

TRIUMPH SPORTS OWNERS ASSOCIATION (VICTORIA) INCORPORATED

CONSTITUTION

1.0 NAME

The name of the incorporated Association is the Triumph Sports Owners Association (Victoria) Incorporated, hereinafter referred to as the Association.

2.0 DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:

"Committee" means the duly elected Committee of Management of the Association;

"Financial Year" means the year ending 30th June;

"General Meeting" means a general meeting of members convened in accordance with Rule 11;

"Member" means a member of the Association;

"Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Association under Rule 20;

"The Act" means the Association's Incorporation Act 1981;

"The Regulations" means regulations under the Act;

"The By-Laws" means the rules of administration of the Association.

Any reference to a particular gender shall include all other genders.

2.2 In these Rules, a reference to the Secretary of the Association is a reference:

a) where a person holds office under these Rules as Secretary of the Association - to that person; and

b) in any other case, to the Public Officer of the Association.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3.0 STATEMENT OF PURPOSE

3.1 The principal purpose of the Association is :

“To encourage competition in and preservation, ownership and operation of Triumph Sports Cars”

3.2 The secondary purposes of the Association are :

a) To promote, foster and conduct the sport of automobilism and motor sport generally in all its branches.

b) To promote friendship and courtesy on the road, socially and in competition between members of the Association.

c) To conduct meetings and classes whereby members may obtain knowledge enabling them to become better drivers, and to maintain their vehicles to a high standard of efficiency.

d) To foster and maintain mutual understanding with the manufacturers and distributors of the Triumph Sports cars, other similar Triumph sports car Associations and other car clubs.

e) To associate or affiliate with the Confederation of Australian Motor Sport (C.A.M.S.) acknowledging its constitution and observing the National Competition Rules as directed by C.A.M.S., provided that such rules are not in conflict with the Act, or with these rules.

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4.0 APPLICATION FOR MEMBERSHIP

4.1 A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and the appropriate annual subscription and levies payable under these rules. All such members shall have voting rights except as provided in 4.2 (c) and 4.2 (d).

4.2 Membership

There are to be five types of membership:

- a) FULL MEMBER : Open to bona fide owners of Triumph TR, Spitfire, Stag and GT6 motor cars; and the partners of such members.
- b) ASSOCIATE MEMBER : Open to persons who have been Full Members of the Association, but who no longer qualify for that type of membership; and the partners of such members.:
- c) JUNIOR MEMBER : Open to persons up to the age of eighteen years. These members shall have no voting rights on alterations of these rules.
- d) SOCIAL MEMBER : Open to such persons excluded from Full or Associate Membership, who support the objectives of the Association, and the partners of such members. The number of Social Members for a given year must not exceed ten percent (10%) of the total number of Full and Associate members at the end of the previous year. Social Members shall have no voting rights on alterations of these rules.
- e) HONORARY LIFE MEMBER: This 'special membership' may be bestowed upon a member of the Association by the Management Committee following the criteria and guidelines of the Association for this purpose.

4.3 A person who is not a member of the Association at the time of the Incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:

- a) he is nominated as provided in sub clause 4.4; and
- b) his admission as a member is approved by the Committee.

4.4 A nomination of a person for membership of the Association:

- a) shall be made in writing in the form set out in Appendix I;
- b) shall be lodged with the Membership Secretary of the Association; together with the entry fee and the first years subscription and such levies that may be applicable.

Note: A nominee for Full Member status will provide material proof of ownership of a Triumph sports car if so requested by the Committee.

4.5 As soon as is practicable after the receipt of the nomination, the Membership Secretary shall refer the nomination to the Committee.

4.6 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

4.7 Upon a nomination being decided by the Committee, the Membership Secretary shall, with as little delay as practicable, notify the nominee in writing that his nomination is approved/or rejected for membership of the Association. If the nomination is rejected, all fees paid in advance, Sub-clause 4.4, shall be returned to the nominee.

4.8 The Membership Secretary shall, upon approval of the nomination, enter the nominee's name in the register of members kept by him and, upon the name so being entered, the nominee becomes a member of the Association.

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4.9 A right, privilege or obligation of a person by reason of his membership of the Association:

- a) is not capable of being transferred or transmitted to another person;
- b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

4.10 Each member of the Association is responsible to advise the Membership Secretary of any change of circumstances affecting their membership; eg.: change of vehicle or address.

4.11 Each member of the Association is responsible to conduct themselves in a manner not detrimental to the Association in the eyes of its members and/or the general public.

5.0 ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5.1 An entrance fee is payable by all nominees to the Association. The fee shall be as specified in the By-Laws

5.2 An annual subscription shall be payable by all Members of the Association, in accordance with the schedule of fees determined by the Committee in the By-Laws.

6.0 REGISTER OF MEMBERS

6.1 The Membership Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member. The register shall be available for inspection by members at the address of the Membership Secretary.

