

Mustang Owners Club of Australia (Victoria) Incorporated
CONSTITUTION OCTOBER 2012

The name of the club formed under these rules shall be the

"Mustang Owners Club of Australia (Victoria) Incorporated."

Objective

1. (a) To encourage Mustang ownership
- (b) To promote restoration and preservation of the Mustang
- (c) To promote and regulate exhibitions for Mustang owners
- (d) To promote friendship and courtesy on the road, socially and in competition between members of the club
- (e) To promote and engender social activities
- (f) To conduct meetings whereby members may obtain knowledge enabling them to maintain their Mustangs to a high standard.

Membership

2. (a) Subject to the provisions of sub-clause (d), full membership shall be open to any individual, legally constituted group, registered business or corporation, with a genuine interest in promoting and-furthering the aims and objects of the club. Ownership of a Mustang shall not be a prerequisite to membership.
- (b) There shall be admitted to the club, associate members, provided that they ordinarily reside in excess of 100 kilometre radius of the Melbourne General Post Office. Associate membership fee shall be a lesser amount than that of full membership and shall be determined by the Executive Committee and approved by a general meeting. Associate members do not have voting rights, nor are they eligible to hold office.
- (c) An application for membership of the Club;
 - (i) Shall be made in writing on the club's prescribed application form
 - (ii) Shall be lodged with the Secretary of the club
- (d) Applicants shall be nominated and seconded at a general meeting and subject to approval of the Executive Committee, be elected at the following general meeting upon which their names shall be entered in the register of members
- (e) The Executive Committee may refuse any application or renewal of application for membership if it considers it appropriate and in the interests of the club to do so.

Register of members

3. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

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Entrance Fee and Annual Subscription

4. The annual subscription and entrance fee shall not be less than \$10.00 and shall be as determined by the Executive Committee and approved by the members at a general meeting or annual general meeting. The annual subscription shall be payable on or before the first day of July each year.

An application for late renewal of annual membership may be submitted up to 30 days past the due date for payment of the annual subscription provided that an additional fee equal to the joining fee is submitted with the application. Any application for late renewal made thereafter is subject to the approval of the Executive Committee.

Management

5. (a) The management of the club shall be vested in the Executive Committee which shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- Six (6) committee members

- (b) The Executive Committee should be elected at the Annual General Meeting from members who have been active and financial for at least 12 months. They shall hold office for a period of 12 months from the date of election
- (c) The whole of the Executive Committee shall retire at the end of 12 months and shall be eligible for re-election. Any office becoming vacant during any period of 12 months may be filled by the Executive Committee and the person appointed shall hold office until the next Annual General Meeting.
- (d) The Executive Committee shall have the power to make and publish any by-laws for the better management and control of the club which shall not be inconsistent with this Constitution, and shall have the power to invite any other persons to attend committee meetings who may be of assistance to them in a professional, technical or skilled manner for his/her guidance thereon, provided that such person shall not be entitled to a vote upon the committee.
- (e) Any member of the Executive Committee failing to attend three (3) consecutive meetings without just cause, renders him or herself liable to exclusion from the Executive Committee.
- (f) The Executive Committee may call for members to volunteer to undertake certain delegated functions to assist it in the management of the club.
- (g) The President and two (2) elected representatives shall be the Club's delegates to the Mustang Owners Club of Australia Inc., incorporated under the relevant legislation in South Australia.

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- (h) A public officer shall be appointed by the club from time to time and shall have the following statutory responsibilities under the Associations Incorporation Act, 1981 (Vic) (“the Act”)
- (i) To notify the registrar of his/her appointment within 14 days. Section 28(1)
 - (ii) To notify his/her change of address within 14 days. Section 28(1)
 - (iii) To notify alterations to the statement of purpose or rules within one (1) month. Section 22(2)
 - (iv) To make application for approval of a change of name within the prescribed time. Section 13(2)
 - (v) To lodge with the Registrar the documents required by section 30(4) in respect of the annual general meeting within one (1) month of the date of the meeting. Section 30.
- (i) All positions of management are strictly honorary.

