

TR REGISTER AUSTRALIA INCORPORATED

CONSTITUTION OF ASSOCIATION

16 JUNE 2020

1 NAME:

The name of the Association is the "TR REGISTER AUSTRALIA INCORPORATED" (hereinafter called the Register).

2. INTERPRETATION:

(a) In this Constitution, except insofar as the context or subject matter otherwise indicates or requires: -

(i) "Secretary" means any person appointed to perform the duties of a secretary of the Register.

(ii) "Membership Officer" means a person who manages matters associated with applications for, and renewals of, membership and the maintenance of the register of members of the Register.

(iii) "Special General Meeting" means a General Meeting of the Register other than an Annual General Meeting.

(iv) "the Act" means the Associations Incorporation Act (2009) and any amendments thereto.

(v) "the Regulation" means the Associations Incorporation Regulation (2016) and any amendments thereto.

(vi) "Derivative motor vehicle" means a vehicle manufactured in limited quantities and which uses predominantly Triumph TR2 or TR3 mechanical components. Examples are Swallow Doretti, Peerless, Warwick and Italia cars, and TR2 and TR3 racing specials such as the TR2 Buchanan.

(b) In this Constitution:

(i) a reference to a function includes a reference to a power, authority and duty, and

(ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty,

(iii) the provisions of the Interpretation Act (1987), apply to and in respect of this Constitution in the same manner as these provisions would so apply if this Constitution were an instrument made under the Act,

(iv) words importing the male gender shall, where the context reasonably permits, include female and neuter gender, and the singular number shall include the plural number.

3. OBJECTIVES:

The Register's objectives are:

- (a) To provide and manage an organisation that encourages the restoration, preservation and use of Triumph TR2, TR3, TR3A, TR3B and derivative motor vehicles, for.
- (b) To organise and promote meetings, rallies, runs, Concours and like events.
- (c) To publish a newsletter for members in electronic and/or hard copy format.
- (d) To co-operate, affiliate or associate with other organisations having similar or related objectives to the Register.
- (e) To supply new and second-hand parts for the types of vehicles specified in (a) above to members.
- (f) To approve applications from members for the issue of historic vehicle conditional registration under the relevant state-based schemes.

4. MEMBERSHIP:

- (a) The members shall be those persons whose names are entered on the Register of members and such other persons as may from time to time be admitted in accordance with this Constitution.
- (b) A person is qualified to be a member of the Register if the person:
 - (i) has applied in writing for membership in accordance with the requirements of this Constitution, and
 - (ii) has been accepted for membership of the Register by the Committee.
- (c) The membership of the Register shall, subject to payment of subscriptions provided for in this Constitution, be divided into the following categories:
 - (i) Full member,
 - (ii) Associate member,
 - (iii) Honorary Life member,
- (d) The following membership qualifications shall apply:
 - (i) Full Membership shall be available to a person who owns, has owned or intends to purchase a Triumph TR or derivative vehicle as prescribed in the Objectives of the Register.

(ii) "Associate Membership is open to all, including partners, spouses and immediate family, on application and on approval by the Committee. Associate members:

- Do not have voting rights.
- Can nominate for Register roles including State Coordinator, Membership, Editor and Regalia. These positions will report to the Committee but Associate members in the role will not be on the Committee.
- Members in the same family living at the one address will only receive one hard copy Sidescreen magazine."

(iii) Honorary Life Membership may be conferred by the Register on individual members of at least ten (10) years standing who, in the opinion of the Committee, have rendered services of a special nature to the Register. Honorary Life members have the same rights as Full members and the annual subscription is waived. Honorary Life members are full financial members of the Register for the various state historic vehicle conditional registration schemes.

5 NOMINATION FOR MEMBERSHIP:

(a) A prospective member shall forward an application via the appropriate form in writing (including by email or other electronic means if the Committee so determines) accompanied by a joining fee and one year's subscription at the appropriate rates to the Membership Officer. The Committee shall have the power to waive the joining fee in particular circumstances.

(b) The Committee shall consider the application at its meeting following the date of application and the applicant will be advised of the outcome in writing. The applicant will be advised of the success or rejection of their application by the Membership Officer.

6 REGISTER OF MEMBERS:

(a) The Register shall keep a record of its members which shall contain the registered address of each member and any other particulars which the Committee may from time to time prescribe. The Register of members shall be kept by the Public Officer, and for reasons of privacy shall not be released to any other organisation or to any other person, other than Committee members, except as determined by the Executive and provided by clause 6(c) below.

