

Constitution

Victorian Mini Club Incorporated

(Registration Number: A0027607A)

November 23rd, 2017

Victorian Mini Club Inc.

Statement of Purposes

1. To foster an interest in the Mini (as manufactured by B.M.C., British Leyland, Leyland Australia, BMW or any subsequent name which these Companies may trade under) in its various forms and derivatives.
2. To provide Members with information, advice and assistance on matters connected with the Mini and motoring in general.
3. To conduct social activities considered desirable and to the benefits of Members.
4. To promote an interest and activity in aspects of motor sport.
5. To maintain an affiliation with the Confederation of Australian Motor Sport Limited (CAMS) and, through this, with the Federation Internationale du Sport Automobile.
6. The main purpose of the Association is to responsibly act for the members in motorsport, in terms of training, safety and education on a not for profit basis.
7. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Victorian Mini Club Inc.

Club (Constitution) Rules

1. RULES

The name of the Incorporated Association is '**Victorian Mini Club Incorporated**' (Registered Number: A0027606A) in these rules called 'the Club'.

2. DEFINITIONS

- (1) In these rules unless the contrary intention appears:
 - (a) 'Committee' means the Committee of management of the Club.
 - (b) 'Financial year' means the year ending September 30th.
 - (c) 'General Meeting' means a general meeting of Members convened in accordance with rules 5(17), 5(23) and 5(27).
 - (d) 'Ordinary Member of the Committee' means a Member of the Committee who is not an Officer of the Club.
 - (e) 'Minimag' newsletter means publication defined in rule 6.
 - (f) 'CAMS' means Confederation of Australian Motor Sport Limited.
 - (g) 'The Act' means the Associations Incorporation Reform Act 2012.
 - (h) 'The Regulation' means regulations under the Act.
 - (i) 'Mini Register' is a register of all Members owning a Mini or its derivative.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. CAMS

The Club shall maintain a current affiliation with CAMS and its successors including paying any fees required to do this and complying with its rules.

4. MEMBERSHIP

Rights Privileges.

- (1) Members may speak and vote upon the Officers of the Club and in matters brought before the membership at a General Meeting for resolution.
 - (a) In all voting each Member has one(1) vote.
 - (b) Only financial members shall vote.
 - (c) Proxies shall not be allowed.
- (2) Members may participate as an entrant, official, spectator or in any other capacity in any event which the Club may organise or be invited to within those limits of eligibility set down by CAMS, which are in force at the time of the event.

- (3) Members are entitled to a copy of each issue of the Minimag newsletter published whilst they are a Member.
- (4) Members shall be entitled to such privileges as the Club may organise from time to time as published in the Minimag newsletter.
- (5) The rights, privileges and obligations of a person by reason of their membership of the Club:
 - (a) are not capable of being transferred or transmitted to another person.
 - (b) terminate upon the cessation of their membership and the person shall not be entitled to, or have any claims upon any portion what so ever of the property, funds or assets of the Club. Refer rule 9(2).

Application

- (6) A natural person who is approved for membership as provided in these rules is eligible to be a Member of the Club on payment of the annual subscription payable under rule 4(20).
- (7) Applications accompanied by appropriate subscription [see rule 4(20)] shall be made on the current form as approved by the current committee.
- (8) The Committee shall with as little delay as possible determine whether to accept or reject the application.
- (9) If the application is accepted the Secretary or delegated person they shall enter the applicant's name in the register of Members and the Member shall be notified of this through the next issue of the Minimag newsletter and allocated the next sequential number in the membership register. A member returning to the club is entitled to be reissued with their original membership number.

Application Rejected

- (10) If the applicant is rejected, the Secretary shall inform the applicant in writing of the Committee's decision and return the fees which accompanied the application.

Application Appeal

- (11) If the applicant is rejected and still wishes to be a Member, they may write to the Secretary requesting their objection be published in the Newsletter as a topic for a motion at the next General Meeting. The Secretary must comply with this request. The Club, subject to its rules on meeting, shall hear the applicant's claim and Committee's rejection at the next meeting. The Club shall then vote on whether to accept or reject the applicant's application for membership.
- (12) Upon the General Meeting making a decision to accept or reject the application, rule 4(9) or 4(10) shall apply.

Member Expulsion and Suspension

- (13) Subject to these rules the Club or Committee may by resolution expel or suspend any Member from the Club subject to the following:
 - (a) if a Member has refused or neglected to comply with these rules; or
 - (b) has been found guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
- (14) Where the Committee or the Club passes a resolution under rule 4(13) the Secretary shall, as soon as practicable, write to the Member
 - (a) setting out the resolution of the Committee or the Club and grounds on which it is based;

- (b) stating that the Member may address the Club at a General Meeting held not earlier than 14 days and not later than 35 days after the service of this notice;
 - (c) stating the date, place and timing of the General Meeting;
 - (d) informing the Member that they may do one or more of the following:
 - (i) attend the meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- (15) Any Member expelled or suspended from the Club shall forfeit all claims they may have to any club trophies won during the year.

