



VICTORIAN TORANA CLUB-INC. **CONSTITUTION**

1. CLUB TITLE

The Club an incorporated association, is the Victorian Torana Club Incorporated, and shall be known as the “Victorian Torana Club”, or alternatively by the initials “V.T.C”, referred to hereinafter as the “Club”.

2. STATEMENT OF PURPOSE

The purpose of the Club is:

- a. To promote and foster the heritage of the Holden Torana in either original, restored, modified or racing form.
- b. To promote friendship and courtesy, both socially and in competition between members of the Club.
- c. To promote and/or conduct social activities.
- d. To conduct classes, meetings and/or events whereby the members may obtain knowledge enabling them to become better drivers and maintain their vehicles to a high standard of safety and efficiency.
- e. To subscribe to and/or liase with other clubs and organisations having similar interests
- f. To promote the restoration, maintenance, preservation, display and use of vehicles which have a similar background and history to that of the Holden Torana.
- g. To seek to join the A.O.M.C (Association Of Motoring Clubs).
- h. To arrange periodical meetings of members for the exchange and discussion of information.
- i. To publish a regular newsletter for the benefit of members.
- j. To operate as a non-profit organization.

3. MEMBERSHIP

- 3.1 Application for membership shall be open to any person interested in the furtherance of the purposes of the Club.
- 3.2 All applications for membership shall be in writing in the format decided by the committee, which shall be empowered to elect all members to the Club.
- 3.3 No person shall become a member of the Club without the consent of the committee who shall have powers to refuse membership to any person without ascribing any reasons therefore.
- 3.4 The committee have the power to suspend and/or terminate the membership of any member without giving any reasons.
- 3.5 The treasurer and/or the secretary will keep a register of current financial members.
- 3.6 Life Membership can be given to any member whom the committee acknowledges has contributed to the club in a worthy fashion. A life member is entitled to the full benefits of the club and is held in very high esteem.

4. SUBSCRIPTIONS

Each member shall be liable for subscription fees, to be determined by the committee and payable in such manner and in such times as the committee shall decide. Provided that in respect of annual subscriptions, such fees shall be payable not later than 90 days after each Annual General Meeting, unless otherwise determined by the committee.

5. CLUB PERMIT VEHICLES

- 5.1 Club members may take advantage of the Victorian Club Permit Scheme.
 - 5.2 A member whose vehicle/s is/are operated under the Club Permit Scheme must at all times
 - a. Be able to satisfy the Honorary Executive Committee of Management, through the Club's Safety Inspection Officer, that the vehicle/s is/are maintained in a road safe condition as required by the relevant Traffic Authority.
 - b. Maintain functional and financial membership of the Club.
 - 5.3 Whilst travelling in the vehicle on a public highway, the member/driver should carry sufficient evidence to satisfy any doubt the Police or Inspecting Authority may have, by having items such as the following available:
 - a. Current membership card of the Club.
 - b. Proof that the vehicle is systematically maintained and roadworthy.
 - c. Logbook and current permit label is to be carried in the vehicle at all times, and the issued number plates correctly displayed on the vehicle.
 - d. The A.O.M.C Club Permit Handbook.
- MARGIN NOTE: "It must be noted that the club permit is NOT registration of a vehicle, it is a permit for the restricted use of an unregistered vehicle for which the appropriate insurance has been paid. Unfortunately, in Victoria, plates and permits are NOT TRANSFERRABLE. If you cease membership the club Vic Roads will be notified and YOU MUST RETURN THE PLATES and start again by having your vehicle checked as prescribed in your new club.
-this vehicle may not be used for any commercial activity, hire or reward."
[end margin note]

6. VEHICLE CONDITION

- 6.1 Any member's vehicle attending an outing or other Club activity may be suspended from further participation, should it be deemed unsafe by the Safety Inspection Officer or his/her deputy.
- 6.2 A suspended vehicle will not be re-admitted to Club activity until such time as the Club committee is satisfied that it is in road safe condition.

7. COMMITTEE OF MANAGEMENT

Management of the Club shall be vested in an Honorary Executive Committee of four (4) office bearers comprising the following:

- 7.1 President
- 7.2 Vice-President
- 7.3 Secretary
- 7.4 Treasurer
- 7.5 Club Permit Officer / Officers
- 7.6 Events Coordinator
- 7.7 Up to six (6) Ordinary Committee persons
- 7.8 Public Officer of the Incorporated Association, who may hold any other position on the Executive Committee, except President or Secretary. [also see Section 23]

8. OFFICE BEARERS

- 8.1 The Office Bearers of the Executive committee as listed shall be elected at the Annual General Meeting, and shall hold office for a period of one (1) year from the date of election to that office.
- 8.2 The Executive committee shall retire at the end of each year and if available, may offer for and be eligible for re-election.