(b) The Department of Fair Trading (NSW) requires that the Register of members must be kept in NSW at the Register's official address.

(c) The Register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(d) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(e) If an individual member requests that any personal information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.

(f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

(ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7 SUBSCRIPTION AND FEES:

(a) Annual subscriptions and joining fees shall be decided by the Committee and shall be payable on the first day of July each year.

(b) Any member who fails to pay such subscription within three (3) calendar months of the due date will be deemed to be unfinancial and shall have their membership terminated by the Committee.

8 LIABILITIES OF MEMBERS:

The liability of a member of the Register to contribute towards the payment of the debts and liabilities of the Register or the costs, charges and expenses of the winding up of the Register is limited to the amount, if any, unpaid by the member in respect of membership of the Register as required by Clause 7.

9 CESSATION OF MEMBERSHIP:

(a) A member shall cease to be a member of the Register:

(i) on tendering their resignation in writing addressed to the Secretary,

(ii) on their death,

(iii) on non-payment of subscription, as outlined in 7(b),

(iv) on the passing of a Special Resolution that they cease to be a member in accordance with the procedure in Clause 11 of this Constitution.

(b) The rights and privileges of members shall not be transferable and shall cease with cessation of membership.

(c) If a member of the association ceases to be a member under clause (9), and in every other case where a member ceases to hold membership, the Public Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. HISTORIC VEHICLE CONDITIONAL REGISTRATION SCHEMES

The Register may confirm vehicle eligibility and approve applications from members for the issue of historic vehicle conditional registration under the relevant state and territory-based schemes. To be eligible for such schemes all membership fees must be paid before 30th June and vehicles must meet the applicable Regulations in that state to ensure validity of Conditional Registration. The rules governing administration and use of the schemes are contained in the By-laws.

11. RESOLUTION OF INTERNAL DISPUTES:

(a) Disputes between members (in their capacity as members) of the Register, and disputes between members and the Register, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983, unless they are able to be resolved through the Committee.

(b) If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

(c) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

12 DISCIPLINING OF MEMBERS:

(a) A complaint may be made to the Committee by any person that a member of the Register:

- (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
- (ii) has willfully acted in a manner prejudicial to the interests of the Register.

(b) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(c) If the Committee decides to deal with the complaint, the Committee:

- (i) must cause notice of the complaint to be served on the member concerned, and
- (ii) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.

(d) The Committee may, by resolution, expel the member from the Register or suspend the member from membership of the Register if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(e) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the actions taken, of the

reasons given by the Committee for having taken that action and of the member's right of appeal under Clause 13.

(f) The expulsion or suspension does not take effect:

(i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(ii) if within that period the member exercises the right of appeal, unless or until the Register confirms the resolution under Clause 13, whichever is the later.

13 RIGHT OF APPEAL OF DISCIPLINED MEMBER:

(a) A member may appeal to the Register in a Special General Meeting against a resolution of the Committee which is confirmed under Clause 12(d) in seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(b) Upon receipt of a notice from a member under clause (a), the Secretary shall notify the Committee, which shall convene a Special General Meeting of the Register to be held within twenty eight (28) days after the date on which the Honorary Secretary received the notice.

(c) At a Special General Meeting of the Register, convened under clause 13 (b):

(i) no business other than the question of the appeal shall be transacted,

(ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing or both,

(iii) the members present, or their proxy shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(d) The appeal is to be determined by a simple majority of votes cast by members of the Register.

(e) If at the Special General Meeting the Register passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE MANAGEMENT COMMITTEE.

14 POWERS OF THE COMMITTEE:

The Management Committee (hereinafter called the Committee), subject to the Act, the Regulation and this Constitution and to any resolution passed by the Register in General Meeting:

(a) shall control and manage the affairs of the Register for the benefit and on behalf of all members,

(b) may exercise all such functions as may be exercised by the Register, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Register, and,

(c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Register

15 STATE COORDINATORS

(a) State Coordinators may be appointed by the Committee to act as a point of contact and organiser for the Register in each of New South Wales, Victoria, South Australia, Queensland, Western Australia, Tasmania, Northern Territory and the Australian Capital Territory.

