



The Austin Healey Club of WA (Inc) Constitution

3 July 2017

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1. Name

Name of the Club shall be "The Austin Healey Club of WA (Inc)" and it shall be incorporated pursuant to the provisions of the *Associations Incorporation Act 2015* "The Act".

2. Objects

The objects of the Club are:

- (a) to assist in the acquisition of authentic restoration preservation exhibition and maintenance of Austin Healeys
- (b) to encourage by all means the retention of such vehicles in the State of Western Australia
- (c) to promote and assist in the promotion of competition trials and other events in which such vehicles can participate
- (d) to conduct Meetings and classes whereby members may obtain knowledge enabling them to become better drivers and to maintain their vehicles to a high standard of efficiency
- (e) to promote and foster and conduct the sport of automobilism and motor sport generally in all its branches
- (f) to encourage affiliation and closer relationship with other clubs of similar interest
- (g) to establish and manage concessional licensing arrangements for the vehicles of its members and
- (h) to ensure that the assets and income of the Club shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club or for subsidising sanctioned events as approved by the Management Committee for the benefit of the members.

3. Membership

Any person over seventeen (17) years of age shall be eligible to become a member of the Club.

4. Admission to Membership

- (a) Applicants for membership shall complete the official application form as prescribed by the Committee.
- (b) Each application for membership shall be considered by the next meeting of the Committee who shall have power to accept the applicant to membership upon a resolution of three-quarters of the Committee.

5. Termination of Membership

- (a) Resignation from membership or from elected office shall be lodged with the Secretary in writing and shall become effective when accepted by either a Committee Meeting or General Meeting of the Club.
- (b) If the subscription of any member is in arrears for more than thirty (30) days after the date on which the Treasurer has notified such member that his or her subscription is in arrears, that member's membership shall be automatically terminated there from. Such Member shall have the right to make-application to re-join the Club within twelve (12) months therefrom.
- (c) The Committee shall have the power to terminate the membership of any member who has acted in such way as to bring the Club into disrepute or who has prejudiced the interest of the Club or its members, provided that the Committee shall give any such member the opportunity to state his or her case fully to the Committee before such decision is reached.
- (d) In the event of any member's driver's license being cancelled or suspended, such member shall during such period be ineligible to drive a vehicle in any event conducted by the Club.

6. Honorary Members

Persons who have rendered notable services to the Club in relation to its objects may be elected at the direction of the Committee and with the approval of members as Honorary Members but they shall not be entitled to take part in the management of the Club nor have the right to vote in any matter.

7. Honorary Life Members

- (a) Members of a minimum of ten (10) years standing who, in the opinion of the Committee, have rendered long and valuable services to the Club may be elected as Honorary Life Members.
- (b) Any member may propose a new Honorary Life Member but the proposal must be made in writing to the Committee giving details of the reason for the proposal and must be accompanied by the endorsement of a seconder.
- (c) Any proposal for Honorary Life Membership must be submitted to the Committee at least three (3) months prior to the next Annual General Meeting. The Committee will debate the merits of the proposal and advise the proposer, in writing, their reasons for reaching their decision. If accepted the proposal would be tabled as a "Notice of Motion" on the agenda of the next Annual General Meeting.
- (d) A maximum of one (1) member/ship only may be elevated to Honorary Life Member in any one year. In the event of multiple proposals being put forward, the decision of the Committee will be final as to which name would be put forward at the next Annual General Meeting.
- (e) Honorary Life Members will enjoy all rights and privileges of the club and are eligible to hold any office within the club.

- (f) All voting on an Honorary Life Membership application at both Committee and at an Annual General Meeting or Special General Meeting called for that purpose, shall be by secret ballot.

8. Membership Fee

- (a) The membership fee shall be as determined by the Committee.
- (b) The membership fee shall be due and payable by the last day of June each year.

9. Concessional Licensing

- (a) The Club is authorised to confirm members' eligibility to obtain a concessional licence for their vehicles for use on the road during authorised events and are willing to abide by appropriate limitations and conditions of use as laid down in the policy and procedures of the Department of Transport (DoT) in return for substantially reduced registration fees.
- (b) Should a member with a concessional licence leave the club or become non-financial, the Club shall inform the Council of Motoring Clubs and/or DoT of the member's status and that member may have their concessional licence withdrawn by DoT.

10. Management Committee

- (a) The Management Committee (hereinbefore and hereinafter referred to as 'the Committee') shall consist of a President, Vice President, Secretary, Treasurer and not more than five (5) Ordinary Members. The Committee shall have power to co-opt from time-to-time such other person or persons as it sees fit.
- (b) Members shall be ineligible from sitting on the Committee (without prior approval from the Commissioner for Consumer Protection) where they:
 - (i) are an undischarged bankrupt or whose affairs are under insolvency law
 - (ii) have been convicted of an offence involving fraud or dishonesty punishable on conviction by three (3) months or more imprisonment in the last five (5) years and
 - (iii) have been convicted of an offence in connection with the promotion, formation or management of a body corporate, including duties under the new law, in the last five (5) years.
- (c) At each Annual General Meeting all eligible members of the Committee shall retire.
- (d) All members of the Committee retiring shall be eligible, subject to rule 10(b) for re-election and shall be deemed to have nominated for re-election unless they signify their intention to the contrary.
- (e) Only persons who have been members of the Committee for at least one (1) year prior to the date set for the election shall be eligible, subject to rule 10(b) to be elected President or Vice President of the Club.

- (f) Nominations for election to the Committee shall be in writing and delivered to the Secretary not later than seven (7) days before the Annual General Meeting and the Secretary shall notify each member of the Club within fourteen (14) days of the closing of nominations of this rule and also of all positions to be filled at the forthcoming Meeting.
- (g) Any casual vacancy in the Committee or other office may be filled from the membership by the Committee provided that any officer so elected is eligible subject to rule 10(b) and holds office only until the next Annual General Meeting.
- (h) The Committee shall have power by a seventy five (75) percent margin of members present and voting to declare vacant any official position within the Club.
- (i) Any member of the Committee who is absent from two (2) consecutive Meetings of the Committee without presenting his or her apologies to the Committee in advance shall automatically cease to be a member of the Committee.
- (j) The Committee shall manage the affairs of the Club in accordance with the Rules of the Club Generally and shall have power to do the following special acts:
 - (i) to purchase take or lease a building or part thereof for the purpose of the Club and to sublet any building or part thereof so taken or leased upon such terms as they may think fit
 - (ii) to erect maintain improve and alter any buildings for the purpose of the Club
 - (iii) to purchase magazines, periodicals and books for use of the members
 - (iv) to borrow money for all or any of the purposes of the Club on mortgage debenture or otherwise and
 - (v) to open and operate accounts at any bank.

PROVIDED THAT approval for these acts is given by a Special Meeting of the members, of which notice has been duly given specifically the intention to propose such action and at which such action is approved by a majority of not less than seventy five (75) percent of such members of the Club present and voting.

11. Duties of Officers

- (a) President: The President shall:
 - (i) consult with the secretary regarding the business to be conducted at each Committee Meeting and General Meeting and
 - (ii) convene and preside at Committee and General Meetings as provided for in these rules.
- (b) Vice President: The Vice President shall:
 - (i) undertake the duties of the President in the President's absence or incapacity and

- (ii) convene and preside at Committee and General Meetings as provided for in these rules in the President's absence or incapacity
- (c) Secretary: The Secretary shall:
- (i) take minutes of all Meetings of the Club and keep them in a permanent Minute Book
 - (ii) issue all notices calling Meetings of the Club or the Committee in accordance with the provisions of these Rules or the direction of the President
 - (iii) with the assistance of the other officers on the Committee keep an up-to-date Register of members with their email, postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose
 - (iv) keep and maintain the register at the Secretary's place of residence, or at such other place as the Committee members decide
 - (v) cause the name of a person who dies or who ceases to be a member under rule 4 to be deleted from the register of members referred to above
 - (vi) conduct the official correspondence of the Club
 - (vii) carry out all other duties imposed on him/her by these Rules or as directed by the Committee and
 - (viii) pursuant to section 28 of The Act keep and maintain in an up-to-date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose
 - (ix) provide any new member a copy of the Club "rules"
 - (x) complete and submit the Club's information statement to the Commissioner for Consumer Protection within six (6) months after the end of the financial year, and
 - (xi) complete and submit the Club's Annual Update to the Council of Motoring Clubs after each financial year.
- (d) Treasurer: The Treasurer shall:
- (i) keep and maintain a record of all Club property and its locations
 - (ii) provide any member at any reasonable time an opportunity to inspect without charge the books, documents, records and securities of the Club
 - (iii) collect all funds due to the Club from any source and issue official receipts and shall deposit all such funds to the credit of the Club
 - (iv) notify any member that his subscription is in arrears for thirty (30) days of this fact and the provisions of rule 5(b)
 - (v) draw cheques for payment of all monies due by the Club upon authorisation from the Committee and shall pay such accounts and keep receipts of payments

- (vi) keep and maintain proper books of accounts and shall prepare an annual balance sheet which shall be tabled for inspection at the Annual General Meeting
- (vii) present a financial statement to the Annual General Meeting
- (viii) prepare financial figures for the secretary for incorporation into the Club's annual information statement and
- (ix) carry out all other duties imposed upon him/her by these Rules or as directed by the Committee.

12. Meetings

- (a) The Annual General Meeting shall be held by the end of July of each year at such time and place as the Committee may decide and the Secretary shall, at least fourteen (14) days before the time set for the Meeting, notify all members of the time and place thereof. In the event of the Annual General Meeting not being so held by 31 July in any year, any five (5) members of the Club shall have power to call and convene an Annual General Meeting.
- (b) The Committee shall have power to call General Meetings at such time and place as they think fit.
- (c) Any five (5) voting members may, by requisition in writing, require the Secretary to convene a General Meeting for the purpose of considering any special business. The Secretary shall call a Special General Meeting to be held within fourteen (14) days of receiving such requisition and shall, at least seven (7) days before the times set for such Meeting, notify all members of the time and place thereof. In the event of the Secretary failing to call such Meeting, the members who signed such requisition shall have power to convene a Special General Meeting.
- (d) The Secretary shall call not less than nine (9) Committee Meetings per annum to be held and when required.

13. Quorum

- (a) A Quorum for any Special, General Meeting or Annual General Meeting shall be ten (10) voting members of the Club.
- (b) A Quorum for a Committee Meeting shall be one half of the members of the Committee for the time being.
- (c) In the event of there being no Quorum present for any Meeting for the Club thirty (30) minutes after the time appointed for that Meeting, the Meeting shall be abandoned.

14. Chairperson

The club President shall act as Chair at all Meetings, in his/her absence the Vice President or a separate Chairperson is to be appointed from those present at the Meeting.

15. Alteration of Rules

The Constitution of the Club may be made, amended or rescinded only by a Special Resolution.

16. Special Resolution

A Special Resolution is one which is passed at any Annual General Meeting or Special Meeting of the Club, of which notice has been duly given specifying the intention to propose such resolution and at which such resolution is passed by a majority of not less than seventy five (75) percent of such members of the Club present and voting.

17. By-Laws

- (a) The Club may, by resolution at a Special Meeting, make, amend or revoke By-laws.
- (b) By-laws may:
 - (i) provide for the rights and obligations that apply to any classes of membership approved under rules 3, 4, 5, 6 and 7
 - (ii) impose restrictions on the committee's powers, including the power to dispose of the association's assets
 - (iii) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts and
 - (iv) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws
- (c) A by-law is of no effect to the extent that it is inconsistent with The Act, the regulations or these rules.
- (d) Without limiting rule 17 (c), a by-law made for the purposes of rule 17 (b)(iii) may only impose requirements on the Club that are additional to, and do not restrict, any requirement imposed on the Club under Part 5 of The Act, "Financial records, reporting and accountability".
- (e) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

18. Common Seal

- (a) The Secretary shall have the custody of the COMMON SEAL of the Club and the same shall be affixed to all necessary instruments in the presence of two (2) of the persons authorised hereinafter and records shall be kept of all instruments and documents to which the seal is affixed.
- (b) The President, Secretary and Treasurer are authorised to use the Common Seal on Behalf of the Club.

19. Financial Reporting

- (a) The Committee shall ensure that the club keeps financial records that:
 - (i) correctly record and explain its transactions, financial position and performance and
 - (ii) enables true and fair financial statements to be prepared.
- (b) The Club's reporting obligations are as a "Tier 1" by Association Rules and as such will prepare financial statements, using either the cash or accrual methods of accounting, for presentation to members at the Annual General Meeting that include:
 - (i) a statement of receipts and payments
 - (ii) a reconciled statement of bank account balances and
 - (iii) a statement of assets and liabilities.
- (c) A "financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year.

20. Dissolution

- (a) The Club shall be dissolved in the event of the membership being less than ten (10) persons or upon the vote of seventy five (75) percent majority of the members present at a Special Meeting convened to consider such question.
- (b) Upon dissolution assets and funds on hand may after payment of all expenses and liabilities be handed over to such other Club or similar Association having objects such as are stated in rule 2 of this Constitution or such registered charity as a majority of the members present at the Special Meeting may decide.

21. Interpretation of Rule

If the question arises to the interpretation of the Rules of the Club, the same shall be determined by the President subject to right of appeal to the Committee.

22. Disputes and Mediation

- (a) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (i) a member and another member or
 - (ii) a member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- (c) 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.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties or
 - (ii) in the absence of agreement:
 - in the case of a dispute between a member and another member, a person appointed by the Committee or
 - in the case of a dispute between a member and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A member of the Club can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard
 - (ii) allow due consideration by all parties of any written statement submitted by any party and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) 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.