

CIRCUIT EXCEL ASSOCIATION of SOUTH AUSTRALIA
CONSTITUTION

Amended November 2020

1 THE ASSOCIATION

The name of the Association shall be the “Circuit Excel Association of South Australia” hereinafter referred to as the Association.

2 DEFINITIONS AND INTERPRETATION

- “CAMS” means the Confederation of Australian Motor Sport Ltd. or its successors or assigns.
- “CERA” means the Circuit Excel Racing Association or its successors or assigns.
- "Technical Regulations" means any Group 3E Circuit Excel Technical Regulations published by CAMS.
- “Event Organisers” means any CAMS affiliated car club, appropriately licensed and permitted to organise a meeting for the conduct of the sport of Automobilmism in the territory of the Confederation of CAMS in accordance with the International Sporting Code of the Federation Internationale de l’Automobile (FIA) and the National Competition Rules of CAMS, and to which Group 3E Circuit Excel cars are eligible to compete.
- “Member” means any natural person who meets the conditions as defined in Section 6.1 of this document. “Full Member” means any member who is eligible to vote at Club meetings or stand for Office Bearer roles as defined in Section 6.1 of this document.
- “Committee” means the Office Bearers of the Executive Committee as defined in Section 7.1 (a) of this document.
- “Committee Member(s)” and “Office Bearer(s)” means any member who is appointed to any Executive Committee, Sub-Committee or Ordinary Committee role, as defined in Section 7 of this document.
- “The Act” means the Associations Incorporation Act of 1985.

3 STATEMENT OF OBJECTIVES

The objectives of the Association are as follows:

- To progress the sport and category of Group 3E Circuit Excel in South Australia
- To foster positive relationships with key stakeholders in the sport and category, including CAMS, CERA, Event Organisers, and other Group 3E Circuit Excel regulatory bodies or associations.
- To consult, collaborate and lobby on behalf of members, desired changes to technical regulations, to relevant bodies such as CAMS and the CERA.
- To guide and educate Group 3E Circuit Excel vehicle owners and competitors, on policies, rules and regulations relevant to the category that are being applied by CAMS, CERA, or event organisers.
- To seek out motorsport, promotional or social opportunities which provide tangible benefits to being a member of the Association.

4 POLICY

Always remain a non-profit Association. The assets and income of the Association shall be applied solely in furtherance of the Objectives of the Association, and no portion shall be distributed, directly or indirectly, to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

In the event of the club being dissolved, any surplus assets which remain after the satisfaction of all debts and liabilities shall be distributed by the Committee at their discretion to any non-profit registered charity, or incorporated association with similar objectives.

5 POWERS

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

6 MEMBERSHIP

6.1. Types

There shall be four classes of membership, open only to natural persons:

a) **Full Membership**

A full member shall be a person who is deemed to be financial and in good standing, He/she shall be entitled to vote at meetings of the Club, and is eligible to stand for office bearer positions.

b) **Family Membership**

Family Membership is open to a family of up to four related individuals. Only one family member who is deemed to be financial and in good standing shall be entitled to vote at meetings of the Club, and stand for office bearer positions.

c) Associate Membership

Associate membership may be offered to any individual or group of individuals under special circumstances agreed upon by the Committee to be appropriate to the advancement of the objectives of the Association. An Associate Member shall not pay a subscription, but shall not be entitled to vote at meetings of the Club, nor stand for any Executive Committee office bearer positions.

d) Life Membership

An individual can be awarded Life Membership in recognition of performing Outstanding Service to this Association over a period of no less than five years (refer Life Membership Policy). Once awarded, Life Membership is held in perpetuity, and entitles that individual to all the rights and privileges of a Full Membership of the Association without further payment of annual subscription fees, unless in the instance the individual:

- i. Resigns Membership, or
- ii. Is expelled from the Club (as defined in section 7.5).

