



Constitution

and

Rules of Association

for the

49-59 Ford Customline Car Club of Victoria Incorporated

Incorporation No: A0018043T
PO Box 221
Reservoir Victoria 3073

ASSOCIATIONS INCORPORATION REFORM ACT 2012

RULES OF ASSOCIATION FOR 49-59 FORD CUSTOMLINE CAR CLUB OF VICTORIA INCORPORATED.

CONSTITUTION

1. Name.

The name of the incorporated association is, (in these Rules called "the Association").

49-59 FORD CUSTOMLINE CAR CLUB OF VICTORIA INCORPORATED.

As incorporated on the 1st March 1989.

2. Statement of Purpose.

1. To preserve, maintain and enjoy Ford Custom, Ford Customline and other Ford V8 vehicles built throughout the years 1949 to 1959.
2. To collaborate with other clubs and groups in social activities and events incorporating Club cars.
3. To associate or affiliate with other motoring organisations, and to pursue any arrangements or activities conducive to the above purposes.

3. Financial Year.

The financial year of the Association is each period of 12 months ending on 30th June.

4. Definitions.

(1) In these Rules, unless the contrary intention appears -

"absolute majority" of the committee, means a majority of the committee members currently holding office and entitled to vote at that time, (as distinct from a majority of committee members present at a committee meeting.)

"chairperson", of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46.

"club" means the **49-59 Ford Customline Car Club of Victoria Incorporated.**

"committee" means the Committee of management of the Association.

"committee meeting" means a meeting of the committee held in accordance with these rules.

"committee member" means a member of the Committee elected or appointed under division 3 of part 5.

"disciplinary appeal meeting" means a meeting of the members of the Association convened under rule 23(3).

"disciplinary meeting" means a meeting of the committee convened for the purposes of rule 22.

"disciplinary subcommittee" means the subcommittee appointed under rule 20.

"financial year" means the year ending on 30th June.

"general meeting" means a general meeting of members convened in accordance with Part 4 and includes an annual general meeting, a special meeting and a disciplinary appeal meeting.

"member" means a financial member of the Association including his/her spouse or partner.

"member entitled to vote" means a member who under rule 13(2) is entitled to vote at a general meeting.

"special resolution" means a resolution that requires not less than three quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favor of the resolution.

"regulations" means regulations under the Act.

"relevant documents" has the same meaning as in the Act.

"The Act" means the **Associations Incorporation reform Act 2012.**

"The Registrar" means the Registrar of Incorporated Associations.

5. Powers of Association.

- (1) Subject to the Act, the association has the power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may-
 - (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;
 - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) Secure the repayment of monies raised or borrowed, or the payment of a debt or liability;
 - (f) Appoint agents to transact business on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus for its purposes).

6. Property.

- (1) All asset of the Club shall be tracked and maintained by the Property Officer.
- (2) All useful assets of the Club such as real estate, mechanical and other equipment, library and regulations of the archival material shall so far as practicable be made available for the use of members, subject to Committee.
- (3) The assets of the Club shall be applied exclusively to the promotion of its objects and no portion shall be distributed directly or indirectly to any members of the Club, except as bona-fide remuneration.

7. Minimum Number of Members.

The Association must have at least 5 members.

8. Who is eligible to be a Member.

- (1) Membership is open to any person owning, or with an interest in Ford Custom, Ford Customline and other Ford V8 vehicles built throughout the years 1949 to 1959.

9. Application for Membership.

- (1) An application of a person for membership of the Association must -
 - (a) Be made in writing in the form set out in Appendix 1; and
 - (b) Be lodged with the Secretary of the Association.
- (2) The application-
 - (a) Must be signed by the applicant; and
 - (b) Be accompanied by the entrance fee and annual subscription payable under these rules as defined in Appendix 3.

10. Consideration of Application.

- (1) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (2) The Committee must determine by resolution whether to approve or reject the application. The Secretary must, as soon as practicable after the decision is made notify the applicant in writing of the decision.
- (3) If the committee rejects the application, it must return any money accompanying the application to the applicant.

