

RULES AND CONSTITUTION
JENSEN CAR CLUB OF AUSTRALIA

1. Objectives

- 1.1 To promote the preservation of all Jensen cars.**
- 1.2 To establish a register of all members' cars including photos, ownership, history, registration and engine numbers and modifications.**
- 1.3 To provide mechanical advice & support in the location of spare parts and repair of members cars.**
- 1.4 To produce a regular club magazine that includes summaries of meetings, reports on items of interest to members, contacts with overseas chapters and reports on club events.**

2. Membership

Membership shall be open to any person or family interested in the furtherance of the objects of the Club. Application for membership shall be made in writing and shall be in such form, as the Committee shall determine. At the next meeting of the committee, after the receipt of any application for membership, such applications shall be considered, which shall thereupon determine the admission or rejection of the applicant.

In no case shall the committee be required to give reason for the rejection of an applicant. Where an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant, a written notice of acceptance and a request for payment of the first annual suscription.

3. Management

The management of the Club shall be vested in the Executive Committee which shall consist of the President, Secretary, Treasurer and elected Committee members of the Club. The President shall be the chairman of all meetings.

4. Attendance

The Executive Committee shall have power to make and publish any by-laws for the better management and control of the Club which shall not be inconsistent with this constitution. It shall have the power to invite any other person to attend Committee meetings who may be of assistance to them in a professional and technical or skilled manner; for his or her advice and guidance thereon, provided that such person shall not be entitled to a vote upon the Committee.

5. Office Bearers

The office bearers shall be elected at the Annual General Meeting and shall hold office for a period of twelve months from the date of election, and they shall consist of the President, Secretary, Treasurer and such other members as shall be decided upon at the Annual General Meeting. The whole of the Executive Committee shall retire at the end of each twelve months and shall be eligible for re-election. Any office becoming vacant during any period of twelve months may be filled by the Executive Committee, and the person elected shall hold office until the next Annual General Meeting.

Any office bearer or member of the Executive committee failing to attend three consecutive meetings without apology or just cause shall thereby render himself/herself excluded from that office or Committee. A casual vacancy occurring amongst members of any Committee caused by the death or resignation of a member, or by a member ceasing for any reason to be a member of the committee; shall be filled by the Committee at its next meeting. The member so appointed is confirmed by the members at the next General meeting or the vacancy is otherwise filled by a member at the next General Meeting.

6. Election of Committee

The election of members of the Committee shall take place in the following manner;

- 6.1 Any two ordinary members of the club may nominate a member to serve on the committee, nominations shall be made at the annual General Meeting.
- 6.2 If two or more candidates are nominated a ballot will be held.
- 6.3 In the event of a tie, the President shall cast the deciding vote.
- 6.4 Nomination forms will be issued 6 weeks prior to the Annual General Meeting. Nominations must be lodged with the returning officer no less than 30 calendar days prior to the Annual General Meeting. Ballot papers will then be issued and must be lodged no less than seven days prior to the Annual General Meeting.
- 6.5 All proposers, seconders, nominees and voters must be of current financial standing.
- 6.6 Postal votes and proxy votes will be accepted.

7. Casual Vacancies

Any casual vacancy on the committee may be filled by the committee and any member so chosen shall retire at the following Annual General Meeting but shall be eligible to become a candidate for election to the Committee at such Annual General Meeting.

8. Powers of the Committee

The committee in addition to the powers hereinafter specifically conferred upon them shall have the control of the finances of the club, power to engage, control and dismiss the club servants and all such administrative powers as may be necessary to properly carry out the objectives of the club in accordance with these rules.

9. By Laws

The committee are empowered to make, repeal and amend such by-laws as they consider necessary for the proper conduct of the club. By-laws as aforesaid shall have effect until otherwise determined by the committee of a general meeting of the club. In particular but not exclusively such of a general meeting of the club. In particular but not exclusively such by-laws may provide to regulate:

- 9.1 The method whereby associate members may be elected to membership and the Committee and method of election of a committee to manage their affairs.
- 9.2 The admission of visitors to the premises and benefits of the club and if fees need be paid by such visitors.
- 9.3 Generally all matters as are commonly the subject matter of rules, regulations or bylaws of a Club.

10. Duties of Honorary Treasurer

- 10.1 The Treasurer shall keep the accounts of the club and shall make up the Annual Statement of Accounts and Balance Sheet of the Club to the 31st day of December in each year, which shall, after audit be typed or printed and circulated amongst the members at the Annual General Meeting.
- 10.2 The Treasurer of the Association must-
 - (a). collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b). keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 10.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 10.4 The funds of the Association shall be derived from entrance fees, annual subscriptions, advertising, donations and such other sources as the committee determines.

11. Funds

The Funds of the Club shall be banked in the name of the Club, and the bank account shall be operated upon by any two of the President, Secretary or Treasurer.

12. Accounts

All Accounts for payment shall be presented to the Executive Committee for consideration prior to passing for payment.

13. Audit

An auditor or auditors shall be elected at each Annual General Meeting and it shall be his or her responsibility to examine all accounts, vouchers, receipt books etc; and furnish a report thereon at the Annual General Meeting. Audits shall be conducted at regular intervals of twelve months.

14. Financial Year

The Financial Year of the Club shall conclude on the 31st day of December in each year.

