

# Veteran Car Club of W A (Inc.)

## Club Constitution



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## Name and Objects

1. The name of the Association is the "Veteran Car Club of W.A. (Inc). (Hereinafter referred to as the Club.)

The Club operates under the registered Business Name 'Veteran and Classic Car Club of WA'.

2. The Objects of the Club are:
  - a) To assist in the acquisition and authentic restoration, preservation, exhibition and maintenance of veteran, vintage, post-vintage and, classic vehicles or any other historic vehicle;
  - b) to obtain and maintain forms of historical and statistical records of such vehicles;
  - c) to promote and assist in the promotion of social and other events in which such vehicles can participate;
  - d) to facilitate the exchange of information among members with an interest in such vehicles;
  - e) to encourage the retention of such vehicles in the State of Western Australia;
  - f) to organise, stage and run events of a competitive and sporting nature at various locations;
  - g) to organise, stage and run historic rallies and other historic motor sports events;
  - h) to do or cause to be done, anything which in the opinion of the Executive Committee of the Club, may further our members' enjoyment of the vehicles, the function of the Club and its member bodies;
  - i) to maintain an active affiliation with such State and Federal bodies that the Executive Committee of the Club may determine from time to time;
  - j) to encourage affiliation and closer relationship with other organisations with similar interests;
  - k) to form various Branches and Sections throughout Western Australia;
  - l) to encourage members to participate in activities relating to these Objects and to use or allocate any or portion of funds that may be raised through such activities to organisations and institutions of a charitable nature where deemed appropriate by the Executive Committee.

## Definitions

3. The following definitions are applicable to the Constitution of the Veteran Car Club of WA (Inc):
  - a) VCC of WA (Inc) – is the Veteran Car Club of W.A. (Inc);
  - b) The Act – is the Associations Incorporation Act 2015;
  - c) Vehicle – any form of motorised road conveyance as may be classified in accordance with Clause 4 hereunder;
  - d) Branch – a group of members formed in a regional area of Western Australia or elsewhere;
  - e) Section – a group of members formed relating to a particular interest or vehicle(s);

- f) Ordinary Member – a person being entitled to access the benefits and facilities provided by the Club including voting rights and the right to hold concessionally licensed vehicles on the Club register provided such person is 16 years of age or older at the date of membership;
- g) Associate Member – a person being entitled to access the benefits and facilities provided by the Club excluding voting rights and the right to hold concessionally licensed vehicles on the Club register;
- h) Honorary Life Member – a personal appointment in accordance with Clause 13;
- i) Temporary Member – a member appointed in accordance with Clause 14;
- j) Junior Member – a family member of an Ordinary Member who is under the age of 18 years at the date of the membership renewal being entitled to access the benefits and facilities provided by the Club excluding voting rights and the right to hold concessionally licensed vehicles on the Club register.

## Vehicle Classification

- 4. Members' vehicles shall be classified into various classifications consistent with the Department of Transport of WA (DOT) historic vehicle classifications, but not excluding other classifications that may be considered by the Executive Committee from time to time and will be stipulated within the By-laws of the Club.

## Membership

- 5. The Club shall consist of Ordinary Members, Honorary Life Members, Temporary Members, Associate Members and Junior Members.
- 6. Membership will be considered solely on the merits of the applicants and on a non-sectarian and non-political basis. No member shall use the name of the Club to further his/her business interests or for personal advertisement.
- 7. The Membership Registrar shall keep and maintain, a register of members of the Club and their postal or residential addresses and other contact details as the Executive Committee may determine from time to time to support the operation of the Club and its concessional vehicle register. This register may be held in secure electronic form.
- 8. Upon the request of a member of the Club, the Membership Registrar shall make the register available for the inspection by the member but they shall have no right to remove the register for that purpose.
- 9. If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, then that member must provide a statutory declaration to the Executive Committee setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

## Application for Membership

10. Applications for membership of the Club, except for Life Members, and Temporary Members, shall be made from time to time in the following manner.