Appeal against Expulsion or Suspension

- (16) An expulsion or suspension appeal shall be included as a special business item at the General Meeting and shall be given notice as per rule 4(14).
- (17) At a General Meeting of the Club held in accordance with rule 4(14) attendees at the meeting:
- (a) shall give the Member an opportunity to be heard; and
 - (b) shall consider any written statement submitted by the Member; and
 - (c) shall by the special resolution determine whether to confirm or revoke the resolution. A $\frac{2}{3}$ ^{rds} majority is required to revoke the resolution.

Mini Register

- (18) Membership of the Mini Register is optional but only open to a Member who owns a Mini or its derivative. At the discretion of the Committee, co-ownership entitles the co-owners to membership of the Mini Register. The Club shall foster the Mini Register with the intention of maintaining its membership in excess of 70% of total Club membership.

Types of Membership

- (19) Various types of membership may be defined from time to time at Annual General Meetings (e.g. ordinary Member, junior Member, etc.). Associate Members may be admitted, e.g. to compete in events, provided they are already full members of a CAMS Affiliated club or Associated club. They have no rights to any club perpetual trophy championship awards, etc.

Life Membership may be awarded by the Committee in accordance with the following guidelines

- Nominee must have been a continuously financial member for 10 years; and
- Nominee must have (in the opinion of the Committee) provided exemplary service to the Club over a prolonged period and have actively promoted the aims and objectives of the VMCI.
- Sitting members of the Committee at the time of the proposal are not eligible

A Life member has all of the rights and privileges associated with ordinary membership but is exempt from the requirement to pay the annual subscription fee.

Annual Subscription

- (20) The annual membership subscription is the amount determined from time to time by the Management Committee.
- (21) Different annual subscriptions may be set for different types of membership.

- (22) Financial Membership lapses upon non-payment of the new annual subscription by January 1st in the following year. Membership lapses upon non payment of the new annual subscription by March 1st in the following year.
- (23) A person who has never held a membership of the club, who pays a 12 month subscription after 31 August, shall be entitled to membership, subject to rules 4(7) to 4(24), until the end of the following membership year.

Member Resignation

- (24) A person may resign from the Club by writing to the Secretary. This takes 21 days to come into effect after the receipt of the notice. The Secretary must then organise to alter the register of Members accordingly.

Grievance Procedure

- (25) (a) The grievance procedure set out in this rule applies to all disputes under this Constitution between:
- (i) a member and another member;
 - (ii) a member and the Committee;
 - (iii) a member and the Association.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 25(c), the parties must within 10 days:
- (i) notify the Committee of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must be
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (1) if the dispute is between a member and another member - a person appointed by the Committee; or
 - (2) if the dispute is between a member and the Committee or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (f) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
- (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- (g) The mediator to the dispute, in conducting the mediation, must:
- (1) give each party every opportunity to be heard; and
 - (2) allow due consideration by all parties to any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

5. MANAGEMENT COMMITTEE

Committee Officers

- (1) The Officers of the Club shall be:
 - (a) President, (b) Vice President, (c) Secretary and (d) Treasurer.
- (2) Subject to section 23 of the Act, the Management Committee shall consist of:
 - (a) The Officers of the Club; and
 - (b) Six(6) ordinary Members, each of whom shall be elected at an Annual General Meeting of the Club each year.
 - (c) The intention shall be to maintain a simple majority of total Committee Membership as Members of the Mini Register.
- (3) Blank
- (4) Each Officer of the Club shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- (5) Any office becoming vacant during any twelve(12) months period shall be filled by any Committee Member that the Committee feels would be suitable. Any person so chosen shall hold office until the next Annual General Meeting.

Ordinary Committee Members

- (6) Each ordinary Committee Member shall hold office as per rule 5(4).
- (7) In the case of any ordinary Committee position becoming vacant the Committee may appoint a Member of the Club. This Member shall remain on the Committee until the next Annual General Meeting, subject to these rules.
- (8) The number of ordinary Committee Members may be varied from one(1) person to six(6) persons.

Electing Committee

- (9) Nominations on the prescribed form for election as Officers or ordinary Members of the Committee shall be received by the Secretary for publication in the November Newsletter before the Annual General Meeting. Further nominations on the prescribed form may also be received at the Annual General Meeting.
- (10) If the number of nominations equal the number of positions to be filled the persons nominated shall be deemed to be elected.
- (11) If the number of nominations exceeds the number of positions to be filled, a ballot shall be held at the Annual General Meeting under the control of the Chairperson.

