

1. Title: The club shall be known as 'The Alvis Car Club (Vic) Inc A0017202F

2. Statement of Purposes:

- a. The encouragement of interest in Alvis cars, and holding of events in which members may participate.
- b. Publication of a regular monthly newsletter and any other technical or special interest publications deemed to be desirable or to further the interests or well being of the Club, as may be directed by the Committee.
- c. Provision of an Alvis spare parts service.
- d. Encourage and promote the use of Alvis Cars in Motorsport.
- e. This club will continue to be a member of appropriate umbrella organisations involved with the Motoring Movement and provide delegates to these groups.

3. Membership: Membership shall be open to any person who is interested in Alvis cars.

Categories shall comprise:-

- a. Honorary Life Membership
- b. Australian Membership
- c. Overseas Membership.

4. Admission of Members

Applicants for membership shall be introduced by a sponsor and seconder, who shall be a financial member of the Club. Applications may be subject to approval by the Committee.

5.1 Register of members

- (1) The Editor or nominee must keep and maintain a register of members containing-
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.

5.2 Membership Classifications:

Note: Partners of members are considered club members with the exception that only one voting right is allowed per membership. With the payment of an additional fee (to be struck from time to time, initially \$20) a second voting right may be obtained.

- a. Honorary Life Membership- Nomination for H.L.M shall be by unanimous recommendation of the Committee. Vote to be on 2/3rd majority at A.G. Meeting. H.L.M. may only be granted for exceptional services to the Club and shall be restricted to 5% of the financial register.
- b.
 - i Australian Members being all members living in Australian States and Territories.
 - ii International Members being all Members not resident in Australia.

5.3 Ceasing Membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)-
 - (a) the member ceases to be a member; and
 - (b) the Editor or nominee must record in the register of members the date on which the member ceased to be a member.

6. Financial: Shall be the fiscal year July 1st - June 30th

7 Subscription: Shall fall due and be payable on the first day of July each year.

8. Rate: Membership fees and entry fees shall be as determined at the AGM

9. Unfinancial Member:

May not enjoy any of the rights and privileges of membership after a period of two months from the subscription date.

After the period of grace, unfinancial members shall not be entitled to receive any prizes, trophies, etc. won in that period, and shall be disqualified as entrants in any events until such time as they become fully financial.

10. Alteration to Rates:

The rates may be subject to alteration on the recommendation of Committee, and approval of 2/3rd majority vote of financial members at any Annual General Meeting or an Special General Meeting convened for the purpose.

11. Office bearers:

The Club shall be governed by a committee consisting of President, Vice-President, Secretary, Treasurer, Newsletter Editor, and not more than 7 Committee Members as may be decided on at the Annual General Meeting each of whom may be given Special. Responsibilities as advised by the President and approved by the committee.

(1) The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member-

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

(2) All Office holders, former Office holders or members must return any documents of the Association within 28 days of ceasing to hold a position or membership.

Duties of Office-bearers-

President -

To conduct meetings and generally supervise the functions of other office bearers.

To form and control sub-committees as required.

Vice-President:

To assist the President as required, and to conduct meetings when required.

Secretary:

To keep minutes of meetings.

To handle correspondence in conjunction with the Treasurer and Spares Registrar.

To provide the Newsletter Editor with information for publication relative to Club activities and interests, under the direction of the President or deputy.

Treasurer:

To handle finance and keep accurate accounts of all financial matters.

To report at each committee meeting current financial status

To advise committee on projected expenditures.

To make overseas payments.

To present balance sheet annually at the Annual General Meeting for the 'General Account and Spares Account.

To make payment of prescribed annual rental for club rooms at the start of the financial year.

To keep a register of members' financial status.

All cheques drawn on the Club accounts must be signed by the Treasurer and countersigned by any one of the following- President, Vice-President, Secretary, Editor.

Editor To compile and publish a Newsletter containing:-

- a. Forthcoming Club events and reports on previous events.
- b. Cars and spare parts wanted and for sale.
- c. Items of general and topical interest.

Note: Items "Wanted" or "For Sale" must be presented in writing or they will not be published in the Newsletter.

