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The name of the incorporated association formed under these rules shall be the "**Mustang Owners Club of Australia (Victoria) Incorporated**" (the Association).

Purposes

1. The purposes of the Association are to:
 - (a) encourage Mustang ownership;
 - (b) promote restoration and preservation of the Mustang;
 - (c) promote and regulate exhibitions for Mustang owners;
 - (d) promote friendship and courtesy on the road, socially and in competition between members of the Association;
 - (e) promote and engender social activities; and
 - (f) 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 subrule 2(d), full membership shall be open to any individual, legally constituted group, registered business or corporation, with a genuine interest in promoting and teaching the aims, objects and purposes of the Association. Ownership of a Mustang shall not be a prerequisite to membership.
 - (b) Associate members of the Association may be admitted and include any member that ordinarily resides in excess of a 100 kilometre radius of the Melbourne General Post Office. Associate members do not have voting rights and are not eligible to hold office in the Association.
 - (c) An application for membership of the Association;
 - (i) shall be made in writing on the Association's membership application form as prescribed from time to time; and
 - (ii) shall be lodged with the membership registrar.
 - (d) Applications for membership shall be reviewed by the Executive Committee and the Executive Committee must decide by resolution whether to accept or reject the application.
 - (e) The Executive Committee may refuse any application or renewal of application for membership in its discretion.
 - (f) No reason need be given for the rejection of an application.

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3. If an application for membership is approved by the Executive Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the membership registrar must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
4. (a) A member of the Association who is entitled to vote has the right:
 - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
 - (ii) to submit items of business for consideration at a general meeting; and
 - (iii) to attend and be heard at general meetings; and
 - (iv) to vote at a general meeting; and
 - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 38; and
 - (vi) to inspect the register of members.
- (b) A member is entitled to vote if:
 - (i) the member is a member other than an associate member; and
 - (ii) the member's membership rights are not suspended for any reason.
5. (a) The membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a member of the Association, the membership registrar must, within 14 days, enter the date the person ceased to be a member in the register of members.
6. (a) A member may resign by notice in writing given to the Secretary.
- (b) A member is taken to have resigned if:
 - (i) the member's annual subscription is more than 12 months in arrears; or
 - (ii) where no annual subscription is payable:
 - (A) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (B) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

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Register of members

7. (a) A person appointed by the Executive Committee known as the membership registrar shall keep and maintain a register of members that includes:
 - (i) for each current member:
 - (A) the member's full name;
 - (B) the address for notice last given by the member;
 - (C) the date of becoming a member;
 - (D) if the member is an associate member, a note to that effect; and
 - (E) any other information determined by the Executive Committee; and
 - (ii) for a former member, the date of ceasing to be a member.
- (b) Any member may, at a reasonable time following a written request to the Secretary, inspect the register of members at the address at which it is located or as is otherwise provided by the Secretary.

Life Membership Awards

8. A member who is entitled to vote may be nominated for an award of Life Membership of the Association, if the member has been a continuous voting member of the Association for more than 20 years.
9. A nomination for a Life Membership:
 - (a) shall be made in writing by a voting member; and
 - (b) shall be lodged with the Secretary.
10. Nominations shall be reviewed by the Executive Committee and decided by resolution whether to accept or reject the nomination. As part of the review, the Executive Committee must confirm that the nominee has been a voting member of the Association for more than 20 years and has achieved 30 points pursuant to the 30 Points System contained in Schedule A hereof.
11. The Executive Committee will then consider and determine whether a Life Membership award should be made to any nominee, at its discretion, regardless of whether:
 - (a) the nominee has been a voting member of the Association continuously for more than 20 years; and/or
 - (b) has achieved 30 or more points pursuant to the 30 Points System.

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12. No reason needs be given for any rejection of a nomination by the Executive Committee.
13. Should there be any differing comment, definition, process or criteria concerning the awarding of Life Membership in any other Association publication or notice, the contents of this rule and Schedule A shall prevail to the extent of the inconsistency.

Entrance Fee and Annual Subscription

14. The annual subscription and entrance fee for a member shall not be less than \$10.00 and shall be determined from time to time by the Executive Committee and approved by the members at a general meeting or Annual General Meeting. The annual subscription is payable on or before the first day of July each year.
15. The associate membership fee shall be a lesser amount than that of full membership and shall be determined by the Executive Committee from time to time and approved by the members at a general meeting or Annual General Meeting. The annual subscription is payable on or before the first day of July each year.
16. An application for late renewal of annual membership may be submitted up to 30 days after the first day of July each year provided that an additional fee equal to the entrance fee is submitted with the application. Any application for late renewal made thereafter is subject to the approval of the Executive Committee.

Management

17. (a) The management of the Association shall be vested in the Executive Committee which shall consist of:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) Six (6) to eight (8) committee members.
- (b) The Executive Committee should be elected at the Annual General Meeting from voting members who have been active and financial members for at least 36 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.

