

**CONSTITUTION  
OF THE  
FIAT CAR CLUB of WESTERN AUSTRALIA INC  
Trading as  
THE FIAT LANCIA CLUB of WESTERN AUSTRALIA**

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## 1. Club Title

The name of the Association shall be The Fiat Car Club of Western Australia Inc trading as The Fiat Lancia Club of Western Australia.

## 2. Objects of the Club

- a) To support the restoration, preservation and use of Fiat and Lancia motor vehicles.
- b) To foster better acquaintance between owners of Fiat and Lancia motor vehicles.
- c) To help and advance Fiat and Lancia owners and ownership.
- d) To arrange events as the Committee of the Club may deem appropriate.
- e) To communicate relevant information and events to members in a timely manner.

## 3. Definitions

Unless the content otherwise requires the terms specified hereunder shall have the following meanings:

Committee	means the body of no less than six (6) members consisting of the duly elected President, Secretary, Treasurer and three (3), or more, other members elected at an Annual General Meeting.
Fiat	means any motor vehicle which was manufactured by Fiat or Lancia or associated motoring entities that use Fiat or Lancia components in their manufacture. The year of production is not relevant.
Notice of Meetings	Notice of meetings, including Committee Meeting, Annual General Meetings or Special Meetings shall be given to financial Full Members, including Life Members, at their email or postal address, as provided to the Club.

## 4. Membership of the Club

The Club shall consist of members and the Club Membership may consist of any or all of the following three categories of membership.

- a) Full membership shall be available to owners or enthusiasts of Fiat or Lancia vehicles. Upon joining the club, a membership number will be allocated to the new member.
- b) Family membership shall be available to a club member and their direct family. A Family membership shall consist of a Primary member for contact purposes, with the remaining family being identified on the membership form. A single membership number shall be allocated to the family. Only the Primary member is offered the rights, within the club, associated with a financial Full membership.
- c) Life membership: Only financial Full members and Life Members of the club may nominate another financial Full member of the club for Life Membership.

The nomination must demonstrate in writing that the nominee is a person of good character and widely thought of as exemplary in their contribution to the club. Such a member may only

be considered and recommended for Life Membership if he or she has been a financial member of the Club for a period of at least (7) years.

Membership of the club does not need to be continuous to be considered for Life Membership. Nomination of a club member for Life Membership shall be in accordance with the Award Rules as outlined in the Club's By-laws.

Life Membership shall be defined as Full membership of the Club with the exception that a Life Member shall not be required to pay any membership fees of any type.

Life Membership shall be decided by a Life Membership sub-committee set up in accordance with the Award Rules. Should the Life Membership Sub-committee see fit to award Life Membership to the nominee, the Chairperson of the sub-committee shall make the President, or Executive of the club aware of the decision, as appropriate. At all times, the nominee for Life Membership shall be kept confidential and the sub-committee shall arrange for a Life Membership award to be made at the Annual Dinner, or other Club function if deemed more appropriate.

The Club shall consist of such members being persons as apply in writing for membership and pay the annual fees and subscriptions determined by the committee. The Committee may refuse membership to any applicant and shall not be required to give any reasons for such refusal and its decision in such matters shall be final, provided always that the Committee in its discretion must refund part or whole of the fees or subscriptions paid by any person to whom membership is so refused.

Expulsion of a member requires a vote of not less than 75% for expulsion at a General Meeting.

A Member may resign their membership, which should be in writing to the President or Committee and cannot expect a refund in part or whole of any fees or subscriptions paid.

## **5. Membership Fees**

- a) Membership fees will be payable on acceptance of application to join.
- b) Any member who shall fail to pay their membership fee within two months of the same becoming due will lose all rights previously attained as a member.

## **6. Control of the Club**

- a) The control and management of the Club shall be vested in a Committee.
- b) The Committee shall deal with all applicants for membership and also all protests, appeals or complaints.
- c) The Committee shall manage, carry on and conduct the property affairs and business of the Club and, wherever in the Constitution it is provided that the Club shall have any power or duty or perform any act or deed or execute any document or exercise any discretion, such powers and duties and exercise of discretion shall be vested in the Committee for the time being and such acts, deeds and execution of such documents shall be done by the Committee whose discretion shall be exercised without any restrictions. 75% of the members of the Committee shall constitute a quorum.

