Meeting.
- c. Any member of the Executive who has a direct or indirect pecuniary interest in an agenda item under deliberation by the Association must disclose the nature and the extent of the interest, and shall not be entitled to a vote in respect to such discussions

## **17. APPOINTED POSITIONS**

The Executive, from time to time, and as it sees fit may appoint people to specific extraordinary positions on behalf of the Association.

These appointed positions shall be for one membership year. However, such positions may be created, or disbanded as the need arise.

The appointed person does not need to be a financial member of the Association.

The appointed person may have a voice at meetings, but no voting rights.

Such positions may be, but not limited to;

- a. Media liaison officer
- b. Track /promoter liaison officer
- c. Merchandise officer
- d. Steward or Chief Steward
- e. Driver's Representative

## **18. TRIBUNAL**

- a. Shall be chaired by the President on in his/her absence the Vice-President.
- b. Shall consist of 1 other member of the Executive and 1 financial member.
- c. Shall hear and deal with, and decide all incidents involving any matter referred to it by the Executive.
- d. Shall at their absolute discretion have the power to suspend, fine, warn, reprimand, recommend expulsion to the Executive and suspend penalty on any person bound by SALMA rules.
- e. May dismiss any report.
- f. May summon any member to give evidence.

Any and all people referred to the Tribunal will be afforded all the rights conferred upon them by the Laws of Natural Justice.



## **19. FINANCE**

Except with the approval of the Executive, no expenditure on behalf of the Association shall be incurred.

All accounts of the Association will operate with the signature of the Treasurer and either one of the President, Vice-President or the Secretary.

The financial year for the Association will be from 1<sup>st</sup> July to the 30<sup>th</sup> June the following year.

## **20. COMMON SEAL**

The Association shall have a common seal upon which its corporate name shall appear.

The seal shall not be used without the express authority of the Executive, and every use shall be recorded in the minutes.

The fixing of the seal shall be witnessed by the Public Officer and 1 member of the Executive

## **Resolutions**

Section 13 – A majority of financial members shall form a quorum at any Annual or Special General Meeting. If within forty five (45) minutes after the time appointed for the meeting, a quorum of members is not present, the Executive Committee, by unanimous decision may elect to proceed with the meeting and those members present shall then form a quorum.

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July 2012

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