

E30 Racing Inc.



E30 Racing Inc.

Constitution and Rules

As adopted on 28 October 2021

Registered No. A0041160F ABN: 93 432 017 512
Registered Address: 24 Fawkner Road, Pascoe Vale, 3044

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E30 Racing Inc. Rules

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**).

Note: The persons who from time to time are members of the Association are an incorporated Association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1. Name

- 1.1. The name of the incorporated association is E30 Racing Inc. (Registered No. A0041160F) (the **Association**).

2. Purposes

- 2.1. The purposes of the Association are:
- i. to be a not-for-profit Club established to encourage, foster, promote and develop motor sport;
 - ii. to provide and maintain suitable venues, materials, equipment and other facilities for the promotion of motor sport;
 - iii. to promote and attend meetings, competitions and gatherings for motor sport or any other motoring pastime under the affiliation of any peak body as determined by the Committee from time to time, and to do so in observance of the selected body's Rules and regulations;
 - iv. to affiliate with other like-minded Club or Clubs as deemed appropriate by the Committee.
- 2.2. The Association will affiliate with Confederation of Australian Motor Sport Ltd (**Motorsport Australia**) and abide by its Rules and constitution and those of the Fédération Internationale de l'Automobile (**FIA**).
- 2.3. The Association will affiliate with other motoring association bodies as the Committee may deem appropriate.

3. Financial year

- 3.1. The financial year of the Association starts on 1 July of each year and runs for a period of 12 months (**Financial Year**).

4. Definitions

- 4.1. In these Rules:

- i. **absolute majority**, of the Committee, means a majority of the committee members currently elected and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- ii. **associate member** means a member referred to in rule 11.2;
- iii. **the chair**, of a general meeting or committee meeting, means the person chairing the meeting in accordance with these Rules;
- iv. **Committee** means the Committee having management of the business of the Association;
- v. **committee meeting** means a meeting of the Committee held in accordance with these Rules;
- vi. **committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;
- vii. **Club** means E30 Racing Inc.
- viii. **disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 20.3;
- ix. **disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 19;
- x. **disciplinary subcommittee** means the subcommittee appointed under rule 17;
- xi. **E30 Race Car** means a car complying with the technical regulations of the Association;
- xii. **financial year** means the 12 month period specified in rule 3;
- xiii. **general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Note: a social meeting or a routine monthly meeting is not a general meeting unless convened in accordance with Part 4 and identified as such.

- xiv. **member** means a member of the Association;
 - xv. **member entitled to vote** means a member who under rule 11 is entitled to vote at a general meeting;
 - xvi. **special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
 - xvii. **the Act** means the *Associations Incorporation Reform Act 2012* (Cth) and includes any regulations made under that Act;
 - xviii. **the Registrar** means the Registrar of Incorporated Associations;
 - xix. **writing** includes email and other correspondence in electronic form.
- 4.2. When used, a word denoting the singular number includes the plural number and vice versa and a word denoting a gender includes all genders.

PART 2—POWERS OF ASSOCIATION

5. The Association's powers

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting rule 5.1, the Association may:
- i. acquire, hold and dispose of real or personal property;
 - ii. open and operate accounts with financial institutions;
 - iii. invest its money in any security in which trust monies may lawfully be invested;
 - iv. raise and borrow money on any terms and in any manner as it thinks fit;
 - v. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - vi. appoint agents to transact business on its behalf;
 - vii. enter into any other contract it considers necessary or desirable.
- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- 6.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Rule 6 does not prevent the Association from paying its members:
- i. reimbursement for expenses properly incurred by them, and
 - ii. for goods supplied and services provided by them,
- if this is done in good faith on terms no more favourable than if the member were not a member.

Note: Section 33 of the Act provides that an incorporated Association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Members

- 7.1. The Association must have at least five members.
- 7.2. Anyone who supports the purposes of the Association can apply to join the Association as a member.

8. Powers and duties of Members

- 8.1. Full Members and Life Members who have a current log-booked E30 race car shall be the final authority for the approval of all Technical Regulations of the Association.

- 8.2. Full Members and Life Members shall be the final authority for the approval of all other regulations of the Association.

