



Triumph Sports Owners Association (Qld) Inc



Mac's Bridge Show – Griffith University 2014

Constitution

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Triumph Sports Owners Association (Qld) Inc.

Constitution

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Triumph Sports Owners Association (Qld) Inc. Constitution

1 Name

- 1.01 The name of the association is Triumph Sports Owners Association (Qld) Inc. herein referred to as "TSOAQ".

2 Objects

- 2.01 TSOAQ is established to :-
- 2.01.1 Promote the acquisition, ownership, preservation and operation of Triumph Marque Motor Vehicles (TMMV).
 - 2.01.2 Conduct a club for members.
 - 2.01.3 Provide all the usual conveniences, advantages, amenities, property and services of a club to be used by members and authorised persons.
 - 2.01.4 Promote and organise social functions and competition events where members are encouraged to use their cars to reflect the true sporting heritage of the marque.
 - 2.01.5 Promote the interests of owners of TMMV and the full discussion of all matters relating to or affecting TMMV.
 - 2.01.6 Organise events and social functions to promote TSOAQ and raise funds for donation to charities or other non-profit organisations.

3 Powers

- 3.01 TSOAQ's powers are to :-
- 3.01.1 Enter into any form of co-operation or union with any organisation or body having objects similar to TSOAQ to make arrangements for any occasion, purpose or event.
 - 3.01.2 Take an active interest in legislation, rules and regulations governing the safe use of motor vehicles.
 - 3.01.3 Make known the objects of TSOAQ.
 - 3.01.4 Buy, sell and deal in all kinds of articles and commodities, both liquid and solid, to further the objects of TSOAQ.
 - 3.01.5 Publish and distribute any publication to further the objects of TSOAQ.
 - 3.01.6 Assist any member who is party to any proceedings arising out of the use of TMMV within current SIVS regulations.
 - 3.01.7 Obtain any orders in council or act of parliament for enabling TSOAQ to achieve its objects, or for effecting any modifications of TSOAQ's constitution or for any other purpose
 - 3.01.8 Oppose any proceedings which may seem to prejudice the members, property or rights of TSOAQ.
 - 3.01.9 Secure money to further TSOAQ and repay moneys owing by TSOAQ under any security and to charge the property of TSOAQ both present and future as required.

- 3.01.10 Expend money received from any source for any purpose which will further the objects of TSOAQ.
- 3.01.11 Solicit and receive donations and legacies (subject to any trust or not) for the purpose of furthering the objects of TSOAQ.
- 3.01.12 Purchase, lease, hire or otherwise acquire any land, buildings, or interest in property, real or personal, and to develop, sell, mortgage, transfer, lease or deal with or use such property or rights in any manner.
- 3.01.13 Invest and deal in the moneys of TSOAQ as may be required
- 3.01.14 Formulate and implement by-laws for regulating the membership of TSOAQ.
- 3.01.15 Do all things incidental or conducive to further any of the objects of TSOAQ.

4 Distribution of Income

- 4.01 The income and property of the Association whencesoever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers
- 4.02 Members of TSOAQ will not receive any profit from TSOAQ funds, assets, property, activities or other source.
- 4.03 Payments made under rule 4.01 include :-
 - 4.03.1 Payment of remuneration for services provided to TSOAQ.
 - 4.03.2 Payment for goods supplied in the ordinary course of TSOAQ's business.
 - 4.03.3 Payment of interest not exceeding the rate being charged by bankers in Brisbane for overdrawn accounts on money lent.
 - 4.03.4 Rent for premises leased to TSOAQ.
 - 4.03.5 Any prize awarded to an entrant who is a successful participant at a competition organised or promoted by TSOAQ or in which TSOAQ takes part.
 - 4.03.6 Donations made in accordance with 2.01.6 for any charitable purpose identified by the MC and approved by the majority of members at any General Meeting.

5 Distribution upon Dissolution.

- 5.01 If TSOAQ is wound up in accordance with the *Associations Incorporation Act*, then after satisfaction of all debts and liabilities of TSOAQ any remaining property or other assets of TSOAQ will be donated to either another institution or body as determined by members of TSOAQ and having objects similar to TSOAQ provided that institution or body prohibits the distribution of its income and property amongst its members to an extent as great as is imposed by rule 4 or to a suitable charity selected by the Management Committee and confirmed by a special resolution at any General Meeting.

6 Financial Records

- 6.01 TSOAQ shall maintain accurate financial records of :-
 - 6.01.1 Receipts.
 - 6.01.2 Expenditure.
 - 6.01.3 Property.
 - 6.01.4 Credits.

