

Notice of Proposed Changes to the Club's Constitution and By-Laws

In accordance with Rule 30 of the Club's Constitution [*Monthly General Meetings*], Notice is hereby given to all members of the Committee's intention to propose a number of Special Resolutions at the Club's June General Meeting, to be held at the clubrooms on June 13th 2024 commencing at 8:00pm.

In accordance with Constitution Rule 36 [*Special Resolutions*] and By-Law 20 [*Changes to these By-Laws*], the adoption of these propose changes is contingent upon at least 75% of financial members present at the June General meeting voting in favour of each Special Resolution.

Introduction

The Constitution and By-Laws define the rules by which our Club operates. These rules require periodic review to ensure our Club is operating effectively, efficiently and within the requirements of the law.

The following eight proposed Special Resolutions are to introduce efficiencies, better prepare the Club for future challenges and opportunities and to address a number of anomalies identified within the current (2022) Constitution.

Special Resolution #1

Immediate Past President

Proposal:

Delete the requirement for the Immediate Past President (IPP) to serve on the Committee for the first 12 months after relinquishing the President position.

Why:

The requirement for the IPP to serve on the Committee for the first 12 months after relinquishing the President position was introduced with the changes in the 2022 Constitution, but in the two years since there has been no discernible benefit from this imposition upon the IPP. Because of the nature of the Club, i.e. a club of enthusiasts with a common passion, it is believed that any Past President would willingly offer guidance to the Committee if so requested without the need to be compelled by the Constitution to serve on the Committee for a further 12 months.

How:

- a) Delete clause (i) [*Immediate Past President*] from Constitution Rule 41 [*Composition of Committee*].
- b) Delete reference to the Immediate Past President from By-Law 6 [*Elections*] clause (1).

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Special Resolution #2

Appointment of Subcommittee Members

Proposal:

- a) Remove the requirement for club members wishing to serve on any of the Club's subcommittees to nominate for and be elected to such positions. Subcommittee Chairpersons will continue to nominate and be elected.
- b) Once elected Subcommittee Chairpersons be authorised to appoint members to the subcommittee as required, and to assign roles within the subcommittee as deemed necessary by the Chairperson (e.g. Subcommittee Secretary, Subcommittee Treasurer). The Subcommittee Chairperson will be responsible for the timely notification to the Committee of such appointments and assignments.

Why:

- a) The current process of appointing members to subcommittees is time consuming and bureaucratic. Subcommittee Chairpersons determine who they require/want to be on their subcommittee and a frenzy of filling in, signing and counter-signing of Election Nomination forms takes place for submission to the Secretary at least seven days prior to the AGM. At the AGM, an "election" is undertaken to formally confirm the subcommittee members.
- b) The structure of each subcommittee is in accordance with a quota mandated in By-Law 6 [*Elections ...*] clause (2), whether this is the manning level that the Subcommittee Chairperson determines to be necessary or not. The Chairperson is unable to vary the structure of the subcommittee to address changing needs without a Special Resolution to change the By-Law.
- c) Similarly, specialist roles such as a Subcommittee Treasurer or Subcommittee Secretary within each subcommittee are mandated in By-Law 6 [*Elections ...*] clause (2). The Subcommittee Chairperson is unable to vary specialist role requirements within the subcommittee without a Special Resolution to change the By-Law.

How:

- a) Remove references to subcommittee members from Constitution Rule 50 [*Election of Ordinary Members*], clauses (1) and (3).
- b) Delete By-Law 6 [*Elections ...*] clause (2) wherein the structure of ongoing subcommittees is presently mandated.
- c) Insert a new By-Law [*Subcommittees*] which will:
 - Authorise the elected Chairperson of each subcommittee to appoint club members to the subcommittee and to assign specific responsibilities within the subcommittee;
 - Require the Chairperson to notify the Committee of appointments and assignments made; and
 - Clarify that the Chairperson is responsible for any expenditure on a Club credit card issued by the Club's Treasurer to the subcommittee.

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Special Resolution #3

Delegation of Subcommittee Authority

Proposal:

Establish a standing “Terms of Reference” document for each subcommittee which will clearly define what the Committee requires of the subcommittee, and what authority is delegated to the subcommittee to undertake the works, in accordance with Constitution Rule 40 [*Delegation*].

The Terms of Reference document may be periodically revised and will be reviewed and agreed to by the Committee and the subcommittee Chairperson annually.

Why:

When establishing a subcommittee, the Committee is required to formally delegate authority to the subcommittee to undertake the required tasks, in accordance with Constitution Rule 40 [*Delegation*]. This is presently done via a letter prepared by the Secretary which is issued annually to each subcommittee Chairperson.

