



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

May 2019



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1. NAME OF THE CLUB

- 1.1 The name of the Club is the "Mercedes-Benz Car Club of Western Australia (Inc)".
- 1.2 The name herein referred to as the club.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this constitution, unless the contrary appears:

- (a) "Act" means the *Associations Incorporation Act 2015 (WA)* as amended from time to time;
- (b) "Ordinary Resolution" means a resolution other than a Special Resolution;
- (c) "Special Resolution" has the meaning given by section 51 of the Act;

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 rules, paragraphs and schedules are references to rules, paragraphs of, and schedules to, this document; and
- (f) the term "in writing" can include by email.

3. OBJECTS OF THE CLUB

- 3.1 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

- 4.1 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.



4.2 **Not for Profit Rule - Payments to Members**

A payment may be made to a Member out of the funds of the Club only if it conforms to the following:

- (i) payment in good faith to the Member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
- (ii) payment of interest, on money borrowed by the Club from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (iii) payment of reasonable rent to the member for premises leased by the Member to the Club; or
- (iv) reimbursement of reasonable expenses properly incurred by the Member on behalf of the Club;
- (v) these payments will only be approved at a committee meeting by a majority vote

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 prerequisite to membership.

6. MEMBERSHIP OF THE CLUB

6.1 Subject to the provisions of this rule 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

7.1 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.



- 8.2 The Registrar must cause the name of a person who dies or who ceases to be a Member under rules 9 or 10 to be deleted from the register of members.

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 rules 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 rule 9.1.
- 9.3 A Member whose subscription is not paid within one month after the relevant date fixed under rule 9.2 ceases on the expiry of that period to be a Member.
- 9.4 Subject to rule 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 rule 9.1.
- 9.5 Subject to rule 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

- 10.1 A Member who delivers notice in writing of resignation from the Club to the Secretary or another Committee Member cease 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 rule 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 in rule 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 rule 17.

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 **Nomination of Committee Members**

(a) At least 30 days before an Annual General Meeting, the Secretary must send written notice to all the Members:

- (i) calling for nominations for election to the Committee; and
- (ii) stating the date by which nominations must be received by the Secretary.

(b) A Member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the Annual General Meeting.

(c) In the case of insufficient nominations, for a position prior to the Annual General Meeting, nominations will be accepted from the floor at the Annual General Meeting.

(d) The persons elected or appointed as Committee Members hold office until the next Annual General Meeting.

(e) Members of the Committee are eligible for re-election, subject to rules 12.6 and 12.7.

(f) A person who is eligible for election or re-election under this rule may at the Annual General Meeting concerned:

- (i) propose or second himself or herself for election or re-election; and
- (ii) vote for himself or herself.

(g) When a casual vacancy within the meaning of rule 17 occurs in the membership of the Committee:

- (i) the Committee may appoint a Member to fill that vacancy; and
- (ii) a Member appointed under this rule:
 - (A) holds office until the commencement of the next General Meeting; and
 - (B) is eligible for election to the Committee at the next General Meeting.

(h) A Member may hold no more than two positions on the Committee concurrently.

12.6 **Persons who are not to be members of a committee**

(a) Under section 39 of the Act the following persons may not, without leave of the Commissioner, accept appointment or act as a member of a management committee of an association.:

- (i) a person who is, according to the *Interpretation Act 1984* section 13D, a bankrupt or person whose affairs are under insolvency laws;
- (ii) a person who has been convicted, within or outside the State, of:



- (A) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (B) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (C) an offence under Part 4 Division 3 or section 127 of the Act.
- (b) Section 39 only applies to a person who has been convicted of the above offences only for a period of five years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

12.7 **Duties of Committee Members and officers**

A member of the committee must:

- (a) Act with due care and diligence;
- (b) In good faith, and in the best interest of the Club and for a proper purpose: and
- (c) Must not gain an advantage for the officer or another person, or
- (d) Cause detriment to the association.

13. CHAIRPERSON

- 13.1 The President must preside at all General Meetings and Committee Meetings and in the absence of the President, the Vice President presides.
- 13.2 It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.

14. SECRETARY

- 14.1 The Secretary must:
- (a) deal with 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) give each member a copy of these 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;
 - (e) consult with the Chairperson regarding the business to be conducted at each Committee Meeting and General Meeting;
 - (f) prepare the notices required for meetings and for the business to be conducted at meetings;
 - (g) maintain on behalf of the Club an up-to-date copy of these rules.

15. TREASURER

- 15.1 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 sub-rule 15.1(a) 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. Payments may be made by the Treasurer or other Committee Members with authority of a General Meeting or of the Committee. All payments must be approved by two Committee Members;
- (d) must comply on behalf of the Club with the Act in respect of the financial and 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; and
- (g) has custody of all securities, books and documents of a financial nature and accounting records of the Club.

16. FINANCIAL MATTERS

16.1 Control of funds

- (a) The Club must operate an account/s in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (b) The Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

17. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

- 17.1 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 three consecutive Committee Meetings; or
 - (f) ceases to be a Member.

18. PROCEEDINGS OF COMMITTEE

- 18.1 The Committee must meet together for the dispatch of business as often and when required to transact the business of the Club.
- 18.2 Each Committee Member has a deliberative vote.
- 18.3 Each Committee Member and those appointed under rule 12.3 have a deliberative vote.
- 18.4 Verbal or written notice of a Committee Meeting 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 Committee Members) before the time appointed for the holding of the meeting.
- 18.5 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 Committee Meeting, a quorum is not present, the Committee Meeting stands adjourned to a place and hour to be advised to the Committee by the Secretary or President.



- 18.6 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.
- 18.7 At a Committee Meeting, a quorum is formed by a minimum of three Committee Members or Members appointed under rule 12.3. At least one Committee Member must be a part of the quorum.

19. PROCEDURE AND ORDER OF BUSINESS

- 19.1 The President or, in the President's absence, the Vice President must preside at each Committee Meeting.
- 19.2 If the President and Vice-President are absent or are unwilling to act as chairperson of a Committee Meeting, the Committee Members at the Committee Meeting must choose one of them to act as chairperson of the Committee Meeting.
- 19.3 The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- 19.4 The order of business at a Committee Meeting may be determined by the Committee Members at the Committee Meeting.
- 19.5 A member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- 19.6 A person invited under rule 19.5 to attend a Committee Meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the Committee Meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the Committee Meeting.

20. MINUTES OF COMMITTEE MEETINGS

- 20.1 The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- 20.2 The minutes must record the following:
- (a) the names of the Committee Members present at the Committee Meeting;
 - (b) the name of any person attending the Committee Meeting under rule 19.5;
 - (c) the business considered at the Committee Meeting;
 - (d) any motion on which a vote is taken at the Committee Meeting and the result of the vote.
- 20.3 The minutes of a Committee Meeting must be entered in the Club's minute book within 30 days after the Committee Meeting is held.
- 20.4 The Chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by:
- (a) the Chairperson of the Committee Meeting; or
 - (b) the Chairperson of the next Committee Meeting.
- 20.5 When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the Committee Meeting to which the minutes relate was duly convened and held; and



- (b) the matters recorded as having taken place at the Committee Meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.
- 20.6 The disclosure of a Committee Member's material personal interest in a matter being considered at a Committee Meeting to be recorded in the minutes of the meeting.

21. ANNUAL GENERAL MEETINGS

- 21.1 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 Annual General Meeting includes:
- (a) presentation of minutes of the previous Annual General Meeting;
 - (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.
- 21.2 The quorum for an Annual General Meeting is at least 10 Members.
- 21.3 Only Members who were financial at the close of the previous Club year and Honorary Members are eligible to vote at an Annual General Meeting.
- 21.4 A question arising at an Annual General Meeting 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 Annual General Meeting has a casting vote in addition to his or her deliberative vote.
- 21.5 Members must be advised of the Annual General Meeting not less than 42 days in advance.
- 21.6 The Committee must determine the date, time and place of the Annual General Meeting.

22. GENERAL MEETINGS

- 22.1 The Committee may at any time convene a General Meeting.
- 22.2 The quorum for a General Meeting is at least 10 Members.
- 22.3 Members must be advised of a General Meeting not less than 14 days in advance, by email or post.
- 22.4 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 General Meeting has a casting vote in addition to his or her deliberative vote.

23. SPECIAL GENERAL MEETINGS

- 23.1 The Committee:
- (a) may at any time convene a Special General Meeting; and
 - (b) must within 30 days of receiving a request in writing to do so from not less than 20% of Members, convene a Special General Meeting for the purpose specified in that request.
- 23.2 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.
- 23.3 The quorum for a Special General Meeting is at least 10 Members.



24. NOTICE OF GENERAL MEETINGS

- 24.1 The Secretary or, in the case of a Special General Meeting convened under rule 23 the Members convening the meeting, must give to each Member:
- (a) at least 14 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 24.2 The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee under sub-rule 12.5(b); and
 - (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution;
 - (iii) state that the member may appoint an individual who is an ordinary Member as a proxy for the meeting; and
 - (iv) include a copy of any form that the Committee has approved for the appointment of a proxy.

25. VOTING RIGHTS OF MEMBERS OF THE CLUB

- 25.1 Subject to rule 19.3, each Member present in person or by proxy at a General Meeting or an Annual General Meeting is entitled to a deliberative vote.
- 25.2 Voting must be conducted after proposal and seconding, by show of hands unless a ballot is requested by at least three Members.

26. PROXIES OF MEMBERS OF THE CLUB

- 26.1 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.
- 26.2 Any Member may only hold one proxy for another Member.
- 26.3 The notice appointing the proxy is to be in the form set out in Appendix 1.

27. SERVICE OF NOTICE

- 27.1 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.
- 27.2 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.



28. RULES OF THE CLUB

- 28.1 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 their provisions.
- 28.2 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.
- 28.3 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.
- 28.4 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.
- 28.5 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.

29. COMMON SEAL OF THE CLUB

- 29.1 The Club must have a common seal on which its corporate name must appear in legible characters.
- 29.2 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 sub-rule 14.1(b).
- 29.3 The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.
- 29.4 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.

30. INSPECTION OF RECORDS AND DOCUMENTS

- 30.1 A Member may at any reasonable time inspect the books, documents, records and securities of the Club, on request of no less than seven days.
- 30.2 A Member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- 30.3 The Member may make a copy of or take an extract from a record or document referred to in rule 30.1 but does not have a right to remove the record or document for that purpose.
- 30.4 If the Member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or in the minutes of a specific Committee Meeting, being available for inspection by Members.
- 30.5 The Committee may require the Member to provide a statutory declaration setting out the purpose for which the viewing, copying or extract is required and declaring that the purpose is connected with the affairs of the Club, if:
- (a) a Member inspecting the records wishes to make a copy of, or take an extract from, the records under section 54(2) of the Act; or
 - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the records.



- 30.6 The Member must not use or disclose information in a record or document referred to in sub-rule 30.1 except for a purpose:
- (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

31. DISSOLUTION

- 31.1 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.
- 31.2 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.

32. RESOLVING DISPUTES

32.1 Terms used

"Party to a dispute" includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a Member within six months before the dispute has come to the attention of each party to the dispute.

32.2 Application

The procedure set (the grievance procedure) applies to disputes:

- (a) between Members; or
- (b) between one or more Members and the Club.

32.3 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

32.4 How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 32.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the Secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least seven days before the Committee Meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) when and where the Committee Meeting is to be held; and



- (ii) that the party, or the party's representative, may attend the Committee Meeting and will be given a reasonable opportunity to make written or verbal (or both written and verbal) submissions to the Committee about the dispute.
- (e) The Committee must not determine the dispute if:
 - (i) the dispute is between one or more Members and the Club; and
 - (ii) any party to the dispute gives written notice to the Secretary stating that the party:
 - (A) does not agree to the dispute being determined by the Committee; and
 - (B) requests the appointment of a mediator,

32.5 **Determination of dispute by Committee**

- (a) At the Committee Meeting at which a dispute is to be considered and determined, the Committee must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven days after the Committee Meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub-rule 32.5(b), give written notice to the Secretary requesting the appointment of a mediator.
- (d) If notice is given under sub-rule 32.5(c), each party to the dispute is a party to the mediation.

33. **MEDIATION**

33.1 **Application**

- (a) This applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (i) by a member under sub-rule 32.5(c); or
 - (ii) by a party to a dispute.
- (b) If this applies, a mediator must be chosen or appointed under rules herein.

33.2 **Appointment of mediator**

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a Member – by agreement between the Member and the Committee; or
 - (ii) if the appointment of a mediator was requested by a party to a dispute – by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of sub-rules 33.2(a)(i) or 33.2(a)(ii), then, subject to sub-rules 33.2(c) and 33.2(d), the Committee must appoint the mediator.
- (c) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (i) a Member; or



- (ii) a party to a dispute; or
 - (iii) a party to a dispute and the dispute is between one or more Members and the Club.
- (d) The person appointed as mediator by the Committee may be a Member or former Member of the Club but must not:
- (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased in favour of or against any party to the mediation.

33.3 **Mediation process**

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

33.4 If mediation results in a decision to expel being revoked if:

- (i) mediation takes place because a Member who is expelled from the Club gives notice; and
 - (ii) as the result of the mediation, the decision to expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Committee Meeting or General Meeting during the period of expulsion.

- 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 club (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 club.