15. Duties of Honorary Secretary

The secretary shall conduct the correspondence of the club and subject to the control of the Committee shall have the custody of all documents belonging to the club. He/She shall keep full and correct minutes of all proceedings of the club and of the Committee.

16. Notice of Meeting

At least seven (7) days clear notice of intention to convene a meeting shall be given by the secretary to all members. It shall be the responsibility of all members to notify the secretary of any change of address.

17. Quorum

At Annual General Meetings, Special Meetings or Ordinary Meetings a Quorum shall be seven (7) members present, one being a committee member; and at an Executive Committee Meeting three (3) members.

18. Annual General Meeting

The Annual General Meeting of the club shall be held during the National Rally of the club in each year, when the Annual Report and Balance Sheet shall be presented. If the club does not have an Annual Rally in a year, the Annual General Meeting shall be held not later than the end of April each year.

19. Extraordinary General Meeting

The Committee may call an extraordinary general meeting when any question or urgent importance shall arise and shall be bound to do so on receiving a requisition signed by seven (7) ordinary members of the club or by a member who has been expelled by the committee and has duly given notice of his/her desire to appeal to such a meeting.

20. Voting

Any decisions of the executive committee or of the members of any meeting save and except as elsewhere provided otherwise shall be decided by the majority of those present and voting.

21. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act. Amendments may be made at a general meeting or special meeting convened for that purpose provided that the amendment is approved by at least 75 % of the voters. Notice of amendment to the constitution will be given in writing to all members 21 days prior to the aforementioned meeting. Postal votes will be accepted.

22. Payment of Subscription

All subscriptions shall be payable on the first day of January of the new year. Any member whose subscription is unpaid on the last day of the third month after payment is due shall cease to be a member and the name of such member shall be erased from the books of the club but may be reinstated by the committee upon available vacancy and on payment of all arrears.

23. Addresses of members to be registered

Every member shall communicate change of address to the secretary. Such address shall be inserted in the register of members and all notices sent by post to such address shall be deemed to have been duly delivered on the day following posting.

24. Resignation

A member may be giving notice verbally or in writing to the secretary resign his/her membership of the club but shall continue to be liable for any unpaid debts due and unpaid at the date of such resignation. Any such member having discharged all liabilities to the club and wishing to rejoin may upon an available vacancy be accepted in accordance with the rules. Committee members must resign in writing.

25. Expulsion of members

If any member shall refuse or neglect to comply with any of the rules or by-laws of the club or shall be guilty of conduct which in the opinion of the committee is injurious to the character or interests of the club; the committee may call upon such member to make an explanation either in writing or by personal attendance before a meeting of the committee specially called for that purpose and if after considering the matter at such meeting including (if any) offered by the member concerned at least three quarters (3/4) of the members of the committee present are of the opinion that the charge has been sustained; the committee by the affirmative vote of a three quarters (3/4) majority thereof as aforesaid expel such member. The committee shall in writing advise the member concerned of its decision. A member who has been expelled as aforesaid may within thirty (30) days thereafter give notice in writing to the secretary of his/her desire to appeal against the decision and in that case an appeal may be made to an extraordinary general meeting of the club at which the member shall be given an opportunity to attend and make a statement. After considering such an appeal such extraordinary general meeting may affirm or reverse the decision of the committee.

26. Forfeiture of rights

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

27. Disputes and mediation

- 27.1 The grievance procedure set out in this rule applies to disputes under these rules between -
- (a). a member and another member; or
 - (b). a member and the Association.
- 27.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 27.3 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.
- 27.4 The mediator must be-
- (a). a person chosen by agreement between the parties; or
 - (b). in the absence of agreement-
 - (i). in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii). in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 27.5 A member of the Association can be a mediator.
- 27.6 The mediator cannot be a member who is a party to the dispute.

- 27.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 27.8 The mediator, in conducting the mediation, must-
- (a). give the parties to the mediation process every opportunity to be heard; and
 - (b). allow due consideration by all parties of any written statement submitted by any party; and
 - (c). ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 27.9 The mediator must not determine the dispute.
- 27.10 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 otherwise at law.

28. **Copies of constitution**

Every member shall be furnished with a copy of the club constitution.

29. **Guests**

Each member of the club may bring guests to the club functions; but shall be responsible for any fees that may be payable at such functions, and for the behaviour of such guests.

30. **Voting at committee meetings**

Each member and each ex-officio member present at a meeting of the committee shall be entitled to one vote. In the event of a tie, the president shall exercise an additional or casting vote. The committee shall vote by a show of hands.

31. **Use of club name and address**

The name and address of the club shall not be given by any member as his/her address for any trade, advertising or business purposes, or in connection with any legal proceedings.

32. **Subscriptions**

Entrance fees and subscriptions shall from time to time be laid down by the committee.

33. **Dissolution**

The club may be dissolved at a General Meeting, provided that the resolution moving such dissolution be carried by a three-quarters of total membership vote. If the resolution be carried, the committee shall forthwith liquidate the affairs of the club; and if there be any surplus assets on realisation, these shall be disposed of to any recognised Jensen Car Club in Australia or overseas.

34. Custody and inspection of books and records

34.1 Except as otherwise provided in these rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

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

34.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

35. Seal

(1). The common seal of the Association must be kept in the custody of the Membership Secretary or Club Secretary.

(2). The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.