- 8.3 Any office, which during the period of any one (1) year may be vacated, may be filled by the Executive committee, and the persons elected to that office may hold the position for the remainder of the period until the next Annual General Meeting.
- 8.4 The position of Public Officer shall be appointed by the Executive committee, and may carry on without any fixed term, except if the Public Officer is elected President or Secretary.

9. POWERS OF THE COMMITTEE

- 9.1 The Executive committee of the Club shall be empowered to make and publish any by-law for the better management and/or control of the Club which shall be consistent with this constitution, and shall have the power to invite to committee meetings any persons who may, in a professional, technical or skilled manner, be of assistance by advice and guidance to the committee, provided such persons have no powers or voting rights thereon.
- 9.2 Any Office Bearer who fails to attend three (3) consecutive committee meetings shall thereby render him/herself liable to exclusion from that office or committee, at the discretion of the committee. Leave of absence from such positions may be made in writing to the committee.
- 9.3 Rules 9.1 and 9.2 shall also apply to sub-committee.

10. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held during October in each year, when the Annual Report and Balance Sheet shall be presented, and the new committee elected.

11. QUORUM/S

At any Annual, General, Special or Ordinary meeting of the Club, a quorum shall number 1/3rd (one-third) of the current financial adult members present. At any Executive committee meeting a quorum shall have five (5) members present (including President or Vice-President, and the Secretary, Treasurer).

12. NOTICE OF MEETING

At least twenty-one (21) clear days notice of intention to convene a meeting shall be given, by the Secretary to all members. Any notice of intention to put a motion to a meeting shall be delivered to the Secretary not later than seven (7) clear days prior to the date fixed for that meeting.

13. GENERAL MEETINGS

General Meetings will be held on the third Tuesday of each month. If a Public Holiday falls on that date, the next most convenient date may be allocated.

14. FUNDS

- 14.1 Funds will be derived from Subscriptions and Entry Fees, from the running of Motor Sport and Social Events.
- 14.2 If required, additional funds may be derived from other fundraising activities, authorised by the Executive committee.
- MARGIN NOTE: "Fundraising activities such as chocolate sales or raffles must be acceptable under the Act, and any permits required must be correctly organised with any relevant authorities."
[end margin note]

- 14.3 The Club funds are banked in the name of the Club and are managed by the Treasurer. The mode of operating the Club account(s) are by two (2) signatures, of either the President, Secretary or Treasurer.

15. ACCOUNTS

All accounts for payment shall be presented to the Executive committee for consideration prior to payment with the exception of Public Risk Insurance and Permit Fees, payable to the C.A.M.S in respect of competitive events.

16. AUDITOR

- 16.1 An Auditor or Auditors shall be appointed by the Executive committee prior to each Annual General Meeting, and it shall be his/her or their responsibility to examine all accounts, vouchers, receipt books etc.
- 16.2 Audits shall be conducted at intervals of not more than one (1) year.

17. AMENDMENTS

- 17.1 This Statement of Purposes and Constitution may be amended as necessary at any General or Special Meeting convened and/or notified for that purpose provided that the amendment is accepted by the $\frac{3}{4}$ (three quarters) majority present and voting at that meeting.
- 17.2 All decisions of the Executive committee or members at any meeting save and except as aforesaid, shall be decided by the majority present and voting.

18. VOTING RIGHTS

- 18.1 The voting right or rights shall apply only to those who at the time a vote is taken are current members of the Club and or Life Members.
- 18.2 Postal votes will be accepted if received by the Secretary prior to the meeting.
- 18.3 Proxy will be accepted if prior notice is given to the Secretary in writing.

19. DISSOLUTION

- 19.1 The club shall be dissolved if at any time the membership drops to less than twenty (20) persons, or upon the vote of $\frac{3}{4}$ (three quarters) majority of the members present at a special meeting convened to consider such a question, situation or action.
- 19.2 Upon dissolution, assets and/or funds after payment of all debts and/or liabilities of the Club, may be handed over to any other such club or association having objectives such as are stated in Article 2a of this constitution, or any such registered charity as decided by a majority of the members present at a general meeting.

20. COMMON SEAL

The common seal of the Incorporated Association shall be kept in the custody of the Public Officer or his appointed delegate, and will be attested to by the Committee and/or Public Officer.

21. CUSTODY OF RECORDS

The custody of Books, Documents, and Securities of the Incorporated Association will be distributed amongst the Executive committee members. These will be available for inspection on request for all financial members.