11. New Membership.

- (1) If an application for membership is approved by the committee-
 - (a) The resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) The Secretary must as soon as practicable, enter the name and address of the new member, the date and member number in the register of members.
- (2) A person becomes a member of the Association and subject to rule13 (2), is entitled to exercise his/her rights of membership from the date on which the committee approves the person's membership.

12. Annual Subscription and Joining Fee.

- (1) At each annual general meeting, the association must determine-
 - (a) The amount of the annual subscription for the following year; and
 - (b) The date for payment of the annual subscription.
- (2) The club may determine that any new member who joins after the start of the financial year must, for that financial year, pay a fee, pro rata, as set out in Appendix 3.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General Rights of Members.

- (1) A member of the association who is entitled to vote has the right to-
 - (a) Receive notice of general meetings and of proposed special resolutions in the manner and time prescribed in these rules; and
 - (b) To submit items of business for consideration at a general meeting; and
 - (c) To attend, be heard and vote at general meetings; and
 - (d) To have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (e) To inspect the register of members.
- (2) A member is entitled to vote if the member's membership rights are not suspended for any reason.

14. Honouring Members.

Members of the Club who have been proactive, in acting for the Club and promoting its purpose over the period of their uninterrupted membership shall be honored for their service. As set out in Appendix 5

15. Rights Not Transferable.

The rights of a member **are not transferable** and end when membership ceases.

16. Ceasing Membership.

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable ,enter the date

the person ceased to be a member in the register of members.

17. Resigning as a Member.

- (1) A member may resign by notice in writing, either by post or by handing the notice to a member of the committee.
- (2) A member is taken to have resigned if-
 - (a) The member's annual subscription is more than 12 months in arrears; or
 - (b) Where no annual subscription is payable, as set out in Appendix 3.
 - (i) The Secretary has made a written request to the member to confirm that he/she wishes to remain a member; and
 - (ii) The member has not, within 3 months after receiving that request, confirmed in writing that he/she wishes to remain a member.

18. Register of Members.

- (1) The Secretary must keep and maintain a register of members containing -
 - (a) The name and current address of each member and his/her spouse or partner; and
 - (b) The date on which each member's name was entered in the register.
 - (c) For each former member, the date of ceasing to be a member.
- (2) The register is available for inspection free of charge by any member upon request.

Disciplinary Action

19. Grounds for Taking Disciplinary Action.

- (1) Subject to these Rules, the Committee may take disciplinary action against a member if it is of the opinion that a member-
 - (a) Has failed to comply with these Rules, or-
 - (b) Has engaged in conduct prejudicial to the interests of the Club,
 - (c) Refuses to support the purposes of the Club.

20. Disciplinary Subcommittee.

- (1) If the Committee is satisfied there are sufficient grounds for taking disciplinary action against a member, the committee will appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee-
 - (a) May be Committee members, members of the Club or anyone else; but
 - (b) Must not be biased against or in favor of the member concerned.

21. Notice to Member.

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member-
 - (a) Stating that the Club proposes to take disciplinary action against the member; and
 - (b) Stating the grounds for the proposed disciplinary action; and
 - (c) Specifying the place, date and time of the disciplinary meeting.
 - (d) Advising the member that he/she may do one or both of the following-
 - (i) Attend the disciplinary meeting in person and address the disciplinary subcommittee;
 - (ii) Give a written statement to the disciplinary subcommittee at any time before meeting; and
 - (e) setting out the members right of appeal under rule 23.
- (2) The notice must be give no earlier than 28 days, and no later than 14 days before the disciplinary meeting is to be held.

22. Decision of Subcommittee.

- (1) At the disciplinary meeting, the disciplinary subcommittee must-
 - (a) Give the member the opportunity to be heard; and
 - (b) Consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may-
 - (a) Take no further action against the member; or
 - (b) Reprimand the member; or
 - (c) Suspend the rights of the member for a specified period; or
 - (d) Expel the member from the club.
- (3) The disciplinary subcommittee may **not** fine the member.
- (4) The suspension of membership rights or expulsion from the club by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal Rights.