Committee Member Removal

- (12) Any Officer or ordinary Committee Member can be removed from office at a General Meeting of the Club by a resolution but shall not be replaced by another Member until any appeal is resolved. If there is a new appointment the new Committee Member shall hold office until the next Annual General Meeting.

Committee Member Appeal

- (13) Where the Club passes a resolution under rule 5(12) the Secretary, or in the case of removal of the Secretary, the President, shall, as soon as practicable, write to the Member
 - (a) setting out the resolution of the Club and grounds on which it is based; and

- (b) stating that the Member may address the Club at a General Meeting held not earlier than 14 days and not later than 35 days after the service of this notice; and
 - (c) stating the date, place and timing of the General Meeting; and
 - (d) informing the Member that they may do one or more of the following:
 - (i) attend the meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- (14) Any appeal against removal shall be included as a special business item at the General Meeting and shall be given notice as per rule 5(27).
- (15) At a General Meeting of the Club held in accordance with rule 5(27) attendees at the Meeting:
- (a) shall give to the Member an opportunity to be heard; and
 - (b) shall consider any written statement submitted by the Member; and
 - (c) shall by the special resolution determine whether to confirm or revoke the resolution. A $\frac{2}{3}$ rds majority is required to revoke the resolution.

Automatic Termination From Committee

- (16) In addition to rule 5(12) the Officer or ordinary Committee Member shall cease to be a Member of the Committee if the Member:
- (a) ceases to be a Member of the Club; or
 - (b) becomes insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns their office by writing to the Secretary.

Annual General Meeting

- (17) The Club shall have an Annual General Meeting each calendar year on a date set by the Committee.
- (18) Notice of the Annual General Meeting shall be made in writing and include starting time, location, date and notice of any special business to be considered and shall be given in not less than 30 days prior to the meeting date.
- (19) Business of the Annual General Meeting shall include:
- (a) to confirm the minutes of the last Annual General Meeting; and
 - (b) to receive from the Committee reports upon the transactions of the Club during the past year; and
 - (c) to elect Officers and ordinary Members of the Committee; and
 - (d) to receive and consider annual statements in accordance with Part 7 - Financial Reporting in the Act.
- (20) An Annual General Meeting may consider any other special business for which notice in accordance with rule 5(18) has been given, including:
- (a) any motion to amend the Statement of Purposes of the Incorporated Association, and
 - (b) any motion to rescind or alter a rule or to make an additional rule of the Incorporated Association.
- (21) Any motion under rule 5(20)a or 5(20)b must be passed by 75% of Members attending to be carried at the meeting.
- (22) Annual General Meetings are to be held in addition to other meetings.

Special General Meeting

- (23) Special General Meetings shall be convened by the Committee upon the Secretary receiving a request in writing signed by not less than 5% of the Members of the Club.

- (24) The request must list the objects of the Special General Meeting.
- (25) If the Committee fails to call the meeting within 30 days of receipt of the request the requesting group may call a meeting to be held within three (3) months of the original request. They may be reimbursed reasonable costs of the meeting by the Club.
- (26) Where practical the Secretary may include the objectives of the Special General Meeting into the next General Meeting.

Monthly General Meeting

- (27) General Meetings shall be held on a monthly basis throughout the year as set by the Committee. Seven days notice is required in writing of each meeting stating time, location, date and any special business to be considered.

All General Meetings

- (28) No item of business can be handled at a General Meeting without a quorum of five(5) Members of the Club present when an item of business is considered.
- (29) The President or in their absence the Vice President or in their absence a Member elected by the Members present at a General Meeting shall chair the General Meeting.
- (30) A question of business at a General Meeting shall be decided by a show of hands or other means determined by the Chairperson. The Chairperson shall declare the result of the vote. This shall be noted in the Minutes by the Secretary or their delegate.
- (31) Each Member has one vote on business at a General Meeting.
- (32) All votes shall be made in person.
- (33) The Chairperson has an additional casting vote in the case of a tie.
- (34) Any motion not subject to notice in accordance with rule 5(18) and Rule 5(27) must be passed by 75% of Members attending to be carried at the meeting.
- (35) Any motion proposed at a meeting shall be seconded and if passed shall become a resolution of the meeting.
- (36) Any poll demanded on the election of a Chairperson or on a question of an adjournment shall be decided immediately. Other matters shall be decided before the conclusion of the meeting under the direction of the Chairperson.
- (37) A Member must be fully paid up if they wish to vote.

Management Committee Meetings

- (38) No item of business can be handled at a Management Committee Meeting without a quorum of five(5) members of the Committee in attendance, 2 of which must be Officers of the Club.
- (39) The affairs of the Club shall be managed and controlled by a Management Committee as set out in rules 5(1) and 5(2) and the Committee may exercise all powers to manage the Club subject to:
 - (a) these rules; and
 - (b) the regulations; and
 - (c) the Act; and
 - (d) in the way it sees as essential or proper for the affairs of the Club.
- (40) Within the management of the Club each Officer shall carry out all functions that are:
 - (a) requested of them by these rules; and
 - (b) normally required of the role they have been appointed to fill.

