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**QUEENSLAND**

## **CONSTITUTION**

**(Incorporated 24 October 1986)**

CONSTITUTION OF THE MUSTANG OWNERS CLUB OF  
AUSTRALIA (QUEENSLAND) INC.

**Amendment List**

<u>Date</u>	<u>Approval Number</u>	<u>Action/Amendment</u>
24 Oct 1986		Incorporation # IA02030 Approved
3 Aug 2012	3727756	Rewrite and Approval of Revised Constitution
10 Jul 2013	3295722	Amendment to Addendum - 'Rules of Clubs'
10 Dec 2013	3824285	Amend paragraphs 11(b), 11(c), 15(a) and 15(b)
27 Aug 2018	3859633	Insert New Paras 4, 11, & 12 and renumber existing paragraphs
25 October 2023		Approval Pending
21 December 2023		Approval By Office of Fair trading

**CONSTITUTION OF THE MUSTANG OWNERS CLUB OF  
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**References:**

- A. Associations Incorporations Act 1981 (Revised)**
- B. Queensland Liquor Act 1992**
- C. Constitution of the Mustang Owners Club of Australia Inc. (Revised Oct 2018)**

**Addendum:**

- 1. Qld Liquor Act 1992 (Schedule Rules of Clubs)**
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**(Revised November 2023)**

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# CONSTITUTION OF THE MUSTANG OWNERS CLUB OF AUSTRALIA (QUEENSLAND) INC.

## **Part 1 – General**

### **1. Name**

(1) The official incorporated name registered under the Act is 'MUSTANG OWNERS CLUB OF AUSTRALIA (QUEENSLAND) INC.', Incorporation Number IA02030, and in these Rules also referred to as the 'Club'.

### **2. Objectives**

(1) The Objectives of the Association are:

(a) To promote, support and encourage the restoration, maintenance, improvement, and display (competitive and otherwise) of current and past generations of Ford Mustang Motor Vehicles and interest therein and all matters pertaining thereto, including the acquisition of property for such purposes, and raising of moneys for such acquisition or the improvement of the Club's property.

(b) Promote the club identity and activities both within and outside the State of Queensland.

(c) Promote and facilitate the involvement of members in activities, social and otherwise, including participation with other like-minded clubs, organisations, or sponsors.

its (d) To establish and maintain amenities for the benefit, social comfort, and advancement of members.

(e) To provide and maintain a Club premises for Club members.

### **3. Powers**

(1) The powers of the Association include:

(a) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule **23(10)**;

(b) In furtherance of the objects of the Club, to buy, sell and deal in all kinds of articles, commodities, and provisions both liquid and solid, for the members of the Club or persons frequenting the Club's premises.

(c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(d) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club, to obtain from any such Government or Authority any rights, privileges, and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such

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arrangements, rights, privileges, and concessions; the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

(e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and any other persons as may be necessary or convenient for the purposes of the Club.

(f) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures, or other securities of the Incorporated Club, or in or about the Incorporated Club of promotion of the Incorporated Club or in the furtherance of its objects.

(g) To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(h) To invest and deal with the money of the Club, not immediately required, in such manner as maybe from time to time be thought fit.

(i) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.

(j) In furtherance of the objects of the Club, to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

(k) To borrow or raise money either alone or jointly with any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien, or other security upon the whole or any part of the Incorporated Club's property or assets, present or future, and to purchase, redeem or pay off any such securities.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading and other negotiable or transferrable instruments.

(m) In furtherance of the Objects of the Club, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Club.

(n) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.

(o) To take any gift of property whether subject to any special trust or not, for any one or more of the Objects of the Club but subject always to the proviso in sub-rule 3(c).

(p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.

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(q) To use electronic media or print and publish any newspapers, periodicals, books, or leaflets that the Club may think desirable for the promotion of its Objects and also, if necessary, satisfy any business dealings with other parties into which the Club has entered any form of agreement.

