



CONSTITUTION OF THE
MERCEDES-BENZ CAR CLUB
OF WESTERN AUSTRALIA (Inc)

As adopted June 8th 2004
Amended on June 14th 2005 and
September 14th 2015

CONSTITUTION

MERCEDES-BENZ CAR CLUB OF WESTERN AUSTRALIA (Inc)

1. NAME OF THE CLUB

- 1.1 The name of the Club is the "Mercedes-Benz Car Club of Western Australia (Incorporated)"
- 1.2 The name may be shortened to "Mercedes-Benz Car Club of WA (Inc)"

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this constitution, unless the contrary appears

"Act" means the Associations Incorporation Act 1987,

"Annual General Meeting" or "AGM" means a meeting of Members held under clause 19.

"Club" means the Mercedes-Benz Car Club of Western Australia (Inc),

"Committee" means the Committee of the Club referred to in clause 12.1,

"Committee Member" means a person referred to in clause 12.1,

"Committee Meeting" means a meeting referred to in clause 17.1

"Honorary Member" means a person admitted to honorary membership of the Club under clause 6.4,

"Member" means a person admitted to membership of the Club under clause 6,

"General Meeting" means a meeting convened under clause 18,

"Ordinary Resolution" means a resolution other than a special resolution,

"Special Resolution" has the meaning given by Section 24 of the Act,

"President" means the person referred to in clause 12.1(a),

"Vice President" means the person referred to in clause 12.1(b),

"Secretary" means the person referred to in clause 12.1(c),

"Treasurer" means the person referred to in clause 12.1(d),

2.2 Interpretation

In this constitution, unless the contrary appears

- (a) words importing the singular number include the plural and vice-versa;
- (b) words importing a gender include every gender;
- (c) the word "include" in any form is not a word of limitation;
- (d) any of a "financial year", "membership year" or "club year" concludes on 30 June and commences on 1 July;
- (e) references to clauses, paragraphs and Schedules are references to clauses, paragraphs of, and schedules to, this document.
- (f) The term "in writing" can include by email.

3. OBJECTS OF THE CLUB

The objects of the Club are:

- (a) to foster the use, enjoyment, preservation and restoration of current and historic motor vehicles made by Mercedes-Benz;
- (b) to facilitate the enjoyment of these vehicles by participation in social and motoring events and gatherings;
- (c) to assist and encourage fellow Members with restoration projects;
- (d) to help promote and maintain Western Australia's automotive history and heritage;
- (e) to liaise with other groups and organisations of a similar interest.

4. PROPERTY AND INCOME OF THE CLUB

The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes. Any such payment must be approved by the Committee.

5. QUALIFICATION FOR MEMBERSHIP OF THE CLUB

- 5.1 Membership of the Club is open to any person who is interested in the Mercedes-Benz marque and vehicles which have been manufactured by the company.
- 5.2 Ownership of a vehicle is not a pre-requisite to membership.

6. MEMBERSHIP OF THE CLUB

- 6.1 Subject to the provisions of this clause 6, a person who wishes to become a Member of the Club must apply for membership to the Committee in writing on the form provided for the purpose by the Club, along with payment for membership.
- 6.2 The Committee must consider each application for membership made and must accept or reject each application.
- 6.3 Neither the Committee nor the Club is bound to give explanation for rejection of any application.
- 6.4 The Committee may nominate a person for honorary membership of the Club:
 - (a) either for a period of a year; or
 - (b) for honorary life membership,
 and any such nomination must be put at the next Annual General Meeting for ratification.
- 6.5 An Honorary Member pays no subscription, and, if not already a Member, pays no joining fee, but otherwise has the same status as any other Member.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

8. REGISTER OF MEMBERS OF THE CLUB

- 8.1 The Secretary or Membership Registrar, under direction of the Secretary, must keep and maintain the register of Members in accordance with Section 27 of the Act.
- 8.2 The Registrar must cause the name of a person who dies or who ceases to be a Member under clause 9 or 10 to be deleted from the register of Members referred to in clause 7.

9. MEMBERSHIP SUBSCRIPTIONS

- 9.1 The Members must at the Annual General Meeting determine the amount of the annual subscription to be paid by each Member.
- 9.2 Subject to clauses 6.5 and 9.4, each Member must pay to the Club, annually on or before 1 July, the amount of subscription fees determined under clause 9.1.
- 9.3 A Member whose subscription is not paid within three months after the relevant date fixed under clause 9.2 ceases on the expiry of that period to be a Member.
- 9.4 Subject to clause 6.5, a person who is accepted as a Member between 1 January and the last day in June is required to pay one half of the annual subscription fee referred to in clause 9.1. At the Committee's discretion, the amount of the fee required may be determined on a pro-rata basis from the date of acceptance as a Member, to the last day in June.
- 9.5 Subject to clause 6.5, a joining fee must be paid on joining of the Club, to be paid with the membership subscription. The Annual General Meeting determines the amount of the joining fee.

10. RESIGNATION OF MEMBER

A Member who delivers notice in writing of resignation from the Club to the Secretary or another Committee Member ceases to be a Member on delivery of that notice.

11. EXPULSION OF MEMBERS

- 11.1 The Committee may from time to time consider that a Member should be expelled from the Club because his or her conduct is regarded as being detrimental to the interests of the Club.
- 11.2 Expulsion of a Member must be referred to a General Meeting and must be the subject of a vote by the Members.
- 11.3 Should the Committee consider the expulsion of a Member under clause 11.1 the Committee must communicate in writing to the Member a notice of the proposed expulsion and the reasons pertaining thereto, not less than 14 days prior to the date of the General Meeting at which the case is to be decided.
- 11.4 The Members of the Club must afford the Member concerned a reasonable opportunity to be heard by, and/or make representations to in writing to, the Members at the General Meeting referred to at clause 11.2.
- 11.5 The Club's decision to expel or retain the Member is by majority vote at the General Meeting and the decision must be communicated in writing to the Member.
- 11.6 From the time that the decision has been made to expel a Member that Member forfeits all rights to claim upon the Club or its property as they would have by reason of membership.

12. COMMITTEE OF MANAGEMENT

- 12.1 The affairs of the Club are managed exclusively by a Committee consisting of the following:

- (a) a President;
- (b) a Vice President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) an Editor,

all of whom must be Members elected to membership of that Committee at an Annual General Meeting or appointed under clause 16.

- 12.2 The position of Immediate Past President exists when a new President is elected, for the outgoing President to remain a Committee Member for the period of the year. This position exists subject to acceptance by the outgoing President.
- 12.3 In addition, Members may be appointed to the following positions as required, by the Committee after their election in each year:
- (a) club regalia/merchandise officer;
 - (b) membership secretary;
 - (c) librarian;
 - (d) delegates to other bodies or committees
 - (e) other positions as the Committee sees fit.
- 12.4 The election of Committee Members must be held annually at the Annual General Meeting of the Club.
- 12.5 The persons elected or appointed as Committee Members hold office until the next Annual General Meeting.
- 12.6 Members of the Committee are eligible for re-election, subject to clause 12.7.
- 12.7 A person who is eligible for election or re-election under this clause may at the Annual General Meeting concerned: -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 12.8 When a casual vacancy within the meaning of clause 16 occurs in the membership of the Committee:
- (a) the Committee may appoint a Member to fill that vacancy; and
 - (b) a Member appointed under this clause:
 - (i) holds office until the commencement of the next General Meeting; and
 - (ii) is eligible for election to the Committee at the next General Meeting.
- 12.9 A Member may hold no more than two positions on the Committee concurrently.

13. CHAIRPERSON

The President must preside at all General Meetings and Committee Meetings and in the absence of the President the Vice-President presides.

14. SECRETARY

The Secretary must:

- (a) co-ordinate the correspondence of the Club.
- (b) keep full and correct minutes of the proceedings of the Committee and of the Club by electronic means or in a minute book kept for that purpose.
- (c) comply on behalf of the Club with section 28 of the Act in respect of the rules.
- (d) have custody of all books, documents, records and registers of the Club other than those required by this constitution to be kept and maintained by, or in the custody of, the Treasurer and the Registrar.

15. TREASURER

The Treasurer:

- (a) receives all monies paid to or received by or on behalf of the Club and must issue receipts for those monies in the name of the Club.
- (b) must pay all monies referred to in clause 1 into the account of the Club.
- (c) must make payments from the funds of the Club only with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members. Electronic payments may also be made by the Treasurer or other Committee members with authority of a General Meeting or of the Committee.
- (d) must comply on behalf of the Club with sections 25 and 26 of the Act in respect of the accounting records of the Club.
- (e) must whenever directed by the President or Committee, submit to the Committee a report, balance sheet or financial statement.
- (f) must provide a full financial report of the preceding year to the Annual General Meeting.
- (g) has custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in clauses 15(d) and 15(e).

16. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent without leave from more than 3 consecutive Committee meetings; or
- (f) ceases to be a Member.

17. PROCEEDINGS OF COMMITTEE

- 17.1 The Committee must meet together for the dispatch of business as often and when required to transact the business of the Club.
- 17.2 Each Committee Member has a deliberative vote.
- 17.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member no less than seven days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 17.4 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to a place and hour to be advised to the Committee by the Secretary or President.
- 17.5 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting has a casting vote in addition to his or her deliberative vote.
- 17.6 At a Committee meeting three Committee Members forms a quorum.

18. GENERAL MEETINGS

- 18.1 The Committee
 - (a) may at any time convene a General Meeting.

- (b) may at any time convene a special General Meeting.
 - (c) must within 30 days of receiving a request in writing to do so from not less than five members, convene a special General Meeting for the purpose specified in that request.
- 18.2 The Secretary must give to all Members not less than 14 days written notice of a special General Meeting and of any motions to be moved at the special General Meeting.
- 18.3 The quorum for a General Meeting or a special General Meeting is at least ten members.
- 18.4 Members must be advised of a General Meeting not less than 14 days in advance.
- 18.5 A question arising at a General Meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.