Management Committee Meetings - Use of Technology

(41) (a) A committee member who is not physically present at a committee meeting may participate in the committee meeting by the use of technology that allows that committee member and the committee members present at the committee meeting to clearly and simultaneously communicate with each other.

(b) For the purposes of this Part, a committee member participating in a committee meeting as permitted under Rule 41(a) is taken to be present at the meeting and, if the committee member votes at the meeting, is taken to have voted in person.

(c) All votes shall be made in person.

Secretary

(42) The Secretary of the Club or their delegate shall attend all meetings and keep minutes of all resolutions and proceedings.

(43) The Secretary, as the delegate of the Committee, shall control, as Custodian, all registers, minute books, documents and securities ensuring they are properly bound and ensure they are made available for inspection by the Members.

Custody of inspection of books and records

(44) (a) Members may on request inspect free of charge:

(i) the register of members;

(ii) the minutes of general meetings;

(iii) subject to Rule 44(b), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

(b) 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.

(c) The Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.

(d) subject to Rule 44(b), a member may make a copy of any of the other records of the Association referred to in Rule 44 and the Association may charge a reasonable fee for provision of a copy of such a record.

(e) For purposes of this rule, 'relevant document' means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following

(i) its membership records;

(ii) its financial statements;

(iii) its financial records;

(iv) records and documents relating to transactions, dealings, business or property of the Association.

Treasurer

(45) All monies due or payable to the Club shall be received by the Treasurer or some person authorized by the Management Committee and shall be paid into the nominated banking account/s of the Club.

(46) The Treasurer and optionally a representative appointed by the committee shall prepare and maintain all accounting books and records showing the financial position of the Club.

(47) Subject to the report required by Part 7 - Financial Reporting in the Act the Treasurer shall present at the Annual General Meeting a:

(a) Balance Sheet; and

(b) Statement of Incomes and Expenditure (Funds Statement).

Signatories

(48) All cheques, drafts, bills of exchange, promissory notes, E.F.T. and other documents shall be signed by two(2) of the Members of the Committee being any two(2) of the Officers or one of the Officers and one ordinary Committee Member. In the case of the Race Account, the cheques can be signed by one of the Officers and Michael Holloway.

Auditor

(49) At each Annual General Meeting of the Club, a registered Company Auditor (who shall not be a member of the Committee or the Club) shall be appointed to hold office until the next Annual General Meeting. Any casual vacancy occurring in the office of Auditor shall be appointed by the Committee. The auditor shall provide a written report for presentation at every 2nd Annual General meeting beginning in 2008 and for circulation to all members. It shall be at the discretion of the Committee to implement an audit at the changeover of the Treasurer or for any other reason.

Honorarium

(50) The payment of an honorarium in normal recognition of the performance of voluntary Club services may be made. The amount will be determined at each Annual General Meeting, for use in the coming year.

Common Seal

(51) The Common Seal of the Club shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and attested to by the signatures of two(2) of the Committee.

6. CLUB NEWSLETTER

- (1) The Club shall publish an issue of the Minimag newsletter at least quarterly.
- (2) Each issue of the Minimag newsletter shall be posted prepaid mail to each Member and shall normally form the notice of all matters to do with the Club required by these rules.
- (3) The Secretary shall arrange to have all Minutes of Meetings of the Management Committee and Minutes of all General Meetings of Members published in the monthly Club Newsletter and will use their best endeavours to publish Minutes promptly.
- (4) Each Member can voluntarily elect to receive an electronic copy of the club magazine in lieu of a mailed copy should the Committee make one available.

7. FUNDS

The Club shall derive its funds from subscriptions, event entries, donations and other sources as the Committee determines.

8. BY-LAWS

By-laws may be made by the Committee for the proper management and control of the Association, which may be altered and/or repealed, so long as such by-laws are not inconsistent with this constitution.

9. WIND UP

- (1) The Club may be de-incorporated or wound-up subject to:
 - (a) the provisions of the Act;
 - (b) these rules;
 - (c) 30 days notice of any General Meeting at which it is to be considered;

- (d) 75% majority vote at the General Meeting subject to sub-clause (c);
 - (e) quorum applicable to the General Meetings.
- (2) In the event of the Club being dissolved or de-incorporated any balance of funds available after meeting all liabilities and disposal of assets shall not be distributed directly or indirectly to the members of the Club, but shall be given or directed to some other Association with like or similar interests.

By-Laws of the VMCI

Date Passed	Item Passed	Comments

Notes