The subcommittees within the Club have been established for many years and the scope of works is well known to the subcommittee Chairpersons but there is no mechanism to re-define the scope of works should changing circumstances in the future so require, or in the event of a change of Chairperson.

A standing “Terms of Reference” document for each subcommittee will simplify the process of defining and reviewing delegated authority while also establishing an auditable paper trail of the delegation of authority.

How:

- a) Add a clause to the new By-Law [*Subcommittees*] proposed in Special Resolution 2 that requires each subcommittee Chairperson and the Committee to review and agree annually the applicable Terms of Reference.

Special Resolution #4

Composition of Committee

Proposal:

Relocate the definition of club-specific Committee members (Club Captain, SWAP Meet Chairperson and Newsletter Editor) from Constitution Rule 41 [*Composition of Committee*] to By-Law 6 (1) [*GVMVDC Committee*]. Any future changes, while still protected by the requirement for a 75% vote in favour of a special resolution proposing the change (By-Law 20 – *Changes to these By-Laws*), would not require Consumer Affairs Victoria approval.

Why:

Rule 41 of the current Constitution [*Composition of Committee*] permits no flexibility in defining the structure of the Club's Committee. Any future, unforeseen change to the structure of the Committee would require an update of the Constitution with the associated approvals and fees required by Consumer Affairs Victoria.

In 2023, were it not for the persistence of Lloyd Healey to identify a source of Swap Meet insurance there was a very real prospect that the Swap Meet would not continue. If, at some future time, our insurer decides not to continue to offer cover for the swap meet then there is a strong possibility that our Swap Meet could be

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discontinued. In that scenario, would we still elect a Swap Meet Chairperson just so he/she could serve as a Committee member as required by Rule 41? With the impending relocation of our long-standing Editor to points south, there is a very real possibility that we may need to review the inclusion of the Editor as a member of the Committee. Both of these scenarios would currently need to be addressed by a change to the Constitution requiring Consumer Affairs Victoria approval upon payment of a fee.

The proposed changes will also enable an omission in the current Constitution to be addressed; there are no current provisions regarding "Term of Office", "Vacation of Office" or "Filling Casual Vacancies" with respect to Other Office Bearers (Club Permit Officer, Librarian and Property Officer) or for Delegates (AOMC and Federation).

How:

- a) Remove clauses (e), (f) and (g) (Club Captain, SWAP Meet Chairperson and Newsletter Editor) from Constitution Rule 41 [*Composition of Committee*] and insert a new clause "*Other committee positions as specified in the Association's By-Laws*".
- b) Modify Constitution Rules 48 [*Nominations*] clause (1) and Rule 49 [*Election of Committee Members*] clause (1) to include a reference to the Association's By-Laws.
- c) Insert the club-specific Committee members (Club Captain, SWAP Meet Chairperson and Newsletter Editor) into By-Law 6 [*Election ...*] clause (1) [*Election of members to the Committee*].
- d) Update By-Law 7 [*Term of Office*] to include "Term of Office", "Vacation of Office" and "Filling Casual Vacancies" for Committee members defined in By-Law 6 [*Elections....*] clause (1) and other Office Bearers or Delegates.

Special Resolution #5

Notice of General Meetings

Proposal:

- 1) Remove the individual Notice period statements inserted during the 2022 review into Constitution Rules 30 [*Monthly General Meetings*] and 31 [*Special General Meetings*].
- 2) Reinsert Rule 32 of the 2014 Constitution [*Notice of General Meetings*] and add a clause regarding application of the Rule to remove any possible confusion regarding the application of the Notice periods.
- 3) Further develop the previous reviewing subcommittee's intent to clarify Monthly General Meetings from other General Meetings by including new sub rules which define when Monthly General Meetings are to be convened and the ordinary business of such meetings.

Why:

When the Club's Constitution was reviewed in 2022, to remove perceived confusion regarding Monthly General Meetings and Special General Meetings the subcommittee undertaking the review opted to separate Monthly General Meetings and Special General Meetings. Monthly General Meetings are specified in Constitution Rule 30, Special General Meetings in Rule 31 and Annual General Meetings in Rule 29. Rule 32 [*Notice of General Meetings*] in the previous (2014) version of the Constitution was deleted. As a consequence of these changes there are currently anomalies within our Constitution regarding the applicable Notice periods for Monthly, Special and Annual General Meetings.

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- Rule 30 specifies the Notice period for Monthly General Meetings as 21 days if a special resolution is to be proposed, otherwise 14 days;
- Rule 31 specifies the Notice period for a Special General Meeting as 21 days if a special resolution is to be proposed. There is no Notice period specified if no special resolution is to be proposed; and
- There is no Notice period specified for an Annual General Meeting, with or without a special resolution.

