



Incorporation. Number. **A0048815S**

Ford Owners, Restorers and Drivers Club of Australia Inc. Constitution

1. NAME

The name of the Club is the Ford Owners, Restorers & Drivers Club of Australia Inc. hereinafter called 'the Club'.

2. COMMON SEAL

The Common Seal of the Club shall be used on all official documents, books, letters and papers of the Club where this is necessary. All artwork for the reproduction of the Common Seal shall be kept in safe custody by the Secretary of the Club and Authorisation for its use shall be by the Executive Committee.

3. EXECUTIVE COMMITTEE

The Executive Committee of the Club, shall be declared annually at the AGM and reported to the relevant bodies.

4. OBJECTS

The Objects of the Club are:

- 4.1 To promote and foster interest in restoration, preservation and appreciation of all vehicles that conform to the definition of Club Vehicles as described in the bylaws.
- 4.2 To organise and promote activities conducive to the interest of the members.
- 4.3 To promote friendship and fellowship between Club members, other interested people and other clubs, and to promote courtesy on the road among members of the Club and the public generally.
- 4.4 To conduct meetings at which members may acquire knowledge and information to assist them to become better drivers and operators and to maintain their Club Vehicles.
- 4.5 To participate in, or to organise exhibitions, demonstrations and displays for the benefit of members of the Club and public generally.
- 4.6 To complete and print an alphabetical listing of members' of the Club and a listing of member's Historical Vehicles.
- 4.7. To print and publish any periodicals, books or leaflets for the promotion of the Objects of the Club.
- 4.8. To be a non-profit making organisation. Any financial surplus is to be used for the requirements of the Club and at the Club's discretion for the betterment of the Club.
- 4.9. To afford members such benefits and privileges as it may be possible to arrange.
- 4.10. To join any State or National motoring association that the Club deems fit and useful to the Club and report back to the members any developments.
- 4.11. To provide assistance to members in the acquisition or disposal of Club vehicles and parts thereof.
- 4.12. To carry out all of the above objects and do all such other things as are relevant or conducive to the attainment of the Objects of the Club.

5. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

5.1.1 Nominations of candidates for election as members of the Executive Committee of the Club must be:-

- (a) made in writing signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and delivered to the Secretary of the Club by the commencement of the Annual General Meeting; or
- (b) received verbally at the Annual General Meeting.

5.1.2 A candidate may only be nominated once as a member of the committee, prior to the Annual General Meeting.

5.1.3 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.

5.1.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

5.1.5 The ballot for the election of members of the committee must be conducted as a secret ballot at the Annual General Meeting.

5.2 The management of the Club shall be vested in the Executive Committee, which shall consist

of the President, Vice President, Treasurer, Secretary, and three other non titled positions.

5.3 All members of the Executive Committee shall be current financial members of the Club and shall hold office for two years. Elected members of the Executive Committee can re-nominate for re-election after two years.

5.4 The Executive Committee shall have the power to co-opt assistance from financial members of the Club in the form of Sub-Committees for the purpose of research, planning and general assistance to the Executive Committee. All such Sub-Committees shall have representation from at least one of the Executive Committee and shall report directly to the Executive Committee for final decisions on all matters. Sub-Committees shall be formed and disbanded at the discretion of the Executive Committee.

5.5 The office of an officer of the Club, or of an ordinary member of the committee, becomes vacant if the officer or member:-

- (a) ceases to be a member of the Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

5.6 Any positions becoming vacant during any term of office may be occupied by a financial member chosen by the Executive Committee and the person chosen shall hold office until the next Annual General Meeting when the position will be elected for the remainder of the member's term of office.

5.7 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

6. TERMINATION OF ELECTED OFFICERS

6.1 Any member of the Executive Committee who fails to attend three consecutive committee meetings without formal prior apology and acceptable reason shall automatically forfeit their position.

6.2 Termination of the entire Executive Committee or a member thereof can be called for by a special resolution signed by a minimum of twenty per cent of the total Club membership, with the reasons stated in writing and supplied for publication at least twenty-one (21) days prior to an extraordinary meeting called for that purpose, at which a three quarters majority decision shall prevail.

7. MEMBERSHIP

7.1 Application for membership of the Club will be accepted from any person interested in observing and furthering the objects of the Club and shall be in writing, conforming to such requirements, as the Executive Committee shall from time to time determine. An applicant becomes a member of the Club when the application has been approved by the majority decision of the Executive Committee and all fees paid.

7.2 Members have an obligation to comply with all rules and bylaws of the Club.

7.3 The Executive Committee may, without disclosing reasons, refuse to approve an application for membership.

7.4 The Membership Secretary must keep and maintain a register of members containing:-

- (a) the name and address of each member, and
- (b) the date on which each member's name was entered in the register.

8. MEMBERSHIP AND FEES

8.1 Each application for membership shall be accompanied by the annual membership subscription for the current financial year (1st July – 30th June). The amount of the annual membership subscriptions shall be determined by the Executive Committee and announced in conjunction with the date of the Annual General Meeting.

8.2 New members joining during the year will be charged a proportion of the annual subscription as determined by the Executive Committee.

8.3 Annual membership renewable fees shall be due and payable on or before the 1st day of July. Non-payment of fees by the AGM deems the member unfinancial and loses benefits of membership until paid, and after 3 months (1st October) their names will be removed from the Membership Register.

8.4 Membership, once received, shall not be refundable in full or in part for any reason other than

overpayment.

8.5 It shall be the responsibility of each member to notify the Club in writing of any change of address or membership details.

8.6 A Membership comprises 2 adults as per the Membership Register, each holding voting rights.

8.7 A member of the Club who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 17.2; and
- (f) to inspect the register of members.

9. TERMINATION OF MEMBERSHIP

The Executive Committee shall have the power to expel, or suspend from membership of the Club, with reason given, either permanently or for a period at its discretion any member who in the opinion of the Executive Committee, has made statements or committed acts which are considered to be detrimental to the reputation of the Club or are at variance with the Objects or Constitution of the Club. This action will only be taken if Grievance procedures in Paragraph 23 fail. Such member may be reinstated as a member of the Club in accordance with such conditions as the Executive Committee may impose.

10. CLUB VEHICLES

Definition of "Club Vehicles" will be as described in the Club bylaws.

11. PUBLICITY

No member of the Club shall make any statement or write any article about the Club to any media or newspaper or magazine without the authority of the Executive Committee.

12. MEETINGS

12.1 NOTIFICATION

Notification of meetings may be made by post to the address appearing in the register of members; or by electronic transmission.

12.2 COMMITTEE MEETINGS

The Executive Committee shall meet not less than every two months, plus special meetings as required, so long as the needs of the Club are being met. Committee members shall be advised with a minimum seven days notice of the time and place of such meetings. Decisions can be made by electronic circular and ratified at the next meeting.

12.3 GENERAL MEETINGS

The nature of the Club being a 'Club of Australia', General Meetings are held annually following the Annual General Meetings and at other times as determined by the Executive Committee. The Secretary of the Club must send to each member a notice stating the place, date and time of the meeting and the nature of the business to be conducted at least 14 days before the date fixed for holding a General Meeting of the Club, or if a special resolution has been proposed, at least 21 days prior to the meeting.

12.4 ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be in July of each year with at least fourteen days notice given to members of the time, location and detailed agenda of the meeting. The business shall be exclusive to the detailed agenda.

12.5 EXTRA-ORDINARY MEETINGS

Extra-Ordinary meetings may be called at any time by the Executive Committee or upon receipt by the Secretary of a written request signed by at least five financial members, stating the reason for such a meeting. The meeting shall be convened within twenty-eight days of receipt of such request, with at least seven days notice given to all members stating date, time, location and the business of such meeting. The business shall be exclusive to the detailed agenda.

12.6 Motions moved and seconded shall be open to discussion of two minutes maximum per

person, save that the proposer of the motion shall have the final right of response. Decision shall be by majority vote of all financial members present with consideration given to postal and proxy voting save for and excepting the following:-

- Motion to amend the Constitution.
- Motion to dissolve the Club.
- Election of Office Bearers.

12.7 Any financial member of the Club, if unable to attend a meeting, may vote by proxy on any motions put to the Club. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. Proxy voting must be made in accordance with Appendix B&C of the Club Constitution. Appendix B&C forms are available on request from the Club Secretary. Proxy voting within the Club only applies to Notices of Motion/s.

13. QUORUM

13.1 At the Annual General Meeting, General Meetings and Extra-Ordinary Meetings, a quorum shall consist of ten members present.

13.2 At Executive Committee meetings, a quorum shall consist of four members present.

14. NOTICE OF MOTION

14.1 If any motion intended to be put to any meeting of the Club is considered to be of such significance to members that notice is required in advance, such notice of motion shall be delivered in writing to the Secretary for written notification to all members not less than seven days prior to the date fixed for the meeting at which the motion is to be put.

14.2 Any motion/s to amend the Constitution of this Club must be a valid motion/s and shall be in writing and signed by the proposer and seconder. All notices of motions must be sent to the Secretary no later than three weeks prior to the Annual General Meeting.

All motion/s must specify and shall refer to the section of the Constitution concerned, specifying the deletion, insertion, or addition of words that are required and followed by the section of the Constitution as it would appear if amended.

15. ORDER OF PROCEDURE

15.1 The President, or in his/her absence the Vice President, shall chair all Executive Committee Meetings, General Meetings and Extra-ordinary Meetings of the Club. In the absence of both the President and the Vice President, a member of the Executive Committee shall be chosen to chair the meeting.

15.2 The Chairman for election procedures at the Annual General Meeting shall be elected by the members present at the AGM. Their impartiality shall be maintained by not being eligible to vote in the election.

15.3 The Chairman of all meetings of the Club shall have a deliberative as well as a casting vote, except in the case of elections, where they shall have no vote.

16. RECORDS, FUNDS AND EXPENDITURE

16.1 The Treasurer shall collect and receive all moneys due to the Club and make all payments authorised by the Club; and 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.

16.2 The funds of the Club shall be banked or invested in the name of the Club, such account or investment to be decided by majority vote of financial members and shall be operated on by the Treasurer and two other members of the Executive Committee.

16.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Executive Committee.

16.4 The funds of the Club shall be derived from annual subscriptions, donations and such other sources as the Executive Committee determines.

16.5 The Treasurer shall present a current statement of receipts and expenditure at all meetings of the Executive Committee, General Meetings and a full report at the Annual General Meeting.

16.6 All funds and property of the Club shall be applied solely towards the promotion and objects of the Club. No members of any Committee of the Club shall be appointed to any salaried office or profit in the Club and no remuneration or other benefit in money or money's worth shall be given by

the Club to any member, except the reimbursement of out of pocket expenses, interest on money lent (at current bank borrowing rates) or reasonable and proper rent for property let to the Club.

16.7 Neither the Club nor the name of the Club shall be used by any non-member or organisation without prior approval of the Club's Executive Committee.

16.8 The assets and income of the organisation shall be applied solely in the furtherance of the above-mentioned Objects and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for the services or expense incurred on behalf of the Club.

17. MEMBERS ACCESS

17.1 Any financial member has the right to attend any meeting of the Executive Committee upon reasonable notice to the Secretary. Such members shall have the right to raise a matter for discussion and may speak on it, but shall have no voting rights at such meeting. At the Chairman's discretion, the member may be excluded whilst any vote is taken.

17.2 Any financial member of the Club shall have the right to free access of the official records of the Club so long as seven days notice is given by such member to the officer responsible for the custody of such records. An Officer of the Club has the right to refuse the removal of such records from the premises of safe custody, but shall give all reasonable assistance for proper examination or to copy any such documents free of charge.

17.3 Motions moved and seconded shall be open to discussion of two minutes maximum per person, save that the proposer of the motion shall have the final right of response. Decision shall be by majority vote of all financial members present with consideration given to postal and proxy voting save for and excepting the following:-

- Motion to amend the Constitution.
- Motion to dissolve the Club.
- Election of Office Bearers.

17.4 Any financial member of the Club, if unable to attend a meeting, may vote by proxy on any motions put to the Club. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. Proxy voting must be made in accordance with Appendix B&C of the Club Constitution. Appendix B&C forms are available on request from the Club Secretary. Proxy voting within the Club only applies to Notices of Motion/s.

18. MINUTES OF MEETINGS

The Secretary shall be responsible for maintaining a correct record of all proceedings at both Committee and Club meetings and present them at all following meetings for confirmation. If the Secretary is unable to attend then an Executive Committee member may present the minutes on their behalf.

19. CUSTODY OF BOOKS AND RECORDS

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.

20. CONSTITUTION

20.1 A copy of the Constitution shall be available to all financial members on joining the Club. Further copies will be supplied for a fee on request to the Club Secretary. The Constitution can also be downloaded from the Home page of the Clubs' website.

20.2 The Club Constitution can only be amended at an Annual General Meeting of the Club or at an Extra-ordinary Meeting convened specifically for that purpose. Any proposed amendment/s must be made in accordance with Paragraph 14.2 of the Club Constitution. Any motions to amend the Constitution of the Club will be passed by a majority of three quarters of the financial members present at the meeting.

20.3 The Club Constitution does not override the Associations Incorporation Act.

20.4 The Constitution shall be reviewed at least once every two years.

21. INDEMNITY AND INSURANCE

21.1 The Executive Committee and all members shall be indemnified by the members of the Club against costs, expenses and liabilities incurred by the Executive Committee or members thereof in

the course of the Club's business and activities as authorised by this Constitution, or by motion or motions passed at a General Meeting of the Club, and the Executive Committee shall pay and make good from the funds of the Club all such losses, expenses and liabilities as aforesaid.

21.2 It shall be the duty of the Executive Committee to arrange and maintain insurance cover for such risks and liabilities incurred by the Club and the members severally as may from time to time be considered prudent.

22. DISSOLUTION

22.1 The Club shall be dissolved in the event of membership being less than eight (8) or upon the vote of three quarters of the members present at an Extra-Ordinary Meeting convened to consider this step.

22.2 In the event the Club being dissolved, the amount that remains after dissolution and the satisfaction of all debt and liabilities shall be transferred to any club with similar purpose which is not carried on for profit or gain of its individual members. To be agreed by the majority of financial members attending.

23. GRIEVANCES

23.1 The grievance procedure set out in this rule applies to disputes under these Rules between:-

- (a) a member and another member, or
- (b) a member and the Club.

23.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

23.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

23.4 The mediator must be:-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

23.5 A member of the Club can be a mediator.

23.6 The mediator cannot be a member who is a party to the dispute.

23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

23.8 The mediator, in conducting the mediation, must:-

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

23.9 The mediator must not determine the dispute.

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

24. CONFLICT OF INTEREST & PECUNIARY INTEREST

24.1 A conflict of interest arises where a committee member is unable to make independent decisions because of interests they hold, and would benefit personally or materially at the expense of the club. Once declared, the committee can decide how to deal with this conflict by either, ignoring it, asking the person involved not to vote on the issue, or asking the person involved to leave the room while the issue is dealt with.

24.2 A member or former member of the Executive Committee must not make improper use of his/her position as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or another person

25. PRIVACY

The Club must adhere to the National Privacy Principles (NPP) Information Privacy Act 2000-in relation to collecting, using, disclosing, securing and allowing access to all personal information it

holds. See Appendix A of this Constitution.

26. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

26.1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the committee may by resolution—

- (a) suspend that member from membership of the Club for a specified period; or
- (b) expel that member from the Club.

26.2. A resolution of the committee under paragraph 26.1 does not take effect unless—

- (a) at a meeting held in accordance with paragraph 26.3, the committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.

26.3. A meeting of the committee to confirm or revoke a resolution passed under paragraph 26.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with paragraph 26.4.

26.4. For the purposes of giving notice in accordance with paragraph 26.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice—

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.

26.5. At a meeting of the committee to confirm or revoke a resolution passed under paragraph 26.1, the committee must—

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

26.6. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.

26.7. If the Secretary receives a notice under paragraph 26.6, he or she must notify the committee and the committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

26.8. At a general meeting of the Club convened under paragraph 26.7—

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

26.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

Constitution passed by Justice Department effective - ~~XXXXXXXXXXXX~~.

APPENDIX A

PRIVACY POLICY

From December 2001, the Ford Owners, Restorers & Drivers Club of Australia Inc., is bound by the Privacy Legislation (Information Privacy Act 2000). In particular the Club must adhere to the National Privacy Principles (NPP) in relation to collecting, using, disclosing, securing and allowing access to all personal information it holds

Personal information held may include:

- (a) The type/s of vehicle the member has
- (b) Age and birth date details.
- (c) Contact details: (address, telephone number, fax number, e-mail etc)
- (d) Any additional member's information applicable to the Club.

Personal information is collected by:

- (a) The application form for membership.
- (b) Personal update forms
- (c) Rally registration forms
- (d) Other information provided by the member to the Club.

Personal information may be used for:

- (a) Sending notices, letters etc.
- (b) Distribution of Newsletters.
- (c) In articles or photographs printed in the Newsletter.
- (d) Phone, Fax and electronic messages to and between members.
- (e) Distribution of Newsletters to kindred organisations.

The Club will not disclose information about any member to any outside organisation or person without the member's express consent.

The Club will take all reasonable steps to ensure that members' information is not misused, lost or subjected to unauthorised use. As Newsletters of the Club are distributed to other Clubs and personnel outside the Club, it can therefore not retain control over information printed in the Club Newsletter, once released.

Members have the right to access their personal information held by the Club. Applying to the Club will achieve this.

To enable accurate records to be kept, members must make the Club aware of any changes to their personal details.

APPENDIX B
FORM OF APPOINTMENT OF PROXY FOR MEETING OF
the Ford Owners, Restorers & Drivers Club of Australia Inc.
CONVENED UNDER RULE 14.1

I.....
(name)

of.....
(address)
being a member of the Ford Owners, Restorers & Drivers Club of Australia Inc.

appoint
(name of proxy holder)

of.....
(address of proxy holder)

being a member of the Ford Owners, Restorers & Drivers Club of Australia Inc., as my proxy to
vote for me on my behalf at the general meeting of the Club convened under rule 15.1 to be held
on:-

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under rule 15.1).

.....
Signed
Date

APPENDIX C

FORM OF APPOINTMENT OF PROXY

I.
(name)

of.....
(address)

being a member of the Ford Owners, Restorers & Drivers Club of Australia Inc.

appoint.....
(name of proxy holder)

of.....
(address of proxy holder)

being a member of the Ford Owners, Restorers & Drivers Club of Australia Inc., as my proxy to vote for me on my behalf at the annual/special general meeting of the Club to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

*

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

.....
Signed
Date

* Delete if not applicable