

Mercedes-Benz Club (NSW) Incorporated

Registration number Y1116602



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- The 2016 Model Constitution under the Act
- The Historic Vehicle Scheme (HVS), 2018

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Part 1 Preliminary

1. Definitions

(1) In this Constitution:

Club is the incorporated association governed by this constitution.

Club name is "Mercedes-Benz Club (NSW) Incorporated", "Mercedes-Benz Club (NSW) Inc.", "Mercedes-Benz Club – New South Wales", "Mercedes-Benz Club of NSW", "MBCNSW" or "MBC NSW".

Constitution is the structure within which the Club operates. It covers the matters required by law. It is a modified version of the Model Constitution.

Date of incorporation is June 4, 1992.

Duty of Care is as described in Appendix 1, By-Law 1: Duty of Care policy and Procedure.

Ex-officio Role means either an Executive Committee member appointed to attend any sub-committee of the Club or unelected roles so defined in this constitution such as Auditor, Membership Secretary and Public Officer or other roles as deemed necessary by the Executive from time to time such as advertising manager, Concours director, et al. Unelected roles designated "ex-officio" are accountable for the duties of their position as stated in the constitution, by-laws or as minuted by the Executive and have the right to attend Executive meetings in the current Membership Year, discuss and debate items relating to their duties but NOT to vote at those meetings.

Executive or Executive Committee means the group of members elected to control and manage the affairs of the Club.

Executive Committee Member means a member elected to the Executive.

HVS means the *Historic Vehicle Scheme* which operates under the Conditional Registration Scheme of the NSW Department of Roads and Maritime Services.

Membership Year means the year commencing July 1 and ending on June 30.

Objects are the objectives of the Club which are to:

- (a) provide forums and meeting points for the sharing and dissemination of information and to arrange social, technical, sporting and/or recreational activities for the participation, benefit and enjoyment of Members;
- (b) maintain links, membership and affiliation with the Mercedes-Benz Classic Car Club International GmbH (Stuttgart);
- (c) promote the preservation, restoration, maintenance, use and display of Mercedes-Benz, Benz, Mercedes, Maybach and other Daimler AG vehicles including but not limited to conducting investigations, research and/or the dissemination of advice and information;

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- (d) encourage and support the preservation of technical publications and material and memorabilia generally in respect of Vehicles;
- (e) confer and liaise with and arrange for the participation of other organisations and persons with the objective of supporting the Vehicles movement generally;
- (f) encourage governments, their departments and instrumentalities to support members regarding the use, preservation, display and acquisition of historic vehicles and the provision of suitable museum buildings and facilities;
- (g) be listed as a NSW Department of Roads and Maritime Services recognised historic vehicle club or equivalent status to achieve the same effect in regards to the HVS; and
- (h) engage in activities related generally to the above Objects.

Policy means a course or principles of action(s) intended to augment the function of this constitution, documented and made available to Members via digital or other media. A Policy may be amended by the Executive from time to time. Only the most recent version of a Policy that is valid. Policies appended to this constitution are valid unless superseded.

Secretary means:

- (a) the person holding office under this Constitution as Secretary of the Club; or
- (b) if no such person holds that office, the Public Officer of the Club.

Special Resolution means a resolution determined at a Special General Meeting that requires a 75% of members present at a meeting and eligible to vote.

the Act means the *Associations Act 2009*.

the Regulation means the *Clubs Incorporation Regulation 2016*.

Trade Mark is a trademark of the Club which are and remain the property of Mercedes-Aktiewgesellschaft of Stuttgart, Germany:

- (a) Mercedes-Benz filed on 12th July 1985 under No. 429877 in respect of "Services Rendered by Car Clubs to their own members." (class 42).
- (b) Three-pointed Star in Laurel Wreath with Mercedes and Benz filed on 12th July 1985 under No. 429876 in respect of "Services rendered by Car Clubs to their own members." (Class 42).

Vehicles mean and include any forms of conveyance whether self-propelled or taken in tow, used or capable of being used for the purpose of carriage of persons and goods generally.

- (2) In this Constitution:
 - (a) A reference to a function includes a reference to a power, authority and duty; and
 - (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987 (NSW)* apply to this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

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Part 2 Membership

2. Membership generally

- (1) A person is eligible for consideration to become a member of the Club if:
 - (a) the person is a natural person;
 - (b) has applied for Ordinary Membership in accordance with Clause 3;
 - (c) is qualified in accordance with Clause 2 (5); and
 - (d) the person has made payment of all fees and subscriptions in accordance with Clause 2.(7).

- (2) A person is taken to be a Member if:
 - (a) the person is an applicant eligible as per Clause 2.(1); or
 - (b) has paid their membership fees for the current Membership Year prior to that year commencing; or
 - (b) in the case where membership has lapsed due to the late or non-payment of fees, as directed by the Executive and recorded as such on the Register of Members.

- (3) Having become a Member in accordance with Clause 3., a person remains a Member in each subsequent year if:
 - (a) they are a Life Member;
 - (b) as directed by the Executive, the Club invites the payment of membership fees for the subsequent Membership Year and the fees are received in full before the end of the current Membership Year; and
 - (c) their membership has not been revoked.

Membership of the Club is a privilege governed by the Executive and Members under this constitution. There is no right to continued membership unless invited.

- (4) The Club shall consist of two categories of membership being:
 - 1. Ordinary Membership, which may comprise:
 - (a) an individual person; or
 - (b) two persons, "Joint Membership", comprising a primary member and an associate member, where the two persons are:
 - (i) members of the same family (spouse, child)
 - (ii) in a permanent relationship as defined under law (de-facto relationship – Property (Relationships) Act; NSW Relationship Register);

The associate member of an Ordinary Membership shall have all the obligations of the primary member.

- 2. Life Membership:
 - (b) is awarded under By-Law 2: Procedure for Awarding Life Membership (Appendix 2); and
 - (b) Life Members will not be required to pay membership fees and retain the same Joint Membership, voting rights and all privileges and benefits afforded to Ordinary Members.