12. Voting:

a. Voting on general matters not affecting amendment to the articles of association shall be by simple majority.

The Chairman at any meeting shall have a deliberative vote and also a casting vote in the case of a tie.

b. Voting for Election of Office Bearers:- A proposer and seconder shall be required for each nominee. If only one nomination for each position should be received they shall be declared unanimously elected.

(1) Proxies

Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

13 Casual Vacancies:

May be temporarily filled by the Committee until the next Annual General Meeting.

In the absence of President and Vice-President, any member other than the Secretary may be appointed Chairman for the meeting by a simple majority vote.

14 Term of Office

(1) Subject to Rule 11, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(2) A committee member may be re-elected.

(3) A general meeting of the Association may-

a) by special resolution remove a committee member from office; and

b) elect an eligible member of the Association to fill the vacant position in accordance with rule 11

(4) A member who is the subject of a proposal under subrule 3a may make representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to members of the Association.

(5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

15. Meetings:

Monthly meeting shall be held on the third Friday of each month unless otherwise determined by the Committee, in which case notice must be given at the previous monthly meetings and published in the issue of the newsletter preceding the meeting in question.

Committee Meetings - shall normally be held at least 3 times per year on a date to be decided by the current committee.

The Annual General Meeting - to be held within 5 months of the end of the financial year.

Notice of meeting to be published in the newsletter at least one clear month prior to the meeting.

Special General Meetings - shall deal only with written motions previously given, or extremely urgent general business as decided by the Committee.

If notification of a General Meeting cannot be given at a previous General Meeting, then it must be sent at least 21 days prior to the meeting.

(1) Notice may be sent-

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

(2) Manner of determining whether a resolution is carried

If a question arising at a general meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16. Quorums:

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules is present at the time when the meeting is considering that item.

For General Meetings, Special Meetings, Committee Meetings and the AGM shall be 5 financial members

If there is no quorum present by 15 minutes after the time for which the meeting has been called the Chairman may decide to continue with the meeting but business shall be conducted only with the following conditions:

- 1) Any decisions are provisional;
- 2) Any provisional decisions will require ratification at the next General Meeting.

17. Members' Duties & Responsibilities:

Member shall -

- a. Support the Club in all activities to the best of their time and ability, and assist in the successful running of events by attending as many meetings as possible, either as competitors or spectators, or officials.
- b. Maintain decorum at all meetings and events to uphold the name of the Alvis Marke and this Club, and assist organisers by removing all debris at the conclusion of meetings and events.
- c. Supply details on the appropriate form of all Alvises in their possession on joining the Club, and of any further Alvises acquired, and supply the name and address of the person, either member or non-member, to whom they sell an Alvis.
- d. Report the existence of any Alvis discovered which may not be known to the Club.
- e. Remove all Club insignia from any Alvis sold to a non-member.
- f. No individual member shall commit the Club to any course of action, financial or otherwise, without the approval of the Committee.

Member wishing to make use of the free advertising service in the Newsletter must forward their requirements in writing to the Editor, otherwise any omissions will not be the Editor's responsibility.

18. Discipline, suspension and expulsion of members

(i) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, or who shall -

- (1.) dispose of an Alvis car outside the Club, without first advertising it in at least one Newsletter.
- (2.) dispose of an Alvis car to a wrecker without notifying the Club

the committee may by resolution-

- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (ii) A resolution of the committee under sub-rule (i) does not take effect unless-
- (a) at a meeting held in accordance with sub-rule (iii), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (iii) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (i) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (iv).
- (iv) For the purposes of giving notice in accordance with sub-rule (iii), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attending that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (v) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (i), the committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (vi) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (vii) If the Secretary receives a notice under sub-rule (vi), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (viii) At a general meeting of the Association convened under sub-rule (vii)-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(ix) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

19. Disputes and Mediation

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (1) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (2) 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).
- (v) A member of the Association can be a mediator.
- (vi) The mediator cannot be a member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) 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.
- (ix) The mediator must not determine the dispute.
- (x) 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.

20. Events, Trophies Etc.: The Club shall conduct approximately 6 sporting and/or social events per annum,

Calender: The Committee shall issue an Annual events calendar promulgated as widely as possible.