6.01.5 Liabilities.
Of TSOAQ.

6.02 The financial records shall be open to inspection by members of TSOAQ subject to reasonable restrictions as to the time and manner of inspection.

6.03 Each year the financial records and accounts of TSOAQ will be examined by a qualified auditor who shall certify their correctness.

7 Amendment of Constitution

7.01 Subject to the provisions of the *Associations Incorporation Act 1981* these rules may be amended, rescinded, or added to from time to time by either of the following methods decided by the management committee.

7.01.1 A special resolution carried at any General Meeting.

7.01.2 A mass mail to the current financial membership giving an electronic vote to each member of the club. A family membership shall be entitled to a maximum of two votes. Any electronic vote requires a minimum of 20 votes from the membership.

7.02 After any rule has been amended, rescinded, or added it is valid only if it is registered with the relevant Government legal body.

8 Membership

8.01 TSOAQ has two classes of members:-

8.01.1 Ordinary members.

8.01.2 Life members.

8.02 TSOAQ has two classes of memberships:-

8.02.1 Single membership.

8.02.2 Family membership

9 Membership Application

9.01 Any application for membership must be submitted to the Management Committee (MC)

9.02 The MC may admit or reject any applicant.

9.03 If an applicant is rejected the application will be considered by the members of TSOAQ by a special resolution at the next general meeting. The decision of the general meeting is final.

9.04 All moneys paid to TSOAQ by an unsuccessful applicant shall be refunded.

10 Ordinary Members

10.01 The number of ordinary members are unlimited.

10.02 TSOAQ may admit to ordinary membership a person who owns a TMMV, or other classic vehicle, or has an interest in Classic cars and Triumph vehicles.

10.03 Ordinary members may apply for single or family membership.

10.04 An ordinary member with single membership shall be entitled to one vote at any general meeting

10.05 An ordinary member with family membership together with the other holders of the particular family shall be entitled to a maximum of two votes provided at least two members of the family are present at the general meeting.

11 Life Members

11.01 The number of life members are unlimited.

11.02 The MC may nominate for life membership any member for their outstanding and meritorious service to TSOAQ.

- 11.03 A life member will be admitted if their nomination by the MC is approved by a three-quarter majority of members present and entitled to vote at an Annual General Meeting of TSOAQ.
- 11.04 A life membership is for the life of the holder unless they cease to be a member for any reason.
- 11.05 Life members have all the rights of ordinary members.
- 11.06 Life members are not required to pay any further subscriptions.

12 Register of Members

- 12.01 TSOAQ shall keep a register of :-
 - 12.01.1 Names.
 - 12.01.2 Addresses.
 - 12.01.3 Class of membership.
 - 12.01.4 Any other particulars the MC prescribe.
Of each current member.

13 Particulars

- 13.01 Each member shall notify TSOAQ in writing of any changes of their particulars.

14 Annual Subscriptions and Fees

- 14.01 Any annual subscription payable by members will be recommended by the management committee and confirmed by a special resolution at a general meeting of TSOAQ and published.
- 14.02 Any application for membership will not be considered until the subscription has been received by TSOAQ.
- 14.03 Annual subscriptions are due and payable to TSOAQ on 1st January each year.
- 14.04 Upon payment of the annual subscription, each member shall be given a receipt and membership card.

15 Cessation of Membership

- 15.01 A member whose annual subscription remains unpaid for three months after the due date will cease to be a member of TSOAQ.
- 15.02 A member who has acted contrary to the Rules of the Constitution may be expelled from TSOAQ by special resolution of a majority of at least three quarters of the members present at a general meeting.

All members will be given notice of the special business to be considered. The member may attend and be heard in their own defence. The member will not be present at the voting.

- 15.03 A member expelled will cease to be a member of TSOAQ and shall forfeit all claims to a return of monies paid by them to TSOAQ.
- 15.04 No person will have a right of appeal against rejection or termination of membership.
- 15.05 Any member may retire from membership at any time by giving written notice to the Secretary. A retiring member is liable for any subscriptions due by them.

16 Membership – General.

- 16.01 No member is entitled to vote on any occasion while any monies payable by them to TSOAQ remain unpaid for more than thirty days.
- 16.02 A member whose annual subscription remains unpaid for three months after

the due date will cease to receive TSOAQ communications.

- 16.03 At reasonable times the members may use in common the premises and property of TSOAQ but shall indemnify TSOAQ against all damage caused by their negligence, misuse or abuse to premises and property.

17 Annual General Meetings

- 17.01 An Annual General Meeting (AGM) of members will be held each year at a date, time and place determined by the MC.
- 17.02 Business conducted at an AGM includes :-
- 17.02.1 Consideration of the accounts and balance sheets.
- 17.02.2 Consideration of the reports of the:-
- 17.02.2.1 President.
- 17.02.2.2 Auditors for the past year.
- 17.02.3 Election of the MC and non-executive officers.
- 17.02.4 Any other general business.
- 17.03 The above business is ordinary business and all other business is special business.
- 17.04 The election of the MC and non-executive officers at the AGM will be conducted by a show of hands or by secret ballot where there is more than one nominee for the position.
- 17.05 Notice in writing of an AGM will be given to all members at least 14 days before the meeting.
- 17.06 A notice of meeting will specify the date time and place of the meeting and the nature of the business to be conducted.
- 17.07 Accidental omission to give a notice of meetings to or the non-receipt of notice of a meeting by any member will not invalidate proceedings at a meeting.

18 Extraordinary General Meetings.

- 18.01 The MC may convene an Extraordinary General Meetings (EGM).
- 18.02 The MC will on receipt of a requisition signed by twenty members forthwith proceed duly to convene an EGM of TSOAQ to be held not later than 30 days after the receipt by TSOAQ of the requisition.
- 18.03 A requisition will specify any motion it is proposed to put before the meeting.
- 18.04 In default of the MC convening an EGM with the time specified in rule 19.2 the requisitionist may convene the EGM.
- 18.05 Notice in writing of an EGM will be given to all members at least fourteen days before the meeting.
- 18.06 A notice of meeting will specify the date, time and place of the meeting and the nature of the business to be conducted.
- 18.07 Accidental omission to give a notice of meetings to or the non-receipt of notice of a meeting by any member will not invalidate proceedings at a meeting.
- 18.08 A resolution is carried when it is passed by a majority of not less than three quarters of members who return a vote.

19 Monthly General Meetings.

- 19.01 All other general meetings of TSOAQ are Monthly General Meetings.

20 Proceedings at General Meetings.

- 20.01 No business will be conducted at any General Meeting (GM) unless a quorum of members is present at the time when the meeting proceeds to business.
- 20.02 A quorum is ten members personally present.
- 20.03 If thirty minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members, will be dissolved; in any other cases, it shall stand adjourned to the same day in the

next month at the same time and place. If at the adjourned meeting a quorum is not present thirty minutes after the time appointed for the meeting, the members present shall be a quorum.

- 20.04 The President, or in their absence the Vice-President will preside as chairman at every GM. If the President and Vice-President are not present at the time appointed for the meeting, the members present will elect one of their own number to be chairman of the meeting.
- 20.05 The chairman may with the consent or at the direction of any meeting at which a quorum is present adjourn the meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 20.06 When a meeting is adjourned for thirty days or more, notice of any adjourned meeting shall be given as is the case of an original meeting.
- 20.07 At any GM a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by at least one-third of the members present in person and entitled to vote.
- 20.08 Unless a poll is demanded a declaration by the chairman that a motion has on the show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of TSOAQ is conclusive evidence of the fact.
- 20.09 A resolution in respect of ordinary business is carried when it is passed by a majority of members present and entitled to vote at a GM.

21 Special Business.

- 21.01 Notice in writing of any special business to be considered or of any special resolution to be made will be given to all members at least fourteen days before the meeting.
- 21.02 A notice of meeting will specify the date, time and place of the meeting and the nature of the special business to be conducted.
- 21.03 Accidental omission to give a notice of meetings to or the non-receipt of notice of a meeting by any member will not invalidate proceedings at a meeting.
- 21.04 A resolution in respect of special business shall be deemed carried when it is passed by a majority of not less than three quarters of members present and entitled to vote at a GM.

22 Voting at Meetings.

- 22.01 A member may vote in person or by proxy.
- 22.02 The appointment of a proxy will be in the following form:-

I,

of.....

Being a financial member of the Triumph Sports Owners Association (Qld) Inc. Appoint

.....

of.....

And failing that person,

of.....

as my proxy to vote for me on my behalf at the Annual/ Extraordinary/General

Meeting of TSOA(Q) Inc. to be held on theday of..... 20.....

Signature

This form is to be used in favour/against* the resolution

*Strike out whichever is not applicable (unless otherwise instructed, the proxy may vote as they think fit)

22.03 The instrument appointing a proxy must be deposited with a member of the MC prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

23 Management Committee of TSOAQ.

23.01 The management and control of the business and affairs of TSOAQ is vested in the MC. Office bearers of the MC are

23.01.1 President.

23.01.2 Vice-President.

23.01.3 Secretary.

23.01.4 Treasurer.

23.01.5 Editor.

23.01.6 Social Secretary.

23.01.7 Web Coordinator

23.01.8 The Office Bearers may co-opt members elected to Ex Officio positions to serve on the Management Committee.

23.02 The members of the MC will be-elected each year at the AGM of TSOAQ and will hold office from the AGM until the following AGM.

