



Constitution of the
ARCR (Adelaide Radio Controlled Raceway Inc.)

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Constitution

1. Name

The name the incorporated association is:- Adelaide Radio Controlled Raceway Inc.
And is also known by the acronym ARCR, and will be referred to herein as 'the association'

2. Definitions

- a) 'Committee' means the committee of the association.
- b) 'General meeting' means a meeting of the members of the association convened in accordance with these rules.
- c) 'Member' means a member of the association.
- d) 'The act' means the South Australian Associations Incorporations Act 1985.
- e) 'Special resolution' means a special resolution as defined by the Act.
- f) 'Month' means a calendar month.

3. Objectives or purpose of the association

The objectives of the association are.

- a) To promote and develop 1/10th scale off-road electric radio controlled model car racing for all ages and abilities.
- b) To promote radio controlled off-road cars throughout the community.
- c) To provide a friendly and safe environment for people to enjoy radio controlled off-road cars.

4. Powers of the association

The association shall have all the powers conferred by Section 25 of the Act, so that the association may do all things necessary or convenient, for carrying out its objectives and purpose.

In particular the committee may, subject to the Act and its rules.

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate ADI accounts; and
- d) invest its moneys—
 - I. In any security in which trust moneys may, by Act of Parliament, be invested; or
 - II. in any other manner authorised by the rules of the association; and
- e) Borrow money upon such terms and conditions as the association thinks fit; and
- f) Give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- g) Appoint agents to transact any business of the association on its behalf; and
- h) Enter into any other contract it considers necessary or desirable.

5. Membership.

5.1 Membership of the association is open to all, membership will be granted in accordance with the following:

- a) An applicant/member will support the objectives of the association, and agrees to be bound by its rules.
- b) Whoever applies for membership of the association shall be proposed by a current member of the association and seconded by another current member.
- c) The application for membership shall be made in writing, and signed by the applicant the proposer and the seconder.
- d) The applicant shall be a member of the association, once the committee has accepted the application and they have paid their first annual subscription.

Membership Types.

Full membership:

- I) Available to both drivers and non-drivers of all ages
- II) Members fees are payable
- III) Full voting rights for senior members only (seniors are 16 years or older)

Life membership:

- I) Life membership of the association may be granted at the Annual General meeting, to a person whose services to the associations in particular, are deemed to be worthy of such an honour.
- II) Nominations are to be by the committee, and accepted by a majority vote of the committee members, before going to final vote at the Annual General meeting.
- III) Life members are not required to pay annual membership fees.
- IV) Active life members have full voting rights. Active means they have participated in a race meeting within the last calendar year.

5.2 **Subscriptions**

- a) The subscription fees for membership shall be determined by the committee and then be presented to the members for a vote at a general meeting.
- b) The subscription fee shall be payable annually on the 1st of January or at a time the committee determines.
- c) Any member whose subscription is outstanding for more than 2 months after the due date for the payment, shall cease to be a member of the association.
- d) Any members whose subscription has lapsed, may have their membership reinstated by the committee, on terms that will be determined by the committee.

5.3 **Resignations:**

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the association.

5.4 **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 misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least 30 days before the meeting of the committee at which the matter will be determined.
- c) The finding of the committee shall be communicated to the member, and in the event of an adverse finding the member shall, (subject to 5.4d below), cease to be a member within 14 days after the committee has communicated its findings to the member.
- d) The member can appeal the expulsion to the association at a general meeting. The member wanting to appeal must, within 14 days of the communication from the committee, communicate with the Secretary or Public officer of their intention to appeal.
- e) In the event of an appeal under 5.4d above, the appealing applicant's membership of the association shall not be terminated, unless the ruling of the committee to expel the member is upheld by the members of the association at the general meeting, after the applicant has been heard by the members of the association. If the termination in this case is upheld it will be effective as of the date of the General meeting.

5.5 **Register of members:**

A register of members must be kept and contain the following information (minimum):

- I) The name and address of each member.
- II) At least one contact method, preferably all. (Email, Mobile or Home Phone)
- III) The date at which the member joined the association
- IV) If applicable, the date and reason(s) for the termination of membership.

6. The committee

6.1 Powers and Duties

- a) The affairs of the association shall be managed and controlled by the committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the association, and are not by the act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent, and then the interpretation must be taken to the membership for approval.
- d) The committee shall appoint a public officer as required by the Act.