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he/she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given-

- (a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) To the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must-
 - (a) Specify the date, time and place of the meeting; and
 - (b) State-
 - (i) The name of the person against whom the disciplinary action has been taken; and
 - (ii) The grounds for taking that action; and
 - (iii) That at the disciplinary appeal meeting, the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of Disciplinary Appeal Meeting.

- (1) At a disciplinary appeal meeting-
 - (a) No business other than the question of the appeal may be conducted; and
 - (b) The committee must state the grounds for suspending or expelling the member and the reasons for taking action; and
 - (c) The person whose membership has been suspended or who has been expelled, must be given the opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting, must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favor of the decision. In any other case the resolution is revoked.

Grievance Procedure.

25. Application.

- (1) The grievance procedure set out in this division applies to disputes under these rules between-
 - (a) A member and another member;
 - (b) A member and the Association.

26. Parties must attempt to Resolve the Dispute.

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of all the parties.

27. Appointment of a Mediator.

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days-
 - (a) Notify the Committee of the dispute; and
 - (b) Agree to or request the appointment of a mediator; and Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be -
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement -
 - (i) In the case of a dispute between a member and another member, a person appointed by the Committee; or
 - (ii) In the case of a dispute between a member and the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association, but in any case must not be a person who-
 - (a) Has personal interest in the dispute; or
 - (b) is biased or in favor or against any party.

28. Mediation Process.

- (1) The mediator to the dispute, in conducting the mediation, must-
 - (a) Give each party every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to Resolve Dispute by Mediation.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

General Meetings of the Association.

30. Annual General Meetings.

- (1) The Committee must convene an Annual General Meeting of the Club, to be held within three months after the end of each financial year.
- (2) Despite sub rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the Annual General Meeting is as follows -
 - (a) To confirm the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting; and
 - (b) To receive and consider-
 - (i) The annual report of the Committee on the activities of the Club during the preceding financial year; and
 - (ii) The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) To elect members of the Committee; and
 - (d) To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special General Meetings.

- (1) Any general meeting of the Club other than an annual general meeting or a disciplinary appeal meeting is a special general meeting.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32. Special General Meeting held at the Request of Members.

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must-
 - (a) Be in writing; and
 - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) Include the names and signatures of the members requesting the meeting; and
 - (d) Be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within 1 month after the date on which the request is made, the members making the request may convene a special general meeting.
- (4) A special general meeting convened by members under sub rule (3)-
 - (a) Must be held within 3 months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under the sub rule (3).

33. Notice of General Meetings.

- (1) The Secretary (or in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the association-
 - (a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting or
 - (b) At least 14 days' notice of a general meeting in any other case.
- (2) The notice must-
 - (a) Specify the date, time and place of the meeting; and
 - (b) Indicate the general nature of each item of business to be considered at the meeting and
 - (c) If a special resolution is to be proposed-
 - (i) State in full the proposed resolution; and
 - (ii) State the intention to propose the resolution as a special resolution; and
 - (d) Comply with rule 35(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

34. Proxies.

- (1) A member may appoint another member as his/her proxy to vote on his/her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The notice appointing the proxy must be on the form set out in Appendix 2.
- (3) Notice of a general meeting given to a member under rule 33, must-
 - (a) State that the member may appoint another member as a proxy for the meeting; and
 - (b) Include a copy of the appointment of proxy form as in Appendix 2.

- (4) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (5) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of Technology.

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings.

- (1) No item of business may be conducted at a general meeting unless a quorum of members is present.
- (2) Four (4) members personally present (being members entitled under these rules to vote at a general meeting constitute a quorum for the conduct of business at 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 -
 - (a) In the case of a meeting convened upon the request of members under rule 32 - the meeting must be dissolved;
 - (b) In any other case -
 - (i) The meeting shall stand adjourned to a date not more than 21 days after the adjournment; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice to all members as soon as practicable after the meeting.
- (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 personally present (being not less than 3) shall be a quorum.

