

# MUSTANGS ON THE MOVE INCORPORATED

## CONSTITUTION UNDER THE ASSOCIATIONS INCORPORATION ACT 1985

### 1. NAME

- 1.1 The name of the incorporated association is Mustangs on the Move, referred to herein as 'the association' and is protected by registration of Trade Mark 1057784.
- 1.2 The association logo, a running horse with Southern Cross constellation is also protected by registration of Trade Mark 1057784.

### 2. DEFINITIONS

"Committee" means the Committee of Management of the association.

"General meeting" means a general meeting of members of the association convened in accordance with these rules.

"Member" means a member of the association.

"Membership" means the member/s included in the one membership number.

"The Act" means the Associations' Incorporation Act 1985.

### 3. OBJECTIVES

- 3.1 To promote and foster the Ford Mustang through its members.
- 3.2 To conduct meetings and activities involving the car and members in a friendly and social environment.
- 3.3 To be a conduit for information sharing between members to promote historical integrity in the Ford Mustang and to enable members to maintain their vehicles to a high standard.
- 3.4 To implement activities which ensure that members pursue the restoration and preservation of the Ford Mustang.
- 3.5 To actively support, by way of an annual donation, a local charity.

### 4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

### 5. MEMBERSHIP

- 5.1 The period of membership is 1 August to 31 July.
  - (a) Membership applications received after 1 April will be paid up to and including the next full membership year.
- 5.2 Subscriptions
  - (a) A joining fee and annual subscription are payable by all new members.
  - (b) The joining fee and annual subscription fee shall be as defined by the Committee and approved by the May general meeting.
  - (c) An annual subscription is payable by all memberships.
  - (d) If the subscription is not renewed on or before 31 July, membership will be deemed to be lapsed.

Where the member has conditional registration with the association the Department of Planning Transport and Infrastructure will be advised and the log book/s must be returned to the association for cancellation.
  - (e) In the event of lapsed or terminated membership, the member forfeits all rights and privileges, has no claim on the association or its property and is bound to return association property. Log book/s are to be returned to the association for cancellation.
  - (f) If subscription is unpaid by 1 September a joining fee, together with annual subscription must accompany a membership application which will be referred to the committee for a decision.

## 5.3 Types of membership

### 5.3.1 Full member

To become a full member of Mustangs on the Move Inc, you must own a Ford Mustang. Proof of ownership must be established. Suitable documentation will need to be sighted by a committee / authorised person and recorded on the application form.

- (a) The spouse/partner of the vehicle owner (residing at the same address) is also eligible for membership (same membership number with voting rights).
- (b) Full members may retain membership following sale of their Mustang/s, providing membership does not lapse.

### 5.3.2 Corporate member

- (a) Corporate membership is provided by a company to a person/s purchasing a Ford Mustang and is valid for one membership year.
- (b) The Corporate Membership Application form may be completed by the company.
- (c) The member shall have voting rights.
- (d) The spouse/partner of the vehicle owner (residing at the same address) is also eligible for membership (same membership number with voting rights).
- (e) Corporate members shall not be eligible to apply for conditional registration.
- (f) Corporate members may apply for full membership at any time during their membership.

### 5.3.3 Associate member

- (a) Associate membership is for a person intending to own a Ford Mustang.
- (b) Associate members do not have voting rights.
- (c) This membership is restricted to 1 membership year maximum with a right of renewal at the discretion of the Committee.

## 5.4 Membership process

Membership applications are to be submitted on the appropriate form and the person/s be nominated and seconded by a financial member of the association.

The membership form must be complete and payment of all fee/s received before the application is processed.

All Full Membership and Associate Membership applications will be submitted to the membership for comment.

- (a) Any member may comment on a proposed member.
- (b) Any application receiving adverse comment will be referred to the Committee for a decision.
- (c) On approval of the application, the applicant will be advised and provided with appropriate documentation.
- (d) Membership may be refused by the Committee and there is no obligation to give any reason for refusal. On rejection of an application, the applicant will be advised and all fees returned.
- (e) Each person, on becoming a member of the association, shall be bound by the Constitution, By-Laws and Regulations of the association and the decisions of the Committee.

## 5.5 Resignations

A member may resign from membership of the association by giving written notice thereof to the Secretary of the association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

If the member has conditional registration with the association the log book/s must be returned to the association for cancellation.