6.2 Appointments

- a) The committee shall be comprised of a Chairperson, Secretary, & Treasurer as well as five general committee members of which one committee member is to hold the roll of public officer for the association.
- b) A committee member shall be a natural person.
- c) Retiring committee members shall be eligible to stand for re-election.
- d) Retiring committee members as well as other members shall be eligible to stand for election, if 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 and by the nominee.
- e) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting, (as section 8.3a), at which the election is to take place.
- f) At the AGM election where more than one person is standing for a position and before voting commences, the nominees will be required to state to the members what they expect to bring to the club/committee in the position they have nominated for and to also answer any questions posed by the members.
- g) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold the position until the Annual General meeting of the association, at which time they will have to be nominated as section 6.2d.
- h) A committee member shall not go more than 1 year without re-election.
- i) The AGM is held within 1 month of the start of the association's financial year which starts on the 1st of January each year, and members are elected to the committee for the following year.
- j) All 8 committee positions are up for voting at an AGM each year.

6.3 **Proceedings of the committee**

- a) The committee shall meet together for the dispatch of business at least monthly.
- b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of a tied vote the chairperson shall have a second casting vote to decide the deadlocked vote.
- c) To have a committee meeting classed as a meeting, there must be a quorum of at least 50% of the committee members in attendance.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the full committee as required by the act, and shall not vote with respect to that contract or proposed contract.
- e) The members of the committee who have disclosed the nature and extent of their interest in the contract, must also disclose this in full at the next Annual General meeting of the association.

6.4 **Disqualification of committee members**

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

- Disqualified from being a member by the Act.
- Expelled as a member by these rules.
- Permanently incapacitated by ill health.
- Has criminal proceedings or convictions that prevent them from sitting on the committee.
- Absent without apology from more than four meetings in a membership year, apologies must be received by an attending member by the start of the meeting.

7 **The seal of the association**

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minutes of the association. The use of the seal must also be recorded in the club ledger, which is to have the date used, description of use and the required signatures. The affixing of the seal shall be witnessed and signed off by the chairperson and the secretary of the association.

8 General Meetings (GM, SGM & AGM)

8.1 Annual General Meetings

- a) The committee shall call an Annual General Meeting in accordance with the Act and these rules.
- b) The first Annual General Meeting shall be held within 18 months after the incorporation of the association, and there after within 1 month of the end of the membership year which ends 31st of December each year.
- c) These meeting shall be held prior to the start of the new racing season
- d) Only members that have paid membership for the current year are eligible to vote.
- e) The committee must notify the membership via Email, at least 60 days prior to a GM, to invite the membership to provide any agenda items for the upcoming GM. These agenda items are to be returned to the secretary within 30 days.
- f) All questions must be in the form of a OR decision (this answer OR that answer)
- g) Agenda items received after the 30 days can be added to the agenda for discussion, but cannot be voted on this includes items raised at the GM.
- h) The order of the business at the meeting shall be:
 - I) The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meetings held since the last Annual General Meeting.
 - II) The consideration of the accounts and reports of the committee and the auditor's report. (if an auditor's report is required)
 - III) The election of the committee members
 - IV) The appointment of auditors (if required – see rule 11.5)
 - V) Any other business requiring consideration by the association in a general meeting.

8.2 Special General Meetings

- a) The committee may call a Special General Meeting of the association at any time.
- b) Upon the requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a Special General Meeting is not convened within one month, as required by 8.2b above, the requisitioners, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied free of charge, with the particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 **Notice of General Meetings**

- a) Subject to 8.3b at least 28 days' notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and the particulars of the nature and order of the business to be transacted at the meeting.
- b) 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.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by Email to the address appearing in the register of members.
- d) Email will be the association's form of contact for a notice of a General Meeting.
- e) Social media may be used to supplement the notice, given the accessibility and visibility this provides.

8.4 **Proceedings at General Meetings**

- a) A minimum of 25% of financial members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting to start and a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the members present shall form a quorum.
- c) Subject to 8.4d below, the chairperson shall preside as chairperson at a General Meeting of the association.
- d) If the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 **Voting at General Meetings**

- a) Subject to these rules, every senior member of the association has one vote for each agenda item for which a vote is required, at that General Meeting of the association.
- b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Ballot papers will be sent out with the notification of a General Meeting via email, for those members that cannot attend along with a proxy form. Both forms are to be filled out in full and shall be returned to the Secretary of the association, at the latest 5 days prior to the meeting at which the vote will take place, to be counted.

8.6 **Poll at General Meetings**

- a) If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding, and the result of the poll is the resolution of the members on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 **Special and ordinary resolutions**

- a) A special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8 **Proxies**

A member shall be entitled to appoint, in writing, a natural person who is also a member of the association to be their proxy, and attend and vote at any General Meeting of the association.

