



# CONSTITUTION

## VINTAGE MOTOCROSS CLUB of WESTERN AUSTRALIA inc.

### 1. PRELIMINARY

#### 1.1 Name of Association

The Association shall be known as 'THE VINTAGE MOTOCROSS CLUB OF WESTERN AUSTRALIA INC.'

#### 1.2 Objects of Association

The objects and purposes of the association are to

- (a) promote and encourage vintage motocross and co-operate with kindred bodies in fostering and maintaining vintage motocross as a sport
- (b) to organize and conduct social outings, competitions and to encourage good fellowship amongst members
- (c) to maintain and keep up the prestige of the Club and the sport

#### 1.3 Quorum for Committee Meetings

Any three Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

#### 1.4 Quorum for General Meetings

Three Committee Members and five full members constitute a quorum for the conduct of the business at a general Meeting.

#### 1.5 Financial Year Schedule

The Association's Financial Year will be the period of 12 months commencing October and ending on September of each year.

### 2. DEFINITIONS

In these rules, unless the contrary intention appears-

**'the Act'** means the Associations Incorporation Act 2015

**'Books of the Association'** has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

**'the Chairperson'** means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11 or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10.1 (a) or, if that person is unable to perform his or her functions, the Vice Chairperson

**'the Club'** means the Association referred to in rule 1.1

**'the Committee'** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association

**'Committee meeting'** means meeting referred to in rule 16.1

**'Committee member'** means person referred to in paragraph. (a),(b),(c),(d),(e) or (f) of rule 10.1



'**financial year**' has the meaning given to it in rule 1.5.

'**general meeting**' means meeting convened under rule 16

'**an incorporated association**' or '**the association**' being construed as a reference to the Association:

'**member**' means member of the Association

'**ordinary resolution**' means resolution other than a special resolution

'**the President**' means the President of the Club referred to in rule 10.1(a)

'**the Secretary**' means the Secretary referred to in rule 10.1 (c)

'**special resolution**' is a resolution of the Association passed in accordance with rule 14.

'**the Treasurer**' means the Treasurer referred to in rule 10.1(d)

'**the Vice-President**' means the Vice-President referred to in rule 10.1(b)

'**Vintage Motocross**', as deemed by this club, relates to all machinery built prior to 31st December 1974 plus any flow on or similar models as deemed to be acceptable by the committee or Motorcycling Australia.

### 3. INCOME AND PROPERTY

- (a) the property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects
- (b) members may be paid for services rendered by or property acquired from that member in a special or private capacity

### 4. POWERS OF ASSOCIATION

- (a) to purchase, take on or lease, or in exchange, hire or acquire and maintain, real or personal property and any rights or privileges in relation thereto
- (b) to sell, exchange, lease, mortgage, hire, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property of the Club
- (c) to invest and deal with the moneys of the Club not immediately required for purposes of the Club in such manner as may time to time be determined
- (d) to lay out, construct, build, erect, alter or maintain upon premises for the time being belonging to or occupied by the Club, moto-cross circuits and buildings and other erections incidental thereto and to furnish fit up and maintain the same for the use of the members
- (e) either alone or jointly with any other motorcycle club or association to promote and hold any forms of moto-cross competitions and to offer, give or contribute trophies and other awards thereto
- (f) to affiliate with or subscribe to any other association or body whose objects are similar to the objects of the Club and if thought fit to withdraw or retire from any such association or body.



- (g) alteration to the constitution of the Club may be by a resolution passed by not less than 75% of those members of the Club present and eligible to vote at a special general or annual general meeting of the Club. Postal and proxy votes are included.