- d) From time to time the Committee may make, alter and repeal by-laws, as required, to better the operation of the club. Any member may give notice in writing that he, or she, requires the next Annual General Meeting to disallow the making alteration or repeal of a by-law. In the event and to the extent that a by-law is disallowed at the Annual General Meeting, the by-law made or the by-law repealed or the alteration of the by-law becomes void and of no force and effect as from the date of the Annual General Meeting and shall not have effect retrospectively.
- e) The Committee shall meet as often as required and at least four (4) times in any twelve (12) month period at General Meetings. The Agenda for a General Meeting shall include, but not be limited to the following; Attendance/Apologies, Minutes of Previous Meeting, Secretary's Report, Treasurers Report, Calendar of Events, General Business.
- f) The Executive shall be defined as the President, Secretary and Treasurer.
- g) The Secretary shall prepare the Agenda for General Meetings and the Annual General Meeting. The Secretary shall keep written records of the proceedings at all meetings and shall also prepare a schedule of correspondence received and sent for review at the following Committee meeting. The Secretary shall keep a copy of all Agendas, Minutes, schedules of correspondence and the full membership list for that year on a file for each year in the position and shall pass all such files onto the following Secretary when no longer filling the position.
- h) The Treasurer shall receive all monies for the Club and account to the President and Committee for expenditure. Between Committee meetings the Treasurer shall record all monies received and payments made and shall present a written report of such income and expenditure to the following Committee meeting for review. Payments for monies in excess of \$100.00 that need to be made between General Meetings shall be approved by the President or Secretary prior to the payment being made.
- i) The treasurer shall keep a file showing the financial statements and reports for that year, along with copies of any securities the Club may have. Such files shall be passed to the following Treasurer when no longer filling the position.
- j) The election of office bearers and Committee shall take place at the Annual General Meeting. Such office shall be held for one year, however such persons are available for re-election.
- k) The description of each committee person's role shall be as outlined in the Club's By-laws. The role of any position may be changed, as required, at a Committee meeting if approved by 75% of the Committee including the full Executive.
- l) If any member of the Committee is absent from General Meetings for three (3) consecutive meetings, without explanation, which is unacceptable to the majority of the balance of the Committee, then such absent Committee member is liable to be removed from office by a vote of the remainder of Committee.
- m) Should any office bearer resign or a vacancy occur, the vacancy may be temporarily filled pending the next General Meeting or a special meeting called for such a purpose at the discretion of the remainder of the Committee.
- n) The immediate past President of the Club shall automatically be entitled to be a member of the Committee of the Club for the year immediately following his presidency and the election of such immediate past President shall not be required.

## 7. Property and Income

- a) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects 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.

## **8. Voting Rights**

- a) Only financial Full members of the Club are entitled to be nominated as an officer or Committee member of the Club.
- b) Only financial Full members shall be entitled to vote at an election of such officers and Committee members of the Club, and each full member shall have one vote.
- c) The Chairman of the meeting shall have one vote, which may only be used to break a deadlock.
- d) Voting at an Annual General Meeting or Special General Meeting of members shall be by show of hands, but, when demanded by twenty-five percent or more members at such meeting, shall be by secret ballot. Any member can hold no more than two (2) proxy votes of other members.
- e) Any proxy votes shall be in writing and given to the Secretary or other Executive attending prior to the meeting commencement.
- f) Only financial Full members shall be entitled to stand for election to the Committee, if they have been nominated for such a position by another Full member of the Club.