9 **Minutes**

- a) Proper minutes of all proceedings of General Meetings of the association and meetings of the committee, shall be entered within one month after the relevant meeting in the minutes storage folder that is kept for that purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) 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.

10 **Dispute resolutions**

- a) The dispute resolution procedure set out in this rule applies to disputes between:
 - I) A member and another member.
 - II) A member and the association.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person, agreed to by the disputing parties.
- d) In this rule 'member' includes any person who was a member, not more than six months before the dispute occurred.

11 Financial reporting

11.1 Financial Year

The first financial year of the association shall be the period on the next 31st of December following incorporation, and thereafter a period of 12 months commencing on the 1st of January and ending on the 31st of December.

11.2 Accounts to be kept

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.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

11.4 Appointment of an auditor

- a) At each Annual General Meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c) If an appointment is not made at an Annual General Meeting, the committee shall appoint an auditor for the current financial year.

12 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objectives, and no portion shall be paid or distributed directly or indirectly to members or their associates, except as a bona fide remuneration of a member, for services rendered or expenses incurred on behalf of the association.

13 Winding up

The association may be wound up in the manner provided by the Act.

14 Application of surplus assets

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organization which has similar objectives and has rules which prohibit the distribution of its assets and income to members.
- b) Such an organization or organizations shall be identified and determined by a resolution of members in a General Meeting.

15 Rules

These rules may be altered (including the associations name) by special resolution of the members of the association. This includes revision or replacement of substitute rules.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.



APPOINTMENT of PROXY

I
 (Insert MEMBERS name)

Of
 (Insert MEMBERS address)

Being a member of **ADELAIDE RADIO CONTROLLED RACEWAY INC**

APPOINT
 (Insert PROXY'S name)

Who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (tick only ONE of the following)

.....
 (Insert relevant date/s)

OR

In relation to the following resolutions and/or nominations

In favour:

Against:

.....

.....

(Insert resolution Nos, brief description or Nominees, name/s)

(Insert resolution Nos, brief description or Nominees, name/s)

Signature:
 (of Member appointing Proxy)

Date:



NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

Is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the Association.

The meeting will be held at _____ a.m./p.m. on _____
The _____ 20_____

The meeting will take place at _____

SPECIAL RESOLUTION/S

Current rule _____ states:

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

Current rule _____ states:

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

OR

A list of alterations to the rules. Which will be proposed as special resolutions at the meeting, is attached.

INFORMATION for MEMBERS

1. Rule 8.8 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
2. Alterations to the rules can only be made if supported by 75% of the members voting at the meeting or by proxy. Alterations to the rules only take effect when registered with CBS, Corporate Affairs Commission, as required by the Act.



Application for Membership

I,
 (Applicants name)

Of
 (insert Applicants residential address – required under section 27 of the Clubs Incorporation Act 1987.)

.....
 Applicants Email (mandatory) Home Phone Mobile Number

Apply to become a member of ARCR. If my application is accepted, I agree to be bound by the rules of ARCR.

Applicants Signature: Date:

Receipt Number issued: Date:

“A person wishing to become a member must be proposed by one **member** and seconded by another **member**.”

PROPOSED:

SECONDED:

Name:

Name:

Signature:

Signature:

Date:

Date:

----- *Applicants to detach and keep* -----

INFORMATION for APPLICANTS

- If your application is accepted, your Name, Address & Email, as provided above, must be recorded in a register of members under the clubs Incorporations Act 1987. Your club is a “not for profit” organization therefore member details are used purely for club purposes and will not be provided for commercial use.
- * you can contact the ARCR Club at:- contact@arcr.org.au or via our web site arcr.org.au
- You can access or correct personal information (your name, address, email & other contact details) by contacting the ARCR Club as indicated above.



Adelaide radio controlled raceway has 8 committee positions that change at AGM each year.

- Chairman
- Treasurer
- Secretary
- Public officer
- And 4 general committee positions

Written nominations are encouraged and anyone who wishes to nominate themselves or another person for a position may do so by completing the form below.

Please return the completed form to the secretary. Email: secretary@arcr.org.au

NOMINATION FOR
ADELAIDE RADIO CONTROLLED RACEWAY
EXECUTIVE/GENERAL COMMITTEE POSITION

..... Is nominated for the position of

Name of Nominator: Date:

Signature of Nominator:

Name of Seconder: Date:

Signature of Seconder:

I accept the Nomination for the position of

Signature of Nominee: Date: