

# **E-Series Owners Club of Australia Inc.**

## Club Constitution & Rules

### **1 - Objectives**

- To bring together people who have a keen interest in ownership, maintenance and use of the Ford E-Series Series of Vehicles from 1988-1998.
- To promote motor sport activities and social gatherings to which members and their invited guests can enjoy meeting persons with similar interests.
- To seek and obtain various discounts with business houses and exchange technical advice to its members.
- Liaise with other clubs, as to broaden the club knowledge and raise the public awareness of the club.
- To participate in and organise when required activities of a sporting nature deemed relevant by the club membership committee.
- The assets and income of the organisation shall be applied exclusively to the promotion of its object and no portion shall be paid or distributed directly or indirectly to the members of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.
- To organise and execute charitable events where 100% of proceeds are donated to a charity as voted by the members.

### **2 - Membership / Hierarchy**

- The members of the club consist of the founding committee, the executive committee, general members and associate members.
- Membership shall be open to any person or persons interested in furthering the idea and aims of the club with no number limits.
- Membership is based on a 12 month term, commencing 1st of January and ending on 31st of December. Members wishing to join part way through the year may do so and pay their membership fee on a pro-rata basis.
- Membership extends to owners of Ford E-Series vehicles only. From years 1988-1998 built in Australia.
- Family membership is available to the household family members of a financial member and will be declared as described on membership form or renewal form.
- A family member is entitled to participate in club activities; however they do not have voting rights.
- Membership entitles a member to full voting rights and the right to hold an executive position.
- Associate membership is open to any person or persons with an interest in the club, but holds no voting rights or office positions.
- All applications must be made in writing and submitted in the form of a membership form addressed to the Executive Committee for review.
- Membership forms will be made available online.
- All applications must be accompanied by the appropriate application and membership fees that are current and applicable at the time.
- Membership is conditional upon members abiding by the club rules and the constitution.
- Renewal of membership is not automatic.

### **3 - Management**

- The management of the club shall be vested in the founding committee indefinitely.
- The founding committee shall oversee the executive committee and has the overall authority of the club.
- The executive committee shall consist of the following members: President, Vice President, Secretary, Treasurer, Public Relations officer, and Club Registration Officer as voted by the general members.
- The President/ or in his/her absence the Vice President shall be the chairman of all the meetings.
- The common seal of the club shall be held by the founding committee and any one member of the founding committee and the president of the club shall be deemed able to execute under the seal.
- The Executive Committee shall have the power to make and proclaim any club rule for the betterment of the club, and which shall not be in opposition to the club rules and constitution.
- The Executive Committee shall have the power to invite any other person or persons to attend

committee meetings who may be of assistance to it in a professional, technical or in a skilled manner, for the advice and guidance: The guest of the committee shall have no claim to vote.

- Each member of the executive committee shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- The office of a member of the executive committee becomes vacant if the officer or member –
  - Ceases to be a member of the club; or
  - Becomes an insolvent under administration within the meaning of the Corporations Act; or
  - Resigns from office by notice in writing given to the secretary.
- In the event of a casual vacancy in any office referred to in point 3 of the management clause, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- Any 4 members of the executive committee constitute a quorum for the conduct of the business of a meeting of the committee.

#### **4 - Election of Committee**

- The election of members to the Executive Committee shall take place in the following manner.
- Any two financial members of the club may nominate another financial member to serve on the committee.
- Nomination must be in writing on the official forms provided by the out-going committee and forwarded to the secretary at least 21 days prior to the annual general meeting.
- The nominated member shall be contacted by the out-going president to obtain their agreement to serve if elected.
- The nominated financial member may decline.
- A list of the names of candidates for each position, in alphabetical order shall be available to financial members 14 days prior to the annual general meeting.
- Ballot papers shall be mailed to country members of the club.
- Ballot papers shall be prepared containing the names of the candidates only.
- Each financial member present at the annual general meeting shall be entitled to vote for any candidate nominated for a position.
- If two or more candidates obtain an equal number of votes after country and local ballots have been counted, a further ballot for that position will be held, restricted to such candidates and voted by all members present at the annual general meeting.
- All country ballots must be returned prior to the election of committee members for them to be valid.
- The Secretary will conduct the ballot after the out-going President stands down the previous committee.
- In preparation for the new committee, the President and one of the founding members shall prepare a letter to the bank where deposit accounts are held advising of changes of signatories to accounts.
- Nominations for vacant positions will only be accepted from the floor of the annual general meeting if no nominations have been received prior, and if nominations for positions had been received and placed on ballot paper. No nominations will be accepted from the floor.

#### **6 - Powers of the Founding Committee**

- The founding committee in addition to the powers stated herein-after shall have control of finances: power to engage control, dismiss club servants and all administrative powers that may be necessary to carry out the ideas and aims of the club in accordance with this constitution.

#### **7 - Duties of the Treasurer**

- The treasurer shall keep the accounts of the club and shall make up the annual statement and balance sheet of the club as at the 31st of December of each year which is to be signed off by the founding committee. After audit, this report will be prepared, printed and circulated to all members with the notice of the annual general meeting, and control custody of the books, documents, instruments of title and securities of the club.
- The funds of the club shall be banked in the name of the club and the bank accounts shall be operated by any two of the following: one founding committee member and the President of the club, in the event the President is absent, any two founding committee members shall be able to operate the

bank accounts.

- All accounts outstanding shall be presented to the Executive Committee before being passed for payment.
- A CPA or CA certified accountant shall be elected or appointed by the executive committee and it shall be their responsibility to examine all accounts, vouchers, receipt books, etc and furnish a report thereon to the executive committee in time for presentation at the annual general meeting.
- Audits shall be conducted at regular intervals not exceeding 12 months.
- The financial year for the club shall conclude as at 31st December of each year.
- No two signatories of any financial accounts shall reside at the same residence.
- A treasurer's report is to be supplied to the members at each general meeting.

### **8 - Duties of the Secretary**

- The secretary shall conduct the correspondence of the club and subject to the control of the committee, shall have custody of all documents belonging to the club.
- They shall keep full and correct minutes of all proceedings of the club and of the committee.
- At least seven clear days notice of intention to convene a meeting shall be given by the secretary to all financial members. Any notice of motion intended to be put to the meeting shall be delivered to the secretary no later than three days prior to the date fixed for the meeting. It shall be the responsibility of all members to notify the secretary of any change of address.
- The secretary shall have the duty to keep and amend the membership register as required.

### **9 - Meetings**

- Executive Committee meetings may be held at a time and venue agreed upon by the founding committee and the executive committee.
- The number of club meetings must comply with the relevant authority requirements however must be a minimum of six meetings per year and may be held at times in conjunction with general meetings.
- The annual general meeting shall be held on the general meeting date in May.
- Any decision of the Executive Committee or of the members at any meeting except as elsewhere provided shall be decided by the majority of those present and voting.
- The Chairman has no deliberate vote but a casting vote. Motions upon which the voting is equally for and against the chairman shall have the final casting vote.
- The committee may call an extraordinary general meeting when any question of urgent importance shall arise and shall be bound to do so on receiving a request signed by 10 financial members of the club or by a member who has been expelled by the committee and has duly given notice of their desire to appeal to an extraordinary general meeting.
- The committee may determine the date, time and place of the annual general meeting of the club.
- The club secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the club, must cause to be sent to each member of the club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 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.

### **10 - Amendment of the Constitution**

- The constitution may be amended at a general meeting or special meeting convened for the purpose provided that the amendment is approved by at least three quarters of the members present and the founding committee voting at the special/general meeting. 21 days notice must be given to members of the intention to pass the special resolution.

### **11 - Dissolution**

- The club shall be dissolved in the event of the membership being less than 5 persons or upon the vote passed by not less than three quarters of the members present at a special meeting convened to consider such a question. 21 days notice must be given to members of the intention to dissolve the

club. Upon dissolution, assets and funds on hand may after payment of all expenses and liabilities be handed over to such registered charity as three quarters of the members present at a general meeting may decide.

### **12 - Payment of Subscription Dues**

- Annual subscriptions will be payable upon receipt of membership form.
- Any member whose subscription is unpaid on the last day of their membership term shall cease to be a member. A grace period of no longer than 4 weeks shall be granted for payment, after that time the name of such members shall be cancelled from the books of the club.
- Voting rights shall be revoked until membership is renewed.
- Payment of membership will be calculated on a pro-rata basis at a minimum of 6 months of the full membership fee, for new members only.
- All fees are to be paid in full as calculated based on joining date.

### **13 - Address of Members to be registered.**

- A current membership register shall be kept by the Secretary and updated as required.
- Every member shall from time to time communicate their address to the secretary. Such address shall be inserted in the membership register and all notice sent by post to such address shall be deemed to have been duly delivered two days after the day posting.

### **14 - Resignation**

- A member may at any time by giving notice in writing to the secretary, withdraw membership from the club but shall continue to be liable for annual subscriptions due and unpaid at the date of such resignation.
- Upon resignation all membership fees paid are forfeited.
- Any executive committee member having discharged all liabilities to the club and wishing to rejoin the executive committee may do so upon an available vacancy proposed and balloted for, in accordance with rules and the committee may at their discretion excuse payment of any entrance fee.

### **15 - Expulsion of Members**

- If any member shall refuse or neglect to comply with any of the rules of the club or be guilty of conduct which in the opinion of the Executive Committee and founding committee is damaging to the club or in the interest of the club, the committee may call upon the member to submit an explanation either in writing or by personal attendance before the meeting of the committee (arranged especially for the purpose). And after considering the matter at such a meeting including the explanation (if any) offered by the member concerned at least two thirds of the Executive Committee and the full founding committee present, are of the opinion that the charge has been sustained, the majority thereof as aforesaid expel such a member.
- The executive committee shall in writing advise the member concerned of its decision. A member who has been expelled as aforesaid may within 30 days thereafter give notice in writing to the secretary of their desire to appeal before an extraordinary general meeting of the club at which the member shall be given an opportunity to attend and make a statement. After considering such an appeal shall be given an opportunity to attend and make a statement. After considering such an appeal such extraordinary general meeting may affirm or reverse the decision.

### **16 - Forfeiture**

- Any member in accordance with rules or otherwise ceasing to be a member of the club shall forfeit all such rights to or claim upon the club, of its property as the otherwise would have by reason of membership.

### **17 - Club Property**

- No member shall take away or permit to be taken away from the club under any pretext whatsoever or shall injure or destroy any club property including media or other articles, tools and or equipment which is the property of the club.
- Club property shall be held by a custodian as designated by the founding committee.

### **18 – Complaints, Disputes and Mediation**

- All complaints shall be made in writing to the secretaries who, if they be unable to deal with, then submit them to the founding committee whose decision shall be deemed final.
- The grievance procedure set out in this rule applies to disputes under these rules between –
  - A member and another member or
  - A member and the association
- The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the disputes comes to the attention of the parties.
- If the parties are unable to resolve the dispute at the meeting, or if the party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- The mediator must be –
  - A person chosen by agreement between the parties; or
  - In the absence of agreement –
    - In the case of a dispute between a member and another member, a person appointed by the committee of the association; or
    - In the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- A member of the association can be a mediator.
- A mediator cannot be a member who is a party to the dispute.
- The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- The mediator, in conducting the mediation, must –
  - Give the parties to the mediation process every opportunity to be heard; and
  - Allow due consideration by all parties of any written statement submitted by any party; and
  - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- The mediator must not determine the dispute
- 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.

## **19 – Club Rules**

- The founding committee in conjunction with the executive committee has the invested power to make, repeal and amend such club rules as they consider necessary for the proper conduct of the club. Rules made aforesaid shall have effect until otherwise determined by the committees or a general meeting of the club. In particular but not exclusively such rules may provide for and regulate.
- Generally all matters as are commonly the subject matter or rules and regulations of a club.
- For such a meeting, any member who cannot be present and wished to be counted may forward a letter to the secretary before said meeting displaying their views and submissions.
- Club rules can be altered as agreed upon by the founding members and the executive committee.

## **20 - Club Permit**

- Any member wishing to apply for Club Permit must make application to the club registration officer.
- The member must be financial and have attended at least 1 club event, within a six month period.
- New members must be financial for 3 months before application can be made.
- All applications must be made in writing.
- Vehicle log books must be kept up to date and made available to the registration officer for inspection upon request.
- Members will undertake to abide by the VicRoads guidelines.

## **21 - Duties of Immediate Past President**

- To assist with any passing knowledge to enable the smooth running of the club and a link with the previous direction of the past committees.

## **22 - Duties of the Registration Officer**

- To keep a record of club Registered Vehicles/Special Interest Vehicles.
- To inspect members vehicles and verify compliance with the VicRoads regulations and requirements and complete the clubs verifying certificate.

- To have custody of any relevant documents/manuals to enable carrying of the duties of registration officer.

### **23 - Vehicle Registration**

- As per current VicRoads regulations.

### **24 – Inspection of books and records**

- All accounts, books, securities and any other relevant documents of the association must be available for inspection free of charge by any member upon request.

### **25 – Funds**

- The funds of the club shall be derived from club membership fees, donations and such other sources as the committee determines.

### **26 - Quorum for committee meetings**

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

### **27 – Procedure of committee meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each committee meeting, together with a record of the names of persons present at committee meetings.

### **28 – Procedures of general meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, together with a record of the names of persons present at committee meetings.

### **29 - Annual general meetings**

- (1) The founding committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.