(r) In furtherance of the Objects of the Club, to amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as that imposed upon the Club under or by virtue of rule **23(10)**.

the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

(s) In furtherance of the Objects of the Club, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the Incorporated Associations with which the Club is authorised to amalgamate.

(t) In furtherance of the Objects of the Club, to transfer all or any part of the property, assets, liabilities, and engagements of the Club to any one or more of the Incorporated Associations with which the Club is authorised to amalgamate.

(u) To make donations for patriotic, charitable or community purposes.

(v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(w) To do all such other things as are incidental or conducive to the attainment of the Objects and to exercise of the Powers of the Club.

## **Part 2 – Membership**

### **4. Membership**

(1) Every application for membership shall be made in writing using the approved application form, signed by the Applicant and shall be in such form as the Management Committee from time to time prescribes.

(2) The named spouse/partner on an accepted joining member's application form, or on a current membership renewal form shall be recognised as 'Ordinary Members' under the Association's Constitution with full voting privileges.

### **5. Classes of Members**

(1) The membership of the Club shall consist of four classes of member described as:

(a) Ordinary Member: A person who is a financial member and renews their membership annually.

(b) Life Member: An Ordinary Member elevated to that status in accordance with the rules of the club, has equal rights and obligations, but is not required to pay membership fees.

(c) Honorary Member: A person who no longer satisfies the criteria of ordinary member but has provided significant contribution to the Club and continues to do so. Honorary members are not required to pay membership fees; however their rights are limited by the restrictions detailed in the Club rules.

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(d) Associate Member: A person not meeting the criteria of any other class of member may apply in writing to be an Associate Member. Such application shall be vetted by the Management Committee if considered suitable.

(2) There are no age restrictions placed on membership to the club, other than to the members of the management committee, all of whom must be at least 18 years of age.

## **6. Membership Fees**

(1) The membership fees shall be such sum as the members shall from time to time at any general meeting so determine.

(2) The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **7. Admission and Rejection of Members**

(1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the application.

(2) Any applicant who received a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a 'Ordinary Member'.

(3) Upon the acceptance or rejection of an application for membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **8. Termination of Membership**

(1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) If a member:

(a) Is convicted of an indictable offence; or

(b) Fails to comply with any of the provisions of these rules; or

(c) Has membership fees in arrears for a period of two months or more; or

(d) Conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his/her membership shall be terminated.

(3) A person whose membership is being terminated shall be given a full and fair opportunity of presenting his/her case for retention and if the Management Committee resolves to terminate the membership, it will instruct the Secretary to advise the member in writing accordingly.

## **9. Appeal against Rejection or Termination of Membership**

(1) A person whose application for membership has been rejected or whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Management Committee.



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(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting it's or their case. The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **10. Register of Members**

(1) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and their dates of admission.

(2) Particulars shall also be entered into the register of deaths, registrations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

(3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **11. Honorary Members**

(1) 'Honorary Members' are those who no longer satisfy the criteria of Ordinary Member but have provided significant contribution to the Club and continue to do so.

(2) Number of Honorary Members. The number of Honorary Members will be limited to no more than 15.

(3) Nominations for Honorary Membership. Every nomination must be made in writing to the Secretary of the Club and signed by both the Nominator and the Nominee. Such nominations may only be made by a current financial Ordinary Member.

(4) Membership Limitations. Honorary Members are required to conform to all normal rules of the Club. Additionally, in accordance with the Queensland Liquor Act 1992 and the Association Incorporation Act 1981, Honorary Members are not eligible to serve in a Management Committee role however they may hold lesser appointments but are not allowed Voting Rights at meetings. Honorary Members will not be required to pay Membership Fees.

(5) Approval Process. Nominations received by the Secretary are to be vetted for suitability at a meeting of the Management Committee. Nominations considered suitable are then presented at a General Meeting and 'Approval' based on a majority vote by the members present. Nominees, whether successful or not, are to be notified in writing by the Secretary.