## 5.6 Expulsion of a member

- (a) The Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association, subject to giving the member an opportunity to be heard or to make a written submission.
- (b) Particulars of the charge shall be communicated to the member at least 14 days before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination, the member shall cease to be a member 14 days after the Committee has communicated its determination to the member.
- (d) In the event of an appeal the appellant's membership of the association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the association in general meeting. In such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## 5.7 Register of members

A register of members must be kept and contain:

- (a) The name and address of each member.
- (b) The email address of the member, if available.
- (c) The date on which each member was admitted to the association; and
- (d) If applicable, the date of, and reason(s) for, termination of membership.

## 6. COMMITTEE

### 6.1 The Committee

- (a) The Committee shall be comprised of:
  - i. President
  - ii. Vice President (ii & iii or ii & iv may be combined)
  - iii. Secretary
  - iv. Treasurer
  - v. Up to five (5) Committee members
- (b) The President, Vice President, Secretary and Treasurer will form the Executive. Any decision made by the Executive shall be ratified at the next Committee meeting and recorded in the minutes.

### 6.2 Powers and duties

- (a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- (b) The Committee has the management and control of the funds and other property of the association.
- (c) The Committee shall have the power to make, rescind, amend and publish any By-Laws, Regulations, Policies and Procedures for the better management and control of the association which shall not be inconsistent with the Act.
- (d) By-Laws, Regulations, Policies and Procedures may also be altered at the annual general meeting subject to a notice of alteration specifying the proposed change/s having been received by the Secretary not less than 21 days prior to the meeting, to enable a copy of the proposed alteration to be included in the notice to members. The proposed alteration/s must be approved by the majority of those present, including proxies, who are entitled to vote.
  - i Any such By-Laws, Regulations, Policies and Procedures shall be deemed equal to the Constitution in binding members.
- (e) The Committee is the final authority to interpret the meaning of these rules, By-Laws, Regulations, Policies or Procedures and any other matter relating to the affairs of the association on which these rules are silent or for decision on any matter arising.

- (f) Any member of the Committee failing to attend more than four meetings in a financial year will render him/herself liable to exclusion from that office or Committee.

### 6.3 Proceedings of Committee

- (a) The Committee shall meet together at least bimonthly for business purposes.
- (b) Questions arising at any meeting of the Committee shall be decided by a majority of votes and, in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the Committee shall be one half of the members of the Committee.

### 6.4 Election of the Executive and Committee

- (a) An Executive / Committee member shall be a financial member as defined in 5.3 categories 5.3.1 and 5.3.2.
- (b) The Committee are responsible for the affairs of the association from the conclusion of the election until the following annual general meeting, where all positions are declared vacant (9 (c) iv).
- (c) Subject to paragraph 6.4 (d), at the conclusion of their term of office all Committee members shall be eligible for re-election at the annual general meeting.
- (d) A maximum tenure of 3 consecutive terms shall apply to the position of President, Vice President, Secretary and Treasurer.
  - i. A person may re-nominate for that position and be considered only if no other nomination is received.
- (e) The Committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association.
- (f) Persons seeking election to the Committee shall apply, at least 21 days before the meeting, by delivering the nomination of that person to the Secretary of the association. The nomination, on the prescribed form, shall be signed by the proposer, seconder and by the nominee.
- (g) Members can nominate for one executive position and / or a committee position. The nomination/s will be processed in order of 6.1 (a) i to v.
- (h) Notice of persons seeking election to the Committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- (i) If insufficient nominations are received at least 21 days before the meeting nominations will be taken at the meeting. The nominee must be present to accept the nomination or provide the Secretary a letter indicating that his/her nomination would be accepted.
- (j) If nominations received exceed the number of positions available an election will be conducted.
  - i. If a nominee receives at least 51% of the vote he/she will be elected.
  - ii. Where multiple nominees are received and the required number of nominees does not receive 51% of the vote the nominee with the lowest total shall be eliminated.  
The procedure will continue until the correct number of nominees / positions is achieved.
- (k) The person presiding shall determine if the voting is conducted by show of hands or ballot.
  - i. If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding.

### 6.5 Public Officer

The Committee shall appoint a Public Officer as required by the Act.

Notice of appointment and any change in the identity or address of the Public Officer are to be lodged within one month after the change with: Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001 (Form 10) or as required by Office of Consumer and Business Services.