37. Adjournment of General Meeting.

- (1) The Chairperson of a general meeting at which a quorum is not present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned-
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.
- (3) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at General Meetings.

- (1) Upon any question arising at a general meeting-
 - (a) A member and his/her spouse or partner has one vote each.
 - (b) All votes must be given personally, by a show of hands, or by proxy, as defined in Appendix 2.
 - (c) Except in the case of a special resolution, the question must be decided on a majority of the votes.
- (2) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of the previous meeting, only members present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

39. Special Resolutions.

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favor of the resolution.

NOTE: a special resolution is required to remove a committee member from office; and to alter these rules, including change of name or alteration of purpose of the club.

40. Determining whether Resolutions Carried.

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been-
 - (a) (i) Carried; or
 - (ii) Carried unanimously; or
 - (iii) Carried by a particular majority; or
 - (iv) Lost;And an entry to that effect in the minutes is conclusive proof of the fact.

- (2) If a poll (where votes are cast in writing) is demanded by 3 or more members on any question-
 - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of General Meetings.

- (1) The Secretary must ensure that the minutes are taken and kept of every general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) The minutes of each annual general meetings must include-
 - (a) The names of the members attending the meeting; and
 - (b) Proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) The financial statements submitted to the members in accordance with rule 30(4)(b)(ii) and
 - (d) The certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required by the Act.

Powers of the Committee.

42. Role and Powers.

- (1) The affairs of the Association shall be managed by the Committee of management.
- (2) The Committee may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may-
 - (a) Appoint and remove staff;
 - (b) Establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation.

- (1) The committee may delegate to a member of the committee, a subcommittee or staff, any of its powers and functions other than.
 - (a) This power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations of the Committee it considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Composition of Committee and Duties of Members.

44. Composition of Committee.

The Committee consists of-

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Ordinary members elected under rule 53.
- (f) Other such officers of the Club as the Committee may create from time to time.
- (g) All such officers are as listed in Appendix 4..

45. General Duties.

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties-
 - (a) With reasonable care and diligence; and
 - (b) In good faith in the best interests of the Club; and
 - (c) For proper purpose.
- (4) Committee members and former Committee members must not make improper use of-
 - (a) Their position; or
 - (b) Information acquired by virtue of holding their position-

as to gain an advantage for themselves or any other person or to cause detriment to the Club.

- (5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46. President and Vice-President.

- (1) Subject to sub rule (2), the President, or in the Presidents absence, the Vice-President is the chairperson for any general meetings and for any committee meetings.
- (2) If the President and Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be-
- (a) In the case of a general meeting- a member elected by the other members present; or
- (b) In the case of a committee meeting- a committee member elected by the other committee members present.

47. Secretary.

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- (2) The Secretary must-
- (a) Maintain the register of members in accordance with rule 18; and
- (b) Keep custody of the common seal of the Club and except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
- (c) Subject to the Act and these rules, provide members with access to the register of members, minutes of general meetings and other books and documents; and
- (d) Perform any other duty or function imposed on the Secretary by these rules.
- (3) The Secretary must give to the Registrar notice of his/her appointment within 14 days after the appointment.

48. Treasurer.

- (1) The treasurer must-
- (a) Receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club. and
- (b) Ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
- (c) Make any payments authorized by the committee or by a general meeting of the Club from the Club's funds; and
- (d) Ensure cheques are signed by 2 committee members.
- (2) The treasurer also must-
- (a) Ensure that the financial records of the Club are kept in accordance with the Act; and
- (b) Coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least 1 other committee member has access to the accounts and financial records of the Club.

Election of Committee Members and Tenure of Office.

49. Who is Eligible to be a Committee Member.

A member is eligible to be elected or appointed as a committee member if the member-

- (a) is 18 years or older; and
- (b) is eligible to vote at a general meeting.

50. Positions to be Declared Vacant.

- (1) This rule applies to-
- (a) The 1st annual general meeting of the Association after its incorporation; or
- (b) Any subsequent annual general meeting of the Club, after the annual report and financial statements have been received.
- (2) The Chairperson of the meeting must declare all positions vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations.