Organisation of Events:

The President may form a sub-committee from members to organise and run each event.

The Committee shall determine the amount of the entrance fees for each event and shall publicise this figure before each event, at the preceding general meeting. A separate entrance fee shall be paid for each driver/vehicle combination.

Only members of the Alvis Car Club (Vic) shall be permitted to enter and drive in any Club event, except for invited drivers of other recognised Clubs who by paying their entry fee shall be deemed to be temporary members of the Club for the duration of the event.

The organisers of the meeting shall have absolute authority to refuse any entries they consider unsuitable or detrimental to the safe conduct of the meeting and shall be answerable to the Committee for the conduct of the meeting. All entrants must hold a current, legally acceptable driver's licence.

Trophies: Shall remain the property of the club. They will be inscribed with the winners name and displayed in the clubrooms. The winner will be awarded a miniature or token trophy to keep.

The Committee shall be responsible for the purchase of suitable trophies.

21. Property and Funds:

All property and funds of the Club shall be vested in the Trustees, which shall be the general committee, and subject to control of members in meeting, shall be managed by such trustees. The property and funds shall be for the support of the Club, and for any lawful purposes that may be determined by the members.

No individual member shall have any transmissible or assignable interest in any property of the Club without approval of the Trustees.

22. Custody and Inspection of Books and records:

(1) Members may on request inspect free of charge-

- a) the register of members
- b) the minutes of general meetings
- c) subject to subrule 2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings

(2) The committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The committee must on request make copies of these rules available to members and applicants for membership free of charge,

(4) Subject to subrule 2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For the purposes of this rule-

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and include the following-

- a) its membership records;
- b) its financial statements
- c) its financial records
- d) records and documents relating to transactions, dealings, business or property of the Association.

23. Dissolution of the Club:

The Club shall only be dissolved by a 3/4 majority vote at a meeting convened to discuss such a motion. An initial notice to dissolve shall be given in writing, proposed and seconded by two financial members, to be debated at either an Annual, or Special General Meeting. This notice of motion must be made at the previous monthly meeting, and published in the Newsletter prior to meeting for debate.

If the motion is denied, the Committee shall immediately inform, by post, all voting members of the Club of the result, and no similar motion may be raised within 12 months from the date of the postal ballot.

24. Assets, Liabilities, Winding up of the Club:

i The liability of the members is limited

ii The Income and Property of the Club whencesoever derived, shall be applied solely towards' the promotion of the objects of this Club as set forth in this Articles of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Club; provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or Servant of the Club, or to any member of the Club for goods supplied in the ordinary or usual way of business, or in return for any services actually rendered to the Club, nor to prevent the payment or interest at a rate not exceeding such rates as is fixed by the Trustees of the Club on money borrowed from any member of the Club or reasonable or proper rent for premises demised or let by any member of the Club; but so that no member of the Committee or governing body of the Club shall be appointed to any

salaried office of the Club, or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the club to any member of such Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

iii Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during 'the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$20.00,

iv If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution. or institutions having objects similar or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of paragraph ii hereof such institution or institutions to be determined by the members of the Club before the time of dissolution, or in default thereof by such Judge of the Supreme Court of Victoria as may acquire jurisdiction of the matter.

v In the event of the Club being dissolved the amount of money which remains after such dissolution and satisfaction of all debts and liabilities shall be paid and applied by the Committee in accordance with their powers to an organisation which is exempt from income tax under section 25 of the Income Tax Assessment Act.

26. Alteration to the Articles of association:

No alteration to these Rules and Statement of Purposes shall be effected except at an Annual General Meeting or Special General Meeting called for the purpose. Notice of motion must be given at prior monthly meeting and published in the Newsletter prior to debate.

These Rules and Statement of Purposes must not be altered except in accordance with the act. Voting shall be on 3/4 majority of financial members present.

27. Custody and Use of the Common Seal

- (1) The common seal of the Association must be kept in the custody of the 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.

28. Funds

- (1) 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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- (4) The association may only remove its auditor by a resolution passed at a General Meeting.

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