The Notice periods for all three types of General Meeting should be 21 days if a special resolution is to be proposed otherwise 14 days.

To further develop the previous reviewing subcommittee's intent to clarify Monthly General Meetings from other General Meetings, new sub rules are proposed which will define when Monthly General Meetings are to be convened and the ordinary business of such meetings

How:

- a) Delete Constitution Rule 30 [*Monthly General Meetings*] clauses (1), (2) and (3).
- b) Delete Constitution Rule 31 [*Special General Meetings*] clause (1).
- c) Reinsert 2014 Constitution Rule 32 [*Notice of General Meetings*].
- d) Insert the clarification clause "*The notice requirements specified in this rule are applicable to annual general meetings, monthly general meetings and special general meetings convened by either the Committee or by members.*" into new Rule 32 [*Notice of General Meetings*].
- e) Insert a clause into Rule 30 [*Monthly General Meetings*] specifying the timing of Monthly General Meetings "*held during the second week of every month*".
- f) Insert a clause into Rule 30 [*Monthly General Meetings*] specifying the ordinary business of a Monthly General Meeting.

Special Resolution #6

Special General Meeting held at Request of Members

Proposal:

Divide Constitution Rule 31 [*Special General Meetings*] into Special General Meetings convened by Committee and Special General Meetings Held at Request of Members, as was the case in the 2014 Constitution.

Why:

In the process of clarifying general meetings, the previous review subcommittee has grouped Special General Meetings (SGMs) convened by members with SGMs convened by the Committee. There are separate and specific rules applicable to SGMs convened by members. Since, in all probability, the majority of club members will never have seen the inside of the Club's Constitution document, if there is a problem such that members feel compelled to convene a SGM then the applicable rules should be easily located via a separate rule (i.e. a separate listing in the document index) rather than having it buried within a general SGM rule.

How:

- a) Delete Constitution Rule 31 [*Special General Meetings*] clause (2).
- b) Reinsert 2014 Constitution Rule 31 [*Special General Meeting Held at Request of Members*].

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Special Resolution #7

Alignment with New Model Rules

Proposal:

Introduce minor changes into 22 Constitution Rules to ensure that the Club's Constitution is as closely aligned with the Department of Consumer Affairs 2023 Model Rules as is possible. Details of the proposed changes are specified in Attachment 1.

Why:

In November 2023 the Department of Consumer Affairs issued a new set of Model Rules. The *Model Rules* is the constitution template prepared by the Department based upon the *Associations Incorporation Reform Act 2012* and the *Associations Incorporation Reform Regulations 2023*, for use by not-for profit organisations. Given that the changes proposed by Special Resolutions #1 - #6, if approved by members, will necessitate approval of the revised Constitution by Consumer Affairs, it is proposed that an additional 22 changes be made to the Club's Constitution to more closely align it with the new Model Rules, on the basis that our Club's Constitution is less likely to be open to mis-interpretation, challenge or dispute if it closely mirrors the *Model Rules*. The proposed changes are primarily cosmetic but do include the following:

- Rule 9(2): acceptance of electronic signature for membership applications (Electronic Transactions (Victoria) Act 2000).
- Rule 10: possible obligations under the Equal Opportunity Act 2010.
- Rule 17: inclusion of a member's email address in the Register of Members.
- Rule 22: notice period for lodging an appeal of a disciplinary decision increased from 48 hours to 7 days.
- Rule 26: mediation to be via a registered mediator rather than the Dispute Settlement Centre of Victoria.
- Rule 45: number of Committee members that the Treasurer must ensure have access to the club's accounts and financial records increased from one to all committee members.

How:

- a) Update the 22 Rules identified in the proposal to reflect wording in the 2023 Model Rules. Details of the proposed changes are specified in Attachment 1.

Special Resolution #8

Membership Application Process

NOTE: This Resolution replaces the Notice of Proposed By-Law Change published on page 20 of the April 2024 Journal.

Proposal:

Remove the requirements specified in By-Law 3 [*Membership*] and introduce new requirements for membership as follows:

- 1) Introduce a simplified Membership Application Form which does not impose waiting periods, nominations or references for obtaining membership or for accessing the Club Permit Scheme but does impose a 12 month "probationary" period on the new memberships.

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- 2) Introduce a provision for probationary membership to be cancelled if the Committee believes that the new member is bringing the Club into disrepute, without the necessity to establish a Disciplinary Subcommittee or convening a Disciplinary Meeting. This provision is to be clearly specified on the Membership Application Form.
- 3) Cancelled probationary membership to be eligible for a full or partial refund of membership fees paid, as considered appropriate.
- 4) Cancelled probationary members would still retain appeal rights as specified in Constitution Rule 22 [*Appeal Rights*].