- (1) Prior to the election of each position, the Chairman of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Club may-
- (a) Nominate himself/herself; or
- (b) With the members consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. Election of Officers of the Committee.

- (1) At the annual general meeting, separate elections must be held for each of the following positions-
- (a) President;
- (b) Vice-President;

- (c) Secretary;
- (d) Treasurer.
- (2) If only 1 member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than 1 person is nominated, a ballot must be held in accordance with rule 54.
- (4) On his/her election, the new President may take over as Chairperson of the meeting.

53. Election of Ordinary Members.

- (1) The annual general meeting must decide by resolution the number of ordinary members of the committee it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee members is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.
- (5) Ordinary members of the Committee are as listed in Appendix 4.

54. Ballot.

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his/her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to-
 - (a) Each member present in person; and
 - (b) Each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than 1 position-
 - (a) The voter must write on the ballot paper the names of each candidate for whom they wish to vote;
 - (b) The voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as 1 vote for that candidate.
- (10) The returning officer must declare the elected candidate or, in the case of an election for more than 1 position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because of 2 or more candidates received the same number of votes, the returning officer must-
 - (a) conduct a further election for that position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected, (toss of a coin, draw straws or name out of a hat).

55. Term of Office.

- (1) Subject to sub rule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may-
 - (a) By special resolution remove a committee member from office; and
 - (b) Elect an eligible member of the Club to fill the vacant position in accordance with this division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make presentations in writing to the Secretary or President of the Club and may request their presentations be provided to the members of the Club.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of Office.

A person ceases to be a committee member if he/she-

- (a) Ceases to be a member of the Club; or
- (b) Resigns from the Committee by written notice addressed to the Secretary.

57. Filling Casual Vacancies.

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that-

- (a) has become vacant under rule 56; or
- (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to that position within 14 days of the vacancy arising.
- (3) The Committee may continue to act despite any vacancy in its membership.

58. Meetings of Committee.

- (1) The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

59. Notice of Meetings.

- (1) Notice, of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.
- (2) Notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (3) Notice may be given of more than 1 committee meeting at the same time, and the notice must state the date, time and place of the meeting.

60. Urgent Meetings.

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and Order of Business.

- (1) The procedure to be followed at a meeting of a Committee will be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62. Use of Technology.

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee meeting members at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this part, a committee member participating in a committee meeting under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. Quorum.

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as under rule 62) of a majority of the committee member holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting-
 - (a) In the case of a special meeting- the meeting elapses;
 - (b) In any other case- the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 59.

64. Voting.

- (1) On any question arising at a committee meeting, each committee member present at the meeting has 1 vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favor of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65. Conflict of Interest.

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and the context of that interest to the Committee.
- (2) The member-
 - (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.
- (3) This rule does not apply to a material personal interest-
 - (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the member has in common with all, or a substantial proportion of the members of the Association.

66. Minutes of Meeting.

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record-
 - (a) The names of the members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote;
 - (d) Any material personal interest disclosed under rule 65.

67. Leave of Absence.

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period of not more than 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

Financial Matters.

68. Source of Funds.

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

69. Management of Funds.

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorize the Treasurer to expend funds on the behalf of the Association (including by electronic transfer) up to a specified limit, without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float, provided that all money paid to or from the float is accurately recorded at the time of the transaction.

70. Financial Records.

- (1) The Club must keep financial records that-
 - (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his/her custody, or under his/her control-
 - (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorized by the Committee.

71. Financial Statements.

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub rule (1), those requirements include-
 - (a) The preparation of the financial statements;
 - (b) If required, the review or auditing of the financial statements;
 - (c) The certification of the financial statements by the Committee;
 - (d) The submission of the financial statements to the annual general meeting of the Club;
 - (e) The lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

General Matters.

72. Common Seal.

- (1) The common seal must be kept in the custody of the Secretary.
- (2) The name of the Club must appear in eligible characters on the common seal;
 - (a) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 committee members.