Proceedings of Executive Committee

6. (a) The Executive Committee shall meet at least six (6) times in each year at such place and such times as it may determine.
- (b) Special meetings of the Executive Committee may be convened by the President or by any four (4) of the members of the Executive Committee.
- (c) Notice shall be given to all members of the Executive Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- (d) Any four (4) of the Executive Committee constitute a quorum for the transaction of any business of a meeting of the Executive Committee.
- (e) No business shall be transacted unless a quorum is present and if within one (1) hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time, date and place as determined by the members present, unless the meeting was a special meeting, in which case it will lapse.
- (f) At meetings of the Executive Committee:
- (i) The President or in his/her absence the Vice President shall preside; or
 - (ii) If the President and Vice President are absent, such one of the remaining members of the Executive Committee *as* may be chosen by the members present shall preside.
- (g) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the chairperson may determine.
- (h) Each member of the Executive Committee present at a meeting of the committee and each member of any sub-committee appointed by the Executive Committee present at a meeting of that sub-committee (including the Chairperson) is entitled to one vote and, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.
- (i) Notice of each Executive Committee meeting shall be communicated to each member of the Executive Committee within a reasonable time prior to the conduct of such meeting.

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Annual General Meeting

7. (a) The annual general meeting of the club shall be held in July of each year
- (b) The annual general meeting shall be specified as such in the notice convening it
- (c) The ordinary business of the annual general meeting shall be:
 - (i) To confirm the minutes of the last preceding annual general meeting;
 - (ii) To receive from the Executive Committee reports upon the transactions of the club during the last preceding financial year;
 - (iii) To elect the Executive Committee and other persons as defined in sub-rule 5(f); and
 - (iv) To receive and consider the statement submitted by the club in accordance with section 30(3) of the Act.”
- (d) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (e) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

General Meetings

8. All general meetings other than the annual general meeting shall be called general meetings.
9. (a) The Executive Committee may, whenever it thinks fit, convene a general meeting of the club and where but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a general meeting before the expiration of that period.
- (b) The Executive Committee shall on the requisition in writing of members representing not less than 5% of the total number of members, convene a general meeting of the club.
- (c) The requisition for a general meeting as in sub-rule (b) shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (d) If the Executive Committee does not cause a general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a general meeting to be held not later than 3 months after that date.
- (e) A general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee.
10. (a) All business transacted at a general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in this constitution as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting or annual general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Nine (9) members personally present (being members entitled under these rules to vote at a general meeting or annual general meeting) constitute a quorum for the transaction of the business of a general meeting or annual general meeting.
- (d) If within one hour after the appointed time for the commencement of a general meeting,

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a quorum is not present, then the meeting shall be dissolved unless that meeting was to be an annual general meeting in which case it shall be re-convened within 60 days.

11. (a) The President, or in his/her absence the Vice-President, shall preside as Chairperson at each general meeting or annual general meeting of the club.
(b) If the President and the Vice-President are absent from a general meeting or annual general meeting, the members present shall elect one of the Executive Committee present to preside as Chairperson of the meeting.
(c) If no member of the Executive Committee is present, the members present shall elect one of their numbers to preside as Chairperson at the meeting.
12. A question arising at a general meeting or annual general meeting of the club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that the resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
13. (a) Upon any question arising at a general meeting or annual general meeting of the club, a member has one vote only.
(b) All votes shall be given personally or by proxy
(c) 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.
14. (a) If at a meeting a poll on any question is demanded by not less than three (3) members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
(b) A poll that is demanded on the election of a Chairperson shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
15. A member is not entitled to vote at any general meeting or annual general meeting unless all monies due and payable by him/her to the club have been paid.
16. Each member shall be entitled to appoint another member as his/her proxy by a signed and dated notice given to the Secretary no later than 24 hours before the time specified for the meeting in respect of which the proxy is appointed.

