

FORD RS OWNERS CLUB of Victoria Inc.

Rules for Incorporated Association

Revision #0

1. The Name

The name of the incorporated association is *Ford RS Owners Club of Victoria, Incorporated (RSOC)*.

2. Interpretation

(a) In these rules, unless the contrary appears:

“Club” means the Incorporated Association named in Rule 1.

“Committee” means the Committee of management of the Club.

“Financial year” means the year ending on 30th June.

“General Meeting” means a general meeting of members convened in accordance with Rule 10.

“Member” means a paid up member of the Club.

“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Club under Rule 16.

“The Act” means the Associations Incorporation’s Act 1981 and any future revisions.

“The Regulations” means regulations under the Act.

“Rules” means these rules (Constitution).

(b) In these Rules, a reference to the Secretary of the Club is a reference -

- i. where a person holds office under these Rules as secretary of the Club - to that person; and
- ii. in any other case, to the Public Officer of the Club.

(c) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. Qualification of Membership

3

Ordinary member

Life member

Honorary member

3.1 Ordinary Member

(a) A natural person who applies for membership, as provided in these Rules, is eligible to be a member of the Club on payment of the entrance / subscription fee payable under these rules.

(b) A person who is not a member of the Club at the time of the incorporation (or who had failed to renew their membership) shall not be admitted to membership, unless they are nominated as provided in sub-clause (c).

(c) A nomination of a person for membership of the Club -

- i. shall be made in writing on a “Nomination for Membership” form; and
- ii. shall be lodged with the Secretary of the Club, along with the appropriate entrance / subscription fee.

- (d) The Secretary shall, upon receipt of a “Nomination for Membership” and payment, enter the nominee’s name in the Register of Members (referred to in Rule 5), upon the name being so registered, the nominee becomes a member of the Club.
- (e) A right, privilege or obligation of a person by reason of their membership of the Club:
 - i. is not capable of being transferred to another person;
 - ii. terminates upon the cessation of their membership whether by death or resignation or otherwise.

3.2 Life Membership

- (a) Awarding of a Life membership shall be the clubs way of acknowledging an individuals contribution to the club and that award shall entitle the recipient to all normal membership rights and benefits, without further financial of personal contribution to the club, for the remainder of their life.
- (b) Life membership shall only be awarded to a person as recognition for long and / or extraordinary service to the club and / or it’s cause.
- (c) The nomination of any person for a life membership shall be in writing to the Secretary, identifying the nominee and summarising their achievements and / or contribution to the club and / or it’s cause.
- (d) Any nomination received shall be dealt with at a Committee level and shall be judged solely on the level of benefit gained by the club for the summarised reasons nominated. [A nominee’s personality and / or achievements may be taken into consideration, but shall not be grounds alone for awarding a life membership.]
- (e) Any life membership shall be announced at a General meeting and ratified at the meeting. The award shall be made to the nominee at the following Annual General meeting and the recipient shall be presented with a suitably inscribed club award to recognise the event.
- (f) All Life members shall be permanently acknowledged by publishing their names in the club newsletter along with the list of current office bearers.
- (g) The only grounds for expiry / cancellation of a Life membership shall be ^{a)} Death of the recipient ^{b)} Conviction of the recipient for a criminal offence ^{c)} any act or action, which may bring the club into disrepute.

3.3 Honorary Member

- (a) This category of membership can be offered to any person (who is not an ordinary member of the club), or organisation, in recognition of any time, service or financial contribution to the club.
- (b) The Committee shall have the power to award an Honorary membership, to recognise a contribution to the club and / or it’s cause.
- (c) Such parties shall be entitled to similar membership rights and benefits as an ordinary member, except for voting rights.
- (d) Any Honorary membership shall be announced at a General meeting and ratified at the meeting. The award shall be made to the nominee at the following Annual General meeting and the recipient shall be presented with a suitably inscribed club award to recognise the event.

- (e) All Honorary members shall be acknowledged by publishing their names in the club newsletter along with the list of current office bearers and Life Members.

4. Entrance fee of Subscription

- (a) The entrance fee, payable at the time of “Nomination for Membership” shall be \$20, or as varied by motion at an ‘Annual General Meeting’.
- (b) The annual membership subscription is \$40, or as varied by motion at an ‘Annual General Meeting’ and is payable on the first day of the anniversary of an members joining month. Any person whose membership subscription remains un-paid at the end of the anniversary month (of joining) shall cease to be a member and the name shall be erased from the Register of Members. The Committee has the power to reinstate a membership, upon availability of a vacancy and payment of all arrears.

5. Register of Members

- (a) 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. The register shall be available for inspection by any member at the address of the Secretary.

6. Resignation of Member

- (a) A member of the Club who has paid all moneys due and payable to the Club may resign from the Club by first giving one months notice in writing to the secretary of their intention to resign and upon the expiration of that period of notice, the person shall cease to be a member.
- (b) Upon the expiration of a notice given under sub-clause (a), the secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7. Expulsion or Suspension of Members

- (a) Subject to these rules, the Committee may by resolution -
 - i. expel a member from the Club;
 - ii. suspend a member from membership of the Club for a specified period -
if the Committee is of the opinion that the member -
 - iii. has refused or neglected to comply with these rules; or
 - iv. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- (b) A resolution of the Committee under sub-clause (a) -
 - i. does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (c) confirms the resolution in accordance with this clause; and
 - ii. where the member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.

- (c) Where the Committee passes a resolution under sub-clause (a), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- i. setting out the resolution of the Committee and the grounds on which it is based;
 - ii. stating that the member may address the Committee at a meeting to be held not sooner than 14 days and not later the 28 days after the service of the notice;
 - iii. stating the date, place and time of that meeting;
 - iv. informing the member that they may do one or more of the following:
 - * Attend the meeting;
 - * Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - * Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that they wish to appeal to the Club in a general meeting against the resolution.
- (d) At a meeting of the Committee held in accordance with sub-clause (b), the Committee -
- i. shall give to the member an opportunity to be heard;
 - ii. shall give due consideration to any written statement submitted by the member;
and
 - iii. shall by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the secretary receives a notice under sub-clause (c), the secretary shall notify the Committee and the Committee shall convene a general meeting of the Club to be held within 21 days after the date on which the secretary received the notice.
- (f) At the general meeting of the Club convened under sub-clause (e) -
- i. no business other than the question of the appeal shall be transacted;
 - ii. the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - iii. the membership shall be given the opportunity to be heard; and
 - iv. the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) If at the general meeting -
- i. two-thirds of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - ii. in any other case, the resolution is revoked.

8. Annual General Meetings

- (a) The Club shall in each calendar year convene an annual general meeting of its members.

- (b) The annual general meeting, where practical, shall be held in July of each year, on such day as the Committee determines.
- (c) The annual general meeting shall be specified as such in the notice concerning it.
- (d) The ordinary business of the annual general business shall be -
 - i. to confirm the minutes of the last preceding annual general meeting and or any general meetings held since that meeting;
 - ii. to receive from the Committee reports upon the transactions of the Club during the last preceding financial year;
 - iii. to elect officers of the Club and the ordinary members of the Committee; and
 - iv. to receive and consider the financial statement submitted by the Club in accordance with Section 30 (3) of the Act.
- (e) The annual general meeting may transact only special business of which notice is given in accordance with these rules.
- (f) The annual general meeting shall be an addition to any other general meetings that may be held in the same year.

9. General Meetings

Note : All general meetings other than the annual general meeting shall be called special general meetings.

- (a) The Committee may, whenever it considers fit, convene a special general meeting of the Club to consider any business which fall outside the normal authority of the Committee.
- (b) The Committee shall, on the requisition in writing of members representing not less than 5% of the total membership, convene special general meetings of the Club.
- (c) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and must 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 Committee does not cause a special general meeting to be held within one 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 special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by the members in pursuance of the rules shall be convened in the same manner as nearly as possible as that in which those meetings are concerned by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

10. General Meeting Notice

- (a) The Secretary of the Club shall, at least 14 days before the date fixed for holding a general meeting of the Club, cause to be sent to each member of the Club at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (c) A member desiring to bring any business before the meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice.

11. Procedure

- (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being ordinary business of the annual general meeting shall be deemed as special business.
- (b) No item of business shall be transacted at a 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) 5 members personally present (being members entitled under the rules to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting.
- (d) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same date in the next week at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

12. Chairperson

- (a) The President, or on the absence of the President, the Treasurer, shall preside as Chairperson at each general meeting of the Club.
- (b) If the President and the Treasurer are absent from a general meeting the Secretary shall call for nominations from the members for a Chairperson to preside at the meeting.

13. Adjournment

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a like notice of adjourned meeting shall be given as in the case of the general meeting.
- (c) Except as provided in sub-clause (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.

14. Voting

- (a) A question arising at a 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 a 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, that resolution.

- (b) Upon any question arising at a general meeting of the Club, a member has one vote only.
- (c) All votes shall be given personally.
- (d) 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.
- (e) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at the 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.
- (f) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such a time before the close of the meeting as the Chairperson may direct.
- (g) A member is not entitled to vote at any general meeting unless all moneys due and payable by that person to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

15. Committee - Powers

- (a) The affairs of the Club shall be managed by a Committee of Management constituted as provided in Rule 16.
- (b) The Committee -
 - i. shall control and manage the business and affairs of the Club;
 - ii. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Club; and
 - iii. subject to these rules, regulations and the Act, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

16. Constitution

- (a) The Officers of the Club shall be -
 - i. a President;
 - ii. a Treasurer;
 - iii. a Membership / Secretary (Public Officer).
- (b) The provisions of Rule 17 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of a person to any of the offices mentioned in sub-clause (a).
- (c) Each officer of the Club shall hold office until the annual general meeting next after the date of that persons election but is eligible for re-election.

- (d) In the event of a casual vacancy in any office referred to in sub-clause (a) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of that persons appointment.
- (e) Subject to Section 23 of the Act, the Committee shall consist of -
 - i. the Officers of the Club; and
 - ii. 3 ordinary members - each of whom shall be elected at the annual general meeting of the Club each year – Event co-ordinator, Newsletter Editor and Merchandise Officer.
- (f) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of that persons election but is eligible for re-election
- (g) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of that persons appointment.

17. Election of Committee Members

- (a) Nominations of candidates for election as Officers of the Club or as ordinary members of the Committee shall be -
 - i. invited from the members present at the annual general meeting. The nominee shall be present at the meeting and shall accept or decline the nomination; or
 - ii. in writing, signed by two members of the Club and accompanied by written consent of the candidate (which may be endorsed on the form of nomination) and shall be delivered to the secretary of the Club before the date fixed for the holding of the annual general meeting. (the candidate of a written nomination is not required to be present at the annual general meeting)
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If the number of nominations exceed the number of vacancies to be filled, a ballot shall be held.
- (d) The ballot for election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (e) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

18. Grounds for Termination of Office

- (a) For the purpose of these rules, the office of an Officer of the Club or an ordinary member of the Committee becomes vacant if the officer or member -
 - i. ceases to be a member of the Club;

- ii. becomes an insolvent under administration within the meaning of Companies (Victoria) Code; or
- iii. resigns the office by notice in writing given to the Secretary (clause 6).

19. Quorum and Procedure at Meetings

- (a) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (c) Notice shall be given to members of the 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 4 members of the Committee constitutes a quorum for transaction of the business of a meeting of the Committee.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same time of the same day in the next week unless the meeting was a special meeting in which case it lapses.
- (f) At meeting of the Committee -
 - i. the President or in the absence of the President, the Treasurer shall preside, or
 - ii. if the President and the Treasurer are absent the meeting shall be adjourned.
- (g) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a pole taken in such manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the Committee or any sub-committee is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (i) Notice of each committee meeting and the meeting business to be transacted shall be served on each member of the Committee at a reasonable time before the meeting.
- (j) Subject to sub-clause (d) the Committee may act notwithstanding any vacancy on the Committee.

20. Minutes

- (a) The secretary of the Club shall cause to be kept minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at the meetings.

21. Treasurer

- (a) The Treasurer of the Club -
 - i. shall collect and receive all moneys due to the Club and make all payments authorised by the Club; and

- ii. shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

- (b) The accounts and books referred to in sub-clause (a) shall be available for inspection by members on request.

22. Removal of Committee Members

- (a) The Club in general meeting may by resolution remove any member of the Committee before the expiration of that persons term of office and appoint another member in that persons stead to hold office until the expiration of the term of the first-mentioned member.
- (b) Where the member to whom a proposed resolution referred to in sub-clause (a) makes representation in writing to the Secretary or President of the Club (not exceeding a reasonable length of time) and requests that they be notified to the members of the Club, the Secretary or President shall send a copy of the representation to each member of the Club or, if they are not sent, the member may require that the representation be read out at the meeting.

23. Signing of Negotiable Instruments

- (a) All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the 3 members of the Committee.

24. Common Seal

- (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 Committee and the affixing of the Common Seal shall be attested by the signature either of two members of the Committee or of one member of the Committee and of the Secretary (Public Officer) of the Club.

25. Alterations of Statement of Purposes and Rules

- (a) The rules and the statement of purposes of the Club shall not be altered except in accordance with the Act.

26. Service of Notices

- (a) A notice may be served by or on behalf of the Club on any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- (b) Where a document is properly addressed pre-paid and mailed to a person as a letter, the document shall, unless the contrary is proven, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

27. Winding Up

- (a) In the event of the winding up or cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act to the 'Association of Motoring Clubs Incorporated'.

28. Custody of Books and Other Documents

- (a) Except as otherwise provided in these rules, the Secretary shall keep in custody or under their control all books, documents and securities of the Club.

29. Sources of Funds

- (a) The funds of the Club shall be derived from donations, nomination fees, annual subscriptions and entry fees, of members.