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- (5) Minimum qualifications for eligibility for Ordinary Membership:
- (a) the applicant is over the age of 18 years;
 - (b) the applicant and any associate is deemed by the Executive to be of good character and standing, unlikely to conflict with current Members. The Executive may choose to interview the applicant, require an applicant to provide a signed reference or utilize some other process in order to make its determination; and
 - (c) one, other or both applicants:
 - (i) owns, leases, or is in the process of buying a Mercedes-Benz vehicle;
 - (ii) recognized as the “nominee” of company-owned Daimler AG vehicle by the NSW Roads and Maritime Services; or
 - (iii) provided that no more than 10% of the Club membership comprise persons who do not own a Daimler AG vehicle, deemed by the Executive to have an interest in Daimler AG vehicles.
- (6) The payment of fees under this constitution is a condition of membership and is also a condition of the HSV which requires persons registering vehicles under the scheme to hold current financial membership of an officially recognised club.
- (7) Upon application for admission to membership of the Club, the applicant requesting leave to become a member of the Club must pay to the Club all fees as determined by the Executive from time to time. Such fees may be varied, pro-rated, waived or otherwise adjusted at the discretion of the Executive. See Clause 8.
- (8) An Ordinary Member of the Club must pay to the Club the annual membership fee.
- (9) Membership fees to renew a current membership are due and payable BEFORE the first day of each Membership Year. Where a Member does not renew their membership before the end of the current Membership Year, membership ceases.
- (10) For Ordinary Members to be eligible for continuous membership awards, membership must be continuous except that the Executive may declare membership to be continuous if the member can show due cause for continuation (e.g. ill health) provided that all fees pertaining to the period(s) of discontinuity are paid. Such payment does not give any retrospective entitlements to the Member (e.g. magazines) other than recognition of the continuity of membership for the express purpose of continuous membership awards.
- (11) The Executive Committee may from time to time decide to offer multi-year membership at a discounted rate. Where a membership is terminated as a result of disciplinary action, the remaining membership are forfeited and will not be refunded.
- (12) It is a responsibility of Members to advise the Membership Secretary of all vehicle types nominated under Objects that are owned, acquired and disposed of by the Member and especially vehicles registered under the HVS where MBCNSW is the nominated club.

3. Application for membership

- (1) An application by a person for membership of the Club:

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- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee; and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the Membership Secretary or Secretary.
- (2) As soon as practical after receiving an application for membership, the Membership Secretary or other person as directed by the Executive will provisionally ratify applicants to be Members by entering them into the Register of Members provided that the Membership Secretary or other person reasonably believes the applicant conforms to the requirements and qualifications of membership under Clause 2.
- (3) The Membership Secretary or other person shall inform the Executive of all applicants provisionally ratified and all applicants not provisionally ratified at either the next Executive Meeting or Monthly General Meeting, whichever occurs first. For applicants not provisionally ratified due to impediments identified by the Membership Secretary, these impediments are to be made known to the Executive by email or other medium - and to no one else - for consideration;
- (4) The Executive may make a determination to ratify or reject any applicant whether provisionally ratified or not. The decision of the Executive shall be final and the decision(s) recorded in the minutes of the Executive Committee meeting. Any applicant so rejected is not required to be identified at any Monthly General Meeting. Where not previously entered into the Register of Members, an applicant hereby ratified shall be so entered by the Membership Secretary or other party as directed by the Executive. If no such ratification is minuted and a provisional ratification exists, the provisional ratification will remain in place for the first 12 months of membership after which time the Member will be deemed to have been ratified.
- (5) Provisionally ratified applicants confirmed by motion as accepted for membership at a Monthly General Meeting are thereby ratified, terminating any provisional ratification, such ratification to be entered into the minutes of the meeting. If no such ratification is minuted and a provisional ratification exists, the provisional ratification will remain in place for the first 12 months of membership after which time the Member will be deemed to have been ratified.
- (6) When rejected, either by the Membership Secretary in consideration of a provisional membership or, subsequently, by the Executive or at a Monthly General Meeting, the applicant(s) shall be notified and all fees received refunded as expeditiously as practical.
- (7) If a provisional ratification is rescinded by the Executive or a Monthly General Meeting, the Membership Secretary or other person shall forthwith delete the provisionally ratified applicant name(s) from the Register of Members and, on the names being so deleted, the applicant(s) is no longer a Member, irrespective of whether any fees paid have been refunded.

4. Cessation of Membership

- (1) A person ceases to be a member of the Club if the person:
 - (a) dies; or
 - (b) resigns their membership; or

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- (c) has their membership revoked; or
- (d) fails to pay the annual membership fee under Clause 8 before the commencement of the Membership Year; or
- (e) has not been invited to pay their annual membership fees and, therefore, from the conclusion of the current Membership Year, ceases to be a Member from the first day of the following Membership Year.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Club may resign from membership of the Club by first giving to the Membership Secretary or Secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Club ceases to be a member under sub-clause (a) and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The Membership Secretary shall establish and maintain a register of members of the Club specifying the name, postal and residential address of each person who is a member of the Club together with the date on which the person became a member, their email address(es) and the vehicles owned. The register may be in digital form.
- (2) If the register is a document in current use, it shall be kept in NSW by a member of the Executive who is resident in NSW at their home address as minuted in an Executive meeting.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) 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.
- (5) If a member requests that any 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.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

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- (a) 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 Club; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- (8) The membership register can only be used by Club members for Club business. It cannot be sold or given to businesses or non-Members. Please note the Club's Privacy Policy (Appendix 8).

8 Fees and subscriptions

- (1) An applicant to be member of the Club must, upon application to be a member, pay to the Club a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by an applicant under subclause (1), an applicant must pay to the Club an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount
- (3) The Club may charge fees in respect of the HSV to reflect the cost, effort and facility in consideration of supporting Members utilizing the HVS. This fee is charged per vehicle and may be set or varied or prorated or waived on a case by case basis at the discretion of the Executive. It is only payable at the commencement or during the first 12 months of membership of a new Member. In the case where membership has lapsed, the lapsed member becomes liable for HSV fee(s) at the time of payment and during the next 12 months, if applicable.
- (4) Members invited to continue their membership into subsequent years must pay to the Club an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount before the first day of the financial year of the Club.
- (5) The Club may charge other fees to members at the discretion of the Executive. Typically, such fees may represent extraordinary costs or circumstances.

9. Members' Liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 8.

10. Resolution of Disputes

- (1) Where disputes arise between members it is the duty of the Executive Committee to ensure harmony is maintained for the betterment of the Club. The Executive Committee

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may give the members involved in dispute the opportunity to have the Executive Committee mediate the complaint in the first instance (see Appendix 3, By-Law 3 Dispute Resolution – Mediation Procedure).

- (2) The Club shall not become involved in disputes which are not related directly to Club business including disputes between non-members and Members.
- (3) A dispute between a Member and one or more Members (in their capacity as Members) or a dispute between a Member and the Club are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (4) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (5) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of Members

Our Club is a diverse community. Our environment is one where tensions may be expected from time to time for a myriad of reasons: disputes around transactions involving money, a difference of opinion or expectation, etc. Every member is expected to show courtesy, common decency and common sense when dealing with fellow Members and all others associated with Club events and the Club generally. In addition to the clauses of our constitution, there is a Behaviour Policy (Appendix 7) to help set expectations and provide guidance.

It is critical for members to note that the use of this Clause 11. is a last resort and very rarely used. Members are reminded that Membership of the Club is a privilege governed by the Executive and Members under this constitution and that NO presumption of continued membership can be made as renewal of membership is NOT an obligation of the Club. Indeed, the obligation of the Executive on behalf of the Members is to govern the club to the Objects, the first being: "..... *for the enjoyment of Members.*". Noting that:

- (1) Every Member undertakes to comply with the Rules, By-Laws and Policies of the Club and any refusal or neglect to do so shall render such member liable to have their membership revoked.
- (2) The Executive Committee shall have the power to censure, suspend or revoke the membership of any Member for any conduct which, in its opinion, is unbecoming of a member and/or brings the reputation of the Club or any of its members into disrepute.
- (3) A complaint may be made to the Executive Committee by any Member where another Member:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution or Club Policy; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (4) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (5) If the Executive Committee decides to deal with the complaint, the Executive Committee:

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- (a) must cause notice of the complaint to be served on the Member concerned;
 - (b) must give the Member at least fourteen (14) days from the time the notice is served to make submissions to the Executive in connection with the complaint;
 - (c) must take into consideration any submissions made by the served Member in connection with the complaint;
 - (d) may choose to evaluate the complaint by appointing a sub-committee for that purpose; and
 - (e) may require the served Member to attend a meeting with the Executive Committee or its appointed sub-committee for the purpose of determining what action(s) the committee requires with respect to the complaint at a date and time and means agreeable to both parties, provided that such agreement is not unreasonably withheld by the served Member. If a delay or delays from the initially requested meeting date exceeds 30 elapsed days, the served Member forfeits their right to representation at that meeting. No companion, proxy or alternative representation of the served Member is permitted other than a legal guardian, a person with Power of Attourney for the served Member or authorized legal representative.
- (6) If, after considering the complaint, submissions made in connection with the complaint and any report by its appointed sub-committee, the Executive is satisfied that the facts alleged in the complaint have been proved and the revocation or suspension of membership is warranted, it may, by resolution, revoke the membership of the served Member, effectively expelling the person from the Club, or suspend the served Member from membership of the Club for any period of time it deems fit.
- (7) If the Executive Committee revokes or suspends a membership, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member (Disciplined Member) of the action taken, the reasons given by the Executive for having taken that action, the member's right of appeal under Clause 12 and the cost, payment amount and method for a Special General Meeting should the Disciplined Member chose to appeal.
- (8) The revocation or suspension does not take effect:
- (a) until the expiration of the period within which the Disciplined Member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under Clause 12, whichever is the later.
- (9) Any member whose membership is revoked in accordance with the Constitution or otherwise ceasing to be a member of the Club shall forfeit all rights to a claim upon the Club or its property or funds, as would otherwise be available by reason of membership.
- (10) In the case of Joint Membership, should it be necessary to discipline one party of a Joint Membership by revoking the membership, the membership of the other party shall also be revoked. The party who was not the cause of the revocation action may re-apply for membership provided that the person who was the cause of the revocation action does not become an Associate member of that membership and does not attend any activity of the Club. Any transgression of these requirement shall cause automatic and immediate revocation of membership.

12. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Club in a Special General Meeting against a resolution of the Executive Committee under Clause 11 within seven (7) days after notice of the resolution is served on the Disciplined Member by lodging with the Secretary a notice to that effect and provided that:
 - (a) the member has met any and all reasonable requests by the Executive to meet with the Executive or a sub-committee of the Executive;
 - (b) the Disciplined Member can show that they have just cause to request an appeal, i.e. that the expulsion was unfair, in contravention of this Constitution, discriminatory or based on incorrect information;
 - (c) the Disciplined Member pays fifty (50) per cent of the quoted cost of the appeal on or before the date their notice of appeal is lodged with the Secretary, i.e. prior to any costs being incurred by the Club in calling or convening the Special General Meeting. The payment is not refundable;
 - (d) the notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal; and
 - (e) upon receipt of a notice from a Disciplined Member under this sub-clause, the Secretary must notify the Executive Committee which is then to convene a Special General Meeting of the Club to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- (2) At the Special General Meeting of the Club convened under subclause (1) (e):
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the Executive Committee and the Disciplined Member must be given the opportunity to state their respective cases orally or in writing, or both;
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
 - (d) The appeal is to be determined as upheld by a 75% majority of votes cast by members of the Club at the meeting and who are entitled to vote.
- (3) Other than the specific rights ascribed to the Disciplined Member under this Clause, all rights and privileges of the Disciplined Member are otherwise suspended during the appeal period.

Part 3 The Executive Committee

13. Powers of the Executive Committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Club in general meeting, the Executive Committee:

- (a) is to control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club; and
- (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Club.

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14. Composition and membership of the Executive Committee

- (1) The Executive is to consist of:
- (a) the office-bearers of the Club; and
 - (b) the Vice-President, or Vice Presidents when more than one is deemed necessary by the Executive and at least three (3) Ordinary Executive Committee members.

each of whom is to be elected at the annual general meeting of the association under Clause 15.

