

# Proposed Constitution of HISTORIC RACING CAR CLUB (QLD) INC

## 1 Interpretation

(1) In these rules

*Act* means the *Associations Incorporation Act 1981*.

### *present*

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The name of the incorporated association is

**HISTORIC RACING CAR CLUB (QLD) INC** (*the association*).

## 3 Objects

(1) The objects of the association are

(a) to organise, participate with other organisations or persons, and or promote motor sport and or motor sport related activities of an historic nature consistent with these objects.

(b) to organise, participate with other organisations or persons, and or promote social activities and other complementary activities consistent with these objects

(c) to afford to its members the means of social intercourse, rational recreation, mutual helpfulness and good fellowship between members.

## 4 Powers

(1) The association has the powers of an individual.

(2) The association may, for example

(a) enter into contracts and agreements; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Categories of Members

(1) Membership of the association shall be divided into the following categories

- (a) Category A Members
- (b) Category B Members
- (c) Category C Members
- (d) Category D Members
- (e) Category E Members
- (f) Category F Members; and
- (g) such other categories as are created from time to time under Rule 5 (2).

(i) **Category A Member:** A person who is actively involved in motor sport, for example but not limited to, a competitor, an entrant or an automobile preparer. Category A Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category A Members are entitled to notice of general meetings and to attend, vote and debate at general meetings.

(ii) **Category B Member:** A person who has 'retired from motor sport', i.e., not actively involved in motor sport as is a Category A Member. Category B Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category B Members are entitled to notice of general meetings and to attend, vote and debate at general meetings.

(iii) **Category C Member:** A person who wishes to participate in the social activities of the association and is not actively involved in motor sport as is a Category A Member. Category C Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category C Members are not entitled to vote or debate at general meetings.

(iv) **Category D Member:** A person who is the spouse, partner or child of a Category A or Category B Member. Category D Members are not entitled to vote or debate at general meetings.

(v) **Category E Member:** A person determined by the association to be a Life Member. Category E Members are entitled to notice of general meetings and to attend, vote and debate at general meetings.

(vi) **Category F Member:** A person determined by the management committee to be an Honorary Member. Honorary Membership is afforded for a length of time equal to the period of subscription (or part thereof) applicable to Category A, B and C membership commencing immediately upon such status being determined by the management committee. Category F Membership is

determined annually by the management committee. Category F Members are not entitled to vote or debate at general meetings.

(2) The association has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members

(3) The number of members is unlimited.

## **6 New Memberships**

(1) An applicant for membership of the association must be proposed by one member of the association (the **proposer**) and seconded by another member (the **seconder**).

(2) An application for membership must be

- (a) in writing; and
- (b) signed by the applicant and the applicants proposer and seconder; and
- (c) in the form decided by the management committee.

## **7 Membership Fees**

(1) The membership fee for each Category A, B and C member

- (a) is the amount decided by the members of the association from time to time at a general meeting; and
- (b) for the period of subscription decided by the members of the association from time to time at a general meeting; and
- (c) is payable when, and in the way, the management committee decides.

## **8 Admissions and Rejection of New Members**

(1) The management committee must consider an application for membership at the next committee meeting held after it receives

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance, the amount of the insurance.

(3) The management committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## 9 When Membership Ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.
- (3) The management committee may terminate a Category A, B, C or D members membership if the member
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least two (2) months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a Category A, B, C or D member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the Category A, B, C or D member, the management committee decides to terminate the membership, the secretary of the association must give the member a written notice of the decision.
- (6) The association may revoke a Life Membership if a Life Member (Category E Member)
  - (a) has been convicted of an indictable offence; or
  - (b) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the associationLife Membership can only be revoked by a majority vote of the members of the association present and eligible to vote at the meeting convened to consider the matter or the meeting at which the matter is considered.
- (7) Before the association revokes a Life Member's membership, the association must give the Life Member a full and fair opportunity to show why the membership should not be revoked.
- (8) If, after considering all representations made by the Life Member, the association decides to revoke the membership, the secretary of the association must give the Life Member a written notice of the decision.
- (9) The management committee may revoke an Honorary Membership if an Honorary Member (Category F Member)
  - (a) has been convicted of an indictable offence; or
  - (b) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

Honorary Membership can only be revoked by a majority vote of the members of the management committee present at the meeting convened to consider the matter or the meeting at which the matter is considered.

(10) Before the management committee revokes an Honorary Member's membership, the committee must give the Honorary Member a full and fair opportunity to show why the membership should not be revoked.

(11) If, after considering all representations made by the Honorary Member, the management committee decides to revoke the membership, the secretary of the association must give the Honorary Member a written notice of the decision.

