

National Association of Falcon GT Clubs Inc.

Rules of Association

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RULES OF ASSOCIATION

1. NAME

The name of the Association is National Association of Falcon GT Clubs Inc.) hereinafter referred to as the "Association".

1.2. Definitions

In these rules, unless the contrary intention appears:

"Annual General Meeting"	is the Meeting convened under paragraph (a) of rule 16;
"Committee Meeting"	means a Meeting referred to in rule 15;
"convene"	means to call together for a formal Meeting;
"Department"	means the government department with responsibility for administering the <i>Associations Incorporation Act</i> ;
"General Meeting"	means a Meeting to which all Members are invited;
"Member"	means Member Car Club of the Association;
"poll"	means voting conducted in written form (as opposed to a show of hands);
"Special General Meeting"	means a General Meeting other than the Annual General Meeting called for a specific purpose;
"Delegate"	means the person representing a Member Car Club at Association Meetings;
"Concourse"	refers to the Falcon GT National Concourse event;
"GT Nationals"	refers to the Falcon GT National Concourse event;

3. OBJECTS

- a) The objects of the Association are:
- i.) To promote and encourage the maintenance, restoration and preservation of Australian Ford Falcon GT motor vehicles for General and competitive use.
 - ii.) To promote events for Australian Ford Falcon GT vehicles and their owners, primarily the Falcon GT National Concourse, hereinafter referred to as the "GT Nationals".
 - iii.) To do such other acts as may be incidental or conducive to the above objects or any of them.
 - iv.) To represent the joint interest of Member Clubs in their dealings with Governmental bodies, Regulatory bodies, Companies, Organisations or individuals.
 - ~~iii.)~~v.) To affiliate with other National Bodies with similar objects.
- b) The Association must apply all property and income of the Association towards the promotion of the objects or purposes of the Association and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to Members of the Association except in good faith for services or expenses incurred in the promotion of those objects or purposes.

4. ATTAINING OBJECTS

- ~~b)~~a) The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association.

5. PROPERTY OF THE ASSOCIATION

- e)a) The Association must apply all property and income of the **Association** towards the promotion of the objects or purposes of the **Association** and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to Members of the Association except in good faith for services or expenses incurred in the promotion of those objects or purposes.

6. POWERS OF THE ASSOCIATION

- a) To acquire, hold, deal with, and dispose of any real or personal property;
- a)b) To open and operate bank accounts;
- b)c) To invest it's money in any:
i.) security in which trust monies may be invested, or
ii.) other manner authorized by the rules of the Association;
- e)d) To borrow money upon such terms and conditions as the Association thinks fit;
- e)e) To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- e)f) To appoint agents and employees to transact any business of the Association on its behalf for reward or otherwise;
- f)g) To build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by the Association;
- e)h) Accept donations and gifts in accordance with the objects of the Association;
- h)i) Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
- i)j) Provide gifts and prizes in accordance with the objects of the Association.
- k) To enter into any other contract the Association considers necessary or desirable.

7. CORRESPONDENCE

- a) All correspondence should be addressed to either the Chair Person or the Secretary except where indicated otherwise by the Association Chair Person or Secretary.

8. MEMBERSHIP

- a) Membership is available to those Incorporated Clubs, which can show that their function and aims are in accordance with the Association's and can show their Membership is primarily representative of the Australian Ford Falcon GT vehicle movement.
- b) Only Incorporated Clubs with a minimum of five Members are eligible for Membership.
- c) Application for Membership shall be addressed to the Secretary. It shall be in writing on the letterhead of the applicant Club and accompanied by a copy of its:
 - i.) Constitution;
 - ii.) Membership List, including vehicle type, as at the date of application;
 - iii.) Certificate of Currency for Public Liability Insurance;
 - iv.) Copy of Minutes showing Motion to join Association;
- d) Details of any application shall be reviewed by the Executive Committee and the circulated to all Delegates prior to the Meeting at which the application is to be put. Voting shall be by ballot and a simple majority of the Meeting will ensure admission.
- e) Each club admitted to Membership shall be;
 - i.) Bound by the Constitution and By-laws of the Association.
 - ii.) Come liable for such fees and subscriptions as may be fixed by the Association.
 - iii.) Entitled to all advantages and privileges of Membership.
- f) There shall also be a special class of Membership called "Associate Membership".
 - i.) This shall be for approved Incorporated Falcon GT Clubs who do not fulfil all the requirements of the Association as set out from time to time but are deemed worthy to have representation.
 - ii.) Associate Members may appoint Delegates in the normal manner, with the exception that they do not have voting rights, nor can they be elected to a position on the Executive Committee.
- g) Each Club may nominate up to 3 Delegates to represent them at any Association meeting.
- h) Names and contact details for delegates must be communicated, in writing on letterhead, to the Association within one month of their appointment.
- i) Member Clubs will notify the Association, in writing on letterhead, of any changes to the names and or contact details of delegates.
- j) The Management Committee shall appoint a Committee Person or Delegate to maintain an up to date register of Members of the Association
- k) Any Member may at any reasonable time inspect the records and documents of the Association.
- l) Any recognised Falcon GT Club may become a Member of the Association after a majority vote of the existing Membership on a provisional basis for a maximum of three (3) years from that vote.

