

TRIUMPH CAR CLUB OF THE ACT INCORPORATED CONSTITUTION

Part 1 Preliminary

1. Name

The name of the Club is the *Triumph Car Club of the ACT Incorporated* (the *Club*).

2. Objectives

- (a) To promote and maintain Triumph motor vehicles;
- (b) To promote better driving and a responsible attitude towards driving;
- (c) To promote better technical understanding and assistance in the maintenance of Triumph vehicles; and
- (d) To conduct social and other activities for the benefit of members.

3. Powers and Authority

In pursuance of the foregoing objectives, the club shall have the power to;

- (a) Affiliate with the ACT Council of Motor Clubs.
- (b) Hold meetings and arrange activities.
- (c) Make by-laws to facilitate the effective governance and operation of the Club.
- (d) Publish a magazine.
- (e) Raise, invest, manage and expend funds.
- (f) Do all such acts and all such things as deemed necessary or desirable for the proper management of the affairs of the Club.

4. Definitions

- (a) The **Act** means the *Associations Incorporation Act 1991*.
- (b) The **Regulations** means the *Associations Incorporation Regulations 1991*.
- (c) The **Rules** means this constitution and by-laws.

Part 2 Membership

5. Membership

Membership is open to all persons having an interest in Triumph vehicles, regardless of the vehicle model and/or year of manufacture.

- (a) Classes of membership shall include:
 - (i) Ordinary. An Ordinary Member is a financial member of the Club.
 - (ii) Family. A family membership consists of the partner of an ordinary member and includes all their children under the age of eighteen.
 - (iii) Life. A life member is a member of long standing who has been recognised by the Club as having given consistent and outstanding service to the Club.

6. Life Membership

- (a) A maximum of 1 (one) life membership shall awarded each year. The Committee shall recommend such award at the annual general meeting where, upon a minimum of three quarters of those members present and entitled to vote, vote in the affirmative, such award shall be made and the life member shall be presented with a suitable badge or award in recognition of their status.
- (b) Life members shall be deemed to be financial members of the Club and shall retain all the rights and privileges afforded to ordinary members of the Club. Life members shall not be required to pay annual membership fees but shall be required to pay any applicable levies as specified from time to time in the by-laws.

7. Membership Application

- (a) Application for membership shall be made in writing using the membership form as specified from time to time in the by-laws and shall be lodged with the Secretary or Treasurer.
- (b) All applications for membership must include the relevant membership fees as required by rule 8.

8. Fees and Subscriptions

- (b) Membership fees shall comprise a joining fee, an annual membership fee and any applicable levies as specified from time to time in the by-laws.
- (c) The annual membership fee is due and payable on the commencement of the Club's financial year.
- (d) For new members joining part way through the year, the first year's membership fees shall include:
 - (i) the joining fee;

- (ii) the balance of the first year calculated on a pro-rata basis; and
- (iii) any applicable levies as specified in the by-laws.

9. Entitlements

A right, privilege or obligation which a person has by reason of being a member of the Club is not capable of being transferred to another person and terminates upon cessation of that person's membership.

10. Cessation

A person ceases to be a member of the Club if the person:

- (a) dies;
- (b) resigns their membership;
- (c) is expelled from the Club; or
- (d) fails to renew membership of the Club.

11. Resignation

A member is not entitled to resign from membership of the Club except in accordance with this rule.

- (a) a member who has paid all amounts payable by the member to the Club, may resign from membership of the Club by first giving at least one month's notice to the Secretary; and
- (b) where a person ceases to be a member, the Treasurer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12. Liabilities

The liability of a member to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in respect of membership of the Club as required by rule 7.

13. Disciplining of Members

Club members are expected to conduct themselves in a manner which brings credit to the club at all times. Where the Committee is of the opinion that a situation has arisen where a member fails to meet such standards, the discipline and appeal procedures as specified in the *Act* and *Regulations* shall apply.

14. General Voting Rights

- (a) Each ordinary and life member shall be entitled to one vote on any resolution put before the membership at a meeting of the club.

- (b) The President or presiding member shall be entitled to a deliberative vote but not to a deciding vote at an annual or special general meeting. In the event of equal votes cast for or against any question, resolution or motion at an annual or special general meeting the question, resolution or motion shall be deemed to have lost.
- (c) There shall be no proxy or absentee voting.
- (d) Family members shall not be entitled to vote.

Part 3 Committee

15. Powers of Committee

The committee:

- (a) Shall control and manage the business and affairs of the Club.
- (b) May, subject to the *Act, Regulations* and these rules, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by an annual general meeting or special general meeting of the members of the Club.
- (c) Subject to the *Act, Regulations* and these rules, has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.
- (d) May make, repeal and amend the by-laws of the Club, not inconsistent with these rules, as they think expedient for the internal management and well being of the Club.
- (e) May co-opt the services of additional ordinary members of the club to fill specific roles and tasks. These members shall be entitled to attend Committee meetings and vote on issues put to the Committee.

16. By-laws

All by-laws approved by the Committee shall be available to members upon request and:

- (a) The Secretary, upon advice from the Committee of changes made to the by-laws, shall cause notice to be provided to all members of those changes; and
- (b) Members may seek to amend the by-laws at any time by notice in writing provided to the Secretary.

17. Composition of Committee

- (a) The committee shall comprise;
 - (i) the officers of the Club who shall be;
 - (A) the President;

(B) the Vice-President;

(C) the Secretary; and

(D) the Treasurer; and

(ii) a minimum of three (3) ordinary members.

18. Election of Committee

- (a) Each Committee member shall be elected at the annual general meeting or appointed in accordance with rule 22.
- (b) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (c) Nomination of candidates for election as officers of the Club or as ordinary members of the Committee shall be made in writing to the Secretary, signed by the nominee and duly seconded before the commencement of the annual general meeting. Nominations, duly seconded, may also be taken from the floor of the annual general meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to have been elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of officers of the Club or ordinary members of the Committee shall be conducted at the annual general meeting in such manner as the presiding member may direct.
- (g) A person is not eligible to simultaneously hold more than one position on the Committee.

19. Committee Vacancies

Any elected position becomes vacant if a member:

- (a) dies;
- (b) ceases to be a member of the Club;
- (c) resigns the office by notice in writing provided to the Secretary;
- (d) is expelled from the Club;
- (e) is disqualified from office under the *Act*; or
- (f) is removed from office under rule 20.

20. Removal of Committee Member

The Club at a special general meeting, may by resolution, subject to the *Act*, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

21. Filling of Vacancy

In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting.

22. Committee Meetings

- (a) The committee shall meet at least four (4) times in each year at such place and time as the President may determine.
- (b) Additional meetings of the Committee may be convened by the President or by a minimum of three (3) members of the Committee.
- (c) Oral or written notice of a meeting of the Committee shall be provided to each Committee member at least 48 hours before the appointed time for the holding of the meeting.
- (d) Notice of a meeting provided under this rule shall specify the general nature of the business to be transacted at the meeting and no other business shall be transacted without the unanimous agreement of those Committee members present at the meeting.
- (e) Any three (3) members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee. If no quorum is present within half an hour of the appointed time for the meeting, the meeting shall stand adjourned to another place and time as directed by the presiding member of the.
- (f) Resolution of matters or questions arising at a Committee meeting shall be determined by a majority of the votes of the members of the Committee present at the meeting.
- (g) Each member present at a meeting of the Committee shall be entitled to one vote but in the event of an equality of votes on any question the person presiding may exercise a casting vote.
- (h) At a meeting of the Committee, the President or, in the absence of the President, the Vice-President shall preside. Where both are absent, one of the remaining members of the Committee may be chosen by the members present to preside.

Part 4 Meetings

23. Categories

The Club may hold ordinary, annual and special general meetings.

24. Ordinary General Meetings

Ordinary general meetings of the Club shall be held from time to time as specified in the by-laws.

25. Annual General Meeting

- (a) The Club shall convene an annual general meeting of its members by the 30th of September on such day as the Committee determines.
- (b) The annual general meeting shall be specified as such in the notice convening it.
- (c) The ordinary business of the annual general meeting shall be;
 - (i) to confirm the minutes of the previous annual general meeting and/or of any special general meeting held since that meeting;
 - (ii) to receive from the Committee reports on the activities and transactions of the Club during the last preceding financial year;
 - (iii) to elect the officers of the Club and ordinary members of the Committee;
 - (iv) to appoint the Public Officer; and
 - (v) to receive and consider the statement of accounts and the reports that are required to be submitted in accordance with the *Act*.
- (d) The annual general meeting may conduct special business of which notice is given in accordance with these rules.
- (e) The President, or in the absence of the President, the Vice-President, shall preside at the annual general meeting of the Club. Should both be absent, the members present shall elect one of their number to preside at the meeting.
- (f) A quorum for an annual general meeting shall be a minimum of 10 (ten) financial members.

26. Special General Meeting

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of the members of the Club.
- (b) The Committee shall, on requisition in writing of no less than 10 (ten) members, convene a special general meeting of the members of the Club.
- (c) The requisition for a special general meeting;

- (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the members making the requisition;
 - (iii) shall be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more members making the requisition.
- (d) If the committee fails to convene a special general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to held no later than 3 (three) months after that date.
- (e) A special general meeting convened by a member or members referred to in rule 26 (d) shall be convened as nearly as is practicable in the same manner as special general meetings convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the person or persons incurring such expenses.
- (f) Except where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Club, the Secretary shall, at least 14 days before the date to be fixed for the holding of the special general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be conducted at the meeting.
- (g) Where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution, the secretary shall, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be sent to each member in the manner provided in rule 26 (f) specifying, in addition to the matter required under that rule, the intention to propose the resolution of a special resolution.
- (h) No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business may be transacted under rule 25 (c).
- (i) A member desiring to bring any business before a special general meeting may give notice in writing of the nature of that business to the Secretary who shall include that business in the next notice calling a special general meeting given after receipt of the notice from the member.
- (j) No item of business shall be conducted at a special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (k) Twenty (20) members, being members entitled under these rules to vote at a special general meeting, constitute a quorum for the transaction of the business of a special general meeting.
- (l) The President, or in the absence of the President, the Vice-President, shall preside at a special general meeting of the Club. Should both be absent, the members present shall elect one of their number to preside at the meeting.

- (m) If within 30 minutes after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting if convened at the request of members, shall be dissolved and in any other case, adjourned to another place and time as specified by the person presiding at the meeting at the time of the adjournment.
- (n) The person presiding at a special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (o) Where a meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (p) Except as provided in rule 26 (n) and rule 26 (o), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting
- (q) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present, being not less than fifteen (15) members entitled under these rules to vote at a special general meeting, shall be a quorum.
- (r) A question arising at a special general meeting 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 presiding member that the resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Club shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour for, or against, the resolution;
- (s) If at a special general meeting a poll is demanded by not fewer than 3 (three) members, it shall be taken at that meeting in such a manner as the presiding member may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question;
- (t) A poll that is demanded on the election of the person to preside at the meeting or to the question of an adjournment, shall be taken immediately, or in any other case, shall be taken in such manner and at such time before the close of the meeting as the person presiding may direct;
- (u) Voting at any special general meeting shall be in accordance with rule 14.

Part 5 Miscellaneous

27. Financial Aspects

- (a) The funds of the Club shall be derived from joining fees, annual membership fees, levies, donations and, subject to the *Act*, such other sources as the Committee determines.
- (b) All moneys received by the Club shall be deposited as soon as practicable to the credit of the Club's bank account and appropriate receipts issued as soon as practicable after receiving such money.
- (c) The joining fee, annual membership fees and any levies shall be specified from time to time in the by-laws.
- (d) Subject to any resolution passed by the Club, the funds of the Club shall be used for the objects of the Club in such a manner as the Committee determines.
- (e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) Officers of the Club .

28. Financial Year

The financial year means the year ending on 30 June.

29. Common Seal

The common seal of the Club shall be kept in the custody of the Secretary and shall not be affixed to any instrument except by the authority of the Committee. Affixing of the common seal shall be attested by the signatures of two (2) officers of the Club.

30. Public Officer

- (a) At each Annual General Meeting the Club shall appoint a Public Officer.
- (b) The Public Officer may simultaneously be a member of the committee.
- (c) Incumbent Public Officers are eligible for re-appointment.

31. Special Resolution

A resolution of the Club shall be taken to be a special resolution if;

- (a) It is passed at a meeting of the Club where notice of intention to propose a special resolution has been provided to members in accordance with rule 26; and
- (b) It is passed by no less than three quarters of the votes of those members present and entitled to vote.

32. Alteration of Rules

- (a) These rules may be amended only by special resolution at an annual general meeting or a special general meeting convened for that purpose.
- (b) The Secretary shall cause written notice of a special resolution of such an amendment to these rules to be sent to all financial members in accordance with rule 26 at least 21 days prior to the meeting.

33. Notices.

- (a) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by pre-paid post to the member at the member's address as shown in the register of members.
- (b) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

34. Custody and Availability of Records and Documents

- (a) Subject to the *Act*, *Regulations* and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.
- (b) The register of members of the Club shall be kept by the Treasurer.
- (c) The records of the Club as per this rule, shall be available for inspection by the members at a mutually convenient time and place by prior arrangement with the Secretary or Treasurer.
- (d) The Secretary shall make available at all meetings, a copy of these rules and by-laws, the *Act* and the *Regulations*.

35. Transitional Provisions.

Any act done or decision taken pursuant to a provision of the repealed Constitution shall be deemed to be an act done or decision taken as if this Constitution was in force at the time the act was done or the decision taken.

36. Winding up of the Club

In the event of the winding up or cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the *Act*.