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- (d) The Executive Committee shall have the power to:
 - (i) make and publish any by-laws for the better management and control of the Association which shall not be inconsistent with this Constitution; and
 - (ii) 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, provided that such persons shall not be entitled to a vote upon the Executive Committee.
- (e) Any member of the Executive Committee failing to attend three (3) consecutive meetings without just cause, renders him or herself liable to be excluded 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 Association.
- (g) The President and one (1) elected representatives shall be the Association's delegates to the Mustang Owners Club of Australia Inc., incorporated under the relevant legislation in South Australia.
- (h) All positions of management are strictly honorary.

Secretary

- 18. (a) The Secretary must perform any duty or function required under the *Associations Incorporation Reform Act 2012 (Vic)* (**the Act**) to be performed by the secretary of an incorporated association.
- (b) The Secretary must:
 - (i) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with rules 37 and 38; and
 - (ii) subject to the Act and these rules, provide members with access to the minutes of general meetings and other books and documents; and
 - (iii) perform any other duty or function imposed on the Secretary by these rules.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (d) The Secretary may be removed at any time by a special resolution passed by a majority of not less than $\frac{3}{4}$ of the members present and voting or voting by proxy at either an Annual General Meeting, a general meeting or at a committee meeting, and the Executive Committee will appoint another eligible person to that office.
- (e) Such removal from being the Secretary of the Executive Committee shall not, in the case of a member of the Association, affect such membership.

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Proceedings of Executive Committee

19. (a) The Executive Committee shall meet at least six (6) times in each year at a place and times it determines.
- (b) Special meetings of the Executive Committee may be convened by the President or by any four (4) members of the Executive Committee.
- (c) Notice shall be given to all members of the Executive Committee of any special meeting which specifies the general nature of the business to be transacted. No other business shall be transacted at such a meeting.
- (d) Any four (4) of the members 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. If a quorum is not present within one (1) hour after the notified commencement time of the committee meeting, 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 as Chairperson; or
- (ii) If the President and Vice President are absent, one of the remaining members of the Executive Committee as may be chosen by the members present shall preside as Chairperson.
- (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 committee meeting 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 equal votes on any question, the Chairperson may exercise a second or casting vote.
20. (a) The Secretary, or in the Secretary's absence, an appointed member of the Executive Committee, must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following
- (i) the names of the members in attendance at the meeting;
- (ii) the business considered at the meeting;
- (iii) any resolution on which a vote is taken and the result of the vote; and
- (iv) any material personal interest disclosed pursuant to section 80 of the Act.

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21. Notice of each committee meeting shall be communicated to each member of the Executive Committee no later than 7 days before the date of the meeting.

Annual General Meeting

22. (a) The Annual General Meeting of the Association 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 Association during the last preceding financial year;
 - (iii) To elect the Executive Committee and other persons as defined in subrule 17(f);
 - (iv) To receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 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

23. All general meetings other than the Annual General Meeting shall be called general meetings.
24. (a) The Executive Committee:
- (i) may convene a meeting of the Association whenever it thinks fit; and
 - (ii) where, but for this subrule, 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 written request of members representing not less than 5% of the total number of members, convene a general meeting of the Association.
- (c) The written request for a general meeting as in subrule (b):
- (i) shall state the objects of the meeting; and
 - (ii) shall be signed by the members making the request and be sent to the Secretary; and
 - (iii) may consist of several documents in a like form, each signed by one or more of the members making the request.

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- (d) If the Executive Committee does not cause a general meeting to be held within one (1) month of receipt by the Secretary of the request, the members making the request, 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.
25. (a) All business transacted at a general meeting and Annual General Meeting shall be deemed to be special business, except for business specifically referred to in these rules as being the ordinary business of the Annual General Meeting.
- (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 the quorum is not present within one (1) hour after the notified commencement time of a general meeting, 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.
26. (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 Association.
- (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.
27. Subject to rule 29, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
28. (a) Upon any question arising at a general meeting or Annual General Meeting of the Association, a member has one vote only.

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- (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.
29. (a) If a poll (where votes are cast in writing) is demanded by not less than three (3) members:
- (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll; and
 - (iii) an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (b) A poll demanded on the election of a Chairperson shall be taken immediately and a poll demanded on any other question shall be taken before the close of the meeting as determined by the Chairperson.
30. 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 Association have been paid.
31. 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 72 hours before the time specified for the meeting in respect of which the proxy is appointed.
32. (a) The Secretary, or in his/her absence an appointed member of the Executive Committee, (or in the absence of a member of the Executive Committee, a member appointed by the Chairperson), must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:
- (i) the names of the members attending the meeting; and
 - (ii) proxy forms given to the Chairperson of the meeting under rule 31; and
 - (iii) the financial statements submitted to the members in accordance with Part 7 of the Act; and
 - (iv) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

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Notice of Meeting

33. Unless a motion to pass a special resolution is included (in which case at least twenty one (21) days clear notice is required), 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:
- (a) publication in the Association magazine; and/or
 - (b) by email from the Secretary which shall be circulated to all members; and/or
 - (c) by notice at the previous general meeting or Annual General Meeting.
34. 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 to the Secretary prior to that meeting.