7.0 RESIGNATION AND EXPULSION OF MEMBER

7.1 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice and with the approval of the Committee, the member shall cease to be a member.

7.2 Failure to pay the renewal of annual subscriptions on or before 31st January, shall be considered to be a resignation from the Association. The member shall cease to be a financial member from the beginning of that calendar year.

7.3 Upon the expiration of a notice given under sub-clause 7.1, or failure to renew membership under sub clause 7.2, the Membership Secretary shall make an entry in the register of members recording the date on which the member by whom the notice was given, or membership not renewed, ceased to be a member.

8.0 DISCIPLINARY PROCEDURE

8.1 Subject to these rules and following completion of all provisions of this clause, a member who:

- a) has refused or neglected to comply with these rules,

or

- b) is found guilty of conduct detrimental to the Association in the eyes of its members and/or the general public,

may by resolution of the Committee, be subject to the following penalties:

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- i) expulsion from the Association;
- ii) suspension from membership of the Association for a specified period;
- iii) fined in accordance with the By-Laws, as determined by the Committee.

8.2 Where the Committee has decided that there is a case to answer under sub-clause 8.1, the Secretary shall, as soon as is practicable cause to be served on the member in writing:

- a) setting out the charge(s) and the grounds on which it is based;
- b) stating that the member may address the Committee at a meeting to be held not earlier than 1 month and not later than 2 months after service of the notice;
- c) stating the date, place and time of that meeting;
- d) informing the member that he may do one or more of the following :
 - i) attend that meeting;
 - ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the charge;
 - iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in General Meeting against the resolution.

8.3 A charge by the Committee under sub-clause 8.1:

- a) does not take effect unless the Committee, at a meeting held not earlier than 1 month and not later than 2 months after the service on the member of a notice under sub clause 8.2 confirms the resolution in accordance with this clause; and
- b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

8.4 At a meeting of the Committee held in accordance with sub clause 8.3 the Committee:

- a) shall give to the member an opportunity to be heard;
- b) shall give due consideration to any written statement submitted by the member; and
- c) shall by resolution determine whether to confirm or revoke the charge.

8.5 Where the Secretary receives a notice under sub clause 8.2, he shall notify the Committee and the Committee shall direct that this matter be placed on the agenda of the next Special General Meeting of the Association after the date on which the Secretary received the notice.

8.6 At a General Meeting of the Association convened under sub-clause 8.5:

- a) no business other than the question of the appeal shall be transacted until after resolution of the charge,
- b) the Committee may place before the meeting details of the grounds for the charge and the reasons for proceeding with the charge;
- c) the member shall be given the opportunity to be heard; and
- d) the members present shall vote by secret ballot on the question whether the charge be confirmed or revoked.

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- 8.7 If at the General Meeting:
- a) two thirds of the members vote in person or by proxy in favour of the confirmation of the charge, the charge is confirmed; and
 - b) in any other case, the charge is dismissed.

9.0 ANNUAL GENERAL MEETING

- 9.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 9.2 The Annual General Meeting shall be held during the month of September on such day as the Committee determines.
- 9.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 9.4 The ordinary business of the Annual General Meeting shall be:
- a) to confirm the minutes of the last preceding Annual General Meeting and/or of any General Meeting held since that meeting;
 - b) to receive from the Committee, reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect officers of the Association and the ordinary members of the Committee; and
 - d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 9.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

10.0 SPECIAL GENERAL MEETING

- 10.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 10.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this sub clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 10.3 The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a Special General Meeting of the Association.
- 10.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 10.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

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10.6 A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

11.0 NOTICE OF MEETING

11.1 The Secretary of the Association shall during the week prior to the meeting, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. (eg. General Meeting).

11.2 No business other than set out in the notice convening the meeting shall be transacted at the meeting, with the exception of any other business so directed by the Chairman.

11.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

12.0 PROCEEDINGS AT MEETINGS

12.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

12.2 No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present or there are sufficient proxy votes to constitute a quorum, during the time when the meeting is considering that item.

12.3 Twenty percent (20%) of financial members (being members entitled under these rules to vote) constitute a quorum for the transaction of the business of a General Meeting.

12.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved and in any other case shall stand adjourned to another place and time as specified by the Chairman at the time of adjournment. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the adjourned meeting, the members present (being not less than ten percent of financial members) shall be a quorum.

12.5 The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association.

12.6 If the President and the Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

12.7 The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting until completion of the business left unfinished at the meeting at which the adjournment took place.

12.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

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- 12.9 Except as provided in sub-clauses 12.7 and 12.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 12.10 A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hand a poll is demanded, a declaration by the Chairman that the resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 12.11 Upon any question arising at a General Meeting of the Association, a member has one vote only.
- 12.12 All votes shall be given personally or by appointed proxy.
- 12.13 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 12.14 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 12.15 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 12.16 A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year, notwithstanding sub-clause 7.2.
- 12.17 Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than the commencement of the meeting in respect of which the proxy is appointed.
- 12.18 The notice appointing the proxy shall be in the form set out in Appendix 2.