6.2. Subscription

- a) Association subscriptions shall be determined each year at the Annual General Meeting for that forthcoming calendar year.
- b) The subscription fees shall be payable annually on the 1st of January for renewing members, and payable upon joining for new members.
- c) Subscriptions for the forthcoming calendar year shall be opened, and subscriptions for the current calendar year shall be closed, within seven (7) days following the Annual General Meeting.
- d) Any person subscribing to a following calendar year after the current year's Annual General Meeting will be considered financial members for the balance of the current calendar year.
- e) 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 Committee may reinstate such a person's membership on such terms as it thinks fit.

6.3. Qualification for Membership of the Association

A person who wishes to become a member of the Association must:

- a) Apply in writing to the secretary of the Association and pay the subscription as defined in section 6.2
- b) The secretary may directly grant membership if the applicant is either:
 - i. An owner of a CAMS log booked Group 3E Circuit Excel vehicle
 - ii. A driver of a CAMS log booked Group 3E Circuit Excel vehicle

- c) Otherwise, the Committee may grant membership via a majority vote, if the applicant is deemed:
 - i. A person who significantly contributes towards the objectives of the Association
 - ii. A person who significantly contributes support or assistance to an existing member with the management, maintenance, or running of a competition vehicle.
- d) An applicant whose application for Membership has been rejected under Rules 6.3 (b) or (c), must be notified in writing and be refunded in full any subscription paid, within 14 days of the decision.
- e) An applicant who has been notified for a rejected application in 6.3 (d) may appeal the decision within 14 days, by submitting in writing to the Secretary, their statement and grounds for appeal. On receiving the appeal, the Secretary must acknowledge receipt of the appeal, and at the next General Meeting, the Full Members of the association may choose to uphold or overturn the decision.

6.4. Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Upon resignation, a member forgoes any subscriptions or fees paid to the Association.

6.5. Expulsion of a member

- a) 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 the following:
 - i. Conducts them self in a manner considered to be injurious or prejudicial to the character or interests of the Association or its members.
 - ii. Contravenes any policies published by the Association, CAMS or Event Organisers.
 - iii. Has suspension or expulsion action taken against them by any Australian motorsport organisation of which they are a member.
- b) Particulars of the charge shall be communicated to the member at least 7 days before the meeting of the Committee at which the matter will be determined.
- c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to section 6.5 (d) below), cease to be a member immediately after the Committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary

or public officer of the association within 14 days after the determination of the Committee has been communicated to the member.

- e) In the event of an appeal under 6.5 (d) above, the appellant's membership of the association shall not be terminated unless the determination of the Committee to expel the member is upheld by the Full Members of the association in general meeting after the appellant and the Committee has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.
- f) Upon termination of membership, an individual forfeits any subscriptions or fees paid to the Association.

6.6. Register of members

A register of members must be kept, and shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection, and contain the following as a minimum:

- i. The name and address of each member
- ii. If applicable, the date of and reason(s) for termination of membership

7 COMMITTEE

7.1. Appointment

- a) The Executive Committee shall be comprised of:
 - o President
 - o Vice President
 - o Secretary
 - o Treasurer
- b) Committee members shall be natural persons, and qualified to hold office as per Section 6.1 (Membership Types).
- c) No member shall hold more than one Executive Committee position.
- d) The process of voting in of office bearers is described in Section 11.

7.2. Casual Vacancy

In the instance of a casual vacancy on the Committee, arising either from resignation, disqualification, or a vacancy following an Annual General Meeting, the Committee shall have power at any time to appoint any Full Member of the Association to fill such vacancy, with the elected member able to hold office until the next following Annual General Meeting.

7.3. Powers

- a) The management of the Association shall be in the hands of the Executive Committee as detailed in Section 7.1, which has been elected by Association members in accordance with the procedure defined within Section 11.
- b) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent. The Committee may create, amend or repeal by-laws or standing orders not inconsistent with this Constitution for the internal management of the Club. Any such by-laws or standing orders will be appended to the Constitution and will not come into effect until notified to and approved by Members at a General or Special Meeting.
- c) The Committee may at any time call for the formation of any sub-committee or ordinary committee role as found desirable or necessary, and disband or close the same. Any sub-committee or ordinary committee role so formed shall be under the direction and control of the Executive Committee, but shall report to the Association members at a General Meeting.
- d) The Committee has the management and control of the funds and other property of the association. The Committee shall have power to make payments from the funds of the Association as necessary to achieve internal management of the Association in a manner limited to that detailed in Section 14.
- e) The Committee shall appoint a public officer as required by the Act. By default, the Secretary of the Club will act as the public officer, unless specified otherwise by the Committee.