19. ANNUAL GENERAL MEETINGS.

- 19.1 The Annual General Meeting of the Club must be held every year on a day and hour to be determined by the Committee for the purpose of transacting the business of the Club. The ordinary business of the AGM includes:
- (a) presentation of minutes of the previous AGM;
 - (b) tabling of reports;
 - (c) determining of membership subscription fees;
 - (d) the election of office bearers;
 - (e) discussion of any business of which due notice has been given; and
 - (f) general business.
- 19.2 The quorum for an AGM is at least ten Members.
- 19.3 Only Members who were financial at the close of the previous club year and Honorary Members are eligible to vote at an AGM.
- 19.4 A question arising at an AGM not required to be resolved by Special Resolution must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.
- 19.5 Members must be advised of the AGM not less than 30 days in advance.

20. VOTING RIGHTS OF MEMBERS OF THE CLUB

- 20.1 Subject to clause 19.3, each Member present in person or by proxy at a General Meeting or an AGM is entitled to a deliberative vote.
- 20.2 Voting must be conducted after proposal and seconding, by show of hands unless a ballot is requested by at least three members.

21. PROXIES OF MEMBERS OF THE CLUB

- 21.1 A Member may appoint in writing a maximum of one other Member to be his or her 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.
- 21.2 Any Member may only hold one proxy for another Member.
- 21.3 The notice appointing the proxy is to be in the form set out in Appendix 1.

22. SERVICE OF NOTICE

- 22.1 For the purpose of this constitution, a notice may be served by or on behalf of the Club on any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.

- 22.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this constitution to have been served on the person three days after posting.

23. CONCESSIONAL LICENSING

Each Member is entitled through the Club to participate in the concessional licensing arrangements provided by government licensing authorities, on condition that:

- (a) the vehicle concerned is inspected and passed as roadworthy by the appropriate examiner prior to concessional licensing (if required).
- (b) the Member uses the vehicle strictly in accordance with the conditions of use imposed by the government licensing authority and the Club.
- (c) a Member who has a vehicle which is concessionally licensed must attend at least one club event each club year with a concessionally licensed vehicle. It is the responsibility of the Member to advise their attendance to a member of the Committee.
- (d) a Member not complying with clause 23 (c) shall be requested in writing by the Committee to give reasons for their non-compliance with clause 23(c). If the Committee determines, in its absolute discretion, that the reasons provided for non-compliance are unsatisfactory, the Member shall be issued with a written warning that non-compliance in the following club year will result in cessation of club membership – and the entitlement to concessional licensing through the club. This arrangement is not the same as Expulsion of a member and does not require the procedure outlined in clause 11.

24. RULES OF THE CLUB

- 24.1 This constitution binds every Member and the Club to the same extent as if every Member and the Club had signed this constitution and agreed to be bound by all of their provisions.
- 24.2 A rule may only be created, altered or rescinded at a special General Meeting called for that purpose, or at an Annual General Meeting, and then only upon a motion carried by a Special Resolution of those Members present in person.
- 24.3 Advice of a proposed rule to be created, altered or rescinded must be given in writing to Members no less than 30 days in advance of the meeting at which it is to be decided upon.
- 24.4 In the event of any doubt or difficulty arising as to the meaning of any rule, the meaning is as determined by the Committee. Such a determination is final and binding on the members, subject only to a reversal by a special General Meeting called for that purpose.
- 24.5 The Committee has the power to create, alter and rescind By-Laws, consistent with the rules herein, for specific purposes as determined from time to time. Any such By-Laws must be recorded in meeting minutes by the Secretary.

25. COMMON SEAL OF THE CLUB

- 25.1 The Club must have a common seal on which its corporate name must appear in legible characters.
- 25.2 The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in clause 14(b).
- 25.3 The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.
- 25.4 The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

26. INSPECTION OF RECORDS, ETC OF THE CLUB

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Club, on request of no less than seven days. The full membership registry shall only be available to Committee Members, however an abridged registry shall be available to members, at the Committee's discretion.

27. DISSOLUTION

- 27.1 The Club may be dissolved or wound up by a Special Resolution at any Annual General Meeting or special General Meeting called for such purpose.
- 27.2 If upon dissolution or winding up of the Club there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of the Club but must be given or transferred to some other Club incorporated under the Act, and having objects similar wholly or in part to the objects of the Club or to some other institution having charitable purposes.

END

Mercedes-Benz Car Club of WA (Inc)

APPENDIX 1

(Rule 20)

FORM OF APPOINTMENT OF PROXY

I, (full name)

of (address)

being a member of the Mercedes-Benz Car Club of WA (Inc) hereby appoint

(full name of proxy)

of (address of proxy)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on:.....[date] and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signature of member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.

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