



# **CONSTITUTION**

## **(Rules)**

### **of the**

# **NSW Torana Club Incorporated**

**Approved at the Annual General Meeting of 17<sup>th</sup> March 2018**



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Steven Hennessy  
President  
17<sup>th</sup> March 2018

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Rosemary Schiebel  
Secretary  
17<sup>th</sup> March 2018



## THE CONSTITUTION OF THE NSW TORANA CLUB INC.

*Incorporation Number: 9884965. Date of Incorporation: 16<sup>th</sup> January 2006*  
*Revised 27<sup>th</sup> December 2017*

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## 1. Mission

- (1) To provide Holden Torana owners with an organised social framework by which to enjoy their cars in the company of like-minded people.

## 2. Objectives

- (1) To achieve its objectives, the Club will:
  - (a) Listen to its members.
  - (b) Endeavour to provide an enjoyable membership experience.
  - (c) Maintain a friendly and respectful club environment.
  - (d) Limit full membership to those who are registered owners of a Torana or have a Torana as work-in-progress and want to participate. Rules 6(3)(a) and 6(3)(c) refer.
  - (e) Provide a membership opportunity for associates who do not own a Torana but may wish to participate in club activities.
  - (f) Provide for an honorary membership class. Rules 6(14) and 6(15) refer.
  - (g) Conduct its business in an open and professional manner.
  - (h) Provide strong and fair leadership and management based on sound business principles.
  - (i) Promote the Holden Torana ownership experience.
  - (j) Use the experience and expertise of members for the good of the Club.
  - (k) Comply with all legal and statutory regulations.
  - (l) Protect the good names of 'Holden' and 'Torana', and that of the NSW Torana Club Inc.
  - (m) Utilise the Internet for real-time member communications.
  - (n) Endeavour to continuously improve its operations and member services.

## 3. Definitions

- (1) In these Rules:
  - (a) **'Commissioner'** means the Commissioner of the Office of NSW Fair Trading.
  - (b) **'The Club'** means the NSW Torana Club Inc.
  - (c) **'The Association'** means the NSW Torana Club Inc.
  - (d) **'Committee'** means the Management Committee of the NSW Torana Club Inc.
  - (e) **'The Secretary'** means:
    - (i) the person holding office under these Rules as Secretary of the Club, or
    - (ii) if no such person holds that office - the public officer of the Club.
  - (f) **'Full Member'** means an eligible-to-vote member.

- (g) **'Special General Meeting'** means a General Meeting of the Club other than an Annual General Meeting.
- (h) **'The Act'** is the Associations Incorporation Act 2009.
- (i) **'The Regulation'** means the Associations' Incorporation Regulation 2016.
- (j) **'Club Rules'** means the Constitution of the NSW Torana Club.
- (k) **'Club Manual'** means the By-Laws of the NSW Torana Club.

#### **4. Club Manual (By-Laws)**

- (1) Members are required to abide by the Club's policy and directives as set-out in the Club Manual.

#### **5. Code of Conduct**

- (1) Members and Associates must not:
  - (a) Refuse or neglect to comply with a provision or provisions of the Club Rules and/or the Club Manual.
  - (b) Wilfully act in a manner prejudicial to the interests of the Club.
  - (c) Behave in a manner contrary to this Code of Conduct.
  - (d) Act in a disrespectful, anti-social or undesirable manner towards another person or persons.
  - (e) Drive an unregistered or uninsured vehicle on runs (off-road activities excluded).
  - (f) Partake in a Club activity under the influence of alcohol or illegal drugs.
  - (g) Challenge the decision of judges at car shows.
  - (h) Discuss Club matters to a person or persons outside the Club without the prior approval of the committee.
  - (i) Penalties can include reprimand, run exclusion, suspension or expulsion from the Club.
- (2) Runs are at the heart of the existence of the NSW Torana Club. Such runs are controlled by a Run Coordinator. Members and associates are required to understand the run rules as detailed in the Manual.

### **Membership**

#### **6. Classes of Membership**

- (1) There are five membership classes, these are:
  - (a) Life Member.
  - (b) Full Member.
  - (c) Associate Member.
  - (d) Probationary Member.
  - (e) Honorary Member.
- (2) Life Member. A life member is a creditor of the club who was instrumental in the club's financial establishment. Life members enjoy

the same benefits and rights as full or associate members, depending upon Torana ownership.

- (3) Full Member. A person is accredited full membership providing the person:
  - (a) Is a registered owner of a Holden Torana.
  - (b) Has, in addition to holding normal or historic/modified registration, third-party property or full comprehensive insurance.
  - (c) Possesses a 'work-in-progress' Torana, which may be admitted as qualifying the member for full membership at the discretion of the committee.
  - (d) Is the holder of a driver's licence valid in Australia.
  - (e) Has served 12 months as a probationary member. Rule 12 refers.
  - (f) Has:
    - (i) applied to become a member under Rule 7 (1), and
    - (ii) been approved as a member by the committee.
- (4) Full Members whose circumstances change i.e., disposal of their Torana, will be offered associate member status if they wish to remain in the Club.
- (5) Full Members wishing to apply for historic, classic or modified registration must acquaint themselves with the policy and conditions as detailed the Club Manual.
- (6) A person who has applied and been accepted for full membership in accordance with Rule 7 is to be probationary for the first 12 months of their membership to allow the committee to establish whether the applicant is suitable to continue as a full member.
- (7) To encourage member participation, a full member is required to attend a minimum of three (3) events during each membership year (July-June). Failure to do so will result in the member being reclassified to associate status at the committee's discretion.
- (8) Associate Member. A person who is qualified to be an associate who has a genuine interest in the Holden Torana, and:
  - (a) who has applied to become an associate, and
  - (b) who has been approved as an associate by the committee.
- (9) An Associate Member:
  - (a) has no voting rights,
  - (b) cannot be nominated or appointed as an office bearer, and
  - (c) cannot contribute to a quorum.
- (10) Ongoing membership for an associate is entirely at the discretion of the committee.