7.4. Duties

- a) The Committee shall be held responsible for the well-being and smooth running of the Association.
- b) The President shall preside at all Club and Committee meetings, act as a signatory for the Association in all legal and financial purposes, serve as official spokesperson when required, work with the Committee to ensure the necessary skills are represented on the Committee and that a succession plan is in place, help find new Committee members when required, ensure the legal and correct governance of the Association, and oversee development of relevant policies, strategic and business plans in order to achieve the goals of the Association.
- c) The Vice President shall preside at all Club or Committee meetings and act as the President, in the absence of the President or when the President is unable to act in that role, or assist the President with strategies and plans for the Association at all other times.
- d) The Secretary shall ensure that all records and correspondence of the Association are maintained as required by the Act, maintain a register of

Members, give proper notification of meetings, develop and distribute an agenda prior to such, and keep written minutes of all Club and Committee meetings held. The Secretary shall also assist with development of aims and relevant business and strategic plans in order to achieve the goals of the Association.

- e) The Treasurer shall keep true and correct accounts of the sums of money received and expended by the Club and shall issue receipts for all money received on behalf of the Association, bank same within seven days to the credit of the Association, and prepare and present a written financial statement for each Club and Committee meeting.

7.5. Term of Office

The term of office for a committee member stands in full until the next following Annual General Meeting.

7.6. Remuneration and Reimbursement

Committee members are not to be remunerated. Committee members may be reimbursed for costs incurred in the discharge of their duties provided that such cost is approved in advance by the Executive Committee.

7.7. Disclosure

A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee, must as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee, and not take part in any deliberations or decision of the Committee with respect to that contract.

7.8. Disqualification of Committee Members

The office of a committee member shall become vacant if a committee member is:

- i. Disqualified from being a Committee member by the Act
- ii. Expelled as a member or Impeached under these rules
- iii. Permanently incapacitated by ill health
- iv. Absent without apology from more than four meetings in a calendar year

7.9. Impeachment

Any Committee member may be impeached by the membership for a wilful and unjustifiable act of commission or omission detrimental to the Association or its members. To become effective, an impeachment motion must be put forward at a General Meeting, and must be ratified by a three-quarter (3/4) affirmative vote of the total membership at that time. Once a committee member has been impeached he/she is

ineligible to stand for Committee again for the balance of the elected term plus the next full term up to a maximum of 2 years.

8 MEETINGS

- a) The Annual General Meeting shall be held during the month of November each year, at a date and time and place decided by the Committee.
- b) The Association shall hold quarterly General Meetings at times and places determined by the Committee. An Annual General Meeting may replace a General Meeting.
- c) The Committee for the consideration of special business may convene Special General Meetings. Such meetings shall be convened by the Committee:
 - a. By any Executive Committee member when executing their powers
 - b. Upon the requisition in writing of not less than three committee members, or not less than ten full members or half of the total membership base, whichever is less.
- d) The Secretary shall give no less than 14 days' notice to members for an upcoming General Meeting, Annual General Meeting or Special General Meeting. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- e) Committee and Sub-Committee meetings shall be held on an "as required" basis. The Executive Committee may alone meet when discussing or resolving issues pertaining to the management of the Association as per Section 7.3 (Powers). When meeting to discuss ordinary matters (i.e.: day to day running of the Association), Committee meetings must include all committee members able to be present.
- f) The President shall convene a meeting of the Committee at any time if requisitioned in writing by three Committee members to do so.
- g) When the Committee is requisitioned to convene a meeting, such requisition shall clearly state the purpose for which the meeting is required to be held. The Committee shall convene such a meeting within 30 days when this condition is met.
- h) The President shall Chair all meetings of the Association and Committee. In his/her absence the Vice President shall act as Chair. If neither the President nor Vice President are present within ten minutes of the time set for the meeting to commence, or he or she is present but declines to take or retires from the chair, the members there present shall elect a Chair. Sub-Committee members may elect a Chair as they see fit at Sub-Committee meetings.
- i) Without limiting the discretion of the Committee to regulate its meetings, the Committee may meet or confer by any means of electronic, audio or audio-visual communication. A resolution passed at or by such a meeting shall be deemed to have been passed at a meeting of the Committee held on the day and at the time the meeting or conference was held.

