



Notice of Special Resolutions

Notice of Special Resolutions to be considered at Jaguar/Austin Healey rooms, 21 Rosalie Street, Springvale on 20th May 2024 at 7:30 pm for the Association of Motoring Clubs Inc (the Association).

Notice is given as required by Clause 33 of the Association's Rules (the Rules) of 3 Special Resolutions to amend the Rules as required by Clause 39 of the Rules.

Summary.

Special Resolution 1 proposes a number of changes to the Rules in order to allow organisations which are not incorporated become members of the Association.

Special Resolution 2 proposes changes to the Purposes clause of the Rules to better reflect the current operation and aims of the Association.

Special Resolution 3 proposes to improve the wording the clauses relating to membership and joining fees so as to better reflect the current practice and provide more clarity of operation.

Special Resolution 1 – unincorporated associations as members.

The Rules were amended in 2013 to align with changes made by the Victorian Government to the “model rules” – a set of rules provided by the government which meet all the mandated requirements and which an Association can use as a base for their own rules.

One of the amendments made prevented unincorporated organisations from being members of the Association. It is unclear whether this was done intentionally – to deliberately prevent unincorporated organisations from being members – or by omission because the model rules are framed that way.

The Association has unincorporated organisations as members who joined before the Rules were amended.

When the Committee became aware of this expert legal advice was sought to establish whether there were any risks or impediments in having unincorporated organisations as members.

The advice obtained is that there is not any risks or impediments in having unincorporated organisations as members but some additional provisions are required in order to do so securely.

An unincorporated association is created when a group of individuals choose to come together and pursue a common interest or purpose, but do not choose to form a separate legally recognised structure. An unincorporated association does not go through a process of incorporation and therefore does not have its own legal identity

As an unincorporated association is not a separate legal entity, it does not have its own legal status and, legally, does not have a distinct identity from its members. Accordingly, the individual members of the unincorporated association become responsible for its debts, obligations and liabilities.

Additionally, unincorporated associations cannot sue or be sued, and cannot enter into contracts or agreements in the name of the unincorporated association. They rely on their individual members to sign on their behalf, enforce rights, and ultimately be liable for the performance of any incurred responsibilities.

As an unincorporated association cannot legally enter into contracts in their own name, the advice obtained recommended that the Rules should require

Explanation

members that are unincorporated associations to nominate a delegate who will agree to become a member, to ensure adherence to the Rules on their association's behalf, receive any invoices or legal notices, and be responsible for any debts or other actions required by law.

To allow for any issues or concerns arising in dealings between the Association and members that are unincorporated associations which may arise due to their legal structure, either created by the Association or by suppliers to the Association, the advice recommended that provision be made in the Rules to allow the Association to deal with members that are unincorporated associations differently from other members, which may mean excluding members that are unincorporated associations from some aspects of the Association's offers, services or activities if required.

The significant change to the Rules is deleting the word "incorporated" from Clause 8. 1 (a) and thus allowing any motoring club be a member.

The other changes proposed in Special Resolution 1 are to allow for the use of a delegate and differential treatments of members.

Special Resolution 2 – Purposes clause

Over time an organisation's aims and objectives change as circumstances change and achievements become consolidated.

The Association's purposes contained in the current Rules no longer align well with the current operation and aims of the Association.

Whilst there is no overt conflict between the operation and the Rules, the committee is of the view that this is an appropriate time to update the Purposes in the Rules.

The existing Purposes clause makes references to "motoring generally" whereas the Association's aims are concerned with enthusiast and hobby motorists. That is, to represent the aims of members of the Association's member clubs and not the general population.

There are also references to activities which the Association has not conducted for a long time and, given the change in the enthusiast motoring community and the advent of other services, will probably not undertake as a primary activity.

Some of the stated purposes are duplicated and others are not really purposes.



Explanation

Special Resolution 3 – Fees

The current clauses on fees and charges do not clearly state if the “joining fee” is additional to the annual subscription or instead of it for the first year.

Nor do the Rules make it clear that the annual subscription can be different for different member clubs with different numbers of members, which is how the annual subscriptions are currently charged.

Special Resolution 1 – unincorporated associations as members.

That the Rules be amended as shown below, where new text is shown in red, deleted text is shown in red with strikethrough, and noting that the existing clause 16 will become clause 17 et seq with the addition of a new clause 16.

Clause 4 – Definitions, {add a new definition to read}

***delegate** means a person appointed to represent a member who is not an individual person in accordance with clause 16;*

Clause 8 Who is eligible to be a member

1. Membership of the Association shall be open to:
 - (a) any ~~incorporated~~ motoring club; and
 - (b) any registered business / corporation; and
 - (c) any individual person who subscribes to the purposes of the Association.

Clause 13 General rights of members {add a new sub-clause to read}

3. *The Committee may, from time to time by resolution, provide specific benefits to members, which may differ (in the case of members entitled to vote) according to the annual subscription fee paid by the member, the size of the member and whether or not the member is incorporated.*

{add a new clause 16 to read}

16. Delegates

- (1) *All members who are not individual persons must appoint an individual as their delegate. The appointment may be a standing one.*
- (2) *A delegate may exercise any and all powers of the member unless the appointment specifies otherwise.*
- (3) *The appointment may be made by reference to a position held.*



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- (4) A member who is not an individual may appoint more than one delegate but only one delegate:
 - (a) may exercise the member's powers at any one time; and
 - (b) may be counted for the purposes of determining a quorum at a general meeting.
- (5) The delegate of an unincorporated member is personally liable for payment of the annual subscription for that member.