Intending new members shall submit their completed application to the Club with the necessary fees. This application may be made by using the Club's internet-based system that may be in use from time to time or the Club's published form.

11. Memberships are offered as follows:

- a) An Individual membership consisting of one Ordinary member and one Associate member who are spouse's or partner's living at the same address;
- b) A Couple membership consisting of two Ordinary members who are spouse's or partner's living at the same address.

The Membership Registrar will determine if the applicant(s) meet the criteria for membership and upon approval will be known as an Ordinary Member or an Associate Member or a Junior Member.

12. If it is subsequently determined that the criteria for membership are not being met, then the normal expulsion procedure can commence.

## Life Members

13. Honorary Life Membership is the highest honour the Club can bestow on a member, so any decision on awards of this type should be taken only after diligent consideration of the criteria set out in the By-Laws which includes a Life Member Policy. Honorary Life Membership is an individual award and the recipient is entitled to all the benefits afforded to an Ordinary Member.

The Spouse or Partner of the Honorary Life Member living at the same address, who is not an Honorary Life Member, is also entitled to all the benefits afforded to an Ordinary Member. In addition, both are exempt from the payment of Annual Subscriptions.

## Temporary Members

14. Any person who is a member of a recognised Vehicle Club may be elected by the Executive Committee as a Temporary Member for a period not exceeding twelve months if his/her usual place of residence is situated outside the State of Western Australia. No Temporary Member shall have the right to vote at any meeting of the Club nor hold concessionally licensed vehicles on the Club's register.

## Subscriptions

15. Annual subscriptions, shall be an amount fixed (including or excluding newsletter fees and other fees if applicable) as recommended by the Executive Committee and approved at the April General Meeting, or at a Special General Meeting called for that purpose prior to the club membership year for which they become applicable.

16. The Executive Committee may, if it considers fit, recommend to a general meeting of the Club, the imposition of a levy for a specific purpose. Advice of such a recommendation, including the purpose of the levy and the recommended amount, is to be advertised to members by notice in the club newsletter and approved by a majority of members eligible to vote at an Ordinary General meeting, following such notice.
17. Any member being in arrears in payment of their subscription by the 31st of July shall be declared un-financial and have their membership suspended. A member so affected may remedy their default and have their Membership reinstated. A Member who remains in arrears after the 31st October shall have their membership terminated. A member so affected may reapply to join the Club.
18. In the case of bona fide hardship, the Executive Committee may extend the time for payment of fees or enter into a periodic payment plan with the Member. Such arrangements will be at the sole discretion of the Executive Committee. These arrangements must be put in place prior to the Member's termination date.
19. The membership subscription year shall be from 1st of August in one year to the 31st of July in the following year.

## Patron

20. The Club may have a Patron whose appointment shall be made annually by the Executive Committee and shall be ratified by the Members at the Annual General Meeting.

## Executive Committee

21. The Club shall be managed by an Executive Committee, which shall consist of the Officers of the Club (defined in Clause 22), five Ordinary Committee Members, the Building and Premises Co-ordinator, the Immediate Past President, (who shall automatically be a member of the Executive Committee for a period of one year), the Vehicle/Concessional Licensing Registrar, Membership Registrar, the Events Co-ordinator; and the Parts and Restoration Sheds Co-ordinator.

## Officers

22. The Officers of the Club shall be the President, Vice-President, Secretary and Treasurer.

## Elections

23. At the Annual General Meeting every year those Members whose term of office has expired shall retire from office.
24. Nominations for any position (where a term of office is to expire at the Annual General Meeting) shall be made in writing by a Life Member or Ordinary Member and delivered to the Secretary before the first day of June in each year together with the nominee's written consent to stand for office. The Secretary shall ensure that such nominations are published at least one month prior to the Annual General Meeting.

