



MUSTANG OWNERS CLUB of AUSTRALIA (NSW) INC.

CONSTITUTION

31 May 2010

The name of the Club formed under these rules shall be known as, MUSTANG OWNERS CLUB of AUSTRALIA (NSW) INC. hereafter referred to as the Club.

Meeting references contained within this document are as follows:

Annual General Meeting hereafter referred to as AGM.

Extraordinary General Meeting hereafter referred to as EGM.

1 OBJECTIVES

- a) To encourage Mustang ownership.
- b) To promote restoration and preservation of the Mustang.
- c) To promote and regulate exhibitions for Mustang Owners.
- d) To promote friendship and courtesy on the road, socially and in competition, between members of the Club.
- e) To promote and engender social activities.
- f) To conduct meetings, provide a regular club magazine and internet site whereby members may obtain and exchange information and knowledge enabling them to maintain their Mustang to a high standard.

2 MEMBERSHIP

- a) Membership is open to any person who owns a Mustang except where a person has been debarred under paragraph 22 g) v).
- b) Membership is available to persons who do not own a Mustang.
- c) Membership may continue on the disposal of the Mustang if the member so wishes.
- d) Special circumstances may be considered at the discretion of the Executive Committee.

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- e) Application for membership of the Club shall be:
 - i) made in writing on the Club's application form; and
 - ii) lodged with the Secretary of the Club.
- f) A Member is defined as comprising all adults aged 18 years or older listed on the Membership Application Form and represents a single membership entitled to one vote in all voting situations.

3 REGISTER OF MEMBERS

- a) The relevant officer as appointed by the Executive Committee shall keep and maintain a register of members which will comprise information obtained from Membership Application forms or other advice from the Member as amended from time to time. This information will only be available to the Executive Committee or those authorised by the Executive Committee for use only in relation to activities of the Club and will not be available for general distribution or other use.
- b) It shall be the sole responsibility of all members to notify the Club of any change of circumstances, address or any other information relating to the membership details.

4 RESIGNATION

A member may at any time, by giving notice in writing to the Secretary, resign membership of the club. Such notice shall, unless otherwise expressed, be deemed to take effect as from the receipt of such notice. All privileges of membership will cease and no refund of fees may be claimed.

5 ENTRANCE FEES, ANNUAL SUBSCRIPTION & MEMBER LIABILITY

- a) The annual subscription and any joining fee shall be as determined by the Executive Committee. The annual subscription shall be payable on or before 30th June each year.
- b) Membership renewal notices may be publicised in the Club magazine, on the Club's website or in any other manner acceptable to the Executive Committee prior to the renewal date of the 30th June.
- c) If a member has not renewed their membership by the 30th June they are to be considered as a nonfinancial member. If payment is received within 3 months their membership will be re-instated. If payment is received after 3 months, they will be deemed to be a new member. Any special circumstance applicable to a member may be taken into consideration at the discretion of the Executive Committee.
- d) The liability of members with regard to contributing towards payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the Club is currently nil but subject to the legislation covered by and under the application of rules governing incorporated bodies similar to the Club.

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6 MANAGEMENT

- a) The management of the Club shall be vested in the Executive Committee which shall consist of President, Vice President, Secretary, Treasurer, Magazine Editor, License Captain, Stock Controller, Events Coordinator, Web site Editor, two National Delegates and the Conditional Registration Registrar. An additional position, Public Officer, shall be appointed by the Executive Committee. Duties of the Public Officer are mainly to act as an arbitrator, referee and / or facilitator. The appointee must be a financial member during the term of appointment which will expire at the next AGM to be held or on cessation of membership, whichever first occurs. The appointment of the Public Officer is ratified as such, at any time after the election of the Executive Committee. The Public Officer does not have to be an office bearer of the Executive Committee.
- b) The Executive Committee shall be elected at the AGM from members who are financial as at the 20th May preceding the AGM. Executive Committee members (excluding National Delegates) shall hold office from the date of election or appointment in accordance with paragraph 6 c) until the next AGM. The National Delegates shall hold office from the date of election until the AGM held in the next year which comprises even numbers.
- c) Members of the Executive Committee shall retire at the commencement of the AGM in the year their term of appointment expires (annually except for National Delegates who retire every second year) and shall be eligible for re-election. Any casual vacancy on the Committee may be filled by a member appointed by the Committee at any time prior to the 20th May immediately preceding an AGM. Any member so chosen shall retire at the first AGM to occur after the date of appointment and shall also be eligible for election to the Committee at the AGM.
- d) The President may hold that position for a maximum of 3 consecutive elected terms ending on the third AGM to occur after the appointment date. Having retired from the position of President regardless of the term served, the outgoing President shall not hold that position for not less than two terms but may stand for any other vacant position on the Executive Committee during those two terms.
- e) The Executive Committee shall have the power to make and publish any by laws for the better management and control of the Club which shall not be inconsistent with the Constitution, and shall have the power to invite any other person to attend the committee meetings who may be of assistance to them in a professional, technical or skilled manner for his or her guidance thereon, provided that said person shall not be entitled to vote at such meetings.
- f) Any member of the Executive Committee failing to attend 3 consecutive monthly meetings without just cause renders themselves liable to exclusion from the committee.
- g) The Executive Committee may call for members to be elected to fill other positions to assist it in the management of the Club.
- h) The two National Delegates (or the President as a substitute), shall be the Club's delegates to the Mustang Owners Club of Australia Inc. National Body.
- i) All positions of management are strictly honorary.

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- j) In the case of a Treasurer retiring, an audited balance sheet and an audited statement of Income and Expenses incurred since presentation of the last audited results must be presented to, and accepted as correct by, the Executive Committee prior to the Treasurer's resignation being accepted.

7 PROCEEDINGS OF EXECUTIVE COMMITTEE

- a) The Executive Committee shall meet at least 6 times each year at such place and such time as it may determine.
- b) Special meetings of the Executive Committee may be convened by the President or by any of the members of the Executive Committee.
- c) Notice shall be given to all members of the Executive Committee of any special meeting specifying the date, venue and the nature of the business to be transacted and no other business shall be transacted at such meeting.
- d) Five members of the Executive Committee constitute a quorum for the transaction of any business of a meeting of the Executive Committee. Any Committee Member filling the position of two or more positions on the Executive Committee is, for voting purposes, considered as only one Committee Member.
- e) No business shall be transacted unless a quorum is present and if within one hour of the time appointed for the meeting a quorum is not present 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 shall lapse.
- f) At meetings of the Executive Committee, the President, or in the absence of the President the Vice President, or in the absence of both, a committee member delegated by the President shall preside.
- g) Decisions arising at a meeting of the Executive Committee shall be determined by a show of hands.
- h) Each member of the Executive Committee present at a meeting of that committee is entitled to one vote and in the event of an equality of votes on any question the President or the presiding officer appointed in accordance with paragraph 7 f) may exercise a second or casting vote.
- i) Executive Committee meetings may be conducted via electronic media.
- j) Notice of Executive Committee meetings shall be communicated to members of the Executive Committee.

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8 ANNUAL GENERAL MEETING (AGM)

- a) The AGM shall be held in June each year, subject to paragraph 11 c) and paragraph 11 d). The procedure for voting is as follows:-
 - i) A Returning Officer is to be selected prior to the AGM.
 - ii) Nominations for Executive Committee positions that take effect from the next AGM will be open from the 1st February.
 - iii) Nomination forms for positions will be included in the Club magazine and available on the web site.
 - iv) A valid nomination is one that is signed by the nominee and the proposer and clearly indicate the position, or positions for which they are being nominated. Both the nominee and the proposer are to be financial members of the Club at the time the nomination is received.
 - v) Valid nominations must be received by the Secretary by the nominated closing date as published in the magazine or web site, but no later than 7 days prior to the AGM.
 - vi) If no valid prior nominations have been received by the Secretary for a particular position, the Chairperson can call for nominations for that position at the AGM. The nominee must be present, accept the nomination and be a financial member of the club.
- b) The AGM shall be specified as such in the notice convening it.
- c) The ordinary business of the AGM shall be:
 - i) To confirm the minutes of the last preceding AGM.
 - ii) To receive from the Executive Committee reports upon the transactions of the Club during the preceding financial year.
 - iii) To elect the Executive Committee and other persons as decided. If two or more candidates obtain an equal number of votes, a further ballot will be held, restricted to such candidates.
 - iv) To receive and consider the statements submitted by the Club in accordance with the Associations Incorporation Act 1984 (as amended).
- d) The AGM may transact special business of which notice is given in accordance with these rules.
- e) The AGM shall be in addition to any other general meetings that may be held in the same year.

9 EXTRAORDINARY GENERAL MEETINGS (EGM)

- a) The Executive Committee shall, on the requisition in writing of members representing not less than 10 members, convene an EGM of the Club.
- b) The requisition for a EGM shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by all of the members making the requisition.
- c) If the Executive Committee does not cause an EGM to be convened within six weeks from the date on which the requisition is received by the Secretary, the members making the requisition or any of them, may convene an EGM to be held not later than three months after that date.

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- d) An EGM convened by the members in accordance with these rules shall be convened in the same manner as near as possible to that which the general meetings are convened.
- e) The only business to be discussed at the EGM is to be that outlined in the requisition.

10 GENERAL MEETINGS

- a) All meetings other than the AGM and EGM shall be called general meetings.
- b) The Executive Committee may, whenever it deems fit, convene a general meeting of the Club and where, but for this paragraph, more than 15 months would elapse between AGM's, shall convene a general meeting before the expiration of that period.

11 PROCEEDINGS AT GENERAL, EXTRAORDINARY and ANNUAL GENERAL MEETINGS

- a) All business transacted at a general meeting and all business that is transacted at the AGM, with the exception of that specifically referred to in this Constitution as being the ordinary business of the AGM, shall be deemed to be special business.
- b) No item of business shall be transacted at a general meeting, EGM or AGM unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- c) Five (5) per cent of financial members, as published in the previous month's minutes, and personally present (being members entitled under these rules to vote at a general meeting, EGM or AGM) constitute a quorum for the transaction of the business of a general meeting, EGM or AGM.
- d) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, then the meeting shall be dissolved unless that meeting was to be an AGM, in which case it must be reconvened within 60 days.

12 PRESIDING CHAIRPERSON AT GENERAL, EXTRAORDINARY and ANNUAL GENERAL MEETINGS

- a) The President, or in absence of the President, the Vice President, shall preside as chairperson at each general meeting, EGM or AGM of the Club.
- b) If the President or Vice President, is absent from a general meeting, EGM or AGM, the members present shall elect one of the Executive Committee present to preside as chairperson of the meeting.
- c) If no member is available in accordance with the operation of the previous two sub-paragraphs, the members present shall elect one of their number to preside as chairperson at the meeting.

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13 VOTING PROCEDURES AT GENERAL, EXTRAORDINARY and ANNUAL GENERAL MEETINGS

- a) A question arising at a general meeting, EGM or AGM shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that the resolution has on a show of hands, been carried unanimously or carried by a particular majority or lost and, an entry to that effect in the minute book of the Club, is evidence of the fact.
- b) Upon any question arising at a general meeting, EGM or AGM, a member has only one (1) vote.
- c) All votes shall be given personally or by proxy, duly signed by the person tendering the proxy.
- d) In the case of an equality of votes on a question the chairperson of the meeting is entitled to exercise a casting vote.
- e) If at a meeting, a poll on any question is demanded by not less than three members it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- f) If a poll is demanded on the appointment of a Chairperson then, for the purpose of directing the poll and announcing the result in accordance with the previous sub-paragraph, a temporary chairperson will be selected from the members present at the meeting. The temporary chairperson will assume the authorities normally accorded the position of Chairperson in accordance with these rules. The Poll will be completed prior to any other agenda items being considered. On completion of the Poll and the appointment of a Chairperson, the temporary chairperson will step down.
- g) A member is not entitled to vote at any general meeting, EGM or AGM unless all monies due to the Club by the member have been paid.
- h) Each member shall be entitled to appoint another member as their proxy by a signed and dated notice given to the Secretary no later than 24 hours before the time specified for the meeting in respect of which the proxy is appointed.

14 NOTICE OF MEETINGS

- a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, at least 7 days clear notice of the intention to convene a general meeting, EGM or AGM shall be given by the Secretary to all members. Such notice shall be given by publication in the Club magazine, on the Club's website or in any other manner acceptable to the Executive Committee and or by notice at the previous General Meeting or AGM. Any notice for a motion intended to be put to a General Meeting or AGM may be given at that meeting or in writing prior to that meeting.
- b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, at least 21 day's notice must be given to members in the manner provided in the previous sub-paragraph specifying as well as the matters referred to in the previous sub-paragraph, the intention to propose the resolution as a special resolution.

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15 FUNDS

- a) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.
- b) The Club funds shall be banked in the name of the Club and the bank account shall be operated upon by any two of the President, Vice President, Secretary and Treasurer or as directed by the Executive Committee and approved by a General Meeting or AGM.
- c) All accounts for payment shall be presented within 30 days of receipt of invoice or referred to the Executive Committee for consideration prior to approval for payment.
- d) No financial commitment to the Club shall be made without prior approval of the Executive Committee.
- e) An auditor shall be appointed and it shall be the auditor's responsibility to examine all accounts, vouchers, receipt books and or any other relevant documentation as requested by the auditor and authorised by the Executive Committee and furnish a report thereon at the AGM. Audits shall be conducted at regular intervals of 12 months.

16 ALTERATION OF RULES AND STATEMENT OF PURPOSE

These rules and the statement of purposes of the Club shall not be altered except 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 in accordance with the Associations Incorporation Act 1984.

17 INTERPERATION OF RULES

The Executive Committee will be the sole authority for the interpretation of these rules. The decision of The Executive Committee upon any question of interpretation upon any matter(s) affecting the Club and not provided for by these rules will be final and binding on the members.

18 CLUB SEAL

- a) The common seal of the Club shall be kept in the custody of the Secretary.
- b) The common seal shall not be affixed to any instrument except by the authority of the Executive Committee or of one member of the Executive Committee and of the Public Officer of the Club.

19 CUSTODY OF RECORDS

Except as otherwise provided in these rules, the Secretary and Treasurer shall keep in their custody or under their control all books, documents and securities of the Club and these shall be available for inspection by the members.

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20 DISSOLUTION

- a) The Club shall be dissolved in the event of the membership being less than 9 persons or by special resolution passed by a majority of not less than $\frac{3}{4}$ of the members present and voting by proxy at a meeting convened to consider such question in accordance with the Associations Incorporation Act, 1984.
- b) Upon dissolution the assets and funds on hand after payment of all expenses and liabilities shall be handed over to such other club of similar association or such registered charity as a majority of the members present at a General Meeting may decide.

21 CONDUCT

- a) The Executive Committee is empowered to take considered and appropriate action for any conduct by a member or members, which is considered by it to be detrimental to the best interests of the Club.
- b) Any Executive Committee member is empowered to have removed, any member not conducting themselves in a proper manner at any Club function or meeting.

22 RECEIVING AND DEALING WITH COMPLAINTS

- a) Complaints in relation to a member's behaviour, which may be detrimental to the Club shall be made by any member, to any member of the Executive Committee and must be lodged in writing within 14 days of the alleged incident.
- b) The member of the Executive Committee in receipt of such complaint shall refer the matter to the other members of the Executive Committee within 2 days of the complaint being received.
- c) The Executive Committee must act upon the complaint within 2 months of that complaint being lodged.
- d) The person complained of is to be informed so they can attend the Executive Committee meeting and present their version of the incident if they wish to do so.
- e) No legal representation is allowed.
- f) The method of determining the complaint and deciding action shall be by majority decision of the Executive Committee and shall be final.
- g) The Executive Committee may take any of the following steps in dealing with properly lodged complaints:
 - i) Dismiss the complaint.
 - ii) Take no further action other than having it recorded in the minutes of the Executive Committee meetings.
 - iii) Reprimand the member concerned.
 - iv) Suspend the member concerned.

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- v) Debar the member concerned from the Club and impose a period of disqualification from rejoining.
- vi) Under the Associations Incorporation regulations, the Executive Committee may impose a fine not exceeding \$20.00 on a member who commits a breach of the rules of the Club as described herein.

23 LIFE MEMBERSHIP

- a) The Executive Committee may select a member or members who in the opinion of the Executive Committee is worthy of life membership by reason of their having rendered meritorious service to the Club.
- b) Minimum standards for the appointment of Life Membership shall be:
 - i) Must be a current financial member of the Club.
 - ii) Completion of a minimum of 8 years active membership of the Club.
 - iii) Minimum service of at least 5 years on the Executive Committee.
- c) When minimum standards have been met, the names of such members shall be submitted to the Executive Committee by two financial members, by means of a documented portfolio on the achievement of the nominated member.
- d) Where a member does not fulfil all of the criteria, then the Executive Committee may still consider the nomination of a member for life membership if the person nominated has displayed exceptional service to the club.
- e) Nominations to be received by the Executive Committee by March general meeting. After checking the information contained within the portfolio and being accepted by the Executive Committee the accepted nominee's documented portfolio will be printed in the magazine.
- f) After voting on the appointment of the Executive Committee is completed at the AGM, a vote by the members on the life membership nominations will be taken. If the vote for Life Membership is in the majority, the nominated member will receive the honour.
- g) Life members may choose to not pay membership dues.

24 ROADS and TRAFFIC AUTHORITY (RTA) ELIGIBILITY CONDITIONAL REGISTRATION SCHEME - HISTORIC (CRS-H)

Eligibility for motor vehicles to be registered under the CRS-H is determined by the Executive Committee of the Club and the RTA. These rules may be revised from time to time by legislative and guideline changes. Members applying for CRS-H agree to abide by the 'CRS-H Rules for Members' as issued by the Club.