{all subsequent clause numbers will be incremented by 1, the new clause numbers are used here, unaffected sub-clauses omitted will remain unchanged}

37. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by **delegate**, proxy or as allowed under rule 36) of 10 of the members entitled to vote.

39. Voting at general meeting

- (1) On any question arising at a general meeting-
 - (a) subject to subrule 39 (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally, **by delegate** or by proxy; and

47. President and Vice-President

- (1) Subject to subrule 47(2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:



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- (a) in the case of a general meeting-a member **or delegate** elected by the other members present; or
- (b) in the case of a committee meeting-a committee member elected by the other committee members present.

50. Who is eligible to be a Committee member

A member **or delegate** is eligible to be elected or appointed as a committee member if the member-

- (1) is 18 years or over; and
- (2) is entitled to vote at a general meeting.

52. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member **or delegate** of the Association may-
 - (a) nominate himself or herself; or
 - (b) with the member's or **delegate's** consent, be nominated by another member.
- (3) A member **or delegate** who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53. Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.



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- (2) If only one member **or delegate** is nominated for the position, the Chairperson of the meeting must declare the member **or delegate** elected to the position.
- (3) If more than one member **or delegate** is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54. Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members **or delegates** nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members **or delegates** to be elected to the position.
- (4) If the number of members **or delegates** nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

55. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member **or delegate** to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member **or delegate** nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must, if requested by a majority of the members **or delegates** present at the meeting, be by secret ballot.
- (5) If the election is to be by secret ballot (as determined by Rule 55(4)), the returning officer must give a blank piece of paper to-
 - (a) each member **or delegate** present in person; and



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- (b) each proxy appointed by a member.

57. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) is a delegate and his or her appointing member:
 - (i) notifies the Association that the committee member is no longer a delegate; or
 - (ii) ceases to be a member of the Association;

{subsequent sub-clauses are incremented from (b) to (c) and (c) to (d)}

58. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association or delegate to fill a position on the Committee that-
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member or delegate to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Committee under subrule 58(1) or 58(2).
- (4) The Committee may continue to act despite any vacancy in its membership.

75. Notice requirements

- (1) Any notice required to be given to a member, delegate or a committee member under these Rules may be given:

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- (a) by handing the notice to the member **or delegate** personally; or
- (b) by sending it by post to the member **or delegate** at the address recorded for the member **or delegate** on the register of members; or
- (c) by email or facsimile transmission.

Special Resolution 2 – Purposes clause.

That the Clause 2 – Purposes of Rules be amended to delete the existing text (shown for reference) with the new text (shown below).

The existing text

“The purposes of the association are –

1. To consider and recommend and/or take action on all matters affecting motoring generally.
2. To consider and recommend and/or take action on legislative and legal matters pertaining to motoring generally
3. Preparation of statistical information to promote the purposes of the Association
4. To organise and/or promote activities conducive to the interests of members of the Association.
5. To coordinate motor vehicle parts supply information
6. To undertake and/or coordinate efforts to secure suitable premises for the use of members.
7. To act as a medium for contact between members and the public and to refer inquiries to members whenever possible.
8. To print and/or circulate periodicals, documents and publications containing information considered to be of interest or assistance to the members
9. To conduct meetings at which matters of general interest and concern shall be discussed in order that decisions can be made, or enable further action to be taken by the Committee for the benefit of members.”

is to be replaced with

“The purposes of the association are to support, protect and promote the interests of motoring enthusiasts and our member clubs, including but not limited to : –



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1. To consider and recommend and/or take action on all matters affecting motoring enthusiasts.
2. To consider and recommend and/or take action on legislative and legal matters pertaining to motoring enthusiasts
3. To collect, collate, curate and distribute factual information and member club opinions to support actions, proposals or research on existing or future AOMC activities
4. To organise and promote events and meetings which will allow member clubs (and their members) to meet, interact, share information and share common interests and/or which will assist member clubs in their club management. The participation and interaction with the public will occur when appropriate and feasible.
5. To preserve and make available to member clubs non-marque specific historical automotive records not available elsewhere, including records of engine number and vehicle registrations, and road spring parameters.
6. To present a professional image such as by retaining a dedicated address and office space and a paid (full time or part time as required) office administrator.
7. To act as a medium for contact between members and the public and to refer inquiries to members whenever possible.
8. To act as a medium for contact between members and the appropriate government agency to attempt resolution of members' concerns with operation the Club Plate Scheme
9. To print and/or circulate periodicals, documents and publications containing information considered to be of interest or assistance to the members. “

Special Resolution 3 – Fees

That Clause 12 of the Rules be amended as shown below, where new text is shown in red, deleted text is shown in red with strikethrough

- 12. Annual subscription and ~~on-joining~~ joining fee**
- (1) At each annual general meeting, the Association must determine-
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
 - (2) The Association may determine that:



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- (a) a lower annual subscription is payable by associate members; **and**
 - (b) **different annual subscriptions apply to motoring clubs and registered businesses/corporations according to the size of the organisation or membership class.**
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a **joining** fee equal to-
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; **plus**
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

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