## **5. MEMBERSHIP**

- 5.1 Membership of the Club is open to-
- (a) full membership
  - (b) associate (non-riding) membership
  - (c) honorary membership
  - (d) introductory membership
- 5.2 Honorary members shall be elected for a period not exceeding one year in return for services rendered to the Club. Any further honorary appointments may be made at the discretion of the Club. An honorary member appointed as aforesaid shall have all the privileges of full membership, excepting that he or she may not be able to hold office, but may compete in any sporting events of the Club, shall be entitled to his or her full points or to compete for any prize: money or trophy, speak on any matter affecting the Club and its members.
- 5.3 An Introductory Membership is allowable only upon acceptance of the completed Vintage Motocross Club membership application form at that particular event. Introductory Membership allows the rider to attend a single event for the set introductory membership fee. The Introductory Membership fee shall be deducted from the full membership fee if and when the rider takes out a full membership in the same calendar year.
- 5.4 The membership financial year shall be a calendar year from January 1st to December 31<sup>st</sup>. All fees to be set at the annual general meeting.
- 5.5 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.
- 5.6 Rider numbers are allocated by a committee member or their delegate. Members can keep their rider number unless their membership lapses for more than two years, at which time the number becomes available for other members.

## **6. MEMBERSHIP REGISTER**

- 6.1 The Secretary, or a person authorized by the Committee, shall on behalf of the Club keep and maintain the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.
- 6.2 The register must contain:
- (a) the full name of each Member;
  - (b) a contact postal, residential or email address of each Member;
  - (c) the class of membership held by the Member
- 6.3 The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7.3, 8.1 or 9 to be deleted from the register of members referred to in sub-rule 6.1.
- 6.4 Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.



- (a) A Member must contact the Secretary to request to inspect the Register.
- (b) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

**6.5** A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **7. MEMBERSHIP FEES**

- 7.1 The members shall at an annual general meeting determine the amount of the subscription to be paid by each member for the forthcoming year.
- 7.2 Each member shall pay to the club, annually the amount of the subscription determined under sub-rule 1.
- 7.3 A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant race meeting.

## **8. MEMBER RESIGNATION**

- 8.1 A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- 8.2 A person who ceases to be a member under sub-rule 1 remains liable to pay to the Club the amount or any subscription due and payable by that person to the Club but unpaid at the date of that cessation.

## **9. MEMBER EXPULSION**

- 9.1 If the Committee considers that a member should be expelled from membership of the Club because of his or her conduct detrimental to the interests of the Club, the Committee shall communicate, either orally or in writing, to the member-
  - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct,not less than 30 days before the date of the Committee meeting referred to in paragraph 1 (a).
- 9.2 At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make



representations in writing to the Committee, expel or decline to expel that member from membership of the Club and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

- 9.3 Subject to sub-rule 5, a member who is expelled under sub-rule 2 from membership of the Club ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule 2.
- 9.4 A member who is expelled under sub-rule 2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 3.
- 9.5 When notice is given under sub-rule 4-
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub-rule.

## 10. MANAGEMENT COMMITTEE

- 10.1 The affairs of the Association shall be managed exclusively by a Committee of management consisting of-
- (a) a President
  - (b) a Vice-President
  - (c) a Secretary
  - (d) a Treasurer
  - (e) a Club Captain
  - (f) extra Committee members as need or required by the club at any given time, one of whom may act as a M.W.A. delegate and/or as the editor of Club publications.

all of whom shall be members of the Club elected to membership of that Committee at an annual general meeting or appointed under sub-rule 8.

- 10.2 No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act;
- unless the person has obtained the consent of the Commissioner.

- 10.3 No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws



unless the person has obtained the consent of the Commissioner.

- 10.4** At the commencement of the second annual general meeting to be held after the incorporation of the Association under the Act, the committee shall cease to be committee members, and shall then be eligible for re-election to the committee.
- 10.5** Subject to sub-rule 4, a person is not eligible for election to membership of the Committee unless a member has nominated him for election and that nomination is seconded by a member.
- 10.6** A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-
- (a) propose or second him or herself for election or re-election; and
  - (b) vote for himself or herself.
- 10.7** If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled, the Chairperson shall declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- 10.8** When a casual vacancy within the meaning of rule 12.4 occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule shall-
    - (i) hold office until the commencement of; and
    - (ii) be eligible for re-election to membership of the Committee at the next following annual general meeting.