## **10 Appeals against Rejection or Termination of Membership**

(1) A person whose application for membership has been rejected, or whose membership has been terminated or revoked, may give the secretary written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal from a person other than a Life Member (Category E Member), the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

(4) If the secretary receives a notice of intention to appeal from a Life Member (Category E Member), the secretary must, within three (3) months after receiving the notice, convene an Appellate Tribunal to decide the appeal.

*Note: In this rule 'convene' means to convene or, alternatively, to arrange with an external organisation to convene a Tribunal to hear the appeal.*

## **11 General Meeting to Decide Appeal**

(1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members of the association present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **12 Register of Members**

(1) The management committee must keep a register of members of the association.

(2) The register must include the following particulars for each member

- (a) the full name of the member;
- (b) the postal address of the member;
- (c) the date of admission as a member;
- (d) the date of death or resignation of the member;
- (e) details about the termination or reinstatement of membership;
- (f) any other particulars the management committee or the members of the association at a general meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **13 Prohibitions on Use of Information on Register of Members**

(1) A member of the association must not

- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

## 14 Election of President

(1) The association shall at an annual general meeting elect a President. A person seeking election for the position of President of the association must be a member of the association.

(2) The Secretary shall call for nominations for President at least 30 days prior to the meeting at which the President is to be elected.

(3) Nominations must be:

- (a) in writing;
- (b) on the prescribed form provided for that purpose (if any);
- (c) signed by a nominator and a seconder, who must be individual members of the association
- (d) certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated.
- (e) certified by the nominee (the **candidate**), separately to (d), that the nominee has read and acknowledges the Constitution of the association

(4) Nominations must be received by the Secretary at least 14 days prior to the annual general meeting at which the election is to be held and a list of the candidate/s name/s in alphabetical order, with the names of the members who nominated each candidate, shall be placed upon the agenda for that meeting.

(5) Even if there is only one candidate that person must be elected by a majority vote of each member present and eligible to vote. Where there are two or more candidates an election shall be held by ballot. The election shall be by secret ballot on papers prepared by the Secretary. Arising from the ballot (or ballots) the candidate with the highest number of votes (which must be at least 50% of the votes of members present and eligible to vote) will be declared elected.

(6) The President shall hold office for a term of one (1) year commencing immediately upon his election or until his earlier death, resignation, disqualification or removal by resolution of the association which may in its sole discretion so resolve. Before resolving to remove the President from office, the President must be given a full and fair opportunity to show cause as to why he or she should not be removed from office. The President has no right of appeal against removal from office under this rule. The President immediately vacates the office of President (and any other office held) in the circumstances mentioned in section 64(2) of the Act.

(7) The President shall immediately resign from office as President of the association (and Chairman of the management committee) should a vote of no confidence be passed at a meeting of the association at which a majority of the members present and eligible to vote, vote in favour of such resolution.

(8) In the event of the death, removal, resignation or disqualification from office of President of the association, the Vice President shall fill the vacancy and in so doing shall be deemed as having immediately resigned from office as Vice President of the association. The new President will hold office for the balance of the term of the President who has vacated the position.

## 15 Election of Vice President

(1) The association shall at an annual general meeting elect a Vice President. A person seeking election for the position of Vice President of the association must be a member of the association.

(2) The Secretary shall call for nominations for Vice President at least 30 days prior to the meeting at which the Vice President is to be elected.

(3) Nominations must be:

(a) in writing;

(b) on the prescribed form provided for that purpose (if any);

(c) signed by a nominator and a seconder, who must be individual members of the association

(d) certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated.

(e) certified by the nominee (the **candidate**), separately to (d), that the nominee has read and acknowledges the Constitution of the association

(4) Nominations must be received by the Secretary at least 14 days prior to the annual general meeting at which the election is to be held and a list of the candidate/s name/s in alphabetical order, with the names of the members who nominated each candidate, shall be placed upon the agenda for that meeting.

(5) Even if there is only one candidate that person must be elected by a majority vote of each member present and eligible to vote. Where there are two or more candidates an election shall be held by ballot. The election shall be by secret ballot on papers prepared by the Secretary. Arising from the ballot (or ballots) the candidate with the highest number of votes (which must be at least 50% of the votes of members present and eligible to vote) will be declared elected.

(6) The Vice President shall hold office for a term of one (1) year commencing immediately upon his election or until his earlier death, resignation, disqualification or removal by resolution of the association which may in its sole discretion so resolve. Before resolving to remove the Vice President from office, the Vice President must be given a full and fair opportunity to show cause as to why he or she should not be removed from office. The Vice President has no right of appeal against removal from office under this rule. The Vice President immediately vacates the office of Vice President (and any other office held) in the circumstances mentioned in section 64(2) of the Act.