20.0 COMMITTEE OF MANAGEMENT

- 20.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided within this Rule.
- 20.2 The Committee:
- a) shall control and manage the business and affairs of the Association;
 - b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the Association; and
 - c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

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20.3 The officers of the Association shall be:

- a) President;
- b) Vice-President;
- c) Treasurer;
- d) Secretary.

Only Full Members of the Association shall be eligible to be Officers of the Association.

20.4 The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub clause 20.3.

20.5 Each officer of the Association shall hold office until the Annual General Meeting next after his election but is eligible for re-election.

20.6 In the event of a casual vacancy in any office referred to in sub-clause 20.3, the Committee may appoint one of its full members, or any other Full Member to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

20.7 Subject to Section 23 of the Act, the Committee shall consist of :

- a) the officers of the Association; and
- b) four (4) ordinary members, each of whom shall be elected at the Annual General Meeting of the Association in each year to fulfil the duties of:
 - i) Competition Secretary
 - ii) Social Secretary
 - iii) Membership Secretary
 - iv) Magazine Editor

20.8 Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

20.9 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may nominate a member of the Association to fill the vacancy and the member so nominated shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of their appointment.

23.0 ELECTION OF OFFICERS AND VACANCY

23.1 Nominations of candidates for election as Officers of the Association or as ordinary members of the Committee:

- a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (endorsed on the form of nomination); and
- b) shall be delivered to the Secretary of the Association before the time fixed for the holding of the Annual General Meeting.

23.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

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- 23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 23.6 A nomination of a candidate for election under this clause is not valid if the candidate has been elected to another office at the same election.
- 23.7 For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
- a) ceases to be a member of the Association;
 - b) becomes an insolvent under administration within the Companies (Victoria) Code; or
 - c) resigns their office by notice in writing given to the Secretary and that the resignation is accepted by the Committee.

25.0 PROCEEDINGS OF COMMITTEE

- 25.1 The Committee shall meet at least six times in each year at such place and such times as the Committee may determine.
- 25.2 Special Meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- 25.3 Notice shall be given to members of the Committee of any Special Meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting except at the discretion of the Chairman.
- 25.4 Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25.5 No business shall be transacted 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 shall stand adjourned to another place and time as specified by the Chairman, unless the meeting was a special meeting in which case it lapses.
- 25.6 At meetings of the Committee:
- a) the President or in his absence the Vice-President shall preside; or
 - b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 25.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

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25.9 Notice of each Committee Meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.

25.10 Subject to sub clause 25.4 the Committee may act notwithstanding any vacancy on the Committee.

26.0 SECRETARY

26.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

27.0 TREASURER

27.1 The Treasurer of the Association:

- a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association.
- b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- c) shall prepare such financial statements and returns as required by the Act.
- d) Shall submit the accounts and books of the Association to audit at the end of each financial year. A suitably qualified person will be paid an appropriate fee to perform this task.

27.2 The accounts and books referred to in sub-clause 27.1 shall be made available at all reasonable times for inspection by members.

28.0 REMOVAL OF MEMBER OF COMMITTEE

28.1 The Association at a General Meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

28.2 Where the member to whom a proposed resolution referred to in sub-clause 28.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

29.0 CHEQUES

29.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Officers of the Association.

29.2 The bank account(s) shall be operated on by the Treasurer together with the President or the Secretary.

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30.0 SEAL

- 30.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 30.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Officers of the Association or of one Officer of the Association and of the Public Officer of the Association.

31.0 ALTERATION OF RULES

- 31.1 These rules and the statement of the purpose of the Association shall not be altered except in accordance with the Act.
- 31.2 These rules may be amended in accordance with the Act, at a General Meeting convened for that purpose, provided that the Amendment is accepted by three quarters of the financial voting members present and voting at the meeting. Junior Members and Social Members shall have no voting rights on matters relating to the alteration of rules.
- 31.3 The Secretary shall cause written notice of motion of such an amendment to be sent to all financial members at least six weeks prior to the meeting. Proxy votes may be lodged in accordance with sub-clause 12.17.

32.0 NOTICES

- 32.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- 32.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

33.0 WINDING UP OR CANCELLATION

- 33.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

The Association shall be dissolved in event of either :

- a) the membership being less than five persons;
or
b) the vote of a ninety percent (90%) majority of the financial voting members.

34.0 CUSTODY OF RECORDS

- 34.1 Except as otherwise provided in these Rules, the Secretary shall keep possession, custody or control all books, documents and securities of the Association.

35.0 FUNDS

- 35.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, levies, donations and such other sources as the Committee determines.