## **11. GENERAL MEETINGS**

- 11.1** Subject to this rule, the President shall preside at all general meetings and Committee meetings.
- 11.2** In the event of absence of -
- (a) a general meeting of -
    - (i) the President, the Vice-President; or
    - (ii) both the President and the Vice-President, a member elected by the other members present at the general meeting;
- or
- (b) a Committee meeting of -
    - (i) the President, the Vice-President; or
    - (ii) both the President and the Vice-President. A Committee member elected by the other Committee members present, shall preside at the general meeting or Committee meeting, as the case requires.
- 11.3** Notice of general meetings will be on the club website home page.



## 12. COMMITTEE DUTIES

12.1 The Secretary shall-

- (a) co-ordinate the correspondence of the Club;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Club;
- (c) comply on behalf of the Club with -
  - (i) section 53 of the Act in respect of the register of members of the Club
  - (ii) section 35 of the Act in respect of the rules of the Club; and
  - (iii) **section 58 of the Act in respect of the record of the officeholders, and any trustees of the Club;**
- (d) have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (c), other than those required by rule 12.2 to be kept and maintained by, or in custody of, the Treasurer;
- (e) maintain a record of office holders.
- (f) The record of office holders must include:
  - (i) the full name of each office holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (iii) a current contact postal, residential or email address of each office holder.
- (g) perform such other duties as are imposed by these rules on the Secretary.

12.2 The Treasurer shall -

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Club;
- (b) pay all moneys referred to in paragraph (a) into such account, or accounts of the Club as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by any two of the President, Vice-President, Secretary and Treasurer;
- (d) comply on behalf of the Club with sections 66 and 67 of the Act in respect of the accounting records of the Club;
- (e) whenever directed to do so by the President, submit to the Committee or the members, a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e);
- (g) perform such other duties as are imposed by these rules on the Treasurer;
- (h) compile the relevant reports and statements referred to in section 22.4 and



- (i) arrange for the Club's accounts to be audited each year by the President or Vice-President.

12.3 The Club Captain shall -

- (a) keep a record of all Club Competitions
- (b) arrange for the carrying out of all Club events
- (c) arrange for handicapping of all Club events as necessary
- (d) arrange for starter, finisher and judge for all Association events as necessary
- (e) control machine examiners and safety officers at all closed to club events.

12.4 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- (a) dies
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent without leave in accordance with rule 16.7 (f), from more than -
  - (i) 3 consecutive Committee meetings
  - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings;  
or
- (f) ceases to be a member of the Club.

### 13. COMMITTEE MEETINGS AND POWERS

- 13.1 The Committee shall meet together as and when called for by the President but in any event not less than bimonthly.
- 13.2 Each Committee member has a deliberate vote.
- 13.3 A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the President or whoever is presiding at the Committee meeting shall have a casting vote in addition to his or her deliberate vote.
- 13.4 Rule 1.3 outlines quorum for a committee meeting.
- 13.5 Subject to these rules the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present the Committee meeting.
- 13.6 A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with that section.
- 13.7 The powers of Committee shall be -