9. TERMINATION OF MEMBERSHIP

- a) Any Club's Membership may be terminated by the following events:
- i.) Resignation
 - ii.) Expulsion
 - iii.) Breach of the Association's Code of Conduct
 - iv.) Annual Membership fee to Association remains unpaid after 3 months falling due;
- b) The Association shall have the power to suspend or expel any Member of the Association, after having undertaken due inquiry, for:
- i.) False or inaccurate statements made in the application for Membership of the Association,
 - ii.) breach of any rule, regulation or bylaw of the Association and
 - iii.) by any act detrimental to the Association
 - iv.) Breach of the Association's Code of Conduct
- c) Any club expelled, suspended or has their Membership terminated, shall have the right to appeal against the suspension or expulsion by presenting a case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

10. MANAGEMENT COMMITTEE

- a) Management of the Association shall be vested in the Management Committee consisting of;
- i.) Chair Person
 - ii.) Vice Chair Person
 - iii.) Secretary
 - iv.) Treasurer
 - v.) Chief Judge
- b) Committee members must be duly elected Club delegates and their club must be a full member of the Association, and elected to membership of the Committee at an annual general meeting or appointed under sub-rule (k).
- c) No more than two of the above positions to be filled by delegates from the same State. In states represented by more than 1 club there can only be 1 position per club.
- d) Additional positions can be appointed to the Management Committee from time to time as deemed necessary by the Association, e.g. Webmaster, Historian, Membership Officer etc.
- e) The Chair Person of the Management Committee cannot hold the position of GT Nationals Chair Person at the same time.
- f) The Management Committee shall have power to appoint Sub-Committees to deal with all matters and transact business that may affect the Association or it's Member clubs.
- g) The term of office for the Management Committee shall be one year, except for the Offices of Chair Person and Secretary.
- h) Chair Person and Secretary will serve office for a term of two years.
- i) The positions of Vice Chair Person, Secretary and Treasurer may be filled by two persons.

h)j) A Member of the Management committee may lose his or her seat on the committee for either of the following,

- i. Absence from three or more Meetings without leave of absence.
- ii. Found not to be a financial Member.

i)k) If a vacancy remains on the Committee after the application of sub-rule (b), or when a casual vacancy 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 sub-rule will -
- iii.) hold office until the election referred to in sub-rule (b); and
- iv.) be eligible for election to membership of the Committee, at the next following annual general meeting.

11. POWERS OF THE MANAGEMENT COMMITTEE

- a) The Management Committee shall carry out the day-to-day running of the Association, and shall have the power to:
 - i.) Administer the finances, appoint bankers, and direct the opening of banking accounts for the NAFGTC and to transfer funds from one account to another, and to close any such account;
 - ii.) Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
 - iii.) Fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof for the NAFGTC;
 - iv.) Cause minutes to be made of all proceedings at Meetings of the Committee and General Meetings of Members;
 - v.) Recommend amendments and additions to rules and By-laws;
 - vi.) Have the power to form and appoint any sub committee's as required for specific purposes;
 - vii.) May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary.
 - viii.) Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting.
 - ix.) Appoint an officer/s or agent of the Management Committee to have custody of the Association's records, documents and securities.

2-12. Chairperson and Vice-Chairperson

- a) Subject to this rule, the Chairperson must preside at all General Meetings and Committee Meetings.
- b) In the event of the absence from a Meeting of-
 - i.) the Chairperson, the Vice-Chairperson; or
 - ii.) both the Chairperson and the Vice-Chairperson, a Member elected by the other Members present at the Meeting may Chair the Meeting

3.13. Secretary

- a) The Secretary must-
- i.) co-ordinate the correspondence of the Association;
 - ii.) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - iii.) distribute a draft copy of minutes to all delegates with two weeks of any meeting;
 - iv.) comply on behalf of the Association with-
 - with respect to the register of Members of the Association;
 - by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a Member of the Association, must make available those rules for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - by maintaining a record of -
 - a. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
 - b. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
 - v.) and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - vi.) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (iii) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
 - vii.) perform such other duties as are imposed by these rules on the Secretary.

4.14. Treasurer

- a) The Treasurer must-
- i.) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
 - ii.) pay all moneys referred to in paragraph (i) into such account or accounts of the Association as the Committee may from time to time direct;
 - iii.) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
 - iv.) comply on behalf of the Association with respect to the accounting records of the Association by-
 - keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

- submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- v.) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- vi.) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (iv) and (v); and
- vii.) perform such other duties as are imposed by these rules on the Treasurer.

5.15. Chief Judge

- a) The Chief Judge will be responsible for:
 - i.) keeping Judging By-Laws and Guidelines up to date;
 - ii.) ensuring that the most recent version of Judging Guidelines are published no less than 10 months to any Concourse event;
 - iii.) leading discussion over changes to Judging By-Laws and Guidelines at any Association Meeting;
 - iv.) ensuring the integrity of all Judging Teams appointed for a Concourse;
 - v.) providing assistance and guidance to the Concourse Head Judge;
 - vi.) presiding over any dispute that may arise.
- b) The Chief Judge may appoint an Assistant to carry out the above duties in the event the Chief Judge is unable to do so.

16. AUDITOR

- a) The Annual General Meeting shall elect or appoint an Auditor or Auditors and shall fix the remuneration (if any) to be paid to such Auditor or Auditors. No office bearer shall be eligible to be appointed an Auditor of the Club.
- a)b) The Auditor/s shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc. of the Association and report thereon to the Annual General Meeting.

17. MEETINGS

- a) Annual General Meeting
 - i.) The Annual General Meeting of the Association must be held no later than four months of the end of the Association's financial year.
 - ii.) The Secretary shall give at least thirty (30) days notice of the date of the Annual General Meeting, to Members, in writing.
 - iii.) The Annual General Meeting will be attended by the Management Committee plus up to 3 delegates from each Member club.
 - iv.) The quorum at the Annual General Meeting, shall be a minimum of 60% of Member clubs. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the Meeting shall stand and adjourn for one week. If at such Meeting there is no quorum those Members present shall be competent to discharge the business of the Meeting.

- v.) The agenda for all Annual General Meeting shall be;
 - Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of Annual Report
 - Adoption of Annual Report
 - Presentation of Treasurer's statement
 - Elections of New Executive and appointment of Auditor
 - Determination of Annual Membership Fee
 - Notice/s of Motion
 - Urgent General business
 - Closure

- b) General Meetings
 - i.) General Meetings may be called by the Management Committee or at the request of the Chair Person and Secretary or on the written request of 4 Members of the Association.
 - ii.) The Secretary shall give at least fourteen (14) days notice, in writing, of the date of the General Meeting to the Members. Notice of General Meetings shall set out clearly the business for which the Meeting has been called.
 - iii.) The quorum at the General Meeting shall be a minimum of 60% Member clubs represented by an authorised delegate. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the Meeting shall stand and adjourn for one week. If at such Meeting there is no quorum those Members present shall be competent to discharge the business of the Meeting.

- c) Committee Meetings
 - i.) General Meetings may be called at the request of the Chair Person and Secretary or on the written request of 4 Members of the Association.
 - ii.) The Secretary shall give at least fourteen (14) days notice, in writing, of the date of the Committee Meeting to the Members. Notice of Committee Meetings shall set out clearly the business for which the Meeting has been called.
 - iii.) The quorum at the Committee Meeting shall be half of its Members plus one.

6.18. USE of TECHNOLOGY

- a) A Member not physically present at a Meeting may be permitted to participate in the Meeting by the use of technology that allows that Member and the Members present at the Meeting to clearly and simultaneously communicate with each other.
- b) For the purposes of this Part, a Member participating in a Meeting as permitted under sub-rule (a) is taken to be present at the Meeting and, if the Member votes at the Meeting, is taken to have voted in person.
- c) At any Annual General Meeting the number of Members participating via Technology must not exceed 50% of those taken as Present.

19. VOTING

- a) Associate Member Clubs may not vote on changes to these rules.
- b) Voting powers at the Annual General Meeting and General Meetings:
 - i.) Member clubs voting decisions shall be presented by the club delegates
 - ii.) The Chair Person shall be entitled to a deliberating vote and, in the event of a tied vote, the Chair Person shall exercise a casting vote.
 - iii.) Each individual club present shall have one (1) vote.
 - iv.) Each club will be issued a paddle to be used to indicate the vote.

