

CLUB RULES
Ford Coupe Club of Australia (Vic) Inc.
A0027749Y
March 2021

Incorporated under the Associations Incorporation Reform Act 2012 (Vic)

The Club.

1. The name of the Club is: Ford Coupe Club of Australia (Vic) Inc.
2. The purposes of the club are:
 - a. To encourage the ownership, preservation, restoration and enjoyment of classic Ford Coupe vehicles. Namely All Ford XA to XC 2 Door hardtop models constructed between 1972 and 1978, including Landau, GT, Cobra and any base or speciality models.
 - b. To facilitate events which enable Club members and the general public to view classic Ford Coupe cars, engage in learning opportunities and car appreciation.
 - c. To promote social activities and friendship among Club members, their families and invited guests through the organization of group activities.
 - d. To facilitate ongoing correspondence with members regarding car projects, car activities and items of interest to members.
 - e. Support members in 'tribute' and classic Motorsport events as a Motorsport Australia affiliated club.
3. The Club has power to do all things that help it to achieve these purposes.
4. The Club and its Committee may only exercise their powers and use the income and assets of the Club for the purposes of the Club.

Financial year.

5. The financial year of the Club commences on the **1st July** of each year.

Members.

6. Anyone who supports the Club, and is of age 18 years and over, can apply to become a member.
7. The committee can set Club joining fees and annual subscription fees for all its members.
8. The Club offers reduced membership fees for distant members who reside more than 100 kilometres from the former Melbourne GPO (Corner Bourke and Elizabeth Streets, Melbourne).
9. If the partner or spouse of an existing member wishes to also join the Club, the full annual subscription fee is payable. The joining fee will be waived.

If the membership is approved, the applicant's details will be entered into the Register of Members. For a spouse member they will be entered individually into the members register and assigned their own membership number.

Note: Partners and family members are welcome at club events when accompanying the member, they are not required to become members.

A person may apply to join the Club by:

- a. Completing the application form and paying the appropriate fees.
- b. Forwarding the application to the Club Secretary.

The names of all new applicants will be submitted at the next Club meeting for members consideration.

10. The Committee can approve or reject an application to join the Club. If the Committee rejects an application it is not required to give reasons for that decision, but it must return any monies paid and inform the applicant, in writing (this includes via e-mail), that their request to join the club has been unsuccessful.
11. If the application for Membership is successful, the applicant will receive correspondence welcoming them to the Club and advising them of membership information.
12. A person becomes a member when:
 - a. The Committee has approved their application to join the Club.
 - b. The Club has received the persons joining and membership fee (may be levied a proportionate fee for the remainder of the financial year).
 - c. The Membership Officer, under the direction of the Secretary has entered the person's name, address and date they became a member on the Members Register.
13. Only one Member of fully paid members from a family unit may hold an elected Committee position at any one time.
14. Members can cancel their membership of the Club at any time by writing to the Secretary. The Club will not refund any membership or joining fees already paid. Failure to pay membership subscription for more than 12 months will be taken as a Member's resignation from the Club.

Upon ceasing membership, a Member's personal information, other than their name and date of Membership cancellation will be removed from the register of Members within 14 days.
15. Members must pay the annual subscription fee by the due date. If a Member does not pay by the due date, their membership may be suspended for a maximum of 12 months. When membership is suspended, a member cannot exercise their Members rights such as voting at Club meetings, Annual General meetings or any other decision-making format.
16. A Club Life Member is exempt from membership fees and subscriptions. The Life Member is a Club Member with full membership rights.
17. Membership will run from 1st April to 31st March the following year. All Club memberships are due and payable by 31st March.

Members access to documents.

18. A member may, subject to rules 20 to 22, inspect the rules of the Club, Annual General Meeting minutes, Monthly Club Meeting minutes, relevant documents (as defined in the Act) and the Members Register at a reasonable time.
19. A member can write to the Secretary asking for copies of these documents. With the exception of the Members Register. The Secretary can charge a reasonable fee for providing copies.
20. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club or a Club Member.

The aforementioned documentation will also be available to the relevant regulatory authorities upon appropriate formal request.
21. Members cannot inspect or get copies of Committee Meeting minutes or parts of the minutes unless the Committee specifically allows it.

22. Members can write to the Secretary to ask that the Secretary restrict access to their details on the Members Register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the Member outlining their decision.

The Committee.

23. The Club is governed by a Management Committee (the Committee) made up of elected members known as Committee Members.
24. The Committee can exercise all powers and functions of the Club (consistent with these Rules and the Act), except for powers and functions that the members are required to exercise at Club Meetings and the Annual General Meeting.
25. The Committee can delegate any of its powers and functions to a Committee Member, a Sub-Committee member or a Club Member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the Committee in writing.
26. Committee Members are elected by members of the club at the Annual General Meeting.
 - a. If the position is uncontested a show of hands by Members present who are entitled to vote, or
 - b. If the position is contested voting shall be conducted by secret ballot from the Club Members present who are entitled to vote.
27. To be eligible for election to a Committee position a Club Member must be a financial member of at least 12 months standing.
28. The Committee is made up of the following roles:
 - a. The President
 - b. The Vice President
 - c. The Treasurer
 - d. The Secretary(These are the Offices and Official Officers of the Club).
 - e. Up to 4 other designations considered necessary by the Committee and is voted at a Club Meeting or AGM.
29. At the first Committee Meeting after each AGM the newly elected Committee Members will affirm their understanding of their role and responsibilities; and ensure they have received all documents and relevant information from the previous incumbent.
30. Within 28 days after the person ceasing to hold that office or have that role, or ceasing to be a member, the person, or the estate of the person, must return the original copies of any relevant documents and assets to the Club Committee.
31. The Secretary must be of at least 18 years of age and live in Australia.
32. If the Secretary stops living in Australia they cannot remain as Secretary.
33. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
34. Each Committee Member finishes their time on the Committee at the next AGM after they were elected or appointed.
35. The following Committee positions are subject to a maximum term of 4 consecutive years by any one Club Member:

- a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
36. A Member may nominate for election to a Committee position by writing to the Secretary, and another Member must support this nomination in writing. The supported nomination must be received at least 1 day prior to the AGM.
37. If there is only one eligible nominee for any Committee position, and they are present at the AGM, the AGM chair may declare the position filled without holding a ballot or show of hands.
38. If there are no registered nominees for a particular Committee position or if a registered nominee is not in attendance at the AGM, the AGM chair may call for nominations from the eligible members present at the AGM.
39. A Committee Member stops being on the Committee if they:
- a. Resign, by writing to the Secretary or the Committee
 - b. Are no longer a financial Member of the Club.
 - c. Are removed by a special resolution of Members of the Club.
 - d. Become insolvent (as defined under the Corporations Act 2001)
 - e. Becomes a represented person (under the Guardianship and Administration Act 1986) or:
 - f. Die.
40. If a Committee Member stops being on the Committee before the end of their term in accordance with Rule 40, the Committee can temporarily appoint a financial member of the Club to fill the vacancy on the Committee until the next AGM.
41. Among its other responsibilities, the Committee is responsible for making sure that:
- a. Accurate minutes of Club Meetings, Committee Meetings, Annual General Meetings and Special Resolutions are made and kept, and stored in a central location, and
 - b. All records, securities and relevant documents of the Club are kept properly, and
 - c. That all notices, advertising, official publications and business documents must contain the Club's official name and registration number (as it appears on the incorporation document) in a clear and legible format.
42. A Committee member or former Committee Member of the Club must not make improper use of information acquired by virtue of holding the position:
- a. To gain an advantage for himself or herself or any other person, or
 - b. To cause detriment to the Club or a Club Member
43. A Committee Member of the Club must exercise his or her powers and discharge his or her duties with the degree of care or diligence that a reasonable person would if that person:
- a. Were a Committee Member of the Club in the circumstances applying at the time of the exercise the power and the discharge of the duty and
 - b. Occupy the Committee position held by and had the same responsibilities within the Club as the Committee Member.

44. A Committee Member of the Club must exercise his or her powers and discharge his or her duties in good faith in the best interest of the Club and for a proper purpose.
45. The Club must indemnify each Committee Member against liability incurred in good faith by the Committee Member in the course of performing his or her duties as a Committee Member.

Club Meetings.

46. Only financial Club members are permitted to vote at Club meetings.
47. The Secretary must give 7 days' notice of a Club meeting to members, unless the meeting is a Special Resolution, in which 21 days' notice is required. If the Special Resolution is dealing with an amendment to Club rules, documentation or proposed amendments must be provided in writing with the 21 days' notice.
48. Club meetings are held monthly.
49. Quorum for a Club meeting is 9 members. This must consist of a minimum of 3 Committee Members and 6 Club Members being present, and entitled to vote at a Club meeting.
50. The Chair of Club meetings is the President, or in their absence, the Vice President or nominated Committee Member.
51. A minute taker must be appointed and quorum confirmed prior to the meeting progressing.
52. If a vote of the membership is tied, the Chair of the meeting has the deciding vote.
53. At a Club meeting, routine matters may be voted on by a show of hands, unless a written ballot is requested by any financial Member present.

Committee Meetings.

54. The Committee shall meet at least four times per membership year at a time and place they determine.
55. The Secretary must give 7 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.
 - a. All Committee Members must be informed of such a meeting and the nature of the business to be transacted. No other business can be transacted at such a meeting.
56. Committee Members may attend Committee meetings through technology so long as everyone can hear and be heard at the same time.
57. Any 4 Committee Members constitutes a quorum for the transaction of any business of the Committee meeting.
 - a. If quorum is not reached within 30 minutes of the scheduled start time the meeting must be adjourned.
58. Special meetings of the Committee may be convened by the President or any 4 members of the Committee.
59. The Chair of Committee Meetings is the President, or in their absence, the Vice President. If the Vice President is also absent the Committee Members in attendance can choose who will be the Chair.
60. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
61. The Committee have the power to make and publish policies and procedures which improve and assist with the smooth running of the Club. These documents will be available for all Club Members to access.

Annual General Meetings.

62. The Club must hold an Annual General Meeting (AGM) within five months from the end of the Club's financial year.
63. The Club must have its financial statements reviewed before being submitted to the AGM of the Club if:
 - a. At a Club meeting the majority of members present at the meeting vote to do so; or
 - b. The Club is directed by the Registrar to do so.
64. The financial statement must contain the following information:
 - a. The income and expenditure of the Club during and at the end of its last financial year.
 - b. The assets and liabilities of the Club at the end of the last financial year.
65. The ordinary business of the AGM is to confirm the minutes of the previous Club meeting, receive reports and statements of the previous financial year and elect Committee Members. The notice for the AGM must also include any special business or motions to be considered.
66. Quorum for the Annual General Meeting comprises 15 Club Members personally present, being members entitled to vote. The Chair of the meeting will verify quorum.
67. In the event of quorum not be reached by 30 minutes of the scheduled commencement, the Annual General Meeting will be adjourned and re-scheduled.
68. Members may not vote by proxy at the Annual General Meeting.
69. Notice of the Annual General Meeting must be provided to members at least 21 days prior to the meeting in writing to each member's postal address or e-mail address listed on the members register.
70. Notice of the Annual General Meeting must include proposed matters to be dealt with at that meeting.
71. The Chair of the Annual General Meeting will be the President, or in their absence the Vice President. If the Vice President is also absent the members at the meeting can choose another Committee Member to be the Chair.
72. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by a show of hands, any Member may request a vote be held again by written ballot.
73. If the vote of the Members is tied, the Chair has the deciding vote.
74. The Chair may adjourn the meeting if quorum has not been met as per Rule 67, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Special Resolution.

75. The Club may pass a Special Resolution at a Club meeting. Each member of the Club who is entitled to vote at Club meetings must be given at least 21 days' notice of the proposed resolution, in the manner provided under Rule 48. The notice must:
 - a. Specify the date, time and place of the Club meeting at which the resolution is intended to be proposed; and
 - b. State in full the proposed resolution; and

- c. State the intention to propose the resolution as a special resolution.

76. The Special resolution is passed if:

- a. At the Club meeting, not less than three quarters of the Club members in attendance, being members entitled to vote, vote in favour of the resolution
- b. The resolution is passed in a manner approved by the Registrar under Section 66(2) of the Act.

Alteration of Club Rules.

77. These rules may be changed, added to, or replaced by special resolution of the Club members at a Club Meeting.

78. All members must be given 21 days' notice of proposed amendments to the Club rules prior to voting.

Club Funds.

79. The Club must not distribute funds, income or assets to members except as reasonable compensation for services provided or pre-approved authorised expenses incurred on behalf of the Club.

80. Pre-approved authorised expenditure on behalf of the Club is obtained by securing written approval from at least 2 committee members.

81. The Club will not be responsible for any purchases made without prior approval from the Committee.

82. The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Club's purposes.

83. Cheques, EFT transfers or cash payments made from the Club's funds must be authorised by two members of the Committee.

84. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws. Financial records must:

- a. Correctly record and explain its transactions, financial position and performance; and
- b. Would enable true and fair financial statements to be prepared in accordance with this part.

85. The Club does have a common seal and should be kept in the custody of the Treasurer. The seal shall not be affixed to any document without the authority of the President or the Secretary.

Conflict of Interest.

86. A member of the committee of the Club who has a material personal interest in a matter being considered by the Club must disclose the nature and extent of that interest to the Club. The member may be asked to remove themselves from any discussion, decision or voting on the issue

Inappropriate conduct and Disciplinary Action

87. Any committee member is empowered to caution or remove any Club member or their guest who is not conducting themselves in a proper manner at any Club function, event or meeting.

88. The Committee can discipline a member of the Club if it considers the member has breached these rules or if the members behaviour is causing (or has caused) damage or harm to others or the Club.

89. The committee must write to the member if disciplinary action is to be implemented.

90. The Committee must arrange a disciplinary procedure that meets these requirements:

91. the outcome must be determined by an unbiased decision-maker

92. the member must have an opportunity to be heard, and
93. the disciplinary procedure must be completed as soon as reasonably practicable.
94. The outcome of a disciplinary procedure can be that the member must leave the Club, for a period of time or indefinitely. The Club cannot fine a member.
95. A member of the club who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

Grievance disputes

96. If there is a dispute between two Club members, a member and the Club, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
97. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Club and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.
 - e. A member may appoint another person to act on their behalf in a grievance procedure.
 - f. Publication of any result arising from a formal dispute resolution needs to be agreed by all involved parties, including the arbitrator.

Winding Up

98. The members may vote by special resolution at a Club meeting to wind up the Club.
99. The resolution must be passed by three quarters of the members present at the meeting.
100. If the Club is wound up, any surplus assets must not be distributed to the members or former members of the Club, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members. Members at the meeting will determine where funds are to be distributed.