- (2) The minimum number of Executive Committee members is to be seven (7) and can be added to as deemed necessary by the Executive.
- (3) The office-bearers of the Club are as follows:
- (a) the President;
 - (b) the Treasurer; and
 - (c) the Secretary.
- (4) The office bearers may make decisions regarding Club business between Executive Committee Meetings but these decisions are to be ratified or alternate actions agreed by the Executive at the earliest following Executive Committee Meeting.
- (5) Signatories for contracts and other binding agreements are the office bearers only unless that power is unanimously delegated and minuted in a meeting of the Executive for a specific purpose or event. Any such delegation expires at the annual general meeting if the purpose or event has not yet taken place.
- (6) An Executive Committee member may hold up to two (2) offices (other than both the President and Vice-President offices).
- (7) Each member of the Executive Committee is, subject to this Constitution, to hold office until immediately before the election of the Executive Committee members at the annual general meeting next following the date of the member's election or appointment (as the case may be) and is eligible for re-election subject to subclause (15).
- (8) The President shall:
- (a) preside at all meetings to regulate and keep order in all proceedings.
 - (b) plan, lead, organise within the President's role;
 - (c) ensure all rules of the Constitution are carried out;
 - (d) ensure all Executive Committee Members understand and carry out their responsibilities and duties;
 - (e) shall delegate an ex-officio position on each Club sub-committee to the various Executive members;
 - (f) liaise with the Public Officer on policy issues;
 - (g) liaise with the Public Officer re scrutineers for the elections at the Annual General Meeting and any voting at Special General Meetings; and
 - (h) write a report for inclusion in the Club magazine for each issue.

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- (9) The Vice-President(s) shall act in the role of the President at the request of the President, if the President is unavailable or if the President position is unfilled.
- (10) The Membership Secretary is an Ex-officio Role appointed by the Executive and shall:
- (a) keep a Register of Members of the Club setting forth their names, addresses, details of vehicles and email addresses. The register may be in digital form;
 - (b) collect all applications for membership of the Club and process them according to this constitution;
 - (c) review and follow up those members who have not renewed their membership;
 - (d) submit a report on the membership for the Club magazine;
 - (e) ensure there is a current membership list for use at the annual general meeting or for Special General Meetings;
 - (f) provide membership lists to members of the Executive or their delegates so that they can complete their duties; and
 - (g) participate on sub-committees where requested.
- (11) The Auditor is an Ex-officio Role which shall be appointed by the Executive prior to the end of each Financial Year. The Auditor shall:
- (a) have the power to examine the books and documents of the Club;
 - (b) as soon as possible after the close of the Financial Year in each year audit a Statement of Receipts and Expenditure and Balance Sheet, setting forth the financial business of the Club since the beginning of the preceding financial year. Treasurer shall prepare these statements. Any report of the Auditor shall be submitted to the annual general meeting; and
 - (c) A person is not eligible to be the Auditor unless the person resides in the New South Wales and is at least 18 years of age. The Auditor does not need to be a Member.
- (12) The Public Officer is an annually appointed Ex-officio Role expiring at the end of each annual general meeting and which shall be appointed by the Executive at the first Executive Committee meeting after the Annual General Meeting. The Public Officer shall:
- (a) ensure that any changes to the Executive Committee and /or Constitution of the Club are reported to the Department of Fair Trading;
 - (b) ensure that such reports are sent to the Department within the time frame laid down under the Act; and
 - (c) reside in New South Wales and be at least 18 years of age.

The Public Officer is liable to prosecution under the Act if these requirements are not adhered to. Also to:

- (d) be an advisor to the Executive Committee on policy, constitution and notice of motion; and
- (e) at the request of the President, conduct the election of office-bearers or to chair the AGM.

It is the responsibility of the Executive to invite the Public Officer to take up this position. At any time when no Public Officer has been appointed, the Secretary shall also hold the office of Public Officer.

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- (13) A Magazine Editor may be appointed by the Executive Committee in which case they shall manage production of the Club magazine to the budget and schedule determined by the Executive from time to time, ensuring that the editorial policy and quality of the magazine are maintained to a high standard.

15 Election of the Executive Committee members

- (1) Nominations of candidates for election as Office-bearers of the Club or as Ordinary Executive Committee Members:
- (a) must be made in writing, signed by two (2) members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) must be for a specific position on the Executive Committee;
 - (c) must be delivered to the Secretary of the Club at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; and
 - (d) must not be declared invalid under subclause (8) or (9).
- (2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Executive Committee members of the Executive is to be conducted at the annual general meeting in any proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Executive Committee member of the Club must be a member of the Club.
- (8) The Executive may declare a nomination invalid if a candidate or their nominators are deemed by the Executive Committee to have not abided by the Executive Committee Candidate Communication Policy (Appendix 6) or a direction given by the Executive.
- (9) No office bearer shall serve for more than (3) years consecutively in a specific position if an alternate candidate(s) nominates for that position. If an office bearer has nominated in these circumstances, the Executive must declare the nomination invalid..
- (10) Members who have been office bearers and whose nominations have been declared invalid under this clause may be nominated in subsequent years.

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16. Secretary

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).
- (5) The Secretary shall issue notifications of meetings as required;
- (6) Receive nominations for Club vacancies and prepare documentation required for Club elections.

17. Treasurer

It is the duty of the treasurer of the association to ensure:

- (1) That all money due to the association is collected and received and that all payments authorised by the Club are made.
- (2) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the Club.
- (3) Ensure that all cash received is banked as soon as possible.
- (4) Ensure that online, electronic and debit payments are completed as soon as possible and that associated personal information is kept secure or destroyed as soon as transactions are completed.
- (5) Ensure that no private bank account, debit or credit card information is released to any third party either inside or outside the Club.
- (6) Prepare a monthly financial report and a rolling twelve (12) monthly financial forecast for the Executive Committee.
- (7) Have available a financial report for distribution to members as required, at Monthly General Meetings, the Annual General Meeting or via other print or digital media.

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- (8) In a timely fashion, prepare a Statement of Receipts and Expenditure and Balance Sheet setting forth the financial business of the Club since the beginning of the preceding financial year for use by the Auditor and other documents as the Auditor may require.
- (9) Arrange with the Auditor for an audit of the books and preparation of a financial report for the Annual General Meeting
- (10) Liaise with the Auditor on financial policy matters related to Club operations.
- (11) Carry out Office-bearer duties as appropriate.
- (12) Carry out any other duties as required including ex-officio positions on sub-committees.

18. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19. Removal of Executive Committee members

- (1) The Club in general meeting may by resolution remove any member of the Executive from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Executive to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Executive Committee meetings and quorum

- (1) The Executive Committee must meet at least 3 times in each period of 12 months at a time that as the Executive may determine.
- (2) Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least forty eight (48) hours (or any other period that may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent or other business.
- (5) Any three (3) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (6) No business is to be transacted by the Executive unless a quorum is in attendance and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Executive:
 - (a) the President or, in the President's absence, the Vice-President is to preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

21. Appointment of Club members as Executive members to constitute quorum

- (1) If at any time the number of Executive members is less than the number required to constitute a quorum for an Executive meeting, the existing Executive members may appoint a sufficient number of members of the Club as Executive members to enable the quorum to be constituted.
- (2) A member of the Executive so appointed is only appointed for the duration of the meeting at which a quorum could not otherwise be constituted.
- (3) This clause does not apply to the filling of a casual vacancy to which Clause 18 applies.

22. Use of technology at Executive Committee meetings

- (1) An Executive Committee meeting may be held at 2 or more venues using any technology approved by the Executive that gives each committee member a reasonable opportunity to participate.
- (2) An Executive Committee member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Delegation by Executive Committee to sub-committee

- (1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the Executive thinks fit) or an ex officio role created and minuted by the Executive, the exercise of such of the functions of the Executive as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee or ex officio role under this clause may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Executive may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee or ex officio role 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 Executive.
- (6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

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- (3) Subject to clause 20 (5), the Executive may act despite any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee is valid and effectual, despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

Part 4 - General meetings

25. Annual general meetings - holding of

- (1) The Club must hold its annual general meetings:
 - (a) within six (6) months after the close of the Club's Financial Year; or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to Clause 25, to be convened on the date and time and means that the Executive sees fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of the Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Executive Committee reports on the activities of the Club during the last preceding financial year;
 - (c) to elect office bearers of the Club and Ordinary Executive Committee members;
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27. Special general meetings - calling of

- (1) The Executive may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Executive must, on the requisition in writing of at least 15% of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - a) must be in writing;
 - (b) must state the purpose or purposes of the meeting;
 - (c) must be signed by the members making the requisition;
 - (d) must be lodged with the Secretary; and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

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- (4) If the Executive fails to convene a Special General Meeting to be held within 1 month after that 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive. Any member who consequently incurs expenses is entitled to be reimbursed by the Club for any expenses so incurred.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form; and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Executive must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the date and time and means of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Executive must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting must give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

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- (a) if convened on the requisition of members - is to be dissolved, or
 - (b) in any other case - is to 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).
- (4) 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 at least 3) are to constitute a quorum.

30. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the Vice-President are absent or unwilling to act, the members must elect one of their numbers to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a 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 but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the date and time and means of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A motion arising at a general meeting of the Club is to be determined by:
 - (a) a show of hands; or
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the motion is to be determined by a show of hands, a declaration by the chairperson that a 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 in the minutes of the meeting, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that motion.
- (3) Subclause (2) applies to a method determined by the Executive under subclause (1) (a) in the same way as it applies to a show of hands.

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- (4) If the motion is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special Resolutions

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the Club, each Member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

35. Proxy Votes not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting. 41. Postal Ballots
Postal ballots are not to be undertaken in respect of any general meeting.

36. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the Executive determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37. Use of technology at general meetings, special general meetings and the annual general meeting

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Executive that gives each Member a reasonable opportunity to participate.
- (2) A Member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 - Miscellaneous

38. Insurance

The Club may effect and maintain insurance.

39. Funds - source

- (1) The funds of the Club are to be derived from entrance fees, annual membership and other fees, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Executive Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit- taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the Objects of the Club in such manner as the Executive determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) signatories authorised by the Executive.
- (3) Executive Members of the Club shall be reimbursed any personal monies that are expended on behalf of the Club in carrying out their office, provided they are properly documented and signed by the Executive member subject to the Spending Members' Funds Policy (Appendix 4).
- (4) Non-Executive members will be reimbursed any personal monies expended on behalf of the Club subject to the Spending Members' Funds Policy (Appendix 4) provided such expenditure has the prior approval of the Executive and provided that such expenditure is properly documented submitted for reimbursement.
- (5) Donations to registered charities may be considered by the Executive provided they are compliant with the Donations Policy (Appendix 5).

41. Club is non-profit

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the Objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

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42. Distribution of property on winding up of Club

- (1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of a Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

43. Change of Name, Objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44. Custody of books, etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the Public Officer or a member(s) of the Club (as the Executive determines), or
- (b) if the Club has no premises, at the Club's official address, in the custody of the Public Officer and/or members of the Executive.

45. Inspection of Books, etc.

- (1) The following printed documents must be open to inspection, free of charge, by a Member at any reasonable hour:
 - (a) records, books and other financial documents of the Club;
 - (b) this Constitution; and
 - (c) minutes of all Executive meetings and general meetings of the Club.
- (2) A member of the Club may obtain an electronic copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied or sent electronically.
- (3) Despite subclauses (1) and (2), the Executive may refuse to permit a Member or any other person to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club or subject to Member privacy concerns.
- (4) A Member may request that any information contained on the register about themselves (other than the member's name) not be made available to other Members. This facility is not a warranty or obligation of the Club but will be respected with best intentions.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or

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- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) Access to Club databases and software systems is expressly prohibited other than for the Executive, Ex-officio role holders and others deemed by the Executive as requiring access for the fulfilment of other tasks such as event management.
- (7) The Club has a Privacy Policy (Appendix 8) to help govern privacy matters not subject to legislation or elsewhere contemplated by this constitution.

46. Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person by hand, personally;
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission, email or other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission 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.

47. Financial year

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

48. Conditional Registration and HVS

- (1) Rules governing the issue and regulations of the Conditional Registration System (CRS) and HSV for members shall be treated as a regulation function of the Club, rather than part of the Constitution as NSW Roads and Maritime Services controls the eligibility and usage of the system.
- (2) The Club will keep current a scheme which complies with the CRS and HSV.
- (3) The Club Registrar is responsible for ensuring that the scheme is managed on behalf of the Club subject to approval of the Executive Committee.

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Appendix 1

By-Law 1: Duty of Care policy and procedure.

Duty of care relates to drivers and passengers of motor vehicles involved in any way with an outing or event organised by the Club.

All drivers of motor vehicles have a duty of care to themselves and other road users. For the purpose of this constitution, road users include drivers of motor vehicles and non-motorised vehicles (bicycles, horse-drawn carriages, scooters, wheel chairs, etc.), their passengers, other drivers and passengers and all pedestrians. The Club also has a duty of care to its participants attending any official event.