9. Membership applications

- 9.1. A person may apply to join the Association as a member by submitting a membership application using an approved form to the Membership Secretary stating that they:
- i. wish to become a member of the Association;
 - ii. support the purposes of the Association; and
 - iii. agree to comply with these Rules.
- 9.2. The application must include payment of the first year's annual membership fee, or in the event of an Event Membership, payment of the prescribed Event Membership fee.
- 9.3. The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return the annual membership fee paid by the applicant and write to the person to tell them their membership application has been rejected. The Committee must consider applications for membership of the Association and notify the applicant of its decision as soon as practicable.
- 9.4. A person becomes a member when the Membership Secretary adds the person's name and address to the members' register.
- 9.5. The Association must inform the person when their membership has started, and whether they have to pay any annual membership fee. That fee must be paid within the time specified by the Committee.

10. Membership Fees

- 10.1. The Club's membership year shall commence on 1 January and all membership fees become payable in advance for the next year from that date (**Membership Year**).
- 10.2. The fee payable for each class of membership of the Association and any joining fee for new Members and non-financial Members rejoining shall be such amounts as determined by the Committee from time to time.
- 10.3. The first year of membership of a new Member shall be the current annual membership fee at the time of application, or such varied amount as may be determined by the Committee, plus any joining fee, if any.
- 10.4. Members must pay the annual membership fee (if any) within the time specified by the Committee. If a member does not pay in time, their membership is suspended until the membership fee is paid. When membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting or on Technical Regulation changes.

11. Classes of members

11.1. Full Member

Any individual who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club including participation in motor sports organised and attended by the Club.

11.2. Associate Member

An Associate member will enjoy all the non-competitive privileges of the Club. An Associate Member will not be entitled to vote or hold any office.

11.3. Official Member

An Official Member will pay a reduced membership fee on the understanding that they undertake to officiate at a number of motor sports events organised or attended by the Club. An Official Member will not be entitled to vote or hold any office but is entitled to enjoy the non-competitive privileges of the Club.

11.4. Life Member

Life Membership may be granted to a member who has made, over a period of years, a significant contribution to the Club. Nominations for Life Membership must be made to the Committee by any two Members. The nomination must then be approved by a vote of members at the Annual General Meeting.

Once approved, Life Membership may be bestowed at any occasion considered appropriate by the Committee.

A Life Member of the Club is entitled to hold any office and enjoy the privileges of the Club including participation in motor sports organised by the Club.

No annual membership fee is payable by a Life Member.

11.5. Event Membership

Event Membership will also be available to members of other clubs and Associations to enable them to participate in Club events. Such Memberships will be limited to two per membership year and fees paid within that year will be deducted from the annual fee payable under rule 10.2. Event Members will not be entitled to vote or hold any office.

12. Members' rights, obligations and liabilities

12.1. Members have rights, obligations and liabilities as set out in the Act and in these Rules.

12.2. A member of the Association who is entitled to vote has the right to:

- i. receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- ii. submit items of business for consideration at a general meeting;
- iii. attend and be heard at general meetings;
- iv. vote at general meetings;
- v. have access to the minutes of general meetings and other documents of the Association in accordance with these Rules; and
- vi. inspect the register of members.

12.3. The rights of a member are not transferable and end when membership stops.

- 12.4. Each member's liability is limited to payment of that member's joining and annual membership fees (if any) and/or any other amount owing to the Association.

13. Non-financial Members

- 13.1. Any Member whose membership fee or any amount owing to the Club remain unpaid after the renewal date shall be deemed to be non-financial and shall lose his right to vote at any meeting of the Club and shall not be entitled to enjoy the benefits and privileges of Membership.
- 13.2. A Member who becomes non-financial shall be eligible for readmission only upon payment of the membership fee and any other monies owing to the Club.
- 13.3. Any Member who is not current with their membership will not be entitled to participate in any Club motor sport event.

14. Ending membership

- 14.1. Members can stop being a member of the Association at any time by notice in writing to the Secretary. Resignation will only be accepted if all memberships and any other monies owing to the Club are fully paid.

Note: Rule 67.5 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- 14.2. A member stops being a member if:
- i. the member resigns in accordance with these Rules;
 - ii. the member is expelled in accordance with the disciplinary procedures set out in these Rules;
 - iii. the member dies;
 - iv. the member's annual membership is unpaid after the due date; or
 - v. where no annual membership is payable:
 - a. the Secretary has made a written request to the member to confirm they wish to remain a member; and
 - b. the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.
- 14.3. The Committee shall have the power to suspend or expel any member of the Club for:
- i. false or inaccurate statements made in the member's application for membership of the Club;
 - ii. persistent breach of any rule, regulation or by-law of the Club; and/or
 - iii. by any act considered by the Committee to be detrimental to the Club.
- 14.4. Where the Committee passes a resolution under rule 14.3, the Secretary shall cause a Notice in writing to be served on the Member setting out the resolution and the grounds on which it was based. The Secretary shall also advise the Member of his rights under rule 14.5.

- 14.5. Any member who is suspended or expelled under the preceding rule shall have the right to appeal, in writing to the Secretary, advising they wish to appeal against the Committee's decision to suspend or expel the Member by presenting their case to the next General Meeting. The decision of the General Meeting shall be final.
- 14.6. When a membership ends, the Association will not refund any membership fees already paid. Once a member stops being a member, the Membership Secretary must remove information from the register of members within 14 days in accordance with the Act.

15. Register of members

- 15.1. The Membership Secretary shall keep and maintain a register of members in accordance with the Act, which includes:
- i. for each current member:
 - a. the member's name;
 - b. the address for notice last given by the member;
 - c. the date of becoming a member;
 - d. the class of the member as defined in rule 11;
 - e. any other information determined by the Committee, and
 - ii. for each former member, the date of ceasing to be a member.
- 15.2. Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary Action

16. Grounds for taking disciplinary action

- 16.1. The Committee can discipline a member of the Association if it considers the member:
- i. has breached these Rules;
 - ii. refuses to support the purposes of the Association; or
 - iii. if the member's behaviour is causing (or has caused) damage or harm to the Association.

17. Disciplinary subcommittee

- 17.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee shall appoint a disciplinary subcommittee of at least two people to hear the matter and determine what action, if any, to take against the member.
- 17.2. The members of the disciplinary subcommittee:
- i. may be Committee members, members of the Association or anyone else; but
 - ii. must not be biased against, or in favour of, the member concerned.

18. Notice to member

- 18.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- i. stating that the Association proposes to take disciplinary action against the member;
 - ii. stating the grounds for the proposed disciplinary action;
 - iii. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - iv. advising the member that they may do one or both of the following:
 - a. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - b. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - v. setting out the member's appeal rights under rule 20.
- 18.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of subcommittee

- 19.1. At the disciplinary meeting, the disciplinary subcommittee must:
- i. give the member an opportunity to be heard; and
 - ii. consider any written statement submitted by the member.
- 19.2. After complying with rule 19.1, the disciplinary subcommittee may:
- i. take no further action against the member; or
 - ii. subject to rule 19.3:
 - a. reprimand the member; or
 - b. suspend the membership rights of the member for a specified period; or
 - c. expel the member from the Association.
- 19.3. The disciplinary subcommittee may not fine the member.
- 19.4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under rule 19 takes effect immediately after the vote is passed.

20. Appeal rights

- 20.1. A member whose membership rights have been suspended or who has been expelled from the Association under rule 19 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- 20.2. The notice must be in writing and given:
- i. to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - ii. to the Secretary not later than 48 hours after the vote.

- 20.3. If a member has given notice under rule 20.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 20.4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
- i. specify the date, time and place of the meeting; and
 - ii. state:
 - a. the name of the member against whom the disciplinary action has been taken;
 - b. the grounds for taking that action; and
 - c. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

21. Conduct of disciplinary appeal meeting

- 21.1. At a disciplinary appeal meeting:
- i. no business other than the question of the appeal may be conducted; and
 - ii. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - iii. the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 21.2. After complying with rule 21.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- 21.3. A member may not vote by proxy at the meeting.
- 21.4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance Procedure

22. Application

- 22.1. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee.
- 22.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

23. Resolving the dispute

- 23.1. The parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (**Negotiation Period**).

- 23.2. If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:
- i. the party with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (**Grievance Notice**);
 - ii. the Committee must, within 14 days after receipt of a Grievance Notice, appoint a mediator to hear from all the parties involved and try to find a solution;
 - iii. the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
 - iv. at the mediation conference, each party must have an opportunity to be heard; and
 - v. each party must do their best to resolve the dispute.
- 23.3. The mediator must be:
- i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - a. if the dispute is between a member and another member, a person appointed by the Committee; or
 - b. if the dispute is between a member and the Committee or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 23.4. A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
- i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against any party.
- 23.5. If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

24. Annual General Meetings

- 24.1. The Association must hold an Annual General Meeting (**AGM**) within five months of the end of the Association's Financial Year or such other time as permitted by law.
- 24.2. The Committee determines the date, time and place of the AGM.
- 24.3. The ordinary business of the AGM is as follows:
- i. to confirm the minutes of the previous AGM and of any special general meeting since then;
 - ii. to receive and consider:
 - a. the annual report of the Committee on the activities of the Association during the preceding Financial Year; and
 - b. the financial statements on of the Association for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act

- iii. to elect committee members; and
 - iv. to confirm or vary the amounts (if any) of the annual membership joining fee.
- 24.4. The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

25. Special general meeting

- 25.1. Any general meeting of the Association, other than an AGM or a disciplinary appeal meeting, is a special general meeting.
- 25.2. The Committee may convene a special general meeting whenever it thinks fit.
- 25.3. No business other than as set out in the notice under rule 27 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 27 and the majority of members at the meeting agree.

26. Special General Meeting held at the request of members

- 26.1. The Committee must convene a Special General Meeting (**SGM**) if a request to do so is made in accordance with rule 26 by at least 10% of the total number of members entitled to vote.
- 26.2. This request for a SGM must:
- i. be in writing;
 - ii. state the business to be considered at the meeting and any resolutions to be proposed;
 - iii. include the names and signatures of the members requesting the meeting; and
 - iv. be given to the Secretary.
- 26.3. If the Committee does not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the SGM.
- 26.4. A SGM convened by members must:
- i. be held within three months after the date on which the original request was made; and
 - ii. only consider the business stated in that request.
- 26.5. The Association must reimburse all reasonable expenses incurred by the members convening a SGM.

27. Notice of general meetings (including special resolutions)

- 27.1. The Secretary (or, in the case of a special general meeting convened under rule 26.3, the members convening the meeting) must give to each member of the Association:
- i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days' notice of a general meeting in any other case.
- 27.2. The notice must:
- i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and

- iii. if a special resolution is to be proposed:
 - a. state in full the proposed resolution; and
 - b. state the intention to propose the resolution as a special resolution; and
 - iv. comply with rule 28.5.
- 27.3. Rule 27 does not apply to a disciplinary appeal meeting.

Note: Rule 20.4 sets out the requirements for notice of a disciplinary appeal meeting.

28. Proxies

- 28.1. A member may appoint another member as his or her proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- 28.2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 28.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- 28.4. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 28.5. Notice of a general meeting given to a member under rule 27 must:
 - i. state that the member may appoint another member as a proxy for the meeting; and
 - ii. include a copy of any form that the Committee has approved for the appointment of a proxy.
- 28.6. A form appointing a proxy must be given to the chair of the meeting before or at the commencement of the meeting.
- 28.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

29. Use of technology

- 29.1. A member not physically present at a general 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.
- 29.2. For the purposes of this Part, a member participating in a general meeting as permitted under rule 29.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30. Quorum at general meetings

- 30.1. No business may be conducted at a general meeting unless a quorum of members is present.

30.2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 29) of 10% or a minimum of five of the members entitled to vote, whichever is greater.

30.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- i. in the case of a meeting convened by, or at the request of, members under rule 26, the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 26.

- ii. in any other case:

- a. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- b. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

30.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 30.3.ii, the members eligible to vote present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

31. Adjournment of general meeting

31.1. The chair of a general meeting at which a quorum is present may, with the consent of a majority of members eligible to vote present at the meeting, adjourn the meeting to another time at the same place or at another place.

31.2. Without limiting rule 31.1, a meeting may be adjourned:

- i. if there is insufficient time to deal with the business at hand; or
- ii. to give the members more time to consider an item of business.

Example: The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

31.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

31.4. Notice of the adjournment of a meeting under rule 31 is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 27.

32. Voting at general meetings

32.1. On any question arising at a general meeting:

- i. subject to rule 32.3, each member who is entitled to vote has one vote;

- ii. members may vote personally or by proxy; and
- iii. except in the case of a special resolution, the question must be decided on a majority of votes.

32.2. If votes are divided equally on a question, the chair of the meeting has a second or casting vote.

32.3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

32.4. Rule 32 does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.

33. Special resolutions

33.1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a committee member from office; and/or
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

34. Determining whether resolution carried

34.1. Subject to rule 34.2, the chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- i. carried;
- ii. carried unanimously;
- iii. carried by a particular majority; or
- iv. lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

34.2. If a poll (where votes are cast in writing) is demanded by three or more members who are eligible to vote on a question:

- i. the poll must be taken at the meeting in the manner determined by the chair of the meeting; and
- ii. the chair must declare the result of the resolution on the basis of the poll.

34.3. A poll demanded on the election of the chair or on a question of an adjournment must be taken immediately.

34.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chair.

35. Minutes of general meeting

35.1. The Committee must ensure that minutes are taken and kept of each general meeting.

35.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

35.3. In addition, the minutes of each annual general meeting must include:

- i. the names of the members attending the meeting;
- ii. proxy forms given to the chair of the meeting under rule 28.6;
- iii. the financial statements submitted to the members in accordance with rule a24.3.ii.a;
- iv. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

36. The Committee's responsibilities and functions

- 36.1. The Committee is responsible for management of the Association and can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
- 36.2. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.
- 36.3. The delegation must be in writing, may be subject to any conditions or limitations that the Committee considers appropriate and can be revoked in whole or in part by the Committee in writing.
- 36.4. Among its other responsibilities, the Committee is responsible for making sure:
 - i. accurate minutes of general meetings and committee meetings of the Association are made and kept;
 - ii. any material personal interest disclosed at a committee meeting is recorded in the minutes of that committee meeting; and
 - iii. all records, securities and relevant documents (as defined in the Act) of the Association are kept properly and in accordance with these Rules.

Division 2—Composition of Committee and Duties of Members

37. The Committee

- 37.1. The Association is governed by a management committee (**Committee**) that is made up of committee members elected in accordance with these Rules.

38. The committee members

- 38.1. The Association shall have at least four Committee members.
- 38.2. The Committee is made up of the following committee members:

- i. the President, Vice President, Treasurer, and Secretary (**the Office Bearers or Executive Committee**); and
 - ii. ordinary committee members (if any) as considered necessary for the efficient and effective running of the Association.
- 38.3. Committee members are elected by members of the Association at each AGM and may be elected at a SGM in accordance with these Rules.
- 38.4. A member is eligible to be elected or appointed as a committee member if the member:
 - i. is at least 18 years of age; and
 - ii. is entitled to vote at a general meeting of the Association.
- 38.5. Any person may hold more than one position on the Committee at any one time. However, any person holding more than one position will only be entitled to one vote.

39. General duties of committee members

- 39.1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 39.2. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 39.3. Committee members must exercise their powers and discharge their duties:
 - i. with reasonable care and diligence;
 - ii. in good faith in the best interests of the Association; and
 - iii. for a proper purpose.
- 39.4. Committee members and former committee members must not make improper use of:
 - i. their position; or
 - ii. information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated Association.
- 39.5. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

40. The President

- 40.1. The President shall chair General and Committee Meetings of the Club and shall ensure that minutes are taken of proceedings and resolutions passed at these meetings. They shall act as the Club's representative in dealings with outside bodies as appropriate.

41. The Vice President

- 41.1. The Vice President shall assist the President in the execution of his duties and in the event of illness, absence or other just cause of the President shall assume the duties of the President.

42. The Secretary

- 42.1. The Secretary must be at least 18 years of age, be resident in Australia and consent to being appointed as Secretary.
- 42.2. The Secretary must perform any duty or function required under the Act or these Rules to be performed by the Secretary.
- 42.3. The Secretary shall manage the Association's general business including receiving and issuing correspondence of a routine nature on behalf of the Association and Committee, issue notices of meetings, cause the keeping of the minutes of proceedings and resolutions passed at such meetings and generally do such other work as is usually performed by the Secretary of like clubs or Associations.
- 42.4. The Secretary must give to the Registrar notice of their appointment within 14 days of appointment.
- 42.5. If there is no Membership Secretary appointed as referred to in these Rules, the Secretary shall be responsible for all Membership Secretary duties.

43. The Treasurer

- 43.1. The Treasurer shall be the Public Officer.
- 43.2. The Treasurer shall maintain the Club's financial records including the banking of monies received, making payments to suppliers and other creditors, issuing invoices and statements to debtors, recording all transactions in the cashbook and general ledger as appropriate and attending to all taxation matters, as appropriate, with the Australian Taxation Office.
- 43.3. At each Committee meeting, the Treasurer will submit a statement of the financial position of the Club and of payments and receipts since the previous Committee meeting.
- 43.4. At the Annual General Meeting the Treasurer will present a financial report consisting of a statement of income and expenditure for the previous Financial Year and a balance sheet of assets and liabilities as at that date.
- 43.5. The Treasurer as Public Officer must reside in Victoria and will be responsible for liaison with the Office of the Registrar-General including lodgement of the Club's Annual Return and other required forms and ensuring the Association complies with the Act.

Division 3—Election of Committee Members and Tenure of Office

44. Positions to be declared vacant

- 44.1. Rule 44 applies to:
- i. the first annual general meeting of the Association after its incorporation; or

- ii. any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 44.2. The chair of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 45 to 48.

45. Nominations

- 45.1. Prior to the election of each position, the chair of the meeting must call for nominations to fill that position.
- 45.2. An eligible member of the Association may:
- i. nominate themselves; or
 - ii. with the member's consent, be nominated by another member.
- 45.3. Subject to rule 45.4 nominations will close at least 7 days before the date on which the notice of meeting is required to be sent.
- 45.4. In the case where no nominations are received for a position the chair can accept nominations from the meeting.

46. Elections of the Executive Committee

- 46.1. At the annual general meeting, separate elections must be held for each of the following positions:
- i. President;
 - ii. Vice President;
 - iii. Secretary;
 - iv. Treasurer.
- 46.2. If only one member is nominated for the position, the chair of the meeting must declare the member elected to the position.
- 46.3. If more than one member is nominated, a ballot must be held in accordance with rule 48.
- 46.4. On his or her election, the new President may take over as chair of the meeting.

47. Election of ordinary members

- 47.1. The Committee at a meeting prior to the notice of the AGM must by resolution decide the number of ordinary members to be part of the Committee (if any) for the next year.
- 47.2. A single election may be held to fill all of those positions.
- 47.3. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the chair of the meeting must declare each of those members to be elected to the position.
- 47.4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 48.
- 47.5. Notwithstanding the operation of this Rule, the Committee may co-opt members to carry out specific tasks for a specific period on behalf of the Committee.

48. Ballot

- 48.1. If a ballot is required for the election for a position, the chair of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 48.2. The returning officer must not be a member nominated for the position.
- 48.3. Before the ballot is taken, each candidate may make a short speech in support of their election.
- 48.4. The election must be by secret ballot.
- 48.5. The returning officer must give a blank piece of paper to:
 - i. each member present in person; and
 - ii. each proxy appointed by a member.

Example: If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers, one for the member and one each for the other members.

- 48.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 48.7. If the ballot is for more than one position:
 - i. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - ii. the voter must not write the names of more candidates than the number to be elected.
- 48.8. Ballot papers that do not comply with rule 48.7.ii are not to be counted.
- 48.9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 48.10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 48.11. If the returning officer is unable to declare the result of an election under rule 48.10 because 2 or more candidates received the same number of votes, the returning officer must:
 - i. conduct a further election for the position in accordance with Rules 48.4 to 48.10 to decide which of those candidates is to be elected; or
 - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

49. Term of office

- 49.1. Subject to these Rules, a committee member holds office until the positions of the Committee are declared vacant at the next AGM.
- 49.2. A committee member may be reelected.
- 49.3. A general meeting of the Association may:
 - i. by special resolution remove a committee member from office; and

- ii. elect an eligible member of the Association to fill the vacant position in accordance with these Rules.
- 49.4. A member who is the subject of a proposed special resolution under rule 49.3.i may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 49.5. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

50. Committee member resignations, removal

- 50.1. A committee member stops being on the Committee if they:
- i. stop being a member of the Association;
 - ii. fail to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence granted by the Committee;
 - iii. resign by writing to the Secretary;
 - iv. are removed by a special resolution of members of the Association;
 - v. become insolvent under administration (as the term is defined in section 38 of the *Interpretation of Legislation Act 1984*);
 - vi. become a represented person (under the *Guardianship and Administration Act 2019*);
 - vii. die;
 - viii. otherwise stop being a committee member by operation of section 78 of the Act; or
 - ix. in the case of the Secretary, if the Secretary stops residing in Australia.
- 50.2. If a committee member resigns from their elected position, such resignation will take effect at the time the notice is received by the Secretary unless a later date is specified in the notice, and in which case, resignation shall take effect on that later date.
- 50.3. If a committee member stops being on the Committee before the end of their term in accordance with these Rules, the Committee can appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

51. Casual vacancies

- 51.1. The Committee shall have the power to at any time appoint any member to the Committee to fill any casual vacancy or as an addition to the existing Committee subject to the concurrence of the member.
- 51.2. If the position of Secretary is vacant for any reason, the Committee must appoint a new Secretary within 14 days.
- 51.3. Any Committee member appointed under Rules 51.1 or 51.2 shall hold office in accordance with rule 49.
- 51.4. The Committee may act despite any vacancy in its membership.

52. Sub-Committees

- 52.1. The Committee may delegate any of its powers or functions to one or more Sub-Committees consisting of not less than three Members of the Association appointed by the Committee.
- 52.2. At least one of the three Members of a Sub-Committee shall be a Committee Member and will act as Chair of the Sub-Committee. That Committee Member will also be responsible for reporting the actions of the Sub-Committee to the Committee.
- 52.3. A Sub-Committee may meet and adjourn as it thinks proper to complete its assigned duties.
- 52.4. Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the Members present. In the case of a tied vote, the Chairman shall have a second or casting vote.
- 52.5. Decisions of a Sub-Committee shall be ratified by the Committee.
- 52.6. The President is an ex-officio member of all Sub-Committees with full voting rights but the Chair of the Sub-Committee retains the right of the second or casting vote.

Division 4—Committee Meetings

53. Calling committee meetings

- 53.1. The Committee shall decide how often it meets.
- 53.2. The first committee meeting of each committee must be held as soon as practicable after the AGM of the Association at which the members of the Committee were elected.
- 53.3. A special committee meeting may be convened by the President or by any two committee members.

54. Notice of meetings

- 54.1. Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- 54.2. Notice may be given of more than one committee meeting at the same time.
- 54.3. The notice must state the date, time and place of the meeting.
- 54.4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 54.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

55. Urgent meetings

- 55.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 54 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 55.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.

55.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

56. Procedure and order of business

56.1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

56.2. The order of business may be determined by the members present at the meeting.

57. Use of technology

57.1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

57.2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 57.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

58. Quorum

58.1. No business may be conducted at a Committee meeting unless a quorum is present.

The quorum for a committee meeting is the presence (in person or as allowed under rule 57) of a majority of the committee members.

58.2. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

- i. in the case of a special meeting, the meeting lapses;
- ii. in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 54.

59. Voting

59.1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.

59.2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

59.3. Rule 59.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee members.

59.4. If votes are divided equally on a question, the chair of the meeting has a second or casting vote.

59.5. Voting by proxy is not permitted.

60. Conflict of interest

- 60.1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee and at the next general meeting of members of the Association.
- 60.2. The committee member:
 - i. must not be present while the matter is being considered at the meeting; and
 - ii. must not vote on the matter.
- 60.3. Rule 54 does not apply to a material personal interest:
 - i. that exists only because the committee member belongs to a class of persons for whose benefit the Association is established; or
 - ii. that the committee member has in common with all, or a substantial proportion of, the members of the Association.

PART 6—FINANCIAL MATTERS

61. Funds

- 61.1. The Association may derive or generate funds from joining and annual membership fees, donations, grants, fundraising activities, interest, and any other sources approved by the Committee.

62. Management of funds

- 62.1. The Association shall hold an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 62.2. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 62.3. 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.
- 62.4. All cheques, electronic funds transfer, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or approved (as appropriate) by two committee members in accordance with rule 62.7 below.
- 62.5. All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- 62.6. 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.
- 62.7. The signatories to the Association's account/s will be any two of the following:
 - i. President;
 - ii. Vice President;
 - iii. Secretary;

- iv. Treasurer;
- v. any other committee position so as nominated at a Committee Meeting.

63. Financial records

- 63.1. The Association must keep financial records that:
 - i. correctly record and explain its transactions, financial position and performance; and
 - ii. enable financial statements to be prepared as required by the Act.
- 63.2. The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- 63.3. The Treasurer must keep in his or her custody, or under his or her control:
 - i. the financial records for the current financial year; and
 - ii. any other financial records as authorised by the Committee.

64. Financial statements

- 64.1. For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 64.2. Without limiting rule 64.1, those requirements include:
 - i. the preparation of the financial statements;
 - ii. if required, the review or auditing of the financial statements;
 - iii. the certification of the financial statements by the Committee;
 - iv. the submission of the financial statements to the annual general meeting of the Association;
 - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

65. Common seal

- 65.1. The Association may have a common seal.
- 65.2. If the Association has a common seal:
 - i. the name of the Association must appear in legible characters on the common seal;
 - ii. a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - iii. the common seal must be kept in the custody of the Secretary.

66. Registered address

- 66.1. The registered address of the Association is:
 - i. the address determined from time to time by resolution of the Committee; or

- ii. if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

67. Notices

- 67.1. Members must give the Association their address for notices, and any change in that address.
- 67.2. The address for notices may include an email address.
- 67.3. The Association must enter any change in the address of a member in the register of members without delay.
- 67.4. Notice may be given to a member by sending it to the address last given by the member.
- 67.5. Notice may be given to the Association or the Committee by sending the notice by post to the registered address, or, if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.
- 67.6. In these Rules a period of notice of a meeting expressed in days does not include:
 - i. the day on which notice is given; or
 - ii. the day on which the meeting is held.
- 67.7. Notices sent by post are taken to have been given on the fourth day after posting that is not a Saturday, Sunday or public holiday at that address.
- 67.8. Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- 67.9. Under rule 67, 'member' includes a committee member.

68. Custody of documents and members' access to documents

- 68.1. The Treasurer must keep custody of the financial records of the Association for the current Financial Year and any other financial records as authorised by the Committee. The Secretary must keep custody of all books, documents and securities of the Association (other than the financial records held by the Treasurer in accordance with these Rules).
- 68.2. A member is entitled to, subject to certain restrictions found in these Rules, inspect the Rules, general meeting minutes, relevant documents and the members register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the Association.
- 68.3. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Association must provide copies of records of the Association (other than the members' register) if a member requests copies in accordance with these Rules (and unless the Association is permitted to refuse the request in accordance with these Rules). The Association can charge a reasonable fee for providing copies.
- 68.4. Subject to the Act, the Association can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

- 68.5. Subject to the Act, members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
- 68.6. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and must write to the member outlining their decision.

69. Winding up and cancellation

- 69.1. To wind up the Association, the members must vote for this by special resolution at a general meeting.
- 69.2. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Association.
- 69.3. Subject to the Act, any other applicable Act or any Court order, any surplus assets must be distributed to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

70. Alteration of Rules

- 70.1. Subject to the Act, these Rules may be changed, added to, or replaced only by special resolution of the Association's members at a general meeting.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own Rules, not the model Rules.

71. Privacy

- 71.1. The Association will only collect personal information for purposes of complying with the Act and this constitution and for operational purposes. This information will be used for the primary purpose for which it is collected, remains confidential and will not be sold or disclosed to third parties other than in accordance with these Rules or a legally enforceable direction or order.