73. Registered Address.

The registered address of the Club is-

- (a) the address as determined by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address-

the postal address of the Secretary.

74. Notice Requirements.

- (1) Any notice required to be given to a member or a committee member under these Rules may be given-
 - (a) By handing the notice to the member personally; or
 - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) By email.
- (2) Sub rule (1) does not apply to notice given under rule 60.

75. Custody and Inspection of Books and Records.

- (1) Members may on request, inspect free of charge-
 - (a) The register of members;
 - (b) The minutes of general meetings;
 - (c) Subject to sub rule(2), the financial records, books, securities and any other relevant documentation, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect 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.
- (3) The Committee must on request make copies of these rules available to members and applicants for memberships free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for the provision of a copy of such a record.
- (5) For the purpose of this rule-
Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following-
 - (a) Its membership records;
 - (b) Its financial statements;
 - (c) Its financial records;
 - (d) Records and documents relating to transactions, dealings, business or property of the Association.

76. Winding Up and Cancellation.

- (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Club must not be distributed to any members or former members of the Club.
- (2) Subject to the Act and any court order made under section 133 of the Act, the assets shall be applied towards the benefit of such institutions or associations having objects similar to the objects of the Club, or of such charitable organizations as a resolution of the Club shall determine, at or before the dissolution of the Club.

77. Disclaimer.

- (1) The Club takes no responsibility whatsoever for any injuries inflicted to or received by any person whilst at, or travelling to or from any meeting, or social event the Club has organized.
- (2) Damage to any vehicle is the sole responsibility of the owner or driver of that vehicle.

78. Alteration of Rules.

These Rules may only be altered by special resolution of a general meeting of the Club.

End of Rules.

Appendices

The Appendices record certain resolutions of the Committee that are required by the Act to appear as Appendices to the Constitution.

The Appendices are not part of the Constitution or Rules of Association.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF

49-59 Ford Customline Car Club of Victoria Incorporated

See Next Page



Membership Application Form Print Using BLOCK LETTERS. **Valid 1-4-2013 TO 31-3-2014.**

| | | | | | |
|--|--------|------------|----------------|----------------|-----|
| NAME - First | | Surname | | Spouse/Partner | |
| Street Address | | | | | |
| Suburb or Town | | | | | |
| State | | Postcode | | | |
| Phone Home | | Phone Work | | | |
| Phone Mobile | | Fax | | | |
| E-Mail Address | | | | | |
| Birth dates, Day/Month for inclusion in Newsletter | Member | | Spouse/Partner | | |
| Do you have any objections to your details being published in a Club directory. Circle | | | | No | Yes |
| How did you hear about our Club | | | | | |

| | | | | | |
|--|-------------------------------------|-----------|--|-------------|--|
| Vehicles 1 Details | Registration, CH or H Permit Number | | | | |
| Model Year | 19 | Body Type | | Body Colour | |
| Description/Improvements/Modifications | | | | | |
| | | | | | |
| Vehicles 2 Details | Registration, CH or H Permit Number | | | | |
| Model Year | 19 | Body Type | | Body Colour | |
| Description/Improvements/Modifications | | | | | |
| | | | | | |

Membership Application Fee: \$60.00–Plus a once only Joining Fee: \$10.00 = Total \$70.00 (full year)

| If You Join Between | 1-April & 30-June | 1-July & 30-September | 1-October & 31-December | 1-January & 31-March |
|-------------------------------------|----------------------------|-----------------------|-------------------------------|----------------------|
| Pro Rata Fees Apply | Full Year Plus = 15 Months | Full Year = 12 Months | Three Quarter Year = 9 Months | Half Year = 6 Months |
| Membership & Joining Fee | \$70.00 | \$70.00 | \$52.50 | \$35.00 |

Please fill in all details, sign and date the form or your application may not be processed

I/We hereby apply for membership of the 49-59 Ford Customline Car Club of Victoria Inc., and agree to abide by the Constitution and Rules of Association, being in force at this time.

Signature:.....Date:.....