Successful nominations should normally be based on a nominee having contributed significantly to the club over a period of years, including having served in club appointments. Other approval criteria may include individuals who have assisted the club by providing sponsorships and consideration may be given to Ordinary Members who for reasons of age or ill health can no longer satisfy the requirements of that Class of Member.

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- (6) Annual Review. All Honorary Members positions are to be reviewed annually as an Item of Business following the election of the new committee at the Annual General Meeting. Notwithstanding the annual review, an Honorary Member can have such membership terminated at any time should the Management Committee deem that some action or activity reflects negatively on the club. When a membership is terminated during the review process the member is to be notified in writing by the Secretary.
- (7) Member Register. Honorary Members will retain their same Member Number in the Member Register; however, it is to be suffixed with the letter 'H'.
- (8) Right of Appeal. An Honorary Member or Applicant does not have the right of appeal for rejection of an application or termination of Member status.

### **12. Life Members**

- (1) Life Member Eligibility. Any current Member of the Club, may be elevated to or offered Life Member status by the Management Committee at any time and ratified by a  $\frac{3}{4}$  majority vote at a General Meeting, provided that member meets the following criteria:
- (a) They are classified as Founding Members of the Mustang Owners Club and they contributed to the establishment of the Club during its inaugural year of operation from 4 March 1980 to 4 March 1981, or
  - (b) They have served a minimum of 30 Years continuous membership, which has included a minimum of 3 Terms of Office on the Management Committee. A 'Term of Office' is defined as 12 Calendar Months, the period between elections at the Annual General Meetings, or
  - (c) They have served a minimum of 30 Years continuous membership including a minimum of 5 Terms of Office in an elected Non-Management Committee role. Consideration may also be given to such members who have contributed significantly to the planning, co-ordination and conduct of major events, e.g., A State or a National Concours.
  - (d) Subject to the Rules of the Club, the Management Committee may, at its discretion, nominate any member to the status of Life Member if they consider that their contribution to the Objectives of the Club and its activities warrants such nomination. However, such nomination must be ratified by a  $\frac{3}{4}$  majority vote at a General Meeting.
- (2) Life Members have equal rights and obligations as they apply to Ordinary Members', however they are not required to pay Membership Fees.
- (3) Life Members retain their same Member Number in the Member Register; however, it is to be suffixed with the letter 'L'.

### **13. Associate Members**

- (1) An Associate Member is a person who may have been an Ordinary member of the Club and no longer owns a Mustang, or a Ford Mustang enthusiast who wishes to join the Club to further their knowledge and widen their social network, with the stated intention of buying a Mustang in the near future with the intention of applying for Ordinary Membership.
- (2) Number of Associate Members. The number of Associate memberships shall be unlimited.

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- (3) Applications for Associate Membership. Applications shall be made in writing to The Secretary and signed by the applicant.
- (4) Membership Limitations. Associate Members are required to conform to all normal rules of the Club and additionally, comply with the Queensland Liquor Act 1992 and the Association Incorporation Act 1981. Associate Members are not eligible to serve in any elected role and are not allowed voting rights. The annual membership fee for an Associate Membership shall be the same as that for Ordinary Membership. The duration of Associate Membership shall not be counted towards membership awards that are qualified by accumulated years of continuous club membership.
- (5) SIVS Vehicle Registration Implications. Associate Members shall not be eligible for a dating letter from The Club, specifically excluding Associate Members from using their association with The Club to obtain or continue concessional vehicle registration from the Queensland Department of Transport (TMR).
- (6) Approval Process. Applications received by The Secretary are to be vetted for suitability at a meeting of the Management Committee. Applicants shall be notified of the result in writing by The Secretary.
- (7) Member Register. Associate Members will be assigned a membership number outside the normal sequence used for ordinary membership and suffixed with the letter 'A'.
- (8) Right of Appeal. An Associate Member or Applicant does not have the right of appeal for rejection of an application or Termination of Member status.