(b) State Coordinators may be invited to fill casual vacancies in the Committee. It is not compulsory for State Coordinators to accept the invitation.

16 COMPOSITION AND MEMBERSHIP OF THE COMMITTEE:

(a) Committee members must be Full or Honorary Life members of the Register.

(b) The Committee shall consist of the office-bearers and a maximum of ten (10) other members of the Register, all of whom shall be elected as herein provided.

(c) The office-bearers of the Register shall be:

(i) President,

(ii) Vice-President,

(iii) Secretary,

(iv) Treasurer,

The President, Vice-President, Secretary and Treasurer comprise the Executive of the Register.

(d) No member may hold more than one of these office-bearer positions simultaneously, except as an interim short time measure.

(e) Each member of the Committee shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re- election.

(f) The President may hold office for a maximum of five consecutive terms of one year duration. A member who has been President for five consecutive terms is not eligible to nominate for President for a period of two terms since they last held the position.

(g) The other members of the Executive and Committee members are not restricted in the number of consecutive terms they may serve.

(h) In the event of a casual vacancy as defined in Clause 21(a) occurring in the membership of the Committee, the Committee may appoint a member of the Register to fill the vacancy in accordance with the procedure in Clause 21(b) of this Constitution.

(i) No two members of the one family may hold committee positions simultaneously, except as an interim short time measure. For the purposes of this clause family includes spouses and partners, parent/child and siblings.

(j) The Committee shall appoint a member as Public Officer of the Register, who shall ensure the Register's compliance with the Associations Incorporation Act (2009) and any amendments thereto. The Act requires that the Public Officer must be a NSW resident.

17 ELECTION OF MEMBERS OF THE COMMITTEE:

(a) Nominations for the election of office-bearers and other members of the Committee shall take place in the following manner, in such form as the Committee may from time to time prescribe. Such nominations:

(i) shall be made in writing, signed by two financial members of the Register and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

(ii) shall be delivered, or mailed, to the Secretary of the Register not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

(b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(c) If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

(d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(e) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held, with results being determined by majority vote.

(f) The ballot for the election of office-bearers and/or other members of the Committee of the Register shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

18 RETURNING OFFICER

Prior to each Annual General Meeting, a Returning Officer shall be appointed by the Committee in accordance with clause 31. All secret ballots for Office Bearers and Committee Membership, or polls described in clause 37(c), which are necessary at the Annual General Meeting are to be organised by the Returning Officer.

19 SECRETARY:

It is the duty of the Secretary to keep note of:

- (a) all appointments of office-bearers and ordinary members of the Committee,
- (b) the names of members of the Committee present at a Committee meeting or an Annual General Meeting, and
- (c) to prepare Agendas for all Committee meetings, Special General Meetings and the Annual General Meeting.
- (d) to prepare minutes of all proceedings at Committee meetings, Special General Meetings and the Annual General Meeting. Such minutes may be in written or electronic form. Corrections to the minutes of proceedings at a meeting shall be made at the next meeting of that Committee and approved by the Committee.
- (e) To deal with all Correspondence as appropriate.

20 TREASURER:

It is the duty of the Treasurer to:

- (a) ensure that money due to the Register is collected and received, and that all payments authorised by the Register are made,
- (b) ensure that all usual and proper accounts of all monies received and disbursed on behalf of the Register are kept, and
- (c) have the care and oversight of the finances of the Register, subject to the direction of the Committee.
- (d) maintain financial records in the form of a Profit and Loss, Balance Sheet and Cash Flow Statement which will be presented at the AGM and as otherwise needed. The Treasurer may produce financial statements in other forms as necessary to keep members informed of the Register's finances.

21 CASUAL VACANCIES IN THE COMMITTEE:

- (a) For the purpose of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member:
 - (i) dies,
 - (ii) ceases to be a member of the Register,
 - (iii) becomes insolvent and is declared bankrupt,
 - (iv) resigns office by notice in writing given to the Secretary,
 - (v) is removed from office under Clause 22,

(vi) becomes a mentally incapacitated person or,

(vii) is absent from three consecutive Committee meetings without submitting an apology for absence to the Secretary.

(b) Such casual vacancy shall be filled by special resolution passed by the Committee at a Special Meeting of the Committee convened for the sole purpose of co-opting such eligible person or persons to be appointed as office-bearer or other member of the Committee which has been left vacant by the provisions of this Clause. Such resolution will take immediate effect and the person or persons so appointed shall hold office subject to this Constitution until the conclusion of the Annual General Meeting next, following the date of the appointment.