(7) The Vice President shall immediately resign from office as Vice President of the association (and member of the management committee) should a vote of no confidence be passed at a meeting of the association at which a majority of the members present and eligible to vote, vote in favour of such resolution.

(8) In the event of the death, removal, resignation or disqualification from office of Vice President of the association, the association may elect a new Vice President to fill the vacancy. The new Vice President will hold office for the balance of the term of the Vice President who has vacated the position.

## 16 Membership of Management Committee

(1) The President, Immediate Past President and Vice President are automatically appointed as members of the management committee; all other members (other than appointments made by the management committee to fill a vacancy) are elected for appointment to the management committee.

(2) The management committee of the association shall consist of:

- (a) the President of the association (who shall also be the Chairperson of the management committee)
- (b) the immediate Past President of the association
  - (i) but only for the management committee term immediately following his term as President of the association
  - (ii) and subject to his acceptance of this position of office upon the management committee
- (c) the Vice President of the association
- (d) plus a Secretary, a Treasurer, and a maximum of four (4) other persons (all six (6) of whom must be a member of the association) that the association members present and eligible to vote at an annual general meeting **elect** for appointment to the management committee.

(3) Members of the management committee shall be appointed to the management committee for a term of one (1) year.

(4) At each annual general meeting of the association, the members of the management committee must retire from that office, but are eligible for either re-appointment (in the case of the President and Vice President of the association) or, on nomination, for re-election for appointment to the management committee.

(5) A person or entity appointed by the management committee to assist the management committee, for example but not limited to, a 'Minute Secretary' or 'Secretariat Provider'; or a person appointed to undertake a specific task, for example but not limited to, a 'Researcher' or 'Negotiator', does not become a member of the management committee unless so appointed by the management committee.

## 17 Election of other Management Committee Members

(1) The association shall at an annual meeting elect a Secretary, a Treasurer, and four (4) other persons for appointment to the management committee.

(2) Every person seeking election for appointment to the management committee must be:

- (a) a member of the association.
- (b) an adult; and
- (c) is not ineligible to be elected as a member under section 61A of the Act.

(3) The Secretary shall call for nominations at least 30 days prior to the meeting at which the persons are to be elected.

- (a) Nominations must be:
  - (i) in writing

- (ii) on the prescribed form provided for that purpose
- (iii) signed by a nominator and a seconder, both of whom must be members of the association
- (iv) certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated.
- (v) certified by the nominee (the **candidate**), separately to (iv), that the nominee has read and acknowledges the Constitution of the association

(4) Nominations must be received by the Secretary at least 14 days prior to the annual general meeting at which the election is to be held and a list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, shall be placed upon the agenda for that meeting.

(5) If, at the start of the annual general meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting subject to the nominations meeting the requirements of (3)(a).

(6) Even if there is only one candidate for any position that person must be elected by a majority vote of each member present and eligible to vote. Where there are two or more candidates for any position an election shall be held by ballot. The election shall be by secret ballot on papers prepared by the Secretary (balloting lists must be prepared containing the names of the candidates in alphabetical order). Arising from the ballot (or ballots) the candidate with the highest number of votes (which must be at least 50% of the votes of members present and eligible to vote) will be declared elected.

(7) Members of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee;

(8) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance, the amount of the insurance.

## **18 Resignations, Removal or Vacation of Office of Management Committee Member**

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

(2) The resignation takes effect at

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice, the later time.

(3) A member of the management committee may be removed from office at a general meeting of the association if a majority of the members of the association present and eligible to vote at the meeting vote in favour of removing the management committee member.

(4) Before a vote of members of the association is taken about removing the management committee member from office, the management committee member must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

(5) A management committee member has no right of appeal against the member's removal from office under this rule.

(6) A management committee member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **19 Vacancies on Management Committee**

(1) If a casual vacancy happens on the management committee, the continuing members of the management committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the association.

(4) 'Casual Vacancy' on the management committee, means a vacancy that happens when an appointed or elected member of the management committee resigns, dies or otherwise stops holding office.

## **20 Functions of Management Committee**

(1) Subject to these rules or a resolution of the members of the association carried at a special general meeting, the management committee, and only the management committee, has the general control and management of the administration of the affairs, property and funds of the association.

(2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note: The Act prevails if the association's rules are inconsistent with the Act - see section 1B of the Act.*

(3) The management committee may exercise the powers of the association

- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and

- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.

(4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by

- (a) the financial institution for the association; or
- (b) if there is more than one financial institution for the association, the financial institution nominated by the management committee.

## **21 Functions of Secretary**

(1) The secretary's typical functions include, but are not limited to

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.
- (e) maintaining the association's policy register

## **22 Functions of Treasurer**

(1) The Treasurer's typical functions include, but are not limited to

- (a) the financial management of the incorporated association
- (b) keep and maintain an asset register for the incorporated association
- (c) keep all documentation for payments made including receipts, invoices and statements
- (d) keep and maintain the incorporated association's deposit and cheque books
- (e) ensure that all payments are approved or ratified by the management committee and that they are recorded in the minutes

## **23 Meetings of Management Committee**

(1) Subject to this rule, the management committee may meet as frequently as it chooses and conduct its proceedings as it considers appropriate.

(2) The management committee must meet at least once every four (4) months to exercise its functions.

(3) The management committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the management committee.

(5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.

(7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

## **24 Quorums For, And Adjournment Of, Management Committee Meeting**

(1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee

(a) the meeting is to be adjourned for at least one (1) day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

## **25 Special Meeting of Management Committee**

(1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

- (4) A notice of a special meeting must state
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.

(5) A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

## **26 Minutes of Management Committee Meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting verifying their accuracy.

## **27 Appointment of Advisory Groups**

(1) The management committee may appoint any number of advisory groups consisting of members of the association, or other persons, considered appropriate by the management committee to provide advice on the conduct of specific activities within the associations operations. The composition, operation, duties and functions of advisory groups shall be in accordance with this Constitution and as determined by the management committee from time to time in consultation with members of the association and prescribed in Terms of Reference and/or Standing Orders.

(2) The management committee shall set the Terms of Reference and/or Standing Orders for any advisory group so appointed.

(3) The maximum number of persons appointed to any one advisory group shall be not more than six (6) persons plus a chairperson.

(4) The management committee shall appoint the chairperson of any advisory group so appointed.

(5) The advisory group chairperson or any advisory group member may only attend a management committee meeting upon invitation from the management committee chairperson.

(6) A member of the advisory group who is not a member of the management committee is not entitled to vote at a management committee meeting.

(7) At meetings of the advisory group, if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members of the advisory group present may choose one of their numbers to be chairperson of the meeting.

(8) An advisory group shall convene in accordance with its Terms of Reference and/or Standing Orders.

(9) A question arising at an advisory group meeting is to be decided by a majority vote of the advisory group members present at the meeting and, if the votes are equal, the question is decided in the negative.

(10) Any advice or recommendation recorded by advisory groups does not have any authority or other effect until such time as the management committee resolves to approve or ratify such advice or recommendation.

## **28 Appointment of Task Groups**

(1) The management committee may appoint any number of task groups consisting of members of the association, or other persons, considered appropriate by the management committee to undertake specific tasks, for example but not limited to, organising a race meeting. The composition, operation, duties and functions of task groups shall be in accordance with this Constitution and as determined by the management committee from time to time in consultation with members of the association and prescribed in Terms of Reference.

(2) The management committee shall set the Terms of Reference and/or Standing Orders for any task group so appointed.

(3) The number of persons appointed to any one task group shall be the number of persons deemed necessary by the management committee plus a chairperson.

(4) The management committee shall appoint the chairperson of any task group so appointed.

(5) The task group chairperson or any task group member may only attend a management committee meeting upon invitation from the management committee chairperson.

(6) A member of the task group who is not a member of the management committee is not entitled to vote at a management committee meeting.

(7) At meetings of the task group, if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members of the task group present may choose one of their numbers to be chairperson of the meeting.

(8) A task group shall convene and act in accordance with its Terms of Reference and/or Standing Orders.

## **29 Acts Not Affected By Defects or Disqualifications**

(1) An act performed in accordance with these Rules, Terms of Reference and/or Standing Orders by the management committee, an advisory group or a person acting as a member of the management committee is taken to have been validly performed.

(2) Sub rule (1) applies even if the act was performed when

(a) there was a defect in the appointment of a member of the management committee, advisory group or person acting as a member of the management committee; or

(b) a management committee member, advisory group member or person acting as a member of the management committee was disqualified from being a member.

### **30 Resolutions of Management Committee without Meeting**

(1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by one or more members of the committee.

### **31 Annual General Meetings**

(1) Annual general meeting must be held

(a) at least once each year; and

(b) within three (3) months after the end date of the association's reportable financial year.

### **32 Businesses to Be Conducted At Annual General Meeting of Level 1 Incorporated Associations and Particular Level 2 And 3 Incorporated Associations**

(1) This rule applies only if the association is

(a) a level 1 incorporated association; or

(b) a level 2 incorporated association to which section 59 of the Act applies; or

(c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and audit report, for the last reportable financial year;

(b) presenting the financial statement and audit report to the meeting for adoption;

(c) electing members of the management committee;

(d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

(e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

### **33 Businesses to Be Conducted at Annual General Meeting of Other Level 2 Incorporated Associations**

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;

(b) presenting the financial statement and signed statement to the meeting for adoption;

(c) electing members of the management committee;

(d) appointing an auditor, an accountant or an approved person for the present financial year.

### **34 Businesses to Be Conducted at Annual General Meeting of Other Level 3 Incorporated Associations**

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee.

*Note:*

*Level 1 incorporated association means an incorporated association that has*  
*(a) current assets of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000; or*

*(b) total revenue of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000.*

*Level 2 incorporated association means an incorporated association that is not a level 1 incorporated association or a level 3 incorporated association.*

*Level 3 incorporated association means an incorporated association that has*

*(a) current assets of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000; and*

*(b) total revenue of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000.*

*Total revenue, of an incorporated association, means the association's total income during the last financial year from all the association's activities before any expenses, including the cost to the association of goods sold by the association, are deducted.*

### **35 Notice of General Meeting**

(1) The secretary may call a general meeting of the association.

(2) The secretary must give at least fourteen (14) days notice of the meeting to each member of the association.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The management committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing

(a) a meeting called to hear and decide the appeal of a person against the management committee's decision

(i) to reject the person's application for membership of the association; or

(ii) to terminate the person's membership of the association;

(b) a meeting called to hear and decide a proposed special resolution of the association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

### **36 Quorums For, And Adjournment Of, General Meeting**

(1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one (1) person.

(2) However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1) person.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

(5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association

(a) the meeting is to be adjourned for at least seven (7) days; and

(b) the management committee is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.

(9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **37 Procedures at General Meeting**

(1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.

(3) At each general meeting

(a) the president is to preside as chairperson; and

(b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

### **38 Voting At General Meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and eligible to vote.
- (2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **39 Special General Meeting**

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within fourteen (14) days after
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus one (1) person; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the secretary
  - (a) is directed to call the meeting by the management committee; or

(b) is given the written request mentioned in sub rule (1)(b); or

(c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).

(4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

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**40 Proxies**

(1) An instrument appointing a proxy must be in writing and be in the following or similar form

-----  
**Historic Racing Car Club (Qld) Inc**

I, ..... of ....., being a  
member of the association, appoint .....  
of .....  
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be  
held on the ..... day of .....20..... and at any adjournment of the meeting.  
Signed this ..... day of ..... 20.....

Signature: .....  
Print Name: .....

- (2) The instrument appointing a proxy must
  - (a) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation
    - (i) be under seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form

-----  
**Historic Racing Car Club (Qld) Inc**

I, ..... of ....., being a member of the association, appoint ..... of ..... as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the ..... day of .....20..... and at any adjournment of the meeting.

Signed this ..... day of ..... 20.....

Signature: .....

Print Name: .....

This form is to be used

in favour of

*[strike out whichever is not wanted]*

against

the following resolutions:

*List relevant resolutions:*

-----  
-----  
-----

## **41 Minutes of General Meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the association, the secretary must, within twenty eight (28) days after the request is made

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **42 By-Laws**

(1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a vote of members at a general meeting of the association.

## **43 Alterations of Rules**

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **44 Common Seal**

(1) The management committee must ensure the association has a common seal.

(2) The common seal must be

(a) kept securely by the management committee; and

(b) used only under the authority of the management committee.

(3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by

(a) the secretary; or

(b) another member of the management committee; or

(c) someone authorised by the management committee.

## 45 Funds and Accounts

(1) The funds of the association must be kept in an account, or accounts, in the name of the association in a financial institution, or financial institutions, decided by the management committee; such institution/s must be the holder of an Australian Financial Services (AFS) licence.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the association of \$100.00 or more must be made only by cheque or electronic funds transfer.

(5) When a payment is made by cheque, the cheque must be signed by any two (2) of the following

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association. However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.

(6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable - account payee only'.

(7) A petty cash account, if kept, must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

(8) All expenditure must be approved or ratified at a management committee meeting and recorded in the minutes of the meeting.

## 46 General Financial Matters

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## 47 Documents

(1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

**48 Financial Years**

(1) The end date of the association's financial year is **30<sup>th</sup> September** in each year.

**49 Distributions of Surplus Assets to another Entity**

(1) This rule applies if the association

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule: '**surplus assets**' see section 92(3) of the Act.

**End**

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