### **Part 3 – Management Committee**

#### **14. MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect.
- (2) To help maintain the internal governance of the Club, all members of the Management Committee must be at least 18 years of age or older.
- (3) At the Annual General Meeting held in September each year, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election to any position on the Management Committee at this meeting or at a meeting called for this purpose at any time.
- (4) At the Annual General Meeting, all nominations for the Management Committee positions are to be considered, however in the event that a member is elected to a position, that does not preclude a member's spouse/partner, if also nominated, from being appointed into any of the remaining positions on the Management Committee.
- (5) A member elected to the Management Committee shall not be elected to perform the functions of any other position on the Management Committee but may, if nominated, perform the functions of any other position elected for the purpose of supporting the operation and functions of the association, at the same time.

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(6) The election of officers and other members of the Management Committee shall take place in the following manner:

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
- (b) The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least fourteen days before the general meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of the Association for at least seven days immediately preceding the general meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (f) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date, or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such a general meeting.

### **15. MANAGEMENT COMMITTEE ELIGIBILITY FOR PEOPLE WITH CONVICTIONS**

- (1) People convicted of certain offences can sit on a Management Committee after a rehabilitation period of 5 years (reduced from 10 years).
- (2) The 5-year period begins on the later of the following dates:
  - (a) The day the conviction is recorded.
  - (b) The day the person is released from prison (if applicable).
  - (c) The day any other court order relating to the conviction or term of imprisonment is satisfied.
- (3) Whether a conviction affects a person's eligibility to sit on a committee depends on the offence and how they were convicted. A person may be ineligible until their rehabilitation period expires if they have been convicted of:
  - (a) Any indictable offence.
  - (b) A summary offence and sentenced to a period of imprisonment (other than in default of payment of a fine).

### **16. VACANCIES ON THE MANAGEMENT COMMITTEE**

- (1) In the event there is a casual vacancy on the Management Committee, the Committee may request the nomination and appointment of any member of the Association to fill the vacancy until the next general meeting after the end of the financial year.

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(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as defined in rule **18(3)** as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

**17. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee:

- (a) Shall have the general control and management of the administration of the affairs, property, and funds of the Association; and
- (b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

(2) The Management Committee may exercise all the powers of the Association:

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.
- (d) To help improve internal governance and give members greater transparency, Management Committee members must disclose when they have a material personal interest in a matter being considered at a Management Committee meeting to the committee as soon as they become aware of the interest and to members at the next general meeting of the association. If a committee member has a personal interest in a matter being considered at a Management Committee meeting, the member cannot be present at the meeting or vote on the matter unless permitted to do so by the rest of the Management Committee.
- (e) The Management Committee and other appointed officers must carry out their functions in the best interests of the association, with due care and diligence and in so doing, they have a duty to prevent the association from incurring a debt if there are reasonable grounds to expect that the association is insolvent or will become insolvent if the debt is incurred.

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(f) A committee member or appointed officer of the association must not use their position, or information obtained from their position, to:

- (i) Gain a benefit or material advantage for themselves or another person.
- (ii) Cause detriment to the association or members of the association.

**18. MEETINGS OF THE MANAGEMENT COMMITTEE**

(1) The Management Committee shall meet at least once every calendar month to exercise its functions.

(2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(3) At every meeting of the Management Committee, a simple majority of a number equal to at least 75% of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

(4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

(6) Not less than fourteen days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

(7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting;

(8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

(9) The Management Committee may delegate any of its powers to a Sub-Committee consisting of such members of the Association as the Management Committee thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

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- (10) A Sub-Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of the numbers to be the Chairperson of the meeting.
- (11) A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (12) All acts done by any meeting of the Management Committee or of a Sub-Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management committee;
- (13) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **Part 4 – General Meetings**

### **19. ANNUAL GENERAL OR GENERAL MEETINGS**

- (1) The Association is to convene a General Meeting at least once every calendar month for the purpose of conducting routine Association business activities unless otherwise agreed by the majority vote of members attending a general meeting at which there is a quorum. Appointment of elected officers to perform the functions of the Management Committee is to be conducted at the Association's Annual General Meeting held in September each year.
- (2) The Annual General Meeting shall be held in September each year and the business to be transacted at every Annual General meeting shall be:
- (a) The receiving of the Management Committee's report and the statement of income and mortgages, charges and securities affecting the property of the Association for the preceding Financial Year.
  - (b) The receiving of the Auditor's report upon the books and accounts for the preceding Financial Year.
- (3) The Secretary will convene a Special General Meeting:
- (a) When directed to do so by the Management Committee; or
  - (b) on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such Special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an Application for Membership or to terminate the membership of a person.

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(4) At any General Meeting:

- (a) The number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule, 'member' includes a person attending as a proxy or as representing a corporation as a member.
- (c) If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (d) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) The Secretary shall convene all General Meetings of the Association by giving not less than fourteen days' notice of any such meeting to the members of the Association.
- (f) The manner by which such notice shall be given shall be determined by the Management Committee. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, such notice shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

(5) Unless otherwise provided by these rules:

- (a) The President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be the Chairperson of the meeting.
- (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (c) Every question, matter or resolution shall be decided by a majority of votes of the members present.
- (d) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. Provided that no member shall be entitled to vote at any general meeting if his/her annual subscription is more than one month in arrears at the date of the meeting.
- (e) Voting shall be by a show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The



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Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

(f) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(g) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

(h) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

ASSOCIATION: \_\_\_\_\_

I, \_\_\_\_\_  
of \_\_\_\_\_, being a member of the  
above named Association, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_, or failing him/her,  
\_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me on my behalf at the (annual) general  
meeting of the Association, to be held on the

\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

and at the adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Signature \_\_\_\_\_

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

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit.).

(i) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meetings at which the person named in the instrument proposes to vote.

(j) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be **entered in a Record Book or Electronic Media** which is to be available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the

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Minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.

(k) Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: Provided that, the minutes of any general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

## **20. BY-LAWS**

(1) The Management Committee may from time to time make, amend, or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a General Meeting of members.

## **21. ALTERATION OF RULES**

(1) Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded, or added to from time to time by a special resolution carried at any General Meeting. Provided however, that no such amendment, rescission or addition shall be valid unless the same shall have been previously approved and registered by the Registration Services, Office of Fair Trading, Brisbane.

## **Part 5 - Administration**

## **22. COMMON SEAL**

(1) The requirement to use a Common Seal when executing contracts and documents is now optional and as such, the Club will no longer make use of a Common Seal.

## **23. FUNDS AND ACCOUNTS**

(1) The funds of the Association shall be banked in the name of the Association in such financial institution as the Management Committee may from time to time direct.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language correctly showing the affairs of the Association and the particulars usually shown in books of a like nature.

(3) The moneys shall be banked as soon as practicable after receipt thereof.

(4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Vice-President, Secretary, Treasurer or other members authorised from time to time by the Management Committee. However, due to gradual phasing out of the use of cheque facilities by financial institutions, the Management Committee is authorised to implement controlled alternative payment procedures facilitated by the use of Direct Debit, Electronic Funds Transfers and the use of Credit/Debit Card facilities.

(5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

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- (6) The Management Committee shall determine the amount of petty cash which shall be kept on a 'Imprest' system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
  - (a) The income and expenditure for the financial year just ended; and
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

**24. REMUNERATION DISCLOSURE**

- (1) All remuneration and other benefits are to be disclosed at the Annual General Meeting, even if the amount is zero. This applies to benefits and remuneration given to Management Committee members, appointed officers and their relatives, and external agents employed in the administrative activities of the association. Remuneration and benefits may be disclosed as the total value given to all persons but must include the number of people who benefitted.
- (2) The association must disclose remuneration and/or benefits at its Annual General Meeting in either.
  - (a) A document required by the Act. i.e. A Financial Statement, or
  - (b) A written remuneration Statement for the financial year.

(3) If the association did not provide remuneration or other benefits, this can be stated verbally, but it must be recorded in the AGM minutes.

**25. DOCUMENTS**

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

**26. FINANCIAL YEAR**

- (1) The Financial Year of the Association shall close on 30<sup>th</sup> June in each year.

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**27. WINDING UP OF THE ASSOCIATION**

- (1) Should the Club's financial or administrative become no longer tenable, then at a meeting of the Management Committee, the decision to wind up the Club may be made. The Committee has the option of applying for a voluntary cancellation, rather than going through a lengthy, formal winding up process, or
- (2) The Committee may voluntarily appoint an administrator to place the incorporated association into voluntary administration if they are experiencing financial difficulties. The Administrator will help manage the financial affairs of the Club if it can't pay debts or as an alternative to applying to the Supreme Court to appoint a provisional liquidator.
- (3) Upon application, the Chief Executive of the Office of Fair Trading can cancel the incorporated association, provided the association:
  - (a) Has no outstanding debts or liabilities,
  - (b) Has paid all applicable fees and penalties under the Associations Incorporation Act
  - (c) Is not a party to any legal proceedings.

**28. DISTRIBUTION OF SURPLUS ASSETS**

- (1) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 23(10), such institution or institutions to be determined by the members of the Association.

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**Addendum**

**SCHEDULE RULES OF CLUBS** - (Current as of 16 March 2018)

**Ref: Qld Liquor Act 1992**

Rules of a club-

- (a) must provide that a person cannot be admitted as a member unless the person makes written application for membership and the application is approved at a meeting of the Club's Management Committee; and
- (b) must provide that the members of the Club entitled to vote at any meeting of the Club do not include temporary or honorary members or minors; and
- (c) must provide that the Club's Management Committee must be elected by the voting members of the Club at a General Meeting of the Club for a period of at least one year; and
- (d) must provide that the Management Committee of the Club must present to each Annual General Meeting of the Club:
  - (i) a written report of the Club's operation throughout the year; and
  - (ii) an audited statement of the Club's financial position; and
- (e) must be consistent with the Club being a non-proprietary club; and
- (f) must provide that the club's secretary must keep on the club premises a list of reciprocal clubs.

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**Glossary of Terms**

(1) In these Rules-

- (a) **Act** - means the Associations Incorporation Act 1981 and includes any regulations made under that Act.
- (b) **Casual vacancy** - means a vacancy that happens when an elected member of the management is no longer able to hold that office.
- (c) **Financial Member** – is a member who has paid a subscription fee and is current in their subscription.
- (d) **Management Committee** – the elected members who control and oversee all activities of the Club and consists of the positions outlined in rule 14.
- (e) **Meeting** – is a gathering of the members of the Club in accordance with Rule 19
- (f) **Member** – is a generic term and may be used in reference to all levels of membership, both financial and non-financial.
- (g) **President** - the highest-ranking executive who is an elected member of the management committee and normally acts as chairperson.
- (h) **Quorum (General Meeting)** – at any general meeting, the number of members required to constitute a quorum shall be double the number of members presently on the management committee, plus, one.
- (i) **Quorum (Management Committee)** - at every meeting is represented by a simple majority of 75% of the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members.
- (j) **Secretary** – an elected member of the management committee.
- (k) **SIVS** – Special Interest Vehicles
- (k) **Special Resolution** – is a motion that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the motion.
- (l) **Sub Committee** - may be individuals or groups of individual members elected or volunteering to perform specific roles or tasks on behalf of or in support off the members and the management committee.
- (m) **Treasurer** – an elected member of the management committee.
- (n) **Vice President** - an elected member of the management committee who may also act as chairperson in the absence of the President or when delegated by the executive.

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.