- c) Voting powers at Management Committee Meetings;
 - i.) The Chair Person shall be entitled to a deliberating vote, and, in the event of a tied vote, the Chair Person shall exercise a casting vote.
 - ii.) Each individual committee Member present shall have one (1) vote.

20. ASSOCIATION FINANCES

- a) NAFGTC is a non-profit making organisation whose finances are dedicated to administering and encouraging the objects of the Association.
- b) The Financial Year for the Association shall end on the 31st Day of March each year.
- c) All funds of the Association shall, within 14 days of being receipted, be deposited into the Association's accounts at such bank or recognised financial institution as the Association may determine.
- d) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee Members.
- f) The signatories to the Association's account/s will be the Treasurer plus one of the following;
 - i.) Chair Person
 - ii.) Vice Chair Person
 - iii.) Secretary
- g) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- h) All accounts due by the Association shall be paid after having been passed for payment at the Annual General or a General Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Annual General or a General Meeting.
- i) Association funds may not be used to pay accounts due for the GT Nationals.
- j) A statement showing the financial position of the Association shall be tabled at each Annual General or a General Meeting by the Treasurer.
- ~~h)~~k) A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

7.21. DISPUTES and MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these rules between-
 - i.) a Member and another Member; or
 - ii.) a Member and the Association; or
 - iii.) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.

- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must, within 10 days, hold a Meeting in the presence of a mediator.
- d) The mediator must be-
 - i.) a person chosen by agreement between the parties; or
 - ii.) in the absence of agreement-
 - 1. in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
 - 2. in the case of a dispute between a Member or relevant non-Member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A Member of the Association can be a mediator.
- f) The mediator cannot be a Member who is a party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must-
 - i.) give the parties to the mediation process every opportunity to be heard;
 - ii.) allow due consideration by all parties of any written statement submitted by any party; and
 - iii.) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) The mediation must be confidential and without prejudice.
- k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22. COMMON SEAL

- a) A rubber stamp on which is engraved the Association's name.
- a)b) The common seal of the Association shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the [Chair Person](#) and two Members of the Committee, both of whom shall subscribe their names as witnesses

23. RULES

- a) No Alteration, repeal or addition shall be made to the Rules except at the Annual General Meeting, or Special General Meeting called for that purpose and notice of all motions to alter, repeal or add to the constitution shall be given to Members thirty (30) days prior to the Annual General Meeting or fourteen (14) days prior to a Special General Meeting called for such purpose.

- b) The Secretary shall forward such notices of motion to each Management Committee Member at least thirty (30) days prior to the Annual General Meeting or fourteen (14) days prior to a General Meeting.
- c) Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.
- a)d) Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of the amendment.

8.24. BY-LAWS

- a) The Association will provide and maintain a set of By-Laws to govern the GT Nationals and any other events of the Association within Australia.
- b) The Association will provide and maintain a Code of Conduct for all Members to follow.
- b) The majority of Members present at any General Meeting shall have the power to make, alter or rescind any Association Rule that is considered necessary for the effective administration of the Association, provided that no such Association Rule may be inconsistent with the Rules of Association.
- c) The Association may make By-Laws not inconsistent with this Constitution prescribing all matters which are required or permitted to be prescribed or which are necessary or convenient to be prescribed for carrying out or giving effect to this Constitution.
- d) Any rule made under or by virtue of the Constitution:
 - i.) Shall be made by the Committee
 - ii.) Shall be laid before and accepted or amended and accepted by a 75% majority of all Members present at a General Meeting and entitled under the rules of Association to vote.
 - iii.) Shall take effect and have force from the date of the General Meeting.
- e) Notwithstanding any provision to the contrary, should a General Meeting pass a resolution disallowing any such rule, such shall thereupon cease to have effect, but without effecting the validity, or curing the invalidity of anything done, or the omission of anything in the meantime.

25. DISSOLUTION

- a) If, on the winding up of the Association, any property or funds of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed
 - i.) to another incorporated Association under the act, having objects similar to those of the Association; or
 - ii.) for charitable purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the Members.

This is the annexure of 15 pages marked "A" referred to in the Form 1 signed by me and dated January 21, 2016

A handwritten signature in blue ink, appearing to read 'GT 04', is positioned above the printed name.

Gary Thirlwell