23.03 To elect MC members :-

23.03.1 Any two financial members may nominate any other member to serve as a MC member.

23.03.2 If the candidates are not nominated the MC may nominate any member.

23.03.3 Each financial member at the AGM may vote for any number of candidates not exceeding the number of vacancies.

23.04 Any casual vacancy on the MC may be filled by a member elected by special resolution but any person appointed will hold office only until the incoming MC elected at the following AGM.

23.05 The office of a MC member will become vacant if the MC member:-

23.05.1 Ceases to be a member.

23.05.2 Resigns their office by giving notice in writing to the Secretary.

23.05.3 Without apology or reason is absent for more than three consecutive meeting of the MC.

23.05.4 Is removed from office at a GM of TSOAQ where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by special resolution.

23.05.5 There shall be no right of appeal against removal from the MC.

23.06 TSOAQ may by special resolution passed at a GM increase or decrease the number of MC members.

23.07 TSOAQ may by special resolution passed at a GM change the function of any of the MC members.

24 Powers and Duties of the Management Committee.

24.01 The MC may exercise all powers of TSOAQ that are not, by the Rules of the

Constitution required to be exercised by TSOAQ in GM.

- 24.02 The MC shall cause minutes to be made of:-
- 24.02.1 Appointment of officers.
 - 24.02.2 Names of members of the MC present at all meetings of TSOAQ and of the MC.
 - 24.02.3 Of all proceedings at all meetings of TSOAQ and MC.

25 Proceedings of the Management Committee.

- 25.01 The MC may regulate its meetings as it thinks fit.
- 25.02 MC meetings will be held at least once every two calendar months.
- 25.03 Questions arising at any meetings shall be decided by a majority of votes. In the case of equality of votes the motion is lost.
- 25.04 Any two members of the MC may summon a meeting of the MC.
- 25.05 The quorum required for the transaction of business shall be four.
- 25.06 The continuing members of the MC may act despite any vacancy on the MC but if the number is reduced below the number fixed by rule 26.05 the continuing members may:-
 - 25.06.1 Act for the purpose of increasing the numbers of the MC to the number.
 - 25.06.2 Summon a GM of TSOAQ.
But for no other purpose
- 25.07 The chairman of the MC meetings is the President or if there is no President or if at any meeting the President is not present within ten minutes of the time appointed for the meeting the members of the MC may choose one of their number to be chairman.
- 25.08 The MC may make, rescind and alter by-laws not inconsistent with or contrary to this Constitution for the conduct and control of TSOAQ affairs, functions and events. The MC will consider submissions by members when drafting by-laws.
- 25.09 The MC may establish other committees from members of TSOAQ and may delegate any of its powers or functions (not being duties imposed upon the MC by these rules) to those committees. A committee so formed will conform with the MC. Members of such committee shall have one vote.
- 25.10 All acts done by :-
 - 25.10.1 Any meeting of the MC.
 - 25.10.2 Any person acting as a member of the MC.
 - 25.10.3 Any committee established by the MC.
Are valid despite subsequent discovery of some defect in the appointment of the :-
 - 25.10.4 Member of the MC.
 - 25.10.5 MC.
 - 25.10.6 Committee established by the MC.
 - 25.10.7 Person acting as a member of the MC.
- 25.11 The MC may appoint assistant secretaries and other officers for special duties and may revoke any such appointments at any time.

26 Minutes of Meetings.

- 26.01 The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be recorded and to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for inspection.
For the purposes of ensuring the accuracy of the recordings of such minutes,

the minutes of every Management Committee meeting shall be verified for accuracy by a resolution at the following MC.

Similarly, the minutes of every General Meeting shall be verified for accuracy by a resolution at the following General Meeting.

However, the minutes of every Annual General Meeting shall be verified for accuracy by a resolution at the following Annual General Meeting.

26.02 The minutes of all general meetings will be published on the TSOAQ website in the area only able to be accessed by financial members.

26.03 All resolutions of the MC made at a MC meeting will be placed on the agenda of the next GM and published in the minutes of that meeting.