A Receipt will be sent with your Membership Card

Cheques or Money Orders to be made payable to:

49-59 Ford Customline Car Club of Victoria Inc. Please do not send Cash by Mail

Please complete this form, sign and date, and send it with your fees to:

Club Secretary 49-59 Ford Customline Car Club of Vic. PO Box 221 Reservoir. Victoria. 3073.

Club Use Only:

I,..... being a member of the Association, nominate the applicant, for membership of the Association. Signature of Proposer: Date:.....

I,..... being a member of the Association, second the nomination of the applicant, for membership of the Association. Signature of Seconder: Date:.....

| | | |
|---|--|-------------------------|
| Date Received:...../...../..... | Cash Cheque Money Order | Amount \$..... |
| Membership Number:..... | Membership Card Sent:...../...../..... | |
| Receipt No:..... Sent:...../...../..... | Amount \$..... | Copy to Treasurer |
| Record Updated:...../...../..... | | Copy to N/Letter Editor |

APPENDIX 2
FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7(7)

I,.....
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf
at the appeal to the **general meeting** of the Association convened under rule 7(7), to be held on-

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of
resolution passed under rule 7(1)).

.....
Signed
Date

APPENDIX 2/2
FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the **annual/special* general meeting** of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

APPENDIX 3: Schedule of Fees

This schedule maybe updated each year but this copy may not contain the current categories or fees.

Categories of Membership and Fees As determined by Resolutions of Committee.

Membership Categories 2013-2014

| | |
|---------------------------------|---------|
| Full membership..... | \$60.00 |
| New Membership Application..... | \$60.00 |
| New membership Joining Fee..... | \$10.00 |
| Honorary Life Member..... | \$00.00 |

Full Membership covers the nominated member, his/her spouse or partner and any children under the age of 18 years.

Membership fess shall fall due on the 1st. of July each year.

Any membership subscription paid after the 31st. of July each year **may** incur a re-entry fee of \$10.00.

Membership Applications Fees will be made on a Pro-Rata basis, as recorded below.

Applications made between the 1st. April and 30th. June each year will pay a Full Years Subscription being \$70.00 for 2014-2015. They will receive a 15 months subscription as their subscription will not fall due again until the 1st July the next year (2015).

Applications made between 1st July and 30th September each year will pay a Full Year Subscription (12 months) being \$70.00 for 2014-2015.

Application made 1st.October and 31st. December each year will pay a Three Quarters Subscription being \$52.00 for 2014-2015.

Applications made between 1st. January and 31st.March each year will pay a Half Years Subscription Being \$35.00 for 2014-15.

Appendix 4: Membership of Committee As Determined by Resolutions of the Committee.

(1) Officers.

| | | | |
|-----------|----------------|-----------|-----------|
| President | Vice President | Secretary | Treasurer |
|-----------|----------------|-----------|-----------|

(2) Other Officers.

| | | |
|----------------------|--------------------------|---------------------|
| Property Officer | Club Merchandise Officer | Newsletter Editor |
| Webmaster | Events/Runs Coordinator | Club Permit Officer |
| Trophies Coordinator | A.O.M.C. Representative | |

(3) Other Officers

Committee Members x2

Appendix 5. Honorary Services Awards (for rule 14) As Determined by Resolutions of the Committee.

(1) Honour Board for years of Service to club. Names to go on board decided by Committee of Management.

(2) Certificates and Badges for years of membership, starting at

| | |
|-------------------------------------|-------------------------------------|
| 10 years Framed Certificate | 15 years Badge |
| 20 years Framed Certificate & Badge | 25 years Framed Certificate & Badge |
| 30 years Framed Certificate & badge | 35 years Framed Certificate & badge |
| 40 years Framed Certificate & badge | |

Badges will have how many years of Membership on its design.

Appendix 6: Log of Changes to this Constitution

17-11-2013 Committee/General Meeting The Club adopt this Constitution & Rules of Association

17-11-2013 Committee/General Meeting Constitution ratified.

End of Appendices: 49-59 Ford Customline Car Club of Victoria Inc.