22. PUNITIVE POWERS

- 22.1 Discipline of members is the Executive committee's responsibility. The committee will direct and encourage, or warn, and set an appropriate penalty to conduct deemed unacceptable.
 - 22.2 Unacceptable conduct will be defined as conduct contrary to the Clubs Statement of Purposes, or as defined in 22.3(d), 22.3(e) and 22.4.
 - 22.3 Subject of these rules, the Executive committee may by resolution:
 - (a) expel a member from the Club; or,
 - (b) suspend a member from membership of the Club for a specified period; or,
 - (c) warn or put on probation after making a detailed minute to that end;If the Executive committee is of the opinion that a member:-
 - (d) has refused or neglected to comply with these rules and constitution or,
 - (e) has been guilty of conduct unbecoming a member, or prejudicial to the interests of the Club as defined by the Statement of Purposes, the Rules, the Regulations or the Act.
 - 22.4 The conduct of guests will be the responsibility of the member inviting said persons to a meeting, function or event.
 - 22.5 The Executive committee or any member of the committee will have the right to call an offending member to a meeting of the committee to identify the situation fairly and fully.
 - 22.6 When after consideration, the committee passes a resolution under Rules 22.2 to 23.3(e), the Secretary shall, as soon as practicable cause a Notice in writing to be served on the member.
 - 22.7 If a penalty served is greater than one (1) calendar months suspension, the member shall have a right to appeal.
 - (a) The member has the right to address the Executive committee at a committee Meeting to be held not less than fourteen (14) days and not later than thirty-five (35) days after the Service of the Notice.
 - (b) The address may be either in person, or by the submitting of a written statement seeking revocation of the resolution.
 - (c) The decision reached by the Executive committee at an Appeal Hearing shall be binding.
- MARGIN NOTE: "Whenever a resolution is confirmed, follow up thinking must review the duties that need replacing. Club permits (red plates), C.A.M.S licenses, and the maintenance or location of books and records must be considered."

[end margin note]

23. PUBLIC OFFICER

- 23.1 The Public Officer will be aged between eighteen (18) and seventy-two (72) years, and be a resident in the State of Incorporation.
- 23.2 The Public Officer may hold any other office within the Club, except President or Secretary.
- 23.3 The Office of Public Officer will not be left vacant for more than fourteen (14) days. [the Act, Section 25 (1)].

- 23.4 The term of office of the Public Officer need not be specified, but may be reviewed by incoming Executive committees.
- 23.5 The Public Officer may resign from the position by giving forty (40) days notices to the Executive committee, but may be removed from office at any time, without notice, by the Executive committee.
- 23.6 The Public Officer shall within fourteen (14) days of appointment and/or change of address give relevant notice to the Registrar of Incorporated Associations, in writing on the prescribed form. [Form 9][the Act, Section 28 (1-2)].
- 23.7 On retirement of the Executive committee at the completion of the “Ordinary Business of the Annual General Meeting”, the Public Officer shall take the chair and oversee the election of the new President, then duly yield the chair to the new President.
- 23.8 The Public Officer will, as soon as possible, bring to the attention of the Executive committee any document served on the Club at his/her address, and will have “readily at hand” the appropriate acts of Parliament, the Amendments, the Regulations, and the Club’s Constitution, Statement of Purposes and Rules, and ensure that these documents are provided to the Chairperson or Secretary upon request.
- 23.9 The Certificate of Incorporation shall be kept by the Public Officer, and copies of the Certificate of Incorporation and correspondence of the Public Officer shall be provided to the President, Secretary and Treasurer as required.
- 23.10 The Public Officer must, within one (1) month after the date of the Annual General Meeting, provide to the Registrar a statement in the prescribed form. [Form 10][the Act, Section 30 (4)].
The statement, countersigned and stamped with the Club Seal by the Secretary, will include the audited Statement of Account, a list of assets, the Renewal of Registration fee, and the detail of any Special Resolutions passed at the meeting.
- 23.11 If the Annual General Meeting is not held within the calendar year as is required by Section 30 (1) of the Act, within one (1) month after the last day of that period the Public Officer under the discretion of the Executive committee shall
- (a) request an extension of time utilising Form 11, under Section 30-parts (4), (5) and (6) of the Act; or
 - (b) apply for an exemption for the year reporting under Section 30-part (7) of the Act.
- 23.12 Where the Club fails to comply with Sections 24.11 (a) or (b), the Club, and each member of the Executive committee is guilty of an offence, and liable to a penalty not exceeding two (2) penalty units.
- 23.13 Whenever the Club passes a Special Resolution, the Public Officer shall register the Resolution with the Registrar. The Special Resolution will not take effect until the appropriate Fee has been paid and accepted by the Registrar. [the Act, Section 22 (2)].
- 23.14 The signature of the Public Officer may be utilised in matters requiring fixing of the Club Seal, unless the Executive committee determines otherwise.
- 23.15 The Public Officer shall not hinder or obstruct the Registrar or the Registrar’s authorised officers while they exercise their power of Inspection under Section 47 (1) and (7) of the Act.
- MARGIN NOTE: “As at 1.1.96, the Incorporation of Associations Act and Regulations applying are: 13. (2), 13. (3) (a), 16. (4), 22. (2), 25. (1), 26., 27., 28. (1) and (2), 30. (4), (5), and (6), 35. (1) (a), 47. (1), (5), (6) and (7).”

[end margin note]