

# CONSTITUTION

of the

## WESTERN DISTRICT HISTORIC VEHICLE CLUB INCORPORATED A0001857H

### CONSTITUTION

(Adopted 13<sup>th</sup> April 1993)

(Amended 10<sup>th</sup> October, 2006 Clause 13.11(d) added 8th July, 2008)

(Further amended 14th May 2013 6.02, 14.03 (a) and (f) 15.01)

#### **1. NAME**

The name of the Club shall be the Western District Historic Vehicle Club Incorporated.

#### **2. OBJECTS**

- 2.01 The objects for which the Club is established are to encourage an interest in the maintenance, restoration, preservation, ownership and use of 'authentic' (basically unmodified) historic motor vehicles in the following categories:
- (a) Veteran Motor Vehicles manufactured up to the 31st December, 1918.
  - (b) Vintage Motor Vehicles manufactured between the 1st of January, 1919 and the 31st December, 1930.
  - (c) Classic Motor Vehicles manufactured between the 1st of January, 1931 and the 31st December, 1942.
  - (d) Motor Vehicles manufactured after the 31st December, 1942 and are more than twenty five years old.
  - (e) Any other type of motor vehicle having historic interest, which because of its rarity, unusual design or other outstanding features and in the opinion of the General Committee makes it worthy of preservation.
- 2.02 To provide and promote social activities, fellowship and exchange of information amongst Club members and other organisations with similar aims and interests.
- 2.03 To establish and maintain a library, comprising a collection of information, historical and statistical records in respect of all classes of vehicles.
- 2.04 To purchase, hire, lease or otherwise acquire for the purposes and objects of the Club, any real or personal property and any rights or privileges which the Club may deem necessary or convenient for the carrying out of the objects of the Club.
- 2.05 To enter into any arrangements with any Government or other Authority, that may seem conducive to the Club's objects and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think desirable and to make use of and comply with any such arrangements so obtained.
- 2.06 To obtain any provision, order or act of Parliament for enabling the Club to carry any of its objects into effect or for any other purposes which may seem expedient and to oppose any

proceedings or applications which may seem calculated directly or indirectly to prejudice the Club's interests.

- 2.07 To procure the Club to be registered, recognised or affiliated with any properly constituted organisations of clubs with similar aims and objects.
- 2.08 To do or cause to be done anything and to enter into any arrangements as are incidental or conducive to the attainment of the objects of the Club.
- 2.09 To promote the retention of all historic vehicles within Australia.
- 2.10 To indemnify any member for any loss or damage incurred as a result of having on behalf of the Club become liable to pay any amount by way of damages or otherwise.

### **3. INCOME & PROPERTY**

- 3.01 The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- 3.02 Subject to the following, the property of the Club shall be under the control of the General Committee and with prior approval of the members, at a General Meeting, the said Committee may raise money, by way of issue of debentures, mortgage, lien, charge overdraft or otherwise and may purchase, sell or lease any land and/or buildings either the property of the Club or not. Provided always the resolution empowering the doing of any Act authorised by this rule shall be reduced to writing and signed by the Chairperson of the meeting and Secretary and such resolution in writing duly attested shall be a necessary pre-requisite to the signing and executing of any documents purporting to carry into effect the instructions or recommendations contained in such resolution.
- 3.02 The Income and Property of the Club whence soever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. PROVIDED that nothing herein contained shall prevent the payment in good faith of a remuneration or honorarium for work done by a member of the Club to any such member in respect of monies advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any members of the Club or other person returned for any services actually rendered to the Club. PROVIDED that nothing herein contained shall be construed to prevent the money lent or hire of goods or rent for any premises demised to the Club.

### **4.0 MEMBERSHIP**

- 4.01 The Club shall consist of the following members:
  - (a) Ordinary Member
  - b) Junior Member
  - (c) Family Membership
  - (d) Honorary Life Member
  - (e) Honorary Member

4.02 Ordinary Member

Shall be any member over the age of eighteen years, who has been elected to membership. An ordinary member shall have the right to attend all activities of the Club, both sporting and social. Ordinary Members have the right to hold any office in the General Committee.

4.03 Junior Member

Shall be any member under the age of eighteen years who has been elected to membership. A junior member shall have the right to attend all Club activities unless otherwise determined by the Committee. Junior members do not have the right to vote or to hold office in the General Committee.

4.04 Family Membership

Shall comprise an ordinary member with the addition of the spouse/partner and children under the age of eighteen years. Each of the family members (with the exception of the junior members) shall be entitled to the same rights and privileges as an ordinary member subject always that only one member of the family membership may hold office on the General Committee at the same time.

4.05 Honorary Life Membership

Any member who has given outstanding service to the Club, may be elected an honorary life member upon recommendation of the General Committee at any General Meeting of the Club by a two thirds majority of member present and entitled to vote. Any honorary life member shall be entitled to all the privileges of an ordinary member without payment of any further Annual Subscriptions.

4.06 Honorary Members

Shall be any person who by reason of some special qualification and/or interest in the activities and objects of the Club be granted honorary membership by the General Committee, such membership to be granted for the current Club year and subject to annual review. Honorary members to have the same privileges as an honorary life member excluding voting or office bearing rights.

4.07 Patron

The Club may at the Annual General Meeting elect a Patron(s) of the Club. Any Patron(s) so elected shall be considered as honorary members of the Club.

**4. APPLICATION FOR MEMBERSHIP**

5.01 Prospective members of the Club must be proposed and seconded by two financial members of the Club. The application form shall contain the prospective member's signature indicating that he agrees to abide by the constitution and by-laws of the Club. The application form shall also contain such details of the applicant as full name, address and any other information which the Committee may consider relevant to the activities of the Club.

5.02 All applications for membership shall be submitted to the Committee for consideration prior to being admitted as a member of the Club. When elected, a new member shall be notified accordingly and given notice of the amount of the subscription which then becomes due and upon payment, the new member becomes entitled to the rights and privileges according to the category in which he is elected.

## **6. ENTRANCE FEES & SUBSCRIPTIONS**

- 6.01 Every member according to the category of membership to which he belongs shall pay the fees as may be determined at a General Meeting of the Club by a majority of members attending and entitled to vote. The annual subscriptions may be on a proportional basis where new members are elected during the Club year.

A concession to the annual subscription may be determined for a member at the discretion of the Committee.

- 6.02 Membership fees are due and payable on the first day of March in each year, any member who fails to pay his subscription on or before the thirty-first day of March becomes an unfinancial member and is no longer entitled to the privileges and rights of membership, until such dues are paid.

It should be noted that if a member is in arrears, any vehicle owned by the member and carrying Club Permit Scheme registration (“red plates”) will automatically become unregistered and not able to be driven on public roads.

- 6.03 A Member who is in arrears with his subscription for three months, unless by the express permission of the Committee, shall be notified by mail by the Secretary, or any person acting in place of the Secretary, that this subscription is unpaid and, if at the expiration of seven days from date of notification the arrears remain unpaid, such member shall be deemed to have forfeited his membership and his name shall be removed from the Register of Members, but the Committee may reinstate him on payment of the amount due. The provisions of this rule shall not preclude the Club from recovering outstanding subscriptions and fees or any Club property held by the member. No member in arrears shall be permitted to speak or vote at General Meetings.

## **7. TERMINATION OF MEMBERSHIP**

- 7.01 Any member may at any time by notice in writing to the Secretary resign his membership of the Club, but he shall be liable for all his obligations as a member until his resignation is in the hands of the Secretary and all Club property in his possession is returned.

- 7.02 The General Committee, after hearing due evidence, shall have power by resolution (two thirds majority of the total Committee number) to reprimand, suspend or expel from the list of members the name of any member, who shall have wilfully infringed the Club rules or whose conduct on or off the Club premises or at Club activities has in the opinion of the Committee been injurious to the character and/or interest of the Club.

- 7.03 In the case of expulsion, the said Committee without being bound to give any reason for such expulsion shall within fourteen days after such resolution notify the member in writing of his expulsion.

- 7.04 A person who has been expelled from the Club may within thirty days of receipt of notice of his expulsion, appeal against the decision of the said Committee to the members of the Club, who shall appoint a tribunal of three to adjudicate in the matter and the tribunal’s decision shall be final and binding on all parties.

- 7.05 A person previously expelled from the Club as per Clause 7 may reapply for membership in accordance with Clause 5.02 but taking into account any other factors or circumstances which in the Committee’s judgement it considers relevant.

## **8. MEETINGS**

8.01 Ordinary General meetings of the Club may be held monthly on such day and at such time and place as the Committee shall determine for the purpose of receiving reports from the President, Secretary, Treasurer, and conducting general club business.

Notice of the time and place of General Meeting shall be published in the Club magazine. This notice shall be deemed sufficient for all members.

8.02 The Annual General Meeting of the Club shall be held during the month of April on such day and at such time and place as the Committee shall determine for the following purposes:

- (a) To receive from the General Committee the Annual Report Balance Sheet and Statement of Accounts for the preceding Financial Year.
- (b) To fill the vacancies on the General Committee.
- (c) To elect an Auditor.
- (d) To transact any other business of which notice shall have been given in writing to the Secretary at least twenty one days before the Meeting.

At least fourteen days before the date of the Annual General Meeting, notice of the meeting and of the business to be transacted thereat, for the General Committee shall be posted to every financial member.

8.03 Special General Meetings

- (a) A Special General Meeting of the Club may be called by the General Committee whenever they consider it necessary to do so for the consideration of any Special Business.
- (b) The General Committee shall within twenty-one days from the receipt by the Honorary Secretary of a written requisition signed by twenty members or by any member who has been expelled under Rule 7 call a Special General Meeting.
- (c) All requisitions for the holding of a Special General Meeting shall state fully but concisely the object of the Meeting.
- (d) If the Committee shall fail to call such meeting as requested by any members, the persons signing such requisition shall be at liberty to call the meeting and at such meeting may appoint such Chairperson as they think fit.
- (e) A Special General Meeting shall be called and convened in the same manner as the Annual General Meeting.

## **9. CONDUCT OF MEETINGS**

9.01 The President of the Club shall preside at all meetings of the Club, in the event of his absence the Vice President shall act as Chairperson.

9.02 Save as in this rule hereinafter provided, at all meetings of members of the Club, votes shall be given personally. Votes may be taken on the voices, by a show of hands, or otherwise as the Chairperson shall decide, or by secret ballot if so required by these rules, or by any two members present.

9.03 At all meetings, for all secret ballots and whenever as demanded by two Club members, at any ballot held during the meeting, a minimum of two scrutineers shall be appointed who shall count

the votes resulting from such ballots and formally hand the results to the Chairperson of the meeting for declaration.

- 9.04 All resolutions passed at any meeting held in conformity with these rules shall be conclusive and binding on all members whether they have been present at such meeting or not.
- 9.05 The event of a quorum at all General Meetings shall be fifteen percent (15%) of voting members present in person. In the event of a quorum not being present within one hour of the time appointed for the meeting, then the meeting will stand adjourned for one month.
- 9.06 No amendment shall be moved to any resolution to be proposed at any Annual or Special General meeting when notice of such resolution has been duly given in conformity with these rules unless written notice of such amendment shall have been received by the Honorary Secretary prior to the meeting.
- 9.07 A resolution proposed at any Annual or Special General meeting shall not be deemed carried unless it be passed by a two-thirds majority of the eligible members present and voting.
- 9.08 Resolutions proposed at Ordinary General Meeting shall be deemed carried by a simple majority of those present and voting.
- 9.09 In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 9.10 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith, a poll demanded on any other questions shall be taken at such time as the Chairperson of the meeting directs.
- 9.11 The latest publication, "Guide for the Chairperson and Secretary - How to Conduct Meetings" edited by J.P. Monro, B.A., shall be the accepted principle by which meetings of the Club shall be conducted, except where such rules may conflict with this constitution, in such case the constitution shall take precedence.

## **10. MANAGEMENT OF THE CLUB**

- 10.01 The business and general affairs of the Club shall be under the management of the General Committee, hereinafter called the Committee, which shall have full control of the property of the Club and which shall have sole authority regarding the affairs, conduct, administration and business of the Club including the rights and privileges of members of the Club. The decisions of the Committee shall be binding on all members of the Club.
- 10.02 The Committee shall consist of:
  - (a) President
  - (b) Vice-President
  - (c) Secretary
  - (e) Immediate Past President
  - (f) Up to eight other members of the Club
- 10.03 A quorum at any meeting of the Committee of the Club shall be six members of the Committee actually present.

## **11. MEMBERSHIP VOTING RIGHTS**

Members and their spouse/partner in attendance at Club meetings shall be entitled to one vote in each Club voting.

## **12. ELECTION OF COMMITTEE**

- 12.01 The Committee shall be elected at the Annual General Meeting and the election must be by secret ballot if the number of nominations exceeds the number to be elected.
- 12.02 Nominations of candidates for election shall be made in writing by two financial members and countersigned by the nominee signifying his willingness to accept office if elected. Nominations must reach the Secretary not later than the close of the March General Meeting held prior to the Annual General Meeting.
- 12.03 Candidates seeking election must be financial for the year of office for which they are nominated.
- 12.04 The issue of any printed or written matter supporting, or opposing the election of any candidate or candidates in connection with any election conducted by the Club is forbidden.
- 12.05 The President, Vice-President, Secretary and Treasurer must each be at the time of nomination, the owner of an historic vehicle eligible to be listed in the Club Register and also have served as a member of the Club General Committee within the last five years.
- 12.06 In the event of there being an election for President of the Club, a Chairperson shall be appointed for the duration of the election of the incoming President. Upon declaring the ballot, the meeting shall be handed over to the incoming President who shall then proceed with the election of the other officers
- 12.07 Each candidate must nominate clearly for each position on the Committee, that he desires to contest. There shall be no automatic nomination of candidates defeated at the prior ballot during that annual election.
- 12.08 The members of the Committee of the Club shall be appointed for 12 months and shall retire from office at the Annual General Meeting but be thereafter eligible for re-election.
- 12.09 Election of the Committee shall be by secret ballot. Voting shall be by personal vote only at the Annual General Meeting or by postal vote which can be obtained upon application to the secretary not later than seven days prior to the Annual General Meeting and returned to the secretary not later than 8 p.m. on the day prior to the Annual General Meeting.
- 12.10 In an election after ballot papers have been collected, the Chairperson shall state that the ballot is closed. No more ballot papers will be accepted for that particular ballot after this statement has been made.
- 12.11 All ballots for positions on the Committee shall be decided under the preferential voting system, where each candidate on the ballot paper shall be numbered in order of preference.
- 12.12 In the event of an equality vote, the Chairperson will employ his second or casting vote before the result is announced.
- 12.13 Any member of the Committee may resign, by notice in writing sent by post or delivered in person to the Secretary and thereupon shall cease to be a member of such Committee.
- 12.14 The Committee is empowered to fill any vacancy or casual vacancy occurring during the year, but a member appointed to fill such vacancy shall retire at the next Annual General Meeting but shall

be eligible for re-election. The member so appointed may be selected from those candidates for Committee who were balloted out at the previous election.

### **13. POWERS & DUTIES OF THE COMMITTEE**

- 13.01 The business and general affairs of the Club shall be under the management of the Committee which shall have control of the property of the and sole authority subject to this constitution regarding its disposition and the conduct and administration of all the affairs and business of the Club including the rights and privileges of the members thereof.
- 13.02 To make such by-laws, rules and/or regulations not in conflict with this constitution which in the opinion of the Committee are necessary or advisable to provide for the proper control, administration and management of the Club finances, affairs, interest, effects and property and for the qualification, admission and classification of members, the entrance fees and subscriptions payable by members, the rights and privileges of members and generally the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such by-laws and regulations.
- 13.03 To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- 13.04 The Committee may appoint from time to time such committees or subcommittees as may be deemed necessary and may if it thinks fit, delegate any of its powers to any such committees or sub-committee. The convenor or a member of each committee or sub-committee shall be a member of the general committee.
- 13.05 Unless otherwise specified in the minutes of the Committee appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
- 13.06 The Committee may regulate its own proceedings and generally may exercise all such powers as are not required to be exercised in general meeting. Questions arising at any meeting of the Committee shall be decided by a majority of votes, the chairman shall have a second or casting vote. Six members shall constitute a quorum for all meetings of the Committee.
- 13.07 Committee meetings shall be held not less than once in every two calendar months and may be convened by the President or the Secretary or by request of any three members of the Committee.
- 13.08 If any member of the Committee is absent from three consecutive committee meetings, he shall be removed from office unless he can satisfy the Committee that there was reasonable cause for his absence.
- 13.09 The members of the Committee may act notwithstanding any vacancy in their number, but if and so long as their number is reduced below the number fixed by this constitution as the necessary quorum of the Committee, the members of the Committee may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the Club but for no other purpose.
- 13.10 Where the appointment of a committee, sub-committee or a member of the committee is afterwards found;
  - (a) to be defective in any way,  
Or
  - (b) that any one of them was ineligible, then all acts done prior to the discovery will remain valid as if that person was eligible to be a member.



This ruling is on the basis that at the time of the act, the person(s) had been duly appointed and qualified to be a member of the Committee.

13.11

- (a) The Committee shall cause to be kept proper books of accounts of the affairs and transactions of the Club.
- (b) The books of account shall be kept by the Treasurer and shall be always open to inspection by the Committee, or by any financial member upon a request to the Committee from that member.
- (c) The Committee shall cause to be prepared and to be laid before the Club in Annual General Meeting the financial statements for the consideration of the members of the Club. Members must be given the opportunity to inspect the financial statements prior to the commencement of the Annual General Meeting
- (d) The financial year of the club shall commence on April 1<sup>st</sup> and finish March 31<sup>st</sup>

13.12 The Committee of the Club shall cause their accounts to be audited prior to the Annual General Meeting of the Club.

13.13 All accounts shall be presented to the Committee or general meeting for approval prior to payment except for urgent payments which may be processed in accordance with Clause 14.04 subject to such payments being ratified at a subsequent general or committee meeting.

#### **14. DUTIES OF HONORARY OFFICERS**

##### **14.01 President**

It shall be the duty of the President::

- (a) To take the chair at all meetings of the Club and the Committee.
- (b) To perform such other duties as ordinarily pertain to this office.
- (c) He may attend all meetings of all sub-committees ex officio.

##### **14.02 Vice President**

It shall be the duty of the Vice-President to take the chair at all meetings of the Club and the Committee, in absence of the President.

##### **14.03 Secretary**

It shall be the duty of the Secretary:

- (a) To keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member; and the register shall be available for inspection by members upon application to the Secretary.
- (b) To preserve the minutes of such meetings.
- (c) To preserve the minutes of committee meetings.
- (d) To conduct the correspondence of the Club, and submit all correspondence to members.

- (e) Upon his retirement from office, to turn over to his successor or the President, all minute books and the records and any other Club property in his possession.
- (f) To lodge all and ant documents required under the Act.

14.04 Treasurer

It shall be the duty of the Treasurer:

- (a) To receive and pay all monies on the Club's behalf and keep proper books of account, issue receipts for all subscriptions and other amounts received, and to attend to all transactions involving the Club's banking account - all payments to be made by crossed cheque signed by the Treasurer and countersigned by the President or Secretary.
- (b) To present an audited financial statement at the Annual General Meeting covering the year.
- (c) Upon his retirement from office, to turn over to his successor or the President, all funds, books of account and any other Club property in his possession.

**15. NOTICES**

15.01 Any notice required to be given to a member or a committee member under this Constitution may be given:

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission

15.02 Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

**16. VEHICLE CLUB BADGES**

16.01 Vehicle Club badges shall be in accordance with the design approved by Club members at the general meeting held in September 1970 and pictorially represented as follows:

- Black outer
- Red Centre
- Yellow Car Body & Border
- White Background
- Black Detail
- Yellow Writing



## **17. ALTERATION OF CONSTITUTION**

- (a) No alteration shall be made to this constitution unless a special resolution embodying the proposed change is carried at an Annual or Special General Meeting of the Club by a three-quarters majority of the financial members of the Club actually present and voting
- (b) This constitution and the statement of purposes of the association shall not be altered except in accordance with the Associations Incorporation Act 1981.

## **18. DISSOLUTION**

If upon the winding-up of dissolution of the Club, there remains after satisfaction of all its debts and liabilities any residual assets whatsoever the same shall not be paid to or distributed among the members of the Club, but, shall be given or transferred to some other Clubs or organisations having objects similar to the objects of this Club and with a constitution containing a dissolution clause with similar intent. The decision to give or transfer any such residual assets shall be determined by the members of the Club by special resolution at or before such dissolution.

## **19. THE COMMON SEAL**

- 19.01 The common seal of the association shall be kept in the custody of the Secretary
- 19.02 The common seal shall not be affixed to any instrument except by the authority of the Committee, and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the association.

## **20. DISPUTES AND MEDIATION**

- (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
- (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 the parties
- (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
- (4) The mediator must be-
  - (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).
- (5) A member of the Club can be a mediator
- (6) The mediator cannot be a member who is a party to the dispute

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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 the 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
- (9) The mediator must not determine the dispute.
- (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

## **21. GENDER CLARIFICATION**

Words importing any gender in this Constitution shall include the other gender.