Why:

Our Club has a strong membership, but it is steadily declining due primarily to the age profile of our membership; 96% of our members are aged 60 years or more – *Secretary's Club Survey, 2022*. This decline, estimated to be in the region of 10% per annum, is not being countered by an intake of new members.

Potential new members are being deterred by the demands of our membership process (be nominated and seconded by current members, provide a written reference, prior attendance at 3 Club functions, unable to access the Club Permit Scheme until 3 months after approval of membership). Essentially, we are pre-filtering any potential applicant and only those who closely match the pre-determined member profile that we are mandating are permitted to become members.

Potential new members are not prepared to jump through these hoops to become members of our Club when easier membership is accessible from alternate clubs. The extensive range of experiences our Club offers (own clubrooms, monthly meetings, monthly newsletters, monthly mid-week runs and so on) are not necessarily attractive to a large percentage of potential new members. They are an on-line generation who want to be able to sign-up on-line and be notified of club runs (such as cars 'n coffee) on-line, without the need to attend monthly meetings or receive hard copy newsletters.

If we are to attract a percentage of these potential new members, we need to play by their rules. Our first step in this direction is to totally revise our membership application process; remove the up-front barriers that deter new members while at the same time strengthening our follow-up processes to enable us to expel or decline the renewal of membership and Club Permits of those members whose behaviour is, or is likely to bring the Club into disrepute.

How:

- a) Update By-Law 3 [*Membership*] to introduce a simplified Membership Application Form which does not impose waiting periods, nominations or references for obtaining membership or for accessing the Club Permit.
- b) Introduce a 12 month probationary period for new members with the provision for probationary membership to be cancelled if the Committee believes that the new member is bringing the Club into disrepute, without the necessity to establish a Disciplinary Subcommittee or convening a Disciplinary Meeting. This provision is to be clearly specified on the Membership Application Form.

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Attachment 1: Changes required to align with 2023 Model Rules

Rule	Title	Change
PART 1 - PRELIMINARY		
4	Definitions	Add 'absolute majority' definition Add 'appeal subcommittee' definition Remove 'member entitled to vote' definition Add 'registered mediator' definition
PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES		
9(2)	Application for membership	Add note (2): acceptance of electronic signature
10	Consideration of application	Add note: obligations under the Equal Opportunity Act 2010
11(2)	New membership	Change “whichever is the later” to “the date on which both of the following have occurred”
17	Register of members	Add clause (1)(a)(iii): member’s email address Clause (1)(b): add ‘the name of the person’
19(2)	Disciplinary subcommittee	Add clause (2): the Committee may appoint any person to a disciplinary subcommittee
20(1)	Notice to a member	Add clause(1)(e): setting out member’s appeal rights
22	Appeal rights	Change clause (2)(b): ‘48 hours’ to ‘7 days’ Change / add clauses 3 to 7: add disciplinary appeal subcommittee and meeting
23	Conduct of disciplinary appeal meeting	Change clauses (1)(b) and (2) to ‘appeal committee’
DIVISION 3 – GRIEVANCE PROCEDURE		
26	Appointment of mediator	Add clause (2)(b)ii: registered mediator Add note: clarification of registered mediator Add clause (3): mediator may be any person
27	Mediation process	Add clause (3): liability for mediation costs
PART 4 – GENERAL MEETINGS OF THE ASSOCIATION		
32(1)	Use of technology	Revised and clarified rule
37	Determining whether a resolution is carried	Clauses (2), (3) and (4): replace ‘poll’ with ‘count’
38(3)	Minutes of general meetings	Revised wording (same intent)
PART 5 – COMMITTEE DIVISION 2 – COMPOSITION OF COMMITTEE		
42	General duties	Clauses (3), (4) and (5): replace ‘their’ with ‘member’s’
45	Treasurer	Clause (2)(b): change ‘their’ to ‘the Association’s’ Clause (3): change ‘at least one other Committee member’ to ‘all other Committee members’
DIVISION 3 – ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE		
49(4)	Election of committee members	Replace ‘his or her’ with ‘the President’s’
53(2)	Vacation of office	Change ‘he or she’ to ‘the person’
DIVISION 4 – MEETINGS OF COMMITTEE		
57(1)	Urgent meetings	Change ‘emergency’ to ‘urgency’
59(1)	Use of technology	Revised and clarified rule
63	Conflict of interest	Clause (1): insert ‘the committee member’s position’ Add clauses (4) and (5): conflict of interest register
PART 6 – FINANCIAL MATTERS		
66	Management of funds	Clauses (6) and (7): additional detail relating to petty cash fund transaction details
PART 7 – GENERAL MATTERS		
72	Custody and inspection of books and records	Clause (1): add ‘any of the following’ Clause (5)(d): add ‘any other’