22 REMOVAL OF COMMITTEE MEMBERS:

(a) The Committee requires that its members work together to deliver the outcomes required by the members. Committee members are therefore required to comply with the TR Register Committee Code of Practice. The Code of Practice is a By-Law to this Constitution.

(b) The Register in a Special General Meeting may, by special resolution, remove any member of the Committee from office before the expiration of the member's term of office, if the Committee member has persistently refused to comply with a provision of this Constitution, or has persistently and willfully acted in a manner prejudicial to the interests of the Register. At the same Special General Meeting the Register may, by special resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

(c) Where a member of the Committee is to be removed by special resolution of the Register, such member may make representations in writing to the President unless that office-bearer is to be removed in which case representation should be made to the Secretary and request that the representations be presented to members of the Register. The Secretary or President may send a copy of the representations to each member of the Register or, if they are not so sent, the member is entitled to request that representations to which he/she is entitled be read out at the Special General Meeting at which the resolution is to be considered.

23 MEETINGS AND QUORUM:

(a) The Committee shall meet at least four (4) times in each period of twelve (12) months at such place and time as the Committee may determine.

(b) Additional meetings of the Committee may be convened by the President or by any member of the Committee with the President's approval.

(c) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

(d) Notice of a meeting given under clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(e) Any six (6) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(f) No business shall be transacted by the Committee unless a quorum is present and if in half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

(g) At a meeting of the Committee:

(i) The President or, in the President's absence, the Vice President, shall preside; or,

(ii) if the President and the Vice-President are absent or unwilling to act as such, one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

(h) No member of the Register, including officer-bearers or Committee members shall be paid fees, remuneration or receive a benefit from the Register, other than out of pocket expenses approved by the Committee.

24 USE OF TECHNOLOGY AT COMMITTEE MEETINGS

(a) A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each Committee member a reasonable opportunity to participate.

(b) A Committee member who participates in a Committee meeting using such technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25 DELEGATIONS BY COMMITTEE TO SUB-COMMITTEES:

(a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Register as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

(i) their power of delegation, and

(ii) a function which is a duty imposed on the Committee by the Act or by any other law.

(b) A function the exercise of which has been delegated to a sub Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

(d) Notwithstanding any delegation under this Clause, the Committee may continue to exercise the function delegated.

(e) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.

(f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.

(g) A sub-committee may meet and adjourn as it thinks proper.

26 VOTING AND DECISIONS:

(a) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or subcommittee present at a meeting.

(b) Each member present at a meeting of the Committee or any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.

(c) Subject to Clause 23(e), the Committee may act notwithstanding any vacancy on the Committee.

(d) Any act or thing done or suffered, or purporting to have been done or suffered by the Committee or by any sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Committee or sub-committee.

27 ACQUISITION AND SALE OF SPARE PARTS

(a) The Committee may authorise the acquisition of new or used parts for the types of vehicles stated in the Objectives of the Register.

(b) Such parts may be acquired by donation, by purchase from private individuals, or sourced from commercial vendors, as approved by the Committee. Details of the availability of spare parts shall be provided to members at regular intervals.

(c) sales of spare parts shall be made only to current financial Full or Honorary Life members of the Register. Spare parts may be sold by members appointed by the Committee as New or Second-hand Parts officers, or by organisation approved by the Committee.

GENERAL MEETINGS

28 ANNUAL GENERAL MEETING – HOLDING OF:

The Register shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Register, convene an Annual General Meeting of its members.

29 ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT:

(a) The Annual General Meeting of the Register shall, subject to the Act and to Clause ~~26~~ 28 of this Constitution, be convened on such date and at such place and time as the Committee thinks fit.

(b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- (i) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting,
- (ii) to receive from the committee reports on the activities of the association during the last preceding financial year,
- (iii) to elect office-bearers of the association and ordinary committee members, and
- (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.

(c) An Annual General Meeting shall be specified as such in the notice convening it.

(d) All business requiring a vote must be specified in the notice convening an Annual General Meeting.

(e) Items of business to be transacted at an Annual General Meeting that require members entitled to vote under this Constitution shall be voted on in accordance with Clauses 39 and 40.

30 SPECIAL GENERAL MEETINGS – CALLING OF:

(a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Register.

(b) The Committee shall, on the requisition in writing of not less than five (5) percent of financial and Honorary Life voting members, convene a Special General Meeting of the Register.

(c) A requisition of members for a Special General Meeting:-

- (i) shall state the purposes of the meeting,
- (ii) shall be signed by the members making the requisition,

(iii) shall be lodged with the Secretary, and

(iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(d) If the Committee fails to convene a Special General Meeting to be held within six (6) weeks after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

(e) A Special General Meeting convened by a member or members, as referred to in Clause (d), shall be convened as nearly as is practicable in the same manner as meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Register for any expense so incurred.

31 RETURNING OFFICERS FOR ANNUAL AND SPECIAL GENERAL MEETINGS

(a) Prior to each General Meeting requiring a vote or ballot a Returning Officer shall be appointed by the Committee. The Returning Officer shall be a Full Member or Honorary Life Member of the Register who:

(i) for an AGM is neither a member of the outgoing Committee nor nominating for a position on the incoming Committee.

(ii) For an SGM who is not a Committee member.

(b) All secret ballots for Office Bearers and Committee Membership, or polls described in clause 37(c), which are necessary at the Annual General Meeting are to be organised by the Returning Officer.

32 NOTICE OF MEETINGS:

(a) The Secretary shall, at least twenty-eight (28) days prior to the date fixed for the holding of the Annual General Meeting, cause to be sent to each member, a notice specifying the place, date and time of the meeting, the nature of the business proposed to be transacted, and calling for nominations for the positions of office bearers and other members of the Committee.

(b) Except where the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the Register, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the Special General Meeting, cause a notice to be given to each member, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the Meeting.

(c) Where the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the Register, the Secretary shall, at least twenty-one (21) days prior to the date fixed for the holding of the Special General Meeting, cause notice to be sent

to each member specifying, in addition to the matter required in Clause (b), the intention to propose the resolution as a special resolution.

(d) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 29

(e) A member desiring to bring any business before a Special General Meeting must give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a Special General Meeting given after receipt of the notice from the member.

33 PROCEDURE:

(a) No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled under this Constitution to vote, is present during the time the Meeting is considering that item.

(b) Twenty (20) Full members or Honorary Life Members present in person or present using technology in accordance with Clause 36 constitute a quorum for the transaction of the business of such a Meeting.

(c) If in half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the Meeting is adjourned) at the same place.

(d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than seven (7)) shall constitute a quorum.

34 PRESIDING MEMBER:

(a) The President or, in the President's absence, the Vice-President, shall preside as Chairman at each Special General Meeting of the Register.

(b) If the President and the Vice-President are absent from a Special General Meeting or unwilling to act, then all members present shall elect one of their number to preside as Chairman at the Meeting.

35 ADJOURNMENT OF MEETINGS:

(a) The Chairman of a Special General Meeting at which a quorum is present may, with the consent of the majority of members present at the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

(b) Where a Special General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned Meeting to each member of the Register, stating the place, date and times of the Meeting and the nature of the business to be transacted at the Meeting.

(c) Except as provided in clauses (a) and (b), notice of an adjournment of a Special General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.

36 USE OF TECHNOLOGY AT MEETINGS

(a) An Annual General Meeting or a Special General Meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each member a reasonable opportunity to participate.

(b) A member who participates in a meeting using such technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 DECISIONS OF THE REGISTER:

(a) A question arising at a Special General Meeting of the Register shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that an ordinary resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect is in the Minute Book of the Register, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(b) At a Special General Meeting of the Register, a poll may be demanded by the Chairman or by not less than three (3) members present at the Meeting.

(c) Where a poll is demanded at a Special General Meeting, the poll shall be taken:

(i) immediately in the case of a poll which relates to the election of the Chairman of the Meeting or the question of an adjournment.

(ii) in any other case, in such manner and at such time before the close of the Meeting as the Chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

38 SPECIAL RESOLUTION:

(a) A special resolution is a resolution to be passed by a majority of members in a Special General Meeting.

(b) A majority which comprises not less than three quarters of such members of the Register as, being entitled under this Constitution to do so, vote in person at a Special General Meeting.

(c) Notice of a Special General Meeting of which with not less than twenty one (21)days' notice, specifying the intention to propose the resolution as a special resolution, was is given in accordance with this Constitution.

39 VOTING:

(a) Upon any question arising at an Annual General Meeting or Special General Meeting of the Register, a member has one vote only.

(b) All members have the right to vote and all votes shall be given personally, including proxy votes as provided in Clause 40 ~~below~~.

(c) In the case of an equality of votes on a question at an Annual General Meeting or Special General Meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.

(d) A member is not entitled to vote at an Annual General Meeting or any Special General Meeting of the Register unless all money due and payable by the member to the Register has been paid, other than amounts of the annual subscription payable in respect of the then current year.

40 PROXY VOTING

Members not attending an Annual General Meeting, Special General Meeting or Committee meeting may vote by proxy in one of two ways:

(a) Authorising, in writing, another member of the Register to vote on their behalf; or

(b) Providing the Returning Officer with advice, in writing, of their intention to vote in a certain fashion. In this case, the Returning Officer must ensure that the vote is cast at the relevant time.

GENERAL POLICIES

41 COMMON SEAL:

The Common Seal of the Register shall be kept in the custody of the Secretary and shall not be affixed to any document except by ordinary resolution of the Committee and in the presence of two or more members of the Executive who shall attest the fixing thereof.

42 BY-LAWS

The Committee may make by-laws for regulating the conduct and affairs of the Register provided such by-laws are not inconsistent with these rules.

43 NOTICES:

(a) For the purpose of this Constitution, a notice may be served on, or given to a person:

(i) by delivering it to the person personally, or

(ii) by sending it by pre-paid post to the address of the person, or

(iii) by sending it by email or some other form of electronic transmission, to an address specified by the person for giving or serving the notice.

(b) For the purpose of this Constitution a notice is taken, unless the contrary is proved, to have been given or served:

(i) in the case of a notice given or served personally, on the date it was received by the addressee, and

(ii) in the case of a notice sent by pre-paid post, on the date it would have been delivered in the ordinary course of post, and

(iii) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44 DISTRIBUTION OF PROPERTY ON WINDING UP OF REGISTER

(a) Subject to the Act and the Regulations, in a winding up of the Register, any surplus property of the association is to be transferred to another association or associations with similar objectives and which ~~is~~ are not carried on for the profit or gain of its individual members.

(b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

45 INSURANCE:

The Register may effect and maintain insurance as deemed appropriate.

46 BOOKS AND RECORDS:

(a) Except for the Register of Members (see clause 6), the books, records, documents, securities and papers may be inspected by any member upon giving fourteen (14) days notice to the Secretary and calling at the address and at the time nominated by the Secretary.

(b) The Statement of Objectives and this Constitution may be altered, rescinded or added to only by way of a special resolution of the Register.

(c) Except as provided otherwise by this Constitution, the books, securities, records and papers of the Register shall be kept in the custody of the Register, except such books and records which are required by law or any other reason to be kept elsewhere, when the Secretary shall keep a record of such location.

47 FINANCES

The Register is a non-profit organisation. Subject to the Act and the Regulations, the Register must apply its funds and assets in pursuance of the Objectives of the Register, and ~~must~~ not conduct its affairs so as to provide a pecuniary gain to any of its members.

48 FUNDS SOURCE

(a) The funds of the Register shall be derived from annual subscriptions of members, sales of parts and regalia, donations, etc. and subject to any resolution passed by the Register in Special General Meeting, such other sources as the Committee determines.

(b) All money received by the Register shall be deposited at the earliest possible date without deduction to the credit of the Register's Bank or other authorised deposit-taking institution account.

(c) The Register, after receiving money, shall issue the appropriate receipt.

49 FUNDS MANAGEMENT:

(a) Subject to any resolution passed by the Register in a Special General Meeting, the funds of the Register shall be used in pursuance of the Objectives of the Register, in such manner as the Committee determines, and be maintained by the Treasurer.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two signatories as authorised by the Committee.

(c) The operation of any electronic accounts must be restricted so that there is a requirement for authorisation by two signatories as authorised by the Committee.

50 ABSOLVING OF LIABILITY:

Every member who participates in excursions or activities of any kind, conducted from time to time by the Register, absolves the Register and its officers and servants and members from all liabilities arising therefrom in relation thereto.

51 AGREEMENT:

The members shall be taken to have assented to and have agreed to be bound by this Constitution.

G.J. McCormack

President TR Register Australia