Notice of Meeting

17. At least seven (7) days clear notice of the intention to convene a general meeting or annual general meeting shall be given by the Secretary to all members. Such notice shall be given by publication in the club bulletin which shall be circulated to all members and/or by notice at the previous general meeting or annual general meeting. Any notice of motion intended to be put to a general meeting or annual general meeting may be given at that meeting or in writing prior to that meeting.

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Funds

18. (a) The funds of the club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.
- (b) The funds of the club shall be banked in the name of the club and all cheques and other negotiable instruments shall be signed by any two (2) of the President, Vice- President, Secretary and Treasurer or as directed by the Executive Committee and approved by a general meeting or annual general meeting.
- (c) All accounts for payment shall be presented within 30 days of receipt of invoice or receipt to the Executive Committee for consideration prior to passing for payment.
- (d) No financial commitment to the club should be made without prior approval of the Executive Committee.
- (e) An auditor shall be elected at each annual general meeting and it shall be his/her responsibility to examine all accounts, vouchers, receipt books etc. and furnish a report thereon at the annual general meetings. Audits shall be conducted at regular intervals of 12 months.

Alteration of Rules and Statement of Purpose

19. These rules and the statement of purposes of the club shall not be altered except by special resolution passed by a majority of not less than $\frac{3}{4}$ of the members present and voting or voting by proxy at a general meeting in accordance with sections 22 and 29 of the Associations Incorporation Act, 1981.

Seal

20. (a) The Common Seal of the Club shall be kept in the custody of the Secretary
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee or of one member of the Executive Committee and of the Public Officer of the club.

Custody of Records

21. Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control, all books, documents and securities of the club and these shall be available for inspection by members.

Dissolution

22. (a) The club shall be dissolved in the event of the membership being less than nine (9) persons or by special resolution passed by a majority of not less $\frac{3}{4}$ of the members present and voting or voting by proxy at a meeting convened to consider such question in accordance with sections 22 and 29 of the Associations Incorporation Act, 1981.
- (b) Upon dissolution, assets and funds on hand after payment of all expenses and liabilities be handed over to such other club of similar association or such registered charity as a majority of the members present at a general meeting may decide.

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Financial Year

23. The Financial year of the club shall conclude on the 30th day of June each year.

Conduct

- 24. (a) The Executive Committee is empowered to take considered and appropriate action, including but not limited to removal of membership, for any conduct by a member or members which is considered by them to be detrimental to the best interest of the club.
- (b) Any Executive Committee member is empowered to caution or have removed any member not conducting him/her self in a proper manner at any club function or meeting.

Receiving and Dealing with Complaints

- 25. (a) Notice of any other dispute between a member and another member, or member and the Club, must be lodged in writing with the Executive Committee within 14 days of the alleged incident.
- (b) The Executive Committee member in receipt of such notice shall refer the matter to the other members of the Executive Committee within two (2) days of the notice being receive.
- (c) At the sole discretion of the Executive Committee, the Executive Committee will act upon any notice as appropriate within two (2) months of that notice being received.
- (d) The person(s) who are the subject of such notice are to be notified by the Executive Committee as appropriate so as he/she/they can attend the Executive Committee meeting and present their version of events if they so desire.
- (e) No legal representation is allowed for attendances before the Executive Committee.
- (f) For disputes between members, the method of determining the complaint and deciding action shall be by majority decision of the Executive Committee meeting, and shall be final
- (g) The Executive Committee may take any of the following steps in dealing with properly lodged disputes which the club is not a party:
 - (i) Dismiss the dispute;
 - (ii) Take no further action other than having the dispute recorded in the minutes of the Executive Committee meeting;
 - (iii) Reprimand the member(s) concerned;
 - (iv) Suspend the member(s) concerned;

CLUB AFFILIATION

26. The club will affiliate with the Confederation of Australian Motor Sport Ltd, and abide by it rules and constitution and those of the FIA.