A duty of care also exists with the various associated sub-committees of the Club organising any social activity or event. See Appendix 1 By-Law 1 Duty of Care policy and procedure.

Drivers and passengers involved in any event organised by the Club must exercise a duty of care regarding their management and control of a vehicle. Mainly, all drivers must conform to all laws already gazetted. The onus is on the driver to exercise a degree of care, which any reasonable and prudent person exercising common sense would do, and drive according to all prevailing conditions. No driver is exempt from exercising a duty and degree of care which would be appropriate for any given prevailing condition. If passengers are not Club members then it should be the prime responsibility of the driver to ensure all passengers observe the same duty of care towards others as required of members by the constitution.

Should any member of the Club observe any manner of driving which they perceive (as a reasonable and prudent person exercising common sense) to be in a manner negligent or dangerous, that member should advise the organiser of such driving. The organiser and/or sub-committee member in authority may address the issues with the driver concerned. It is the discretion of the sub-committee member in authority as to how to deal with the issue in an appropriate manner.

Damage to Vehicles or Injury or Death to Persons

Each driver is responsible for their own manner of driving. For any event the Club organises using a public road/road related area, all vehicles involved in the event should be registered accordingly and the driver should be appropriately licensed. The Club takes no responsibility whatsoever for any mishap where damage is occasioned to a vehicle or property, or an injury or death which occurs from that mishap. The sole responsibility for that mishap and any damage/injury occurring as a result rests with the driver or person(s) at fault. The Club will not mediate on any decision of fault and will remain independent of any criminal or civil liability claims.

With regards to property insurance, this responsibility rests with the lawful owner of the vehicle. No insurance administered by the Club will cover damage to members' vehicles or any property attached to or belonging to that vehicle.

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Registration and Driver's License

The Club has no responsibility with regards to vehicles belonging to members involved in Club events. Each member participating in an organised event is to ensure their vehicles used are currently registered under the appropriate Act. Drivers of any vehicles are to be appropriately licensed to drive such vehicles. No member who is unlicensed, cancelled or disqualified from driving a motor vehicle is to drive any vehicle on a public road/road related area.

For any event organised on a private property, any driver not appropriately qualified to drive a vehicle, should advise the organiser immediately and, in any case, before the event commences. The organiser has the discretion to allow or disallow the member to drive. Once the organiser has fairly assessed whether or not the subject driver may drive a vehicle on a private property, they will announce the decision to the person concerned and the committee member in authority. No reason for making that decision need be given.

Organising Events

The person or sub-committee in charge of organising any event involving the Club must do so with a view to ensuring the safe passage of all road users. The event must be organised with a key view to ensuring safety for all people attending (whether members or general public). All perceivable risks must be identified in the least, and action taken where ever possible to minimize potential danger, and ultimately, totally eliminate any identified risk. This notion simply aims at preserving all life and property, and is relevant whether using public road/road related areas or private property. The organising person/committee has the right to make any changes at any time, to further ensure the safety of all people attending an event.

Again, should a member or organising person/sub-committee identify a risk during an event (e.g. driving dangerously or with disregard), the person in authority retains the right to take whatever responsible and lawful steps are necessary to eliminate or mitigate that risk.

Each event is different. Therefore varying measures of risk assessment take place when organising and running an event. The organising person/sub-committee has the responsibility and right to implement appropriate measures to ensure the event is as safe as possible.

Consideration of Declaration

The organiser of any event may consider presenting a declaration form for every member who participates in a Club event. This declaration will be read by the participating member. The declaration will detail any or all of the issues raised in this Constitution, wherever appropriate. The member will be asked to sign the declaration, as a statement of them reading, understanding and agreeing to adhere to responsibilities set out in that declaration. Such declaration may be considered necessary when events involving private property, racetracks, higher speeds or timed events are advertised.

Appendix 2

By-Law 2: Procedure for Award of Life Membership

- (1) The Executive Committee has the power to award Life Memberships which are awarded for:
 - (a) Dedicated service to the Club over a number of years;
 - (b) Outstanding achievements that have benefited the Club; and
 - (c) Not simply on the basis of number of years of service
- (2) Life Membership is considered a great honour and will not be awarded without considerable care and consultation at Executive Committee level.
- (3) If the Executive Committee is unanimous that a member is worthy of this honour, then it shall be awarded at a time and place as decided by the Executive.
- (4) Members will be presented with a Life Membership Badge on obtaining Life Membership.
- (5) Life Members will not be required to pay membership fees and they will retain the same voting rights and all privileges and benefits afforded to Ordinary Membership.

Appendix 3

By-Law 3: Dispute Resolutions – Mediation Procedure.

Disputes between members of the Club that are officially referred to the Executive Committee in writing, shall be mediated, initially by the Executive Committee:

- (1) The Executive Committee, through the Secretary, shall advise, in writing, the members who are parties to the complaint that they are required to attend an Executive Committee Meeting to address said complaint.
- (2) At least fourteen (14) days notice is to be given of such meeting. No other business shall be discussed at the meeting.
- (3) To ensure the participants are not overwhelmed, the Executive Committee will elect three of their members to hear the dispute.
- (4) The members of the Executive Committee hearing the complaint shall be at least (1) one more than the complainant.
- (5) The advice to the Executive, of the complaint, is to be set out exactly as notified.
- (6) On attendance at the meeting the members involved will make their submissions without the opposite complainant/s in attendance. The member bringing the complaint will present first.
- (7) The members of the Executive Committee on hearing the submissions are to ensure that the complaint is valid before proceeding.
- (8) Where the submission is found not to be valid, the member bringing the complaint will be advised. The other member will be advised that there is no case to answer. The Executive will thank both for their co-operation in the matter.
- (9) Where the submission is found to be valid both members will be called to join the meeting.
- (10) The complaint will be read and the members called will have the opportunity to fully present their case while both are in attendance.
- (11) The dispute resolution procedure will remain in session while there is an opportunity to satisfactorily resolve the complaint. The chairperson must ensure objectivity at all time.
- (12) Whether the complaint is resolved or not resolved, the chairman of the meeting shall advise all members in attendance, that all discussions, statements and submissions held, are to remain confidential. All parties shall agree to this requirement prior to the commencement of the mediation process.
- (13) Where a resolution cannot be achieved in accordance with The Community Justice Centre Act, 1983 the said complaint shall be referred within fourteen (14) days to the nearest Community Justice Centre.

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Executive Committee member responsibilities:

- (14) It is the responsibility of all the Executive Committee members to make themselves fully aware of all the details of the complaint before the meeting is held.
- (15) Any member of the Executive Committee is to excuse themselves should a conflict of interest arise. A conflict of interest could include one of the attendees being a personal friend.

Member failure to attend dispute meeting:

Where members refuse to attend such meeting they will automatically be suspended from Club activities until such time as they are prepared to attend such meeting.

Appendix 4: Spending Members' Funds Policy

(1/5/20)

Objective

This policy provides a framework for all Club members to be able to spend money on behalf of the Club and be reasonably assured of reimbursement consistent with our constitution and good governance practices.

Background

There are circumstances where, during the execution of normal affairs of the Club, expenses may be expected to be incurred by members who office bearers, for example: members on the Events sub-committee making arrangements for Concours.

This policy has been written to establish good governance both in the control of the expenditure of Club monies inside and outside the Executive Committee by way of a pre-spend approval process and to help ensure due diligence in expenditure via a dual quotation process.

Policy Framework

1. No monies may be spent or committed on behalf of the Club by any member not on the EC without the approval of the EC being confirmed in writing to that member
2. Any reimbursement of any item cannot exceed the amount agreed to in writing by the EC
3. No monies will be paid to any member without the approval of the EC, President or Treasurer
4. Where an activity or event (Project) constitutes more than one item of expenditure, that Project MUST have a budget proposed with ALL expense items identified. The EC must approve a Project budget prior to any expense being incurred. Otherwise, there is no obligation to reimburse the expense
5. Where an item or invoice is likely to exceed \$500 or the item or invoice involves a related party, at least two quotations must be obtained and the selection of the preferred quote is to be approved by the EC prior to the expense being incurred. For the avoidance of doubt, a related party includes any Club Member, a business owned by or employing them.
6. Where an expense item (or more than one related item) has not been foreseen by a Member in time for EC approval, the President or Treasurer may approve an expenditure of up to \$500
7. Where expenses are being incurred under a Project Budget, an expense item (or more than one related item or a budgetary line item description) and the to-be-incurred expense is greater than forecast, the President or Treasurer may approve a variation to expenditure on that item of up to \$500
8. Members are to take reasonable care in the incurring of expenses with regards to the delivery of the item or service inasmuch as the expense should generally be incurred as late as practical and with reasonable surety of the quality and quantity to be provided
9. Members are expected to treat money being expended on behalf of the Club with diligence as if it was their own
10. Receipts or equivalent documentary support must be provided with any expense claim
11. Summary - No approval, no receipt, no reimbursement.

Appendix 5: Charitable Donations Policy

(1.10.16)

Objective

This policy provides a framework for club members to work with the club on charitable endeavours and for the club Executive Committee (EC) and sub-committees (e.g. Concours sub-committee) to set expectations, make decisions and take action consistent with that framework.

Background

The constitution of MBC NSW does not make specific mention of charities or charitable donations. What it does state is that the club is to be run for its members on a not-for-profit basis.

Over the years MBC NSW has consistently supported charities directly through cash donations (e.g. Care Flight) and by the attendance of the club for car display purposes (e.g. German International School fete). This tradition is something that members have always been actively supportive of, taken pride in and - the corollary - never opposed.

Whilst our members continue to support charitable works, such works fit comfortably within the intent of the club's constitution. There is a further benefit to the club in that the promotion of charitable events may attract new members.

Policy Framework

1. No charitable event or donation may be organised without the minuted approval of the EC
2. The financial health of the club takes priority over cash donations to charity
3. Any minimum cash-at-bank-target club policy takes priority over cash donations to charity
4. Any donation related to, or the outcome, of a specific event must be (re-)confirmed or amended accordingly by the EC once the Treasurer has reported all relevant revenues and expenses
5. All charity-related events MUST be identified as such on the Events Calendar and all other communications and state to whom the proceeds will go. A symbol may be used for this purpose
6. Any designated charitable event must not be run at a loss, otherwise no cash donation may be made "in the name" of that event unless a specific donation has been obtained from participants on the pretext that specific monies are to be donated, e.g.:
 - "please donate a gold coin to go to"
 - "\$5 from every ticket will be donated to". In this example, and for anything similar, a financial plan/budget demonstrating a reasonable prospect of the event breaking even (or better) must be provided to and, as appropriate, approved by the EC prior to any specific statements or advertising regarding donations relating to that event
7. In-kind donations (e.g. club members being asked to display their vehicles) must be clearly communicated to all members prior to such an event
8. The payment of donations from each charitable event should be made within three months of the date of the event and, where an in-person hand-over is to occur, such hand-overs are to be made at a general meeting of the club unless the EC deems an alternative
9. All donations must be made with clear statements that they are for and on behalf of MBC NSW
10. The results of each charitable event should be reported at general meetings within four months of the date of the event

A notional target of 2% of annual club revenues should be budgeted for charitable donations each year (excluding extraordinary events such as the National Rally)

Appendix 6: Executive Committee Candidate Communication Policy (1.10.18)

Objective

This policy sets certain expectations for communication by members promoting their candidacy for MBCNSW Executive Committee positions.

Background

Our constitution states: "The Objects ... are ... to promote ... the ... enjoyment of club members."

Our Privacy Policy states: "Never 'gossip', sharing information about other members that may be embarrassing, damaging, unduly critical or in any other way detrimental to another member."

Given our member numbers and the advent of social media, the guidelines that follow are intended to uphold the spirit of these statements and help ensure a "level playing field" for all candidates.

Guidelines

A. The evening of the Annual General Meeting (AGM)

At the sole discretion of the Chairperson, each candidate may be invited to speak for up to two minutes provided that:

1. A candidate may choose not to speak;
2. No questions from members may be requested or answered;
3. Any time consumed by unsolicited questions or other interruption not caused by the candidate may be added to the allotted time at the sole discretion of the Chairperson; and
4. The order of invitation will be the alphabetical hierarchy of candidate's surnames commencing with 'A' in even-numbered years and 'Z' in odd-numbered years.

B. Regarding social media

For the period commencing with the written notification of the AGM and ending at the end of the month in which the AGM is held:

1. A candidate may post a single statement of up to 500 words or 3,000 characters, whichever is the lesser, provided that the statement:
 - a. is entirely consistent with the spirit of this policy;
 - b. provides information, at the discretion of the candidate, in the following format:
 - i). Full name and date of birth
 - ii). Employer's name or other employment status, e.g. retired, self employed
 - iii). Trade, academic or professional qualifications
 - iv). Memberships of other organisations
 - v). Information supporting the candidacy[Note: this follows the Sydney Cricket and Sports Ground Trust model].
 - c. may not contain anything other than words, i.e. no pictures, diagrams, video or audio;
 - d. if re-posted, does not change in any way other than the deletion of initial content;The statement may be re-posted up to once per day.
2. A candidate may not solicit or encourage others to post on their behalf;
3. A candidate may not endorse, correct, refute or otherwise respond to any third party post; and
4. Any post not consistent with the statements in "Background" (above) or otherwise deemed unsuitable by either the Public officer or site administrator will be removed as soon as practical.

Appendix 7: Behaviour Policy

(5.3.18)

Objective

This policy sets expectations for the behaviour of MBCNSW members and guidelines relating to poor behaviour on the basis of common courtesy, respect for the club's Constitution and policies, and the law.

Background

The Club's constitution provides for dealing with members whose *poor behaviour* is believed to warrant censure or expulsion. Our club has grown significantly since the constitution was written. This policy is intended to help set standards of response to *poor behaviour* from your Club's Executive Committee's (EC) perspective. Where *poor behaviour* occurs, suggested actions are indicated with the objective of resolving incidents without recourse to the Constitution unless warranted.

Policy Framework

The position of the EC is that no *poor behaviour* is acceptable - we do not want it in our Club. It is recognised that "heat of the moment" incidents do occur and should be resolved as expeditiously as practical so as to minimise ongoing hurt and damage to individuals and to the Club. Any occurrence of *poor behaviour* that the EC is expected to act upon must be received in writing (letter or email) - a *Complaint* - detailing the facts of the matter and those involved. This must be received from a victim for this policy to apply. *Complaints* will be noted at the next EC meeting held after receipt of the *Complaint*.

Poor behaviour is defined as a transgression against the club's Constitution and/or policies as deemed by the EC, an action or actions, physical, verbal, written, psychological or conspiratorial by a member or group of members that have the intended or unintended consequences of causing any offence, hurt or damage to another member or group of members as deemed by the EC.

The scenarios addressed under this policy are:

1. One-off *Complaint* detailing an occurrence(s) at a Club event(s):
 - a. in a forum witnessed by more than 4 members (including alleged perpetrator(s))
 - b. in a forum witnessed by 2 to 4 members (including alleged perpetrator(s));
2. One-off *Complaint* between members not at Club events;
3. Bullying, defined in this policy as 3 or more *Complaints* about a member or group of members in a two year period commencing from the date of the first *Complaint*.

Scenario 1 - One-off incidents at Club events

Where a *Complaint* arises from an incident(s) occurring in a forum witnessed by more than 4 members, the perpetrator(s) may be requested to issue a written apology to the other members by the EC. That apology may be acknowledged and/or read out at a Club general meeting. Where an incident occurs in a forum witnessed by 2 to 4 members, the perpetrator(s) may be requested to issue a written apology to the other members involved in the incident by the EC.

Scenario 2 - One-off incidents between members not at Club events

No action will be taken by the EC. Incidents may be discussed but will not be minuted in detail or logged.

Scenario 3 - Bullying

The EC has zero tolerance on Bullying and the Club's constitution will be invoked as appropriate.

This Policy does not replace the Constitution. The EC or any Club member can take action under the Constitution if they feel this Policy or its execution are inadequate to reflect the severity of any incident.

Appendix 8: Privacy Policy

(5.3.18)

Objective

This policy sets expectations for the actions and behaviour of MBCNSW members with regards to their privacy and the privacy of others on the basis of common courtesy, respect for the club and the law.

Background

Privacy law has evolved significantly and been formalised in recent years, most notably by the Privacy Act of 1988. It is critical to note, however, that this act DOES NOT apply to not-for-profit organisations with a turnover of less than \$3 million and, hence, MBCNSW is excluded from these legal obligations.

However, it is the intent of MBC NSW that the club complies with spirit of the law and specifically the Australian Privacy Principles (APP's) that are contained in Schedule 1 of the Act which regulate the way in which organisations can collect and use personal information.

Policy Framework

Based on the APP's of the Privacy Act of 1988, it is the intention of MBCNSW to provide members reasonable control of the way that their information is handled. Specifically to cooperate in:

1. Advising why your personal information is being collected, how it will be used and who it will be disclosed to;
2. Having the option of not identifying yourself, or of using a pseudonym if appropriate;
3. Giving access to a copy your personal information;
4. Not sending you unwanted direct marketing;
5. Correcting your personal information where it is incorrect; and
6. The process of making a complaint about a fellow member if you consider that they have mishandled your personal information.

MBCNSW specifically warrants that it will not knowingly provide individually identifiable information to any 3rd party for financial gain or other benefit without the written authority of that individual.

Whilst MBCNSW intends to make reasonable endeavours to respect the tenets of the APP's, members are specifically responsible for being aware of their obligations under the law (all laws) and for managing their personal information. For example, it is recommended and requested that members:

1. Only share such personal information with other members that is necessary for the function of the club and its activities;
2. Never share their personal information with other members that they are not prepared to have shared further. Examples may include: health, relationships, financial matters, etc.; and
3. Never "gossip", sharing information about other members that may be embarrassing, damaging, unduly critical or in any other way detrimental to another member;
4. Never use information in the club database for the purposes of communication to one or more members without the express permission of the MBCNSW Executive Committee.

MBCNSW uses various software and communication media such as its member database, magazine, web-site and Facebook page. Some or all of these may have specific privacy statements to explain the intended management function and use of personal information. Note that 3rd party media may also have their own policy or, indeed, legal obligations over which MBCNSW has no control.

If members have a query, concern or complaint relating to privacy matters, they are asked to approach the EC. Formal complaints about the actions of fellow members may be raised under the club constitution and policies as prescribed in those documents.