- j) Any resolution arising at a Club or Committee meeting shall be resolved as per the conditions set out in Section 13 (Special and Ordinary Resolutions).

9 PROXIES

Full Members shall be entitled to appoint a natural person who is also a member of the association to be their proxy to attend and vote at any meeting of the association. Proxies must be registered with the Secretary of the Club prior to the commencement of the Meeting, by any means which preserves the registration for scrutiny for not less than one month following the Meeting (such as postal, email, text or voice message).

10 QUORUM

- a) A quorum for a General Meeting, Annual General Meeting or Special General Meeting shall require the presence of at least 25% of the membership in person or proxy.
- b) A quorum for a Committee Meeting shall be three committee members, comprising no less than 2 Executive Committee office bearers.
- c) A quorum for any sub-committee meeting shall consist of 75% of the elected sub-committee members.
- d) If within half an hour from the commencement of a meeting, a quorum is not present, the meeting, if convened upon the requisition of the Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at a time and place as determined by the Committee. If at the adjourned meeting a quorum is not present within half an hour from the commencement of the meeting, the meeting shall lapse.

11 VOTING IN OF OFFICE BEARERS

- a) A retiring Committee member shall be eligible to stand for re-election without nomination.
- b) No other person shall be eligible to stand for election unless they have registered their nomination in writing with the Secretary of the Association in no less than 14 days before the commencement of the Annual General Meeting.
- c) Notice of all persons seeking election to the Committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- d) Office bearers shall be elected in the order that they appear in Section 8.1 under these rules.
- e) If a position only receives a single nomination:
 - a. The chair shall request for two Full Members present at the meeting, nominee excluded, to Move and Second the nomination, which if received, will elect the nominee into the position.

- f) If no nominations are received, or a nominee fails to be elected into a position, the position shall be declared “vacant”, and open to be filled following the meeting via the rules of Casual Vacancy as detailed in Section 7.2.
- g) If a position is contested via multiple nominations, a secret ballot shall be conducted using the process described under Section 11 (g). Each Full Member present shall be entitled to one vote via ballot slip.
- h) All ballots shall be conducted in accordance with the following procedure:
 - a. Two scrutineers shall be appointed from members present at the Meeting
 - b. The scrutineers shall provide one blank ballot sheet to each Full Member present
 - c. Each nominee shall, in turn, be granted leave by the Chair to briefly outline his/her credentials for the post
 - d. Members including the Chair shall record their votes and present folded ballot papers to the scrutineers. Members wishing to abstain may submit blank ballot papers.
 - e. The scrutineers shall count the votes, (voting numbers shall not be revealed for any ballot), and:
 - i. If a majority of votes are received for one nominee, the scrutineers shall advise the Chair of such and the Chair shall declare that person elected, or
 - ii. Where an equal number of majority votes are received by more than one nominee, the scrutineers shall advise the Chair of such, and
 - 1. If one of the nominees who receives equal majority votes is a current holder of that position, the Chair shall declare that “status quo prevails”, and that person shall be declared elected.
 - 2. If none of the nominees who receive equal majority votes is a current holder of that position, the Chair shall call for a re-vote through a ballot restricted to those nominees.
 - 3. Should step 2 above not result in a definitive outcome, the Chair shall:
 - Declare as elected the person who was elected in the current year to a Committee position, with precedence given to the order of Office bearers defined in Constitution clause 8.1, or
 - Should that not be definitive then the Chair will write the name of each nominee on equal size pieces of paper, fold them in the same manner and place them in a container to be drawn by a scrutineer. The first name drawn shall be declared as elected by the Chair.