## **9. Finance of the Club**

- a) A copy of the Financial Statement or Summary of Year to Date shall be prepared by the Treasurer and presented to the Annual General Meeting together with the Club accounts or when requested by a majority of the members of the Committee of the Club.
- b) The Club accounts shall be audited by an auditor appointed by the members at the Annual General Meeting provided that such auditor shall not be a member of the Club.
- c) The clubs financial year shall commence on 1st July each year and end 30th June on the following year.
- d) If the Committee so decides or if at least twenty-five percent of financial Full members present at a Special General Meeting called for the purpose of requiring an audit of the Club accounts require that such audit be carried out then such audit shall be carried out by an auditor appointed by the Committee in the case of an audit requested by the Committee or appointed by the financial Full members at the Special General Meeting in the case of an audit requested at a Special Meeting.
- e) Membership fees are due for payment on 1<sup>st</sup> January each year and shall be set at the previous Annual General Meeting.
- f) The Committee of the Club shall have the power to invest the Club funds in approved trustee type securities or building society accounts or deposits with banks and shall have the power to lease or rent property or chattels for the use of the Club and/or its members and to effect such insurance it shall deem necessary to cover any loss or damage to Club equipment in the discretion of the Committee.

## **10. Dissolution of Club**

The club shall be dissolved upon the vote of not less than 75% of the financial Full members present at a Special General Meeting convened to consider such a question. Upon dissolution of the Club, the amounts that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another incorporated organisation with similar purposes which is not carried on for the profit or gain of its individual members.

## **11.Meetings**

- a) General Meetings of the Committee shall be held at least four (4) times a year for which at least seven (7) days' notice has to be given to Committee members.
- b) The Annual General Meeting of the Club shall be held each year within four (4) months of the end of the clubs financial year after forwarding notice to all financial Full members and Life Members at their last known address. All financial Full members and Life Members shall be notified at least fourteen (14) days in advance of the date and place of the Annual General Meeting and of the subjects to be discussed at such Annual General Meeting.

The Agenda for an Annual General Meeting shall include, but not be limited to the following; Attendance/Apologies, Minutes of Previous Meeting, Presidents Report, Secretaries Report, Treasurers Report, Setting of Membership Fees, Calling for Nominations for All Committee Positions, General Business.

- c) Financial Full members may give notice for special business to be transacted at the Annual General Meeting. Such notice shall be in the hands of the Secretary at least six weeks before the Annual General Meeting.
- d) A Special General Meeting of members may be convened at any time by written request of twenty percent of all financial Full members. All financial Full members shall be notified fourteen (14) days in advance of the date and place of a Special meeting and the reason for the meeting.
- e) No decision taken at an Annual General or Special General Meeting will be binding unless a quorum of at least fifteen voting financial Full members or a minimum of three quarters of voting financial Full members is present whichever is less.

## **12.Execution of Documents**

- a) The club shall execute any relevant documents by signing them with the signatures of two (2) committee members.

## **13.Disputes**

- a) A member in dispute with another member shall find resolution by writing to the Secretary and outlining that dispute. The Executive of the club shall then approach the other member in the dispute and discuss such dispute with that member. If the dispute is not resolved at the initial meeting then both parties shall be invited to a meeting with the Executive to try and amicably resolve the dispute.
- b) Members in dispute with the club can find resolution by writing to the Secretary and outlining the dispute. Initially, the Executive will meet with the members in dispute with the club and try and amicably resolve the dispute. If no amicable resolution can be found then the aggrieved members can call a Special General Meeting, as outlined in Clause 11.c of the Constitution.

#### **14.Alterations to Constitution**

- a) Amendments to the Constitution may be effected by a resolution passed by a majority of 75% of the financial Full members present at any Annual General Meeting or Special General Meeting, duly convened for that purpose, of which a notice in accordance with Clause 11b) or c), as the case may be, has been given stating the precise nature of the amendments sought PROVIDED THAT no amendment shall be made or capable of being made to the spirit of the club Objects, hereinbefore set forth, and no such amendments shall be made or capable of being made to any other part of this Constitution which shall in any way result in offending legal rules against perpetuities or which would result in the Club being held not to be for charitable purposes or otherwise, or alternatively placing it outside the provisions of the Associations Incorporation Act of Western Australia.