Funds

35. (a) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.
- (b) The funds of the Association shall be banked in the name of the Association 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 Association 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

36. These rules of the Association may only be altered 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.

Seal

37. (a) The Common Seal of the Association 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 Secretary of the Association.

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Custody of Records

38. (a) Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control:
- (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) these rules; and
 - (iv) subject to subrule (b), the financial records, books, securities and any other relevant document of the Association;

and these shall be available for inspection by members by appointment, following a written request to the Secretary, provided however that the minutes of any committee meetings shall not be available for inspection or otherwise accessible by members without the consent of the Executive Committee in its absolute discretion.

- (b) The Executive Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Executive Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule (b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

Dissolution and Winding Up

39. (a) The Association shall be dissolved in the event of:
- (i) the membership of the Association being less than nine (9) persons; or
 - (ii) a special resolution being passed to dissolve the Association by a majority of not less $\frac{3}{4}$ of

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the members present and voting or voting by proxy.

- (b) Upon dissolution, any surplus assets of the Association shall be handed over to such other body of similar association or such registered charity as a majority of the members present at a general meeting may decide.

Financial Year

40. The Financial year of the Association shall conclude on the 30th day of June each year.

Disciplinary Action

41. The Executive Committee is empowered to take disciplinary action for any conduct by a member or members which is considered by them to be detrimental to the best interest of the Association, provided no member of the Executive Committee voting on the disciplinary action will be or may be perceived to have a conflict of interest.
- 42.(a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- (i) stating that the Association proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the Executive Committee intends to consider the disciplinary action (**the disciplinary meeting**); and
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the Executive Committee at that meeting; and/or
 - (B) give a written statement to the Executive Committee at any time before the disciplinary meeting.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
43. (a) At the disciplinary meeting, the Executive Committee must:
- (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with subrule (a), the Executive Committee may:
- (i) take no further action against the member; or
 - (ii) reprimand the member; or

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- (iii) suspend the membership rights of the member for a specified period; or
 - (iv) expel the member from the Association.
- (c) The suspension of membership rights or the expulsion of a member by the Executive Committee under this rule takes effect immediately after the vote is passed.
44. Any member of the Executive Committee is empowered to caution or have removed any member not conducting him or herself in a proper manner at any Association function or meeting.

Grievance Procedure

- 45.(a) Notice of any dispute between a member and another member, or member and the Association, must be lodged in writing with a member of 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 received.
- (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 or persons who are the subject of such notice are to be notified by the Executive Committee as appropriate so that he/she/they can attend the committee meeting and present their version of events if they so desire.
- (e) For disputes between members, the method of determining the dispute and deciding action shall be by majority decision of the committee meeting, provided no member assessing the dispute will be or may be perceived to have a conflict of interest, and shall be final.
- (f) The Executive Committee may take any of the following steps in dealing with properly lodged disputes which the Association is not a party:
- (i) dismiss the dispute;
 - (ii) take no further action other than having the dispute recorded in the minutes of the committee meeting;
 - (iii) reprimand the member(s) concerned;
 - (iv) suspend the member(s) concerned; and/or
 - (v) take any other action as the Executive Committee sees fit.
- (g) For disputes between members and the Association, the dispute shall be referred to:
- (i) an independent mediator chosen and agreed to by the parties to the dispute; or

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- (ii) where agreement cannot be reached, by a person appointed or employed by the Dispute Settlement Centre of Victoria

Association Affiliation

46. The Association will affiliate with the Confederation of Australian Motor Sport Ltd, and abide by its rules and constitution and those of the FIA.

SCHEDULE A: The 30 Point System

Points are awarded for roles taken.

PRESIDENT	5	Points per year		
SECRETARY	5	“	“	“
TREASURER	5	“	“	“
VICE PRESIDENT	2	“	“	“
EDITOR	2	“	“	“
EVENT CO-ORDINATOR	2	“	“	“
STOCK/MERCHANDISE CONTROL	2	“	“	“
NATIONAL DELEGATE	2	“	“	“
WEB SITE CO-ORDINATOR	2	“	“	“
CLUB PERMIT SCHEME CO-ORDINATOR	2	“	“	“
CLUB PERMIT SCHEME OFFICER	2	“	“	“
CENTRAL VICTORIA CO-ORDINATOR	2	“	“	“
SUB-COMMITTEE CO-ORDINATOR	2	“	“	“
MEMBERSHIP MANAGER	2	“	“	“
COMMITTEE MEMBER	2	“	“	“
AOMC DELEGATE	2	“	“	“
PROPERTY OFFICER	2	“	“	“
MEMBER OF THE YEAR	1	“	“	“
ASSISTS EVENTS	1	“	“	“
MASTER OF CEREMONIES	1	“	“	“
TRAILER TOW	1	“	“	“