12 MINUTES

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the Committee, shall be issued to all members and entered within the

repository of club minutes as specified and maintained by the Committee, within one month after the relevant meeting.

- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Committee at a subsequent meeting.
- c) 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 at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

13 SPECIAL AND ORDINARY RESOLUTIONS

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Any ordinary resolution (decisions affecting the day-to-day running of the club, along with composition of Committee) arising at a Club or Committee meeting shall be decided by a simple majority vote of the Full Members present at the meeting. Voting shall be by show of hands, unless when either a ballot is directed by the President, or not less than three Full Members present demand a ballot, in which event there shall be a secret ballot conducted in accordance with Section 13 (c) below.
- c) Any Special Resolution (decisions regarding winding up, changing the name, objectives or rules of the Association) arising at a Club meeting shall be decided by a secret ballot conducted in accordance with Section 13 (c) below, requiring a 75% membership voting result in the affirmative for enactment.
- d) In the event of a secret ballot, the Chairman shall appoint two members to conduct the ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the matter at the meeting at which the ballot was demanded. If the votes are equal the matter will be deemed resolved to preserve the status quo.

14 AMENDMENTS TO THE CLUB RULES

The Constitution which governs this Association can never be suspended but it may be amended by the following procedure.

- a) Any amendment can be proposed by the Committee or by the Club Membership at large.

- b) If an amendment is proposed by the Association Membership at large it must be in the form of a petition to the Committee. This petition must contain the names of a minimum of 20 full members or seventy five percent of the full membership, whichever is least.
- c) The amendment shall then be submitted to the full membership for Special Resolution vote (see Section 13).
- d) An enacted amendment shall take effect the following business day, unless otherwise specified in the proposed amendment.

15 FINANCIAL RESPONSIBILITY AND POWERS

- a) The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- b) A banking account shall be kept with a bank or financial institution, to be decided by the Committee as necessary.
- c) The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- d) The accounting records of the Association shall be audited once per calendar year, by a responsible organisation or person, nominated and elected by members at the Annual General Meeting.
- e) The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment. If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.
- f) The accounting records, together with the auditor's report on the accounts, and the Committee's report, shall be laid before members at the Annual General Meeting.
- g) All expenditure shall be approved or ratified by the Committee of the Association, and the Treasurer is approved to pay out sums of money via any means (cheque, cash or electronic transfer) to fulfil the club's financial obligations in accordance with these rules.
- h) The Club shall not incur any debt, borrow any money, provide any guarantee for a monetary sum, or extend any credit for goods or services supplied, except with the written approval of a majority of Committee members.
- i) The Club shall not enter into any contractual obligation for pecuniary interests or gain except with the written approval of the majority of Committee members.

16 COMMON SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters. The common seal must be kept securely by the Committee, and used only by resolution of the Committee in the presence of at least two Officer Bearers as witnesses, who must sign each instrument to which the seal is attached.

17 DISPUTE RESOLUTION

- a) For disputes between members, the parties involved must meet and discuss the matter in either the presence of no less than two Office Bearers, or an independent mediator chosen by the Committee of the Association and agreed upon by all parties, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties, or have the Association adjudicate on the dispute.
- a) For disputes between one or more members and the Association, the parties involved must meet and discuss the dispute before an independent mediator agreed to by all parties. This mediator may be a member of the Association.
- b) In all discussions and adjudications involving the Association, the rules of natural justice must be observed, and the Association must conduct matters in accordance with the Act.

18 AMENDMENTS TO TECHNICAL REGULATIONS

Responsibility for Technical Regulations of the Group 3E Circuit Excel category lies with the CERA and CAMS.

Suggestions for amendment to the Technical Regulations may be made at any time by Members, via the following process:

- a) Any request shall be in the form of a written request from the member(s) to the appropriate Committee Member (or Secretary if no specific Committee role exists), who will then notify the remainder of the Committee.
- b) The Secretary shall add the request to the agenda for the next General Meeting, to have the request discussed, debated, motioned and voted upon.
- c) If the motion passes in the affirmative, the appropriate Committee Member will send the request to the CERA for further analysis, debate, discussion or vote.