- (a) the power to make and adopt such by-laws not being inconsistent with rules as it may from time to time deem necessary or expedient to give effect to the rules, and from time to time revoke, amend or suspend such by-laws.
  - (b) to co-opt any member or members to assist in the execution of its duties, and from time to time form any sub-committee or sub-committees for the like purpose and to disband any such sub-committee.
  - (c) to act notwithstanding any vacancy in its membership.
  - (d) to delegate to any of its members the execution of such duties and powers within the competence of the Committee as it may deem necessary.
  - (e) to fill any casual vacancy in its membership which may from time to time arise by appointing a member of the Club to fill the vacated position for the unexpired portion of the term of office of the member the termination of whose office has occasioned such casual vacancy.
  - (f) to grant to any of its members leave of absence for a specified period not exceeding the residue of his term of office.
  - (g) to appoint any member not already being a member of the Committee as a temporary member thereof during the absence on approval leave of an elected member of the Committee, or for special projects.
  - (h) to open and operate any bank account in the name of the Club and to invest any moneys of the Club for the time being available for investment in any form of deposit with any bank, financial institute or trustee company as its members may by resolution determine or in such other form of investment as may from time to time be determined upon by the members of the Club in general meeting, provided however that all cheques drawn upon any such banking account in accordance with sub-rule (c) and that no cheque in excess of \$1000.00 shall be drawn upon any such account without the previous authority of the general meeting except in cases of extreme emergency when cheques may be drawn with authority of the majority of the Committee.
    - (i) generally to manage and conduct the business of the Club subject to these rules.
    - (ii) nominate a person to become a Patron of the Club in accordance with rule 13.11.
- 13.8** By-laws made by the Committee pursuant to this clause shall be subject to amendment or disallowance by the Club in general meeting, but shall until amended or disallowed be of full force and effect and nothing done pursuant to any such by-law shall be invalidated or called into question by reason only of the by-law being amended or disallowed as this clause provided.
- 13.9** The President, Vice-President, Secretary, Treasurer, Captain and any other members of the Committee shall from time to time and at all times be saved harmless and kept indemnified from and against all costs, charges, losses, damages and expenses which such person or persons or any of them sustain, incur or be put to in or about the execution and discharge of their respective trusts and offices or in and about any action, suit or proceedings at law or in equity in which they or any of them shall or may be plaintiffs or defendants, provided that such person or persons shall have acted by direction of the Committee for the time being. Provided always that the amount of such costs, charges, damages and expenses for which indemnity is intended do hereby provided shall immediately it shall have been sustained or incurred be paid from the funds of the Club and that none of the Committee members shall be answerable or accountable for the others or any of them or any other person or person whomsoever but for his or her own acts, deeds and defaults alone.
- 13.10** The Committee shall have power to frame, subject to confirmation at the next general meeting, amend or rescind by-laws if considered necessary for facilitating the work and in furtherance of the objects of the Club, such by-laws be consistent with the constitution and rules. Committee shall



interpret and construe the rules and by-laws in respect to all members and things arising thereunder, and their decision will be final.

- 13.11** The Committee shall have the power to nominate a Patron and submit the recommendation to the club at the annual general meeting. This person shall receive an honorary membership for the duration of the term of office of Patron. The role of the patron is generally as a figurehead role but can from time to time contribute comment and suggestion to the committee on club matters. The Patron may be called upon from time to time for comment on club matters and these comments will be tabled at general club or annual general meetings.

## **14. SPECIAL MEETINGS**

### **14.1** The Committee -

- (a) may at any time convene a special general meeting;
- (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
- (c) shall within 30 days of -
  - (i) receiving a request in writing to do so from not less than 5% of its members, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under rule 9.4, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

### **14.2** The members making a request referred to in sub-rule 14.1(c) (i) shall-

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

### **14.3** If a special general meeting is not convened within the relevant period of 30 days referred to -

- (a) in sub-rule 14.1(c)(i) the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.

### **14.4** When a special general meeting is convened under sub-rule (3)(a)-

- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
- (b) the Club shall pay the reasonable expenses of convening and holding the special general meeting.

### **14.5** In the case of an annual general meeting, the order in which business is to be transacted is -

- (a) first, the consideration of the accounts and reports of the Committee;
- (b) second, the election of Committee members to replace outgoing Committee members; and
- (c) third, any other business requiring consideration by the Club in a general meeting.

- 14.6** The Secretary shall give to all members not less than 21 days' notice of a general meeting at which a special resolution is to be proposed.



**14.7** Notice of a special resolution must:

- (a) be in writing;
- (b) sent to a contact address as per the membership register
  - (i) either by post, fax or email, or
  - (ii) served on a member personally;
- (c) include the place, date and time of the meeting;
- (d) set out the wording of the proposed special resolution

**14.8** When a notice is sent by post under sub-rule 14.7(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **15. ANNUAL GENERAL MEETING**

**15.1** The Secretary shall give to all members not less than 21 days' notice of an annual general meeting.

**15.2** Notice of an annual general meeting must:

- (a) be in writing;
- (b) sent to a contact address as per the membership register
  - (i) either by post, fax or email, or
  - (ii) served on a member personally;
- (c) include the place, date and time of the meeting and a form for allocating a proxy;

**15.3** At a general meeting, rule 1.4 outlines the quorum, subject to rule 14.3(a)

**15.4** If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 14.7 -

- (a) as a result of a request or notice referred to in rule 14.1(c) or as a result of action taken under rule 14.3 a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

**15.5** If within 30 minutes of the time appointed by sub-rule 15.4(b) for resumption of an adjourned meeting, general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.

**15.6** The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

**15.7** There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned



- 15.8** At a general meeting -
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be passed if it is supported by the votes of not less than seventy-five percent of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.
- 15.9** A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 15.8.
- 15.10** At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 15.11** If a poll is demanded and taken under sub-rule 15.8 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 15.12** A poll demanded under sub-rule 15.8 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **16. MEETING MINUTES**

- 16.1** The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 16.2** The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 16.1 are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- 16.3** When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
- (c) the general meeting or Committee meeting to which they relate (in this sub-rule the 'meeting') was duly convened and held;
  - (d) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (e) all appointments or elections purporting to have been at the meeting have been validly made.

## **17. VOTING AT MEETINGS**

- 17.1** Each member present in person or by proxy at a general meeting is entitled to a deliberate vote.
- 17.2** Each member may in relation to sub-rule 17.1, submit a postal vote if such vote is sent by prepaid mail and received by the Secretary prior to the general meeting concerned.
- 17.3** A member (in this rule called the 'appointing member') may appoint in writing another member who is a natural person to be proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting.

## **18. RULES OF THE ASSOCIATION**

### **18.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with



these Rules.

- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 5.
- (c) The Association must keep a current copy of the Rules.

## **18.2 Amendment of Rules, Name and Objects**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 14 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - (i) one month after the Special Resolution is passed; or
  - (ii) a longer period as the Commissioner may allow.
- (c) Subject to rule 18.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 18.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
  - (i) the name of the Association; or
  - (ii) the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under rule 18.2(b) and the approval of the Commissioner is given in writing.

**18.3** The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 30, 31 and 33 of the Act.

**18.4** These rules bind every member and the Club to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **19. USE OF COMMON SEAL**

**19.1** The Club shall have a common seal on which its corporate name shall appear in legible characters.

**19.2** The common seal of the Club shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 16.

**19.3** The affixing of the common seal of the Club shall be witnessed by any two of the President, the Secretary and the Treasurer.

**19.4** The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **20. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

**20.1** The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:

- (i) apply to the Commissioner for cancellation of its incorporation; or



(ii) appoint a liquidator to wind up its affairs.

**20.2** If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs charges and expenses of that winding up, that property shall be distributed -

- (a) to another incorporated association having objects similar to those of the Club; or
- (b) for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 133.3 of the Act to prepare a distribution of the surplus property of the Club.

## **21. STANDING ORDERS**

**21.1** General meetings shall be called for by the President when deemed necessary but shall be held no less than bimonthly.

**21.2** Committee meetings shall be called for by the President when deemed necessary but shall be held no less than bimonthly.

**21.3** The following will be the agenda adopted at-

(a) general meetings -

- Opening Apologies
- Welcome to visitors
- Minutes of previous meeting
- Adoption of the minutes
- Matters arising out of the minutes
- Correspondence inwards and outwards
- Adoption of correspondence
- Matters arising out of correspondence
- Reports - Committee, Treasurer, delegates and any special reports.
- Adoption of reports
- Matters arising out of reports
- Notice of motions
- Motions on notice General business
- Next meeting
- Meeting close

(b) Annual general meeting



- Welcome to members
- Apologies
- Welcome and introduction to Special Guests
- Retiring Presidents report
- Retiring Treasurers report
- Correspondence
- Minutes of last Annual General Meeting
- Adoption of reports and minutes
- Matters arising out of reports and minutes
- Administration of club procedures
- Proposal and election of club patron
- General business
- Retirement of the necessary Committee members
- Election of new Committee members
- Set membership fee for next year
- Special functions

#### **21.4 Order of Debate**

Any member desiring to propose a motion or amendment or to discuss any matter under consideration must indicate and address the Chairperson. No member when speaking shall be interrupted unless called to order, when he or she shall sit down and the member so calling the point of order shall be heard in preference to any other speaker, and the Chairperson shall decide without discussion on the point of order, before the subject is resumed, or any other subject entered upon. No member may speak to any motion after the same has been put by the Chairperson and has been voted upon. When two or more members indicate they wish to speak, the Chairperson shall call upon the member, who, in his or her opinion, indicated first.

The mover and the seconder, except a seconder performer of any motion or amendment, shall be held to have spoken to the same. In the discussion, no member shall be allowed to speak more than once, except strictly in explanation, except the mover of the original motion, who shall have the right of reply.

A member when speaking must confine his or her remarks to the subject under debate and avoid personalities. He or she shall not use any discourteous language or reflect on any member whilst in debate. Any member feeling dissatisfied with the decision of the Chairperson on any point of order may appeal to the members present provided that the appeal is seconded. In cases of appeal from the ruling of the Chairperson, a temporary Chairperson will be appointed from the Committee and the question shall be as follows- 'Shall the decision of the Chairperson stand as the judgement of the meeting?' and this question shall be decided without debate.

If after two speakers have spoken successfully on the same side of a question, and no speaker follows on the other side, the Chairperson shall submit the motion or amendment to the meeting after affording the mover the right of reply.



No motion that 'the question now be put' shall be entertained at any meeting. A motion having been duly moved and seconded, discussion thereon may be interrupted by some, or all of the following further motions, which in tum must be seconded, but of which no notice shall be required.

- (a) to amend the motion
- (b) to postpone the motion
- (c) to adjourn the motion
- (d) to adjourn the meeting

An amending motion shall not be a mere negative, but must be relevant to the original motion, may be moved or seconded by any member whether he or she has or has not already spoken on the original motion, must not be moved after the question is put, gives no right of reply to the mover and cannot be withdrawn without the consent of the meeting. Before a motion to adjourn debate is put to the mover or the question under debate shall be allowed the right of reply. No other discussion shall be permitted.

The mover of a resolution shall have the right to re-open the debate when it is resumed.

Before a motion to adjourn the meeting is put, the mover of the question shall have the right to reply.

## **22. FUNDS AND ACCOUNTS**

### **22.1 Control of Funds**

- (a) The funds of the Association are to be used in pursuance of the objects of the Association.
- (b) The Treasurer may reimburse expenses incurred by any Member or any Committee Member on behalf of the Association in accordance with rule 12.2.

### **22.2 Source of Association Funds**

- (a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Association must, as soon as practicable:
  - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt.

### **22.3 Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.





#### **22.4 Financial Statements and Financial Reports**

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting subrule (a), those requirements include—
  - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
  - (ii) the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - (iii) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);

### **23. THE ASSOCIATION'S BOOKS AND RECORDS**

#### **23.1 Custody of the Books of the Association**

- (a) The Books of the Association must be retained for at least 7 years.
- (b) The Committee Member responsible for custody of each book is outlined in section 12

#### **23.2 Prohibition on Use of Information in the Books of the Association**

- (a) A Member must not use or disclose information in the Books of the Association except for a purpose:
  - (i) that is directly connected with the affairs of the Association; or
  - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

#### **23.3 Returning the Books of the Association**

- (a) Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

#### **23.4 Inspecting the Record of Office Holders**

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

### **24. RESOLVING DISPUTES Schedule 1, item 18**

#### **24.1 Disputes Arising under the Rules**

- (a) This rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Association and one or more Members



that arise under the rules or relate to the rules of the Association.

- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 25.1(d) for the Committee to determine the dispute.
- (f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 25.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

#### **24.2 Mediation**

- (a) This rule applies:
  - (i) where a person is dissatisfied with a decision made by the Committee under rule 25.1; or
  - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 9.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 25.1(g) a party to a dispute may:
  - (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) 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 or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator



appointed to, or employed with, a not for profit organisation.

- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **24.3 Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.