27 Common Seal.

27.01 The MC shall provide for the safe custody of the common seal of TSOAQ.

27.02 The common seal may only be used with the authority of:-

27.02.1 The MC.

27.02.2 A committee or members of the MC authorised by the MC.

27.03 Every instrument to which the common seal is affixed will be signed by:-

27.03.1 A member of the MC and:-

27.03.1.1 The secretary or

27.03.1.2 A second member of the MC or

27.03.1.3 By some other person appointed by the MC for the purpose.

28 Financial Year.

28.01 The financial year of TSOAQ will end on 30th September each year.

29 Funds and Accounts.

29.01 The MC will cause proper accounting and other records to be kept.

29.02 The MC will distribute copies as requested of

29.02.1 Profit and loss account.

29.02.2 Balance sheet.

29.02.3 Document required by law to be attached to the balance sheet; and

29.02.4 Auditors report.

29.03 The MC will cause to be prepared and presented before each AGM a balance sheet and profit and loss account for the previous reporting period.

29.04 The funds of TSOAQ will be banked in the name of TSOAQ in such bank as the MC directs.

29.05 Books and accounts will be maintained showing correctly the financial affairs of TSOAQ. The books will remain in the custody of the Treasurer of TSOAQ except when delivered to the auditor for the purposes of their report or any other inspections required by them.

29.06 All other books, documents, instruments of title and securities of TSOAQ will remain in the custody of a member of the MC as appointed by the MC.

29.07 All moneys will be banked as soon as possible after receipt.

29.08 All monetary transactions by TSOAQ will be signed, drawn accepted, endorsed or otherwise executed by two members of the MC.

29.09 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.

29.10 The MC shall determine the maximum amount of petty cash which shall be kept.

- 29.11 After the end of each reporting period the Treasurer will cause to be prepared a statement containing:-
- 29.11.1 Income and expenditure for the financial year just ended.
 - 29.11.2 Assets and liabilities, mortgages, charges and securities affecting the property of TSOAQ at the close of that year.
- 29.12 The MC will determine in accordance with rule 6 what time and places and under what conditions or regulations the accounting and other records of TSOAQ shall be open for inspection.
- 30 Audit.**
- 30.01 A qualified auditor(s) will be appointed and their duties regulated in accordance with rule 6.
- 31 Notice.**
- 31.01 Any notice required to be given to any member may be:-
 - 31.01.1 Served personally.
 - 31.01.2 Sent by post or email to their registered address.
 - 31.01.3 Sent by post or email to their address supplied to TSOAQ for giving of notices to them.
 - 31.02 When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting:-
 - 31.02.1 A letter containing the notice.
 - 31.02.2 A periodical or other publication to which the notice is inserted or is supplement to.
 - 31.03 When a notice is sent by email it shall be deemed to be effected by correctly following the procedures of TSOAQ individual email or mass email system.
 - 31.04 Service of notice of a meeting is deemed effected on the day on which a member is personally served, emailed or the day after the date of posting.
 - 31.05 Notice of every TSOAQ meeting will be given to every member.
 - 31.06 Notice of every AGM shall also be given to the present auditor of TSOAQ.
- 32 Indemnity.**
- 32.01 Every member of the MC, auditor and other officer will be indemnified by TSOAQ assets from liabilities arising out of the duties of the office which is incurred by them in defending any civil or criminal proceedings in which:-
 - 32.01.1 Judgement is given in their favour.
 - 32.01.2 In which they are acquitted.
 - 32.01.3 They are granted relief by the Court.
 In respect of any negligence, default, breach of duty or breach of trust.



Office of **Fair Trading**

Department of
Justice and Attorney-General

TRIUMPH SPORTS OWNERS ASSOCIATION (QLD) INC
THE SECRETARY
1376 OLD CLEVELAND RD
CARINDALE QLD 4152

18 September 2020

Dear Client,

Registration of Amendment of Rules

TRIUMPH SPORTS OWNERS ASSOCIATION (QLD) INC

Incorporation Number: **IA00441**

Document Number: **3784094**

I refer to your application for registration of an amendment of the rules of the above incorporated association passed on 12 August 2020 and wish to advise that the rule amendments have been registered on the date hereof.

The Incorporated Associations Smart Business Guide is a useful publication which aims to provide incorporated association administrators with a general understanding of their responsibilities in running an incorporated association in Queensland. The Guide is available at the Office of Fair Trading website at www.fairtrading.qld.gov.au The Guide provides information about rights and responsibilities of members and will assist in making sure your incorporated association's operations comply with the Associations Incorporation Act 1981 and Associations Incorporation Regulation 1999.

Should you have any enquiries, please telephone the **Client Support Officer** on **13 74 68** and quote the association name and incorporation number.

Yours faithfully,

Business Services Officer
Registration Services