- (11) Probationary Member. A person who is undergoing the twelve-month probationary period prior to being accepted for full membership.
- (12) A Probationary Member has:
  - (a) no voting rights,
  - (b) cannot be nominated or appointed as an office bearer, and
  - (c) cannot contribute to a quorum.
- (13) Ongoing membership for a probationary member is entirely at the discretion of the committee.
- (14) Honorary Member. A person who has bestowed significant contribution to the Club, or is a family member of a club member. They enjoy the same benefits as a full member with similar rights, depending upon Torana ownership.
- (15) Ongoing membership for an honorary member is entirely at the discretion of the committee.

## **7. Membership - Application, Nomination and Sponsoring**

- (1) The nomination and sponsorship of a person for membership must be made, in writing, on the Membership Application Form (NSWTC-06). The applicant is to complete the form and then the sponsor and seconder, who must be financial members, are to ensure the form is correctly completed. After which they enter their details, date and signature and then submit the form to the Membership Officer.
- (2) As soon as practical after the completion of the form, it is to be lodged with the committee for consideration. Once a determination has been made, the Membership Officer must notify the applicant, in writing, of the committee's decision of whether the application has been approved or rejected. If approved, the Membership Officer is to request the nominee to pay (within the period of 28 days after receipt by the applicant of the notification), the monies combining the joining fee and annual subscription.
- (3) The Membership Officer must, on receipt of payment from the applicant, enter the applicant's name in the Register of Members and allocate him/her a membership number.

## **8. Cessation of Membership**

- (1) A person ceases to be an associate or member if the person:
  - (a) dies,
  - (b) resigns as an associate or full member,
  - (c) is expelled, or

- (d) fails to pay the annual membership fee within 30 days after the fee is due. Rule 12(1) refers.

## **9. Membership Entitlements Not Transferable**

- (1) A right, privilege or obligation which a person has by reason of being an associate or full member:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's associateship or membership.

## **10. Resignation of Membership**

- (1) A member or associate may resign, in writing, at any time. No fees, in whole or part, paid by the member or the associate are refundable.

## **11. Register of Members**

- (1) The Membership Officer is to ensure that a register of members and associates is maintained, specifying the name and postal or residential address together with the date on which the person became a member or associate.
- (2) A member may request a hardcopy of his/her membership details. A copy fee, as determined by the committee, will apply. This fee is detailed in the Club Manual.

## **12. Fees and Subscriptions**

- (1) A new member or associate must, on admission to the Club, pay a joining and a membership fee of an amount that is determined by the committee. These fees are detailed in the Club Manual. The membership fee is due on 30th June each year regardless of when a member or associate joined.

## **13. Members' Liabilities**

- (1) The liability of a full member or associate to contribute towards the payment of the debts and liabilities or the costs, charges and expenses of the winding-up of the Club is limited to the amount, if any, unpaid by the full member or associate in respect of membership fees as required by Rule 12.

## **14. Disciplining of Members**

- (1) A complaint may be made in writing to the committee by any person that a member or associate has:



- (a) persistently refused or neglected to comply with a provision or provisions of the Rules and By-Laws, and/or
  - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Club, and/or
  - (c) behaved in a manner contrary to the Code of Conduct as published by the Club, and/or
  - (d) acted in a disrespectful manner towards another person or persons.
  - (e) in the case of a committee member, not fulfilling the duties that would reasonably be expected of that committee member.
- (2) On receiving such a complaint, the committee must:
  - (a) cause notice of the complaint to be served on the member or associate concerned.
  - (b) give the member or associate at least 14 days from the time the notice has been served within which to respond to the committee in connection with the complaint, and
  - (c) take into consideration any submissions made by the member or associate in connection with the complaint.
  - (d) in the case of a committee member, exclude that member from the committee's deliberations.
- (3) Reprimand, Exclude or Expel. The committee may, by resolution, reprimand, exclude from club activities, expel or suspend the member or associate from membership if, after considering the complaint and any submissions made in connection with the complaint, is satisfied that the facts alleged have been proved.
- (4) Should the committee expel or suspend a member or associate, the Secretary must within seven (7) days after the action is taken:
  - (a) cause written notice to be given to the member or associate of the action taken.
  - (b) state the reasons given by the committee for having taken that action, and
  - (c) advise the member or associate's right of appeal under Rule 15.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the full member or associate is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member or associate exercises the right of appeal, unless and until the Club confirms the resolution under Rule 15, whichever is the later.

- (6) If a member is expelled from the club, the remaining portion of that member's membership fee shall be forfeited.

#### **15. Right of Appeal of Disciplined Member**

- (1) A member or associate may appeal against a resolution under Rule 14. Such an appeal is to be lodged in writing to the Secretary within seven (7) days the notice being served.
- (2) On receipt of an appeal from a member or associate, the Secretary is to notify the committee which is to convene a special general meeting to be held within 28 days after the date on which the Secretary received the appeal.
- (3) At the Special General Meeting:
  - (a) No business other than that of the appeal is to be transacted, and
  - (b) the committee and the member or associate must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the eligible-to-vote members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) A member whose membership has been terminated may not re-join the Club.
- (4) The appeal is to be determined by a simple majority of votes. Should a 50/50 vote occur, the meeting chairperson shall have a deciding casting vote.
- (5) No right of appeal is