## **7. FINANCES AND REPORTING**

- 7.1 Financial Year  
The financial year of the association shall commence on 1 July and end on 30 June of each year.
- 7.2 Signatories of the association bank account/s shall comprise of at least two (2) of the Executive.
- 7.3 Accounts to be kept  
The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 7.4 A financial report shall be prepared before each general meeting and signed by the Treasurer and President/chairperson. This report shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 7.5 Annual returns  
The annual report shall be prepared before the annual general meeting and signed by the Treasurer and President/chairperson. This report shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 7.6 Assets and prohibition against securing profits for members  
The assets and income of the association are to be solely applied for objectives such as are stated in paragraph three (3) of this Constitution. No portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

## **8. GENERAL MEETINGS**

- 8.1 Notice of general meetings
- (a) Unless members are notified otherwise at least 14 days prior, general meetings will be held on the 4th Wednesday of February to November inclusive.
  - (b) If, within 30 minutes after the time appointed for the meeting, a quorum of members is not present any business will be conducted at the next scheduled general meeting.
  - (c) The Executive may agree to cancel a general meeting, due to extraordinary circumstances. In such cases members will be advised with as much notice as practical and the general meeting will not be rescheduled.
- 8.2 The order of the business at the meeting shall be:
- (a) The confirmation of the minutes of the previous general meeting.
  - (b) The consideration of the accounts and any reports of the committee.
  - (c) Any other business requiring consideration by the association in a general meeting.

## **9. ANNUAL GENERAL MEETINGS**

- (a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The annual general meeting shall be held within three months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
  - i. The confirmation of the minutes of the previous annual general meeting.
  - ii. The consideration of the accounts and reports of the Committee.
  - iii. Any other business requiring consideration by the association in general meeting as shall have been specified in the notice convening such meeting.
  - iv. The election of Committee members.  
A Returning Officer, appointed by the Committee, will conduct the election.
- (d) If an annual general meeting is cancelled/postponed by the Executive, due to extraordinary circumstances, it will be rescheduled as soon as practical.
- (e) If within 30 minutes after the time appointed for the meeting start, a quorum of members is not present any business and elections will be conducted at the next scheduled general meeting.

## **10. PROCEEDINGS**

### **GENERAL MEETINGS, ANNUAL GENERAL MEETINGS**

#### **10.1 Chair**

The President, or in his/her absence the Vice President, shall take the Chair at all meetings. If neither the President or Vice President is present within five minutes after the time appointed for holding the meeting, or he/she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

#### **10.2 Special resolutions**

Members proposing a special resolution are to comply with the Act.

#### **10.3 Notice to members**

Where the association is required to provide a notice to members, this may be given by serving the member with the notice via the email appearing in the register of members, personally, or by sending it by post to the address appearing in the register of members (5.7).

#### **10.4 Proxies**

A member shall be entitled to appoint, in writing, a natural person who is also a member of the association to be their proxy, to attend and vote at any general meeting or annual general meeting of the association.

#### **10.5 Quorum**

At annual general meetings or general meetings a quorum shall be twenty members present.

#### **10.6 Voting at meetings**

- (a) Members as defined in 5.3.1 and 5.3.2 only are eligible to vote.
- (b) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- (c) Subject to these rules, a question for decision at a meeting must be determined by a majority of members who vote in person, or by proxy, at that meeting.
- (d) In the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (e) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting and annual general meeting shall be determined by a show of hands.
  - i. If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

#### **10.7 Minutes**

- (a) Proper minutes of all proceedings of meetings of the association and meetings of the committee shall be kept pursuant to this rule and must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- (b) The minutes shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed and entered within one month in minute books kept for the purpose.
- (c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **11. THE SEAL**

- (a) The association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal may be used by an authorised person on MR334 Forms (or any replacement forms).

- (c) In all other instances the seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the association. The affixing of a seal shall be witnessed by the President and the Secretary.

## **12. DISSOLUTION**

The association shall be dissolved in the event of the membership being less than 15 persons or upon the vote of seventy five percent majority of the members present at a meeting convened to consider such question. At least 21 days written notice is to be given to all members.

### **12.1 Application of Surplus Assets**

- (a) If, after the winding up of the association, there remain 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.  
The association may determine to distribute surplus assets to nominated charities.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

## **13. RULES**

These rules may be altered by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed.