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## Constitution and rules

- OF -

## Classic Fiat Ireland Car club

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### Interpretation

1. Words importing only the masculine gender include the feminine gender.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

### General

2 (1) The Club shall be non-sectarian and non-political. The name of the club shall be known as "Classic Fiat Ireland" . The full and proper name is to be used when entering into legal contracts and obligations on behalf of the membership of the club. For the purposes of day to day use and in the Constitution it shall hereafter be simply referred to as "the Club".

(2) The objectives of the club shall be to provide bona fide Members with practical support, information & assistance where position in respect of Classic Fiats or any such vehicle as determined by the Committee for the furtherance of the Club activity and well being. To arrange and support any International, National or Local meets or event for any purpose relating to furtherance and objectives of the Club nationally, or Worldwide. To buy, sell or obtain any service or product relating to or concerning the furtherance or enhancement of the Club on behalf of the membership in general. Items or services obtained to be passed to the Membership at cost or profit as determined by Committee.  
To stimulate and encourage public and media interest and knowledge of the Club and in all classic models of Fiat. To provide the Membership with regular communication by means of text alert, email or Website announcement .

### Members

Membership is open to all persons who own a Fiat car first registered before 31/12/1989 or who have an interest in Classic Fiat's in general.

**No person under the age of eighteen years shall be admitted as a member.**

**A condition of membership shall be that each member shall provide full and complete details of their insurance cover in respect of the vehicles they intend to use during the membership year and that the member agrees to the club contacting the insurance company involved to verify cover and/or detail if required at any stage.**

Members are reminded of their obligations under the Road Traffic Acts when driving a mechanically propelled vehicle in a public place. "**Public Place**" is defined under the Road Traffic Act 1994 as.

(a) *Any Public Road. or*

(b) *Any street, road or other place to which the public have access with vehicles whether as of right or by permission and whether subject to or free of charge.*

(c) It is required that any Member and Partner / Friend who participates in any activity prompted by the Club have adequate insurance cover of their own in addition to any held by the Club. This applies especially to overseas events and any event involving motor-sport activity. The Club will accept no liability for any event however so caused if the party or parties are underinsured. The Club will enter no discussion on any form of liability to any party involved.

3.(1) Application for membership should be made on such form as may be specified by the club from time to time and should be made to the Secretary. The committee shall have the right at their absolute discretion to refuse any application for membership. The decision of the committee on any application for membership shall be final. **Where the committee refuse such an application they shall not be obliged to give any reason for such refusal.**

(2) Each member shall be entitled, on payment of the membership fee specified by the Committee, to a copy of the constitution and no member shall be absolved from the obligations of membership merely because he shall not have received a copy.

(3) No person shall be allowed to become a temporary member.

4. The Club shall provide each member with an annual Membership sticker.

5. Each member shall be entitled to attend or participate in all activities organised or promoted by any group of members upon payment of the appropriate subscription or fee (if any).

6. Ordinary members shall pay an annual membership subscription in such amount, by such manner, and at such times as determined by a resolution of an AGM.

7. Use of the facilities of the Club shall be confined to members and to such other persons (on such terms and conditions) as the Committee may decide from time to time.

8. (1) No member may transfer his rights of membership.

(2) The Committee may declare that the rights of a member have ceased and may delete his name from the Register of members if....

(a) he shall serve a notice in writing on the Club resigning his membership

- (b) If any subscription or any part thereof required of him is in arrear for 60 days from the due date for payment
- (3) The rights of a member shall cease upon his death and shall not pass to, or be exercisable by, his personal representative.
- (4) The rights of a member shall be exercisable by him alone and shall not be transferable to any other person.
- (5) The Club, by way of consensus, may offer honorary membership to a person on a yearly basis,

9. If a member shall at any time be guilty of a breach of any of the provisions of this constitution , or of conduct which in the opinion of the Committee is unbecoming or likely to be detrimental to the interests of the Club, then he may be expelled from membership by a resolution passed, by a three-fourths majority of the Committee for the time being of the Club. No member shall be expelled and no such resolution may be passed unless notice of the intention to hold such meeting shall first have been served upon the member. If, within seven days of the service of such notice in accordance with this constitution, the member serves a request in writing on the Club requiring particulars of the complaint he shall be furnished with a summary of the complaint against him and be given an opportunity of answering it either in writing or by personally appearing before the Committee. The Committee, in dealing with a complaint, may act upon any statement or evidence which appears to them to be satisfactory and they shall be entitled to expel the member if he fails within seven days of service of the notice to ask for particulars of the complaint or if having requested and been given a summary of the complaint if he fails within seven days or such more extended time as may be specified by the Committee to give an explanation which the Committee consider satisfactory.

10. A person who ceases, for whatever reason, to be a member of the Club or whose rights as such cease to be exercisable, shall have no claim whatsoever to a portion of, or a share in, the assets of the Club.

#### **General Meeting of Members**

11. All general meetings of the Club shall be held in the State.

12. (1) Subject to paragraph (2), the Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Club and that of the next.

(2) So long as the Club holds its first annual general meeting within 18 months of its foundation, it need not hold it in the year of its foundation or in the following year. The annual general meeting shall be held at such time and at such place in the State as the Committee shall appoint.

13. All general meetings other than annual general meetings shall be called extraordinary general meetings.

14. The Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, If at any time there are not within the State sufficient Committee members capable of acting to form a quorum, any Committee member or any two members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

#### **Notice of General Meetings**

15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Club (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under this constitution, entitled to receive such notices from the Club.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at General Meetings**

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Committee, the election of a Committee in the place of those retiring,

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the Number of Committee members plus one member present in person shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

20. The Chairperson shall preside as chairman at every general meeting of the Club, or if there is no such Chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Committee present shall elect one of their number to be chairman of the meeting.

21. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

22. The chairman may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

**(a) by the chairman; or**

**(b) by at least three members.**

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on the show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

24. If a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

26. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

### **Votes of Members**

27. All members only to have voting rights.

28. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Club have been paid.

29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

30. Votes may be given personally and may not be given by proxy.

### **COMMITTEE**

31.(1) The number of Committee members shall be at least 5. The Club may from time to time by ordinary resolution increase or reduce the number of Committee members.

(2) A Committee member shall be and remain at all times during his term of office a member of the Club.

(3) The first Committee members shall elect, from amongst their number, A Chairperson, Secretary, Treasure/Membership Secretary, PRO Officer, IT Officer, who shall be and remain Committee members at all times during their term of office. Should the Chairperson, Secretary Treasurer, Events Officer, IT Officer for any reason cease to be a member he shall thereupon cease to hold the said office.

### **Powers and Duties of Committee members**

32 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case

may be, by such person or persons and in such manner as the Committee shall from time to time by resolution determine.

33. The Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Committee;
  - (b) of the names of the Committee members present at each meeting of the Committee
  - (c) of all resolutions and proceedings at all meetings of the Club, and of the committee.

#### **Disqualification of Committee members**

34. The office of Committee member shall be vacated if a Committee member:-
- (a) Resigns his office by notice in writing to the Club; or
  - (b) Ceases to be a member

#### **Rotation of Ordinary Committee members**

35. At the first annual general meeting of the Club all the Ordinary Committee members shall retire from office.
36. At each annual general meeting of the Club all the Ordinary Committee members shall retire from office.
37. A retiring Ordinary Committee member shall be eligible for re-election.
38. The Club, at or before the meeting at which Ordinary Committee members retire in manner aforesaid, may fill the vacated offices by electing persons thereto.
39. The Committee shall have power at any time, and from time to time, to appoint any person to be a committee member, either to fill a casual vacancy or as an addition to the existing Committee, but so that the total number of Committee shall not at any time exceed the number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Committee who are to retire by rotation at such meeting.
40. The Club may by ordinary resolution of which extended notice has been given, remove any Committee member (including the Chairperson, Secretary Treasurer/Membership Secretary, PRO Officer, IT Officer,) before the expiration of his period of office, notwithstanding anything in this constitution or in any agreement between the Club and such Committee member.
41. A Committee member failing to perform his responsibilities may be removed by unanimous resolution of the remaining Committee.

42. The Club may by ordinary resolution appoint another person in place of a Committee member removed from office under rule 40.

### **Proceedings of the Committee**

43. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject as otherwise provided in these Rules, questions arising at any meeting shall be decided by a majority of votes. A Committee member may, at any time, summon a meeting of the Committee.

44. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be (7)

45. The continuing Committee may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Rules of the Club as the necessary quorum of committee members, the continuing Committee may act for the purpose of increasing the number of Committee members to that number or of summoning a general meeting of the Club, but for no other purpose.

46. The Committee may delegate any of their powers to committees consisting of such member or members of the club as they think fit. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

47. A committee may elect a chairman of its meetings; if such chairman is not elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

48. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

### **Accounts**

49. The Committee shall cause proper books of account to be kept relating to:

(a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Club; and

(c) the assets and liabilities of the Club.



Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions to members.

50. The books of account shall be kept at such place as the Committee think fit, and shall at all reasonable times be open to the inspection of the Committee.

51. The Committee shall cause to be prepared and to be laid before the annual general meeting of the Club such profit and loss accounts, balance sheets, group accounts and reports as are required and laid before the annual general meeting of the Club.

#### **Notices**

52. A notice may be given by the Club to any member either personally or by sending it by post, email or text message, sent to him to his notified address, email account or mobile number.

53. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member.

**No other person shall be entitled to receive notices of general meetings.**