25. The President shall hold office for a period of two years and if re-elected will serve one additional year only. Previous holders of the office of President may stand for re-election to the same office after a minimum lapse of two (2) years.
26. The Vice-President, Secretary, Treasurer, Ordinary Committee Members, the Vehicle and Concessional Licence Registrar, Membership Registrar, the Events Co-ordinator, the Parts and Restoration Sheds Co-ordinator and the Building and Premises Co-ordinator shall be elected at the Annual General Meeting and shall hold office for a period of two years, after which they may nominate for re-election.

## Functioning of the Executive Committee

27. The Executive Committee shall manage the affairs of the Club in accordance with the Constitution of the Club and shall have the power to do the following:
- a) to purchase or otherwise take an interest in land or buildings for the purpose of the Club and to sublet any land or building or part thereof so taken or leased upon such terms as they may think fit;
  - b) to erect, maintain, improve and alter any buildings for the purposes of the Club;
  - c) to acquire and/or dispose of vehicles, parts, publications and other items as may be deemed desirable for the benefit of the members;
  - d) to borrow or invest monies for all or any purposes of the Club on mortgage, debenture or otherwise;
  - e) to open and operate accounts with any bank or financial institution, with any two of four Officers to sign/authorise, or one Officer and a person authorised by the Executive Committee for a limited and defined period of time;
  - f) to open and operate a special purpose account with any bank or financial institution with two specified signatories approved by the Executive Committee from time to time;
  - g) the Executive Committee is responsible for all legal and statutory issues. Branches and Sections have no legal status in their own right;
  - h) enter into employment agreements with employees of the Club;
  - i) The Executive Committee shall have the power to frame by-laws and administrative instructions. Such by-laws and administrative instructions shall be binding on the members until rescinded or amended by the Executive Committee. The Executive Committee shall have full power to alter, amend or rescind such by-laws and administrative instructions as the occasion may require and such by-laws and administrative instructions shall be equally binding as, but shall not be opposed to, this Constitution.
28. The Club President shall act as Chair at all Executive Committee Meetings. In the President's absence, the Vice-President or a separate Chair is to be appointed from those present at the Meeting.
29. Six Members of the Executive Committee including at least one Officer of the Club shall form a quorum. The Chairperson shall be entitled to vote in the same manner as other members, and shall have an additional casting vote if necessary.

30. The Executive Committee shall normally meet monthly at a convenient place and more often if it deems it to be necessary. The Executive Committee may, at their discretion, invite other persons to attend meetings of the Executive Committee as required to facilitate the operation of the Club. Such invitees shall not be entitled vote at such meeting(s).
31. The Executive Committee shall be entitled to appoint ex officio appointees and sub-committees for any purpose it may see fit, and to delegate such functions as may be deemed desirable to carry out the Objects of the Club. Such ex officio appointees or any other member of the Club may be requested to participate in the Executive Committee or any sub-committee without it being deemed that an infraction is caused. Such ex officio appointees or members shall not, however, be entitled to vote at meetings of the Executive Committee. At all times decisions by ex officio appointees and sub committees and their decisions shall be subject to the oversight of the Executive Committee.
32. Dating Certificates relating to Members' vehicles may be issued by the Club after due scrutiny by suitably experienced appointed members.
33. Any member of the Executive Committee who fails to attend three consecutive meetings without a reasonable excuse, shall be liable to forfeit his/her position on the happening of which he/she shall be notified in writing by the Secretary that they no longer hold a position on the Executive Committee, and a casual vacancy shall be deemed to have occurred.
34. The Executive Committee shall be empowered to fill any casual vacancy occurring in their numbers during the year, but are not obliged to do so. Notwithstanding Clause 21, any casual vacancy may remain vacant until the subsequent Annual General Meeting of the Club without causing an infraction. Any member so appointed shall retire at the end of the year in which he/she is appointed, but shall be eligible for re-election.

## Annual and Special General Meetings

35. An Annual General Meeting of the Club shall be held in July of each year. The Meeting shall be held at such place and at such time as the Executive Committee shall determine, and not less than 30 days' notice shall be given to all members of the Annual General Meeting.
36. At the Annual General Meeting those Executive Committee Members whose positions are declared vacant pursuant to Clause 23, shall be elected by members entitled to vote.
37. At the Annual General Meeting an Auditor not being an Executive Committee Member having first been nominated, shall be elected for the ensuing year by members entitled to vote.
38. At the Annual General Meeting, other business of the Club requiring resolution in accordance with the published agenda shall be resolved by members entitled to vote.
39. Members wishing to have any matter placed on the Agenda of the Annual General Meeting must submit notices of motion in writing to the Secretary before the first day of June each year. Such notices of motion will only be accepted from Life Members or Ordinary Members and will be published preceding the Annual General Meeting.



40. A Special General Meeting of the Club may be convened if desired by the Executive Committee, or if demanded by notice in writing signed by not less than twenty-five Members entitled to vote who, in their application, shall state the purpose of the meeting. Not less than thirty days' notice shall be given to all members of Special General Meetings so called.

## Voting at Annual General and Special General Meetings

41. Only Life Members and Ordinary members shall be eligible to vote at the Annual General or any Special General Meeting of the Club. Any resolution put to the vote shall be decided by a simple majority of votes cast. For the avoidance of doubt, where a tied result occurs the resolution shall be deemed lost.
42. Eligible votes at Annual General or Special General Meetings may be cast in the following manner:
- a) In person by attendance at the meeting or;
  - b) by electronic means using a secure online software application as determined by the Executive Committee from time to time or;
  - c) by proxy vote where the appointment of the eligible member's proxy is made in writing provided such written proxy is lodged with the Secretary prior to the commencement of the meeting. For the avoidance of doubt such notice may be made by electronic mail to be received by the Secretary not less than two (2) days prior to the commencement of the meeting or;
  - d) by postal voting provided such vote is received by the Secretary not less than two (2) days prior to the commencement of the meeting. For the avoidance of doubt such ballot may be made by electronic mail.

## General Meetings

43. A General Meeting of the Club shall be held at a convenient place, date and time of each calendar month, except December, unless otherwise authorised by the Executive Committee. Life Members and Ordinary members of the Club shall be eligible to vote by personal attendance at the monthly General Meeting of the Club.

## Affiliated and Corresponding Clubs

44. Any other club or not for profit organisation whose interests are directed towards historic and classic motor vehicles and which is complimentary with the Objects of the Club shall be eligible for Affiliation provided that the nature and activities of such a Club are approved by the Executive Committee at its sole discretion. Members of Affiliated Clubs shall be deemed eligible to enter in all events of the Club. Members of Affiliated Clubs, unless also an Honorary Life or an Ordinary member of the Club, shall not be entitled to vote on any matter of the Club.
45. Where a club or organisation is admitted as an Affiliate, such affiliation shall operate from the day of acceptance by the Executive Committee.

46. The Executive Committee may move to cease affiliation with any Affiliated Club whom it considers not in the interest of the Club to remain an Affiliate for any reason. Written notice of intention to move to terminate Affiliation of any Affiliated Club, endorsed by any three members of the Executive Committee, shall be given to the Secretary. The Secretary shall notify the Affiliated Club in writing of such intention within (14) days of receipt.
47. The delegate of an Affiliated club subject to termination may be invited to attend or make written submission to the meeting at which the proposed termination is to be discussed and may speak on behalf of their club but shall have no vote in the matter. The motion shall be carried by at least a majority of two thirds of the Executive Committee Members present.
48. Any Affiliated Club so terminated shall forfeit all privileges of and rights against the Club.
49. The Executive Committee may elect to share the Clubs Publications with other clubs whose interests are directed towards historic motor vehicles and which is complimentary with the Objects of the Club. Such publications may be transmitted in electronic or hardcopy.

## Branches and Sections

50. The Executive Committee may consent to the formation of regional Branches or vehicle interest-based Sections within the framework of the Club and of this Constitution, composed of not less than twenty members of the Club. Until such time as any by-laws or administrative instructions of the Branch or Section are approved, they shall be governed by the direction of the Executive Committee. The structure of the Branch or Section shall be in accordance with the following:
  - a) Each Branch shall be managed by a Management Committee comprising a Chairperson together with an Honorary Secretary and Treasurer (Secretary and Treasurer may be one position if appropriate) together with committee members making up a total Management Committee structure of up to 9 (nine) Ordinary or Honorary Life Members. A quorum for a General Meeting will be no less than 5 (five) Ordinary or Honorary Life Members.
  - b) Each Section shall be managed by a Management Committee comprising a Chairperson together with an Honorary Secretary and Treasurer (Secretary and Treasurer may be one position if appropriate) together with a quorum of no less than 5 (five) Ordinary or Honorary Life Members at a General Meeting. A Section may elect to adopt the Branch Management Committee structure.
51. Each Branch and Section shall hold an Annual Branch or Section Meeting at least twenty-eight days before the Club's Annual General Meeting. The meeting shall be open to all Club members with voting rights of the Branch or Section, who shall be entitled to vote at the Meeting. Not less than twenty-eight days notice shall be given of such Meeting to all Branch or Section members and to the Executive Committee. The Agenda shall contain provision for the election of:

- a) A Chair of the Branch or Section;
  - b) Honorary Secretary/Treasurer;
  - c) Appointee to review material correctness of the financial records.
52. Nominations for the above positions shall be submitted in writing to the Branch or Section Secretary before the commencement of the meeting, duly proposed and seconded by voting Members of the Branch or Section, together with the nominee's written consent to stand for office.
53. The rules of the area covered by any such Branch or Section and any subsequent alteration or amendment, will be drawn up and submitted to the Executive Committee for final approval. The Executive Committee shall at any time have the power to suspend or disband any Branch or Section if, in the opinion of the Executive Committee it is in the interests of the Club to do so, but a body of not less than five members of such Branch or Section shall have the right of appeal to a Special or Annual General Meeting of the Club, provided that such five or more members have previously agreed to act as a new Management Committee of the Branch or Section and have been appointed by not less than seven other members of the Branch or Section so concerned.
54. All assets and liabilities of a Branch or Section as consented by the Executive Committee are assets and liabilities of the Club and in the event of disbandment of the Branch or Section, the management of such assets and liabilities shall revert to the Executive Committee.
55. Members of any Branch or Section shall not be liable to pay any additional annual subscription over and above the subscription to the Club, provided however that the Branch or Section Management Committee shall have the power to call upon members of that Branch or Section to pay a levy from time to time of such an amount as it may think fit to meet its requirements.
56. Membership of a Branch or Section is open to any member of the Club who has an interest in the aims of the Branch or Section. No rule of any Branch or Section may prohibit any such member from joining any such Branch or Section. Members wishing to join a Branch should have a place of residence within the nominated area of that Branch, as determined by the Executive Committee. Upon application to the Membership Registrar, a member may request to be associated with a Branch out of their nominated area that may better suit their personal circumstances. Only members with Club voting rights can vote at a Branch or Section meeting.
57. All Branch or Section financial matters may be controlled by the Branch or Section Management Committee under the delegated authority of the Executive Committee. Separate accounts shall be kept and reviewed annually by an independent, non-member of the Branch or Section, acceptable to the Club Treasurer, who shall provide a written opinion as to the material correctness of the financial records of the Branch or Section. The reviewed financial statements shall be submitted to the Executive Committee no less than thirty (30) days prior to the Annual General Meeting of the Club.
58. A Branch or Section Management Committee may nominate an ex officio member or members of a sub-committee to carry out any function set out in the By-Laws of the Club.

59. A Branch or Section may nominate a suitably qualified Vehicle Scrutineer to effect the management of concessional licencing of vehicles within that Branch or Section. Such Branch or Section Scrutineers shall at all times be under the supervision and direction of the Vehicle and Concessional Licencing Registrar of the Club.

## Membership Expulsion/Appeals

60. The following procedure is to be adopted in the event of a proposed expulsion:
- a) If the Executive Committee considers that a member should be expelled from membership of the Club because of any conduct, detrimental to the interests of the Club, the Executive Committee shall communicate the following in writing, to the member not less than 30 (thirty) days before the date of the Executive Committee meeting outlining:
    - (i) notice of the proposed expulsion and of the time, date and place of the Executive Committee meeting at which the question of that expulsion will be decided;
  - and
  - (ii) particulars of that conduct;
  - c) The Executive Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Executive Committee, expel or decline to expel that member from membership of the Club and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member within seven days of such decision;
  - d) A member who is expelled from membership of the Club ceases to be a member fourteen days after the day on which the decision to expel the member, is communicated to that member;
  - e) A member who is expelled from membership of the Club shall, if they wish to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of fourteen days of the decision of the Executive Committee;
  - g) When notice is given above:
    - (i) The Club in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing, to the Club in the General Meeting, confirm or set aside the decision of the Executive Committee to expel that member;
  - and
  - (ii) the member who gave that Notice does not cease to be a member unless and until the decision of the Executive Committee to expel him or her is confirmed under this Clause.

## Finances

61. Accounts shall be kept by the Club Treasurer and audited annually for all Club funds and reported at the Annual General Meeting. All monies received by any member on behalf of the Club, shall be paid to the Treasurer, the Membership Registrar or his/her authorised agent or the Branch or Section Treasurer of the Member so concerned.

62. The Treasurer has the following duties:

- a) ensuring that any amounts payable to the Club are collected and the issuing of receipts for those amounts in the Club's name;
- b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Executive Committee;
- c) ensuring that any payments to be made by the Club that have been authorised by the Executive Committee or at a General Meeting are made on time;
- d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- f) coordinate the preparation of the Club's financial statements before their submission to the Club's Annual General Meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- h) carrying out any other duty given to the Treasurer under these rules or by the Executive Committee.

63. An Auditor not being an Officer or an Executive Committee member shall be elected in accordance with Clause 37.

64. The Financial Year of the Club for auditing purposes shall be from 1st of June in one year to 31st of May in the following year.

65. The Executive Committee may refund a portion of Branch Club membership subscription fees excluding the amount paid for the club newsletter and other shared costs. The Executive Committee may grant to a Branch or Section, financial assistance for a specific purpose.

## Various

66. The Executive Committee shall have the power to decide all matters not provided for in this Constitution subject to an appeal to an Annual or a Special General Meeting called for that purpose.

67. No alterations or additions shall be made to this Constitution except by a three quarters majority of Financial Ordinary and Honorary Life Members, present at or who vote by an electronic vote (e-vote) or by postal vote or proxy vote at an Annual General Meeting or, at a Special General Meeting convened for that purpose, for which the specified period of notice has been given.

68. In this Constitution, where the context so admits, the singular shall include the plural and vice versa; and the masculine shall include the feminine and vice versa.

## Non-Profit Character of the Club

69. All revenue of the Club shall be applied solely towards the promotion of the foregoing Objects and no portion shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members of the Club. Nothing shall prevent the payment in good faith of remuneration to any business, Officer or Member of the Club in return for any service actually rendered to the Club or for goods supplied in the ordinary or usual course of business or reimbursement of expenses necessarily incurred by any Member, nor prevent the payment of interest on money borrowed from any Member of the Club or reasonable and proper rent for premises let by any Member of the Club all monies owing to any employee of the Club.

## Dissolution

70. The Club may be wound up voluntarily whenever a resolution, of which at least thirty-two (32) days notice has been given to all Members of the Club, has been duly passed by a three quarters majority of Members entitled to be present at a Special General Meeting of all Members of the Club for the time being.
71. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar Objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## Common Seal

72. The Club shall have a common seal, which shall remain in the custody of the Secretary. The seal shall be affixed to such deeds and documents as are required to be under seal by the authority of the Executive Committee and by and in the presence of at least two Officers of the Club.
73. If any question as to the interpretation of the Constitution of the Club it shall be determined by the Executive Committee, decided by a simple majority.