

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

# VETERAN AND VINTAGE CHEVROLET AUTOMOBILE ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIAN BRANCH) INCORPORATED CONSTITUTION

Last Updated: May 2018

This is the annexure marked 'A' referred to in the statutory declaration of:

(full name of applicant) \_\_\_\_\_

(signature) \_\_\_\_\_

made on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_

Before me (Justice of the Peace)

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**ASSOCIATIONS INCORPORATION ACT 1985 (SA)**  
**CONSTITUTION of**  
**VETERAN AND VINTAGE CHEVROLET AUTOMOBILE ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIAN BRANCH) INCORPORATED**

## 1. NAME

The name of the incorporated association is VETERAN AND VINTAGE CHEVROLET AUTOMOBILE ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIAN BRANCH) INCORPORATED.

*Acceptable abbreviations to Name:*

- Veteran & Vintage Chevrolet Automobile Association of Australia (SA Branch)
- V.V.C.A.A. (SA branch)

## 2. DEFINITIONS

In this Constitution unless the contrary intention appears:

**“Act”** means the *Associations Incorporation Act 1985 (SA)*.

**“Affiliated Association”** means the Federation of Historic Motoring Clubs S.A. incorporated as known at the 3<sup>rd</sup> November 2017.

**“Annual General Meeting”** means a meeting of the kind described in clause 8.1.

**“Appointed Committee Member”** means a Committee Member appointed under clause 7.3.

**“Club”** means the body described in the Name, known as the Veteran & Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated

**“Code of Practice”** means the rules, regulations and guidelines prescribed and documented by the Department.

**“Committee”** means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

**“Committee Member”** means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**“Conditional Registration”** means the conditions and restrictions imposed by the Department specifically targeted at the registration of historic vehicles. As at the time of writing this Constitution, this scheme is known as “Conditional Registration Scheme for Historic Vehicles, Prescribed Left Hand Drive Vehicles and Street Rod Vehicles”. But the term “Conditional Registration Scheme” is not restricted to this scheme being renamed, separated or expanded to include/exclude specific categories of vehicles.

**“Constitution”** means this constitution of the Club.

**“Department”** means the Governing body that is currently responsible for the administration of motor vehicle registrations in South Australia. As at the time of writing this Constitution, this Governing body is known as “The Department of Planning, Transport and Infrastructure” and is also referred to by the acronym DPTI. But the term “Department” is not restricted to being renamed or realigned to another Government department.

**“Elected Committee Member”** means a Committee Member appointed under clause 8.1.

**“Eligible Vehicle”** means a Chevrolet vehicle, which complies with the “Code of Practice” as prescribed by the Affiliated Association and/or Department. This includes both Right Hand and Left Hand controlled vehicles OR any other vehicle covered by Conditional Registration.

**“Event”** means any activity undertaken by the Club or Kindred Clubs or Affiliated Association in keeping with Club Objectives.

**“Financial Year”** means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

**“General Meeting”** means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

**“Intellectual Property”** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in South Australia.

**“Kindred Club”** means any other club associated with the Affiliated Association and having similar objectives

**“Life Member”** means an individual appointed as a Life Member of the Club under clause 5.4.

**“Member”** means a member for the time being of the Club.

**“Objects”** means the objects of the Club in clause 3.

**“Ordinary Member”** means a person admitted as an ordinary member of the Club under clause 5.1.

**“Ordinary Resolution”** means: at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or at a meeting of the Committee or a sub-committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

**“Regulation”** means a rule, regulation, by-law or policy made by the Committee under this Constitution.

**“Special Resolution”** means a resolution passed at General Meeting of the Members if: at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

### 3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- a) Encourage the preservation, restoration and use of Chevrolet vehicles;
- b) Promote and organise, runs, social and other such events suitable for the club activities and use of Club vehicle;
- c) Extend to owners and drivers of such vehicles and their friends and all persons interested in historic motoring, the hospitality, privileges and conveniences enjoyed in connection with the club;
- d) Co-operate with all clubs having similar objects.

### 4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

### 5. MEMBERS

#### 5.1 Membership

- a) Membership is upon application to the Committee Members. An application may be accepted or rejected based on the Committee's decision.
- b) On successful membership of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated, each member is bound by the Constitution and by-laws of the Association and the Department and all of the provisions thereto. This Constitution constitutes a contract between each of the members and the Club and each Member is bound by this Constitution and the Regulations.
- c) Members are required to treat all officials, contractors and representatives of the Club, any Affiliated Association or "Federation of Historic Motoring Clubs S.A. Incorporated" and the Department with respect and courtesy at all times.
- d) Members are required to act in a manner of courtesy to other members maintaining the reputation of the Club, Federation of Historic Motoring Clubs S.A. Incorporated and the Department.
- e) The three classes of membership with the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated are:
  - a. Full Member;
  - b. Spouse Member; and
  - c. Life Member.

## **5.2 Full Member**

- a) Any person, or organisation, who has been nominated by another Full Member and has been accepted by the Committee.
- b) And has paid their due fees or subscription for the relevant Financial Year

## **5.3 Spouse Member**

- a) Any person, who is the spouse or partner of a Full Member.
- b) A Spouse Member is deemed to a full Financial Member.

## **5.4 Life Member**

- a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the growth and development of the club and historic motoring.
- b) To become a Life Member, the elected person must have reached the selected criteria as set by the Committee's Life Member's conditions.
- c) A person may be appointed a Life Member only by Special Resolution put to members present at the Annual General Meeting by the Committee.
- d) A Life Member cannot be required to pay fees or subscriptions to the Club, however is still liable to make payment for any Club event.

## **5.5 Register of Members**

- a) The Club must keep and maintain a register of Members in accordance with the Act.
- b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- c) Members must complete a "Membership Application / Renewal" form on an annual basis in order to provide the Club with the details required by the Club to keep the register complete and up to date. Personal details are treated confidentially and are only used for administration and safety purposes of the Club.
- d) Details of the register will be published in an annual publication known as the "ccyy/yy Directory of Members and Constitution".
- e) However, members are entitle to exercise a "Not for Publication" option provided on the "Membership Application / Renewal" form to prevent their details being published in the directory.

# **6. MEMBERSHIP**

## **6.1 General**

Annual membership commences on the 1<sup>st</sup> July on any year and ends on the 30<sup>th</sup> June the following year.

A Member ceases to be a member of the Club if:

- a) the Member dies; (in which case the membership automatically transfers to the Spouse Member)
- b) the Club is dissolved, wound up or bankrupted;
- c) the Member holds a criminal record that is not reputable to the Club;
- d) the Member resigns from membership in accordance with clause 6.2; or
- e) The Member is expelled from the Club under clause 6.3.

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

### ***6.2 Notice of Resignation***

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

### ***6.3 Expulsion***

- a) A member may not be expelled unless the Member has been afforded natural justice.
- b) Subject to 6.3.a the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- c) Nothing in this clause 6.3 prevents an expelled Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.

### ***6.4 Return of Property***

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

- a) The Committee may make regulations governing the hearing and determination of disputes, protests or complaints by or against members or participants and any other matter involving the enforcement of this constitution or the regulations against members or participants.
- b) Despite any Regulation made under clause 6.4, the Committee may seek advice from a disputes person elected by the Committee.
- c) All proceedings relating to cases falling under clause 6.4 must be conducted according to the rules of natural justice.
- d) For Discipline, Disputes, Complaints please refer to clause 17. MEMBER PROTECTION POLICY BY-LAW.

### ***6.5 Subscriptions and Fees***

- a) The Committee will fix the following Financial Year's annual membership subscriptions and seek



approval of its Members at the AGM. If the members at the AGM vote in majority for setting of the fees, the Committee will adopt the subscription and fees for the following year.

- b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree on terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

### ***6.6 General Powers of the Committee***

- a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee solely for the future and growth of the Club.
- b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated as a whole, having regard to the Club's position under the governing body of the Federation of Historic Motoring Clubs S.A. as a custodian of the reputation of the sport of historic motoring in the State.

### ***6.7 Limitation***

The Committee may not cause the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated to disaffiliate from the Affiliated Association without an Ordinary Resolution of the Members in General Meeting.

## 7. THE COMMITTEE

### 7.1 Committee Members

The Committee is elected by members present at the Annual General Meeting held at the close of each Year. The Committee will comprise of a minimum of five (5) and up to fourteen (14) Elected Committee Members elected under clause 7.3 or Appointed Committee Members appointed under clause 7.3. The President or an official delegate will call for all positions to become vacant and re-open for election for the forthcoming Financial Year.

The Committee will consist of the elected roles of President, Vice President, Secretary, Membership Secretary, Treasurer, Events Coordinator, Editor, Historic Vehicles Registrar, Property Officer, Dating and Inspection Officer, Librarian, Federation Delegate, Clubroom Delegate and official Photographer.

A single Committee Member can be elected to more than 1 position for the forthcoming year.

### 7.2 Roles

- a) The President shall:
  - a. Preside at all meetings and conduct the same, according to the rules of debate in a non-prejudice manner and conform to the wishes of the Committee. The President shall represent the Club's Members at official functions or any purpose where the Club requires them to do so.
- b) The Vice President
  - a. To act in the absence of the President and perform these duties on demand.
- c) The Secretary
  - a. Record minutes of all meetings and circulate to the Committee on or before the next Committee meeting.
  - b. Receive correspondence and present same to all regularly called meetings. Should the correspondence need actioning before the next scheduled meeting, the Secretary will circulate the information to the Committee Members before the due date.
  - c. Attend to all correspondence as directed by the Committee.
- d) The Membership Secretary
  - a. Keep a copy of all Members registered for the past year in a folder or minute book for record keeping. This folder is presented to the President at the close of the year.
  - b. Keep a record of all Members' payments and follow up Members who have not paid.
  - c. Receive all member cash/cheque payments and issue receipts for same.
- e) The Treasurer
  - a. Receive all monies received for, or on behalf of, the Committee and issue receipts for same.
  - b. Receive all member EFT payments and issue receipts for same.
  - c. Bank all monies received within seven (7) days in account with the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated's nominated bank.
  - d. Pay all accounts as directed by the Committee and maintain a financial record of the Club's finances.
  - e. Present monthly financial statements to the Committee detailing the financial affairs of the Club.
  - f. Prepare statement of receipts and expenditure for presentation to the auditor before each Annual Meeting.
- f) The Events Coordinator
  - a. Plan, organise and communicate coming events.

- g) The Editor
  - a. To Prepare and organise the printing of the periodical newsletter (“The Communicator”).
  - b. To Prepare and organise the printing of the annual publication known as the (“ccyy/yy Directory of Members and Constitution”).
- h) The Conditional Registrar
  - a. To act on behalf of the Affiliated Association in administering any rules and regulations imposed by the Affiliated Association or the Department that they answer to.
- i) The Property Officer
  - a. Based on direction from the Committee, Obtain, Store and make available for members, all items that the Committee deem as suitable.
- j) The Dating and Inspection Officer
  - a. In association with the Conditional Registrar, the Dating and Inspection Officer is to inspect Club vehicles for historic authenticity.
- k) The Librarian
  - a. Keep a register of all Club literature
  - b. To make the Club library available to all members at a general meeting
- l) The Federation Delegate
  - a. To attend the official meetings of the Federation of Historic Motoring Clubs S.A.
  - b. To report back to the Committee in detail
  - c. To report back to the General meeting in summary
- m) The Clubroom Delegate
  - a. To attend the official meetings of the Combined Car Clubs.
  - b. To report back to the Committee in detail
  - c. To report back to the General meeting in summary
- n) The Official Photographer
  - a. Be present at all Club functions (OR nominate a proxy for any given event)
  - b. Record images of the event on an appropriate/current photographic medium
  - c. Make those images available to the Editor for publication at the Editor’s discretion

### **7.3 Nominations**

- a) The Committee must call for nominations for Elected Committee Member positions at least thirty (30) days prior to the Annual General Meeting.
- b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- c) Elections should be conducted by a show of hands with a majority vote in favour or in such manner and by such method as may be determined by the Committee from time to time or, if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- d) All Committee Members must be approved and seconded in an Ordinary Resolution of the Members in a General Meeting;
- e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies.
- f) Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting.
- g) Should there be insufficient nominations to fill all roles at the Annual General Meeting, the Elected Committee Members may appoint up to four (4) Appointed Committee Members after the Annual General Meeting.

#### ***7.4 Term of Appointment***

- a) The term of office of each Elected Committee Member or Appointed Committee Member begins at the conclusion of the Annual General Meeting at which their election or appointment occurs and concludes at the beginning of the next Annual General Meeting.

#### ***7.5 Termination of Committee Member***

The office of a Committee Member becomes vacant if the Committee Member:

- a) Dies;
- b) Suffers from mental or physical incapacity;
- c) Resigns his or her office by notice in writing to the Club;
- d) Is absent without the consent of the Committee from meetings of the Committee held for a period of six (6) months;
- e) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

#### ***7.6 Committee to Meet***

The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.

#### ***7.7 Decisions of Committee***

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

#### ***7.8 Quorum***

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is five (5) members of the Elected Committee Members.

At other meetings including the AGM the number of Members whose presence is required to constitute a quorum is five (5) members of the elected Committee Members plus an additional three (3) Full financial members. This means a minimum of eight (8) financial members.

#### ***7.9 Committee Members' Interests***

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

#### ***7.10 Committee Delegations***

The Committee may establish subcommittees and delegate powers to each of them to achieve the exercise of the functions that are specified in the instrument of delegation.

## 8. GENERAL MEETINGS

General Meetings includes the monthly General Meeting, Annual General Meeting and Special General Meetings and is open to all members of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated.

### *8.1 Annual General Meeting*

- a) An Annual General Meeting of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated must be held in accordance with the Act and this Constitution and on a date and venue to be determined by the Committee.

### *8.2 Special General Meetings*

- a) All General Meetings other than monthly General Meetings, the Annual General Meeting will be Special General Meeting.

### *8.3 General Meeting Notices*

- a) Notice of every General Meeting specifying the place, day and hour of the meeting at least seven (7) days beforehand.

### *8.4 General Meeting Quorum*

- a) Quorum for the AGM and Special General Meetings is noted in clause 7.8 Quorum, whereby the number of eight (8) financial members is required.

## 9. VOTING AT GENERAL MEETINGS

- a) Each Full Member is entitled to attend and vote at General Meetings.
- b) The auditor is entitled to attend General Meetings, but not to vote unless he or she is a Member.

## 10. AUDITOR

- a) A qualified auditor must be appointed at each Annual General Meeting as the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated's auditor for the current Financial Year.
- b) The Auditor has power at any time to call for the presentation of all books, accounts and other documents relating to the affairs of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated.

## 11. APPLICATION OF INCOME

- a) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- b) All payments, reimbursements and outgoing funds must be approved by 2 (two) Committee Members before payment.

## 12. WINDING UP

Subject to this Constitution, the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated may be wound up or deregistered in accordance with the Act.

## 13. DISTRIBUTION OF ASSETS ON WINDING UP

- a) If, on winding up, dissolution or deregistration of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act), those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has Objects similar to the Objects of the Club, and a constitution which prohibits the distribution of income and property to Members.
- b) The organisation or organisations to whom the distribution is to be made under clause a) may be determined by the Members in a General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a Judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

## 14. CONSTITUTION

### 14.1 *Alteration of Constitution*

- a) Subject to clause 14.1.b, this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
  - a. To achieve or maintain affiliation of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated with the Affiliated Association.
  - b. to comply with the Affiliated Association Constitution and regulations; or
  - c. to achieve or maintain a particular tax status,The Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

## 15. REGULATIONS

### 15.1 *Committee to formulate Regulations*

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated, the advancement of the purposes of the Club and the sport of historic motoring in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- a) the conduct at events (including but not limited to the rules of the event and the Code of Practice);
- b) a suitable "Hot Weather Policy" for outdoor events;
- c) the conduct of meetings;
- d) the resolution of disputes;
- e) discipline of Members for breaches of this Constitution or the Regulations; and
- f) Any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated and its affairs.

The Regulations must be consistent with the Club's Constitution and Affiliated Association constitution.

## 16. INDEMNITY

- a) Every Committee Member of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- b) The Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any

third party in consequence of any act or omission:

- a. in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated; and
- b. In the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated.

## 17. MEMBER PROTECTION POLICY BY-LAW

The Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated adopts the member protection by-law legislation in accordance with Federation of Historic Motoring Clubs S.A. inc. (Refer to [www.fhmcsa.org.au](http://www.fhmcsa.org.au)). All members are bound by this legislation, and are to abide by this when acting in conjunction with or for the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated. Any members that breach this legislation or code of conduct, will be personally liable for any damages incurred by the Veteran and Vintage Chevrolet Automobile Association of Australia (SA Branch) Incorporated.

## 18. DOCUMENT COMPLETION STATEMENT

This is the end of the constitution of the **VETERAN AND VINTAGE CHEVROLET AUTOMOBILE ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIAN BRANCH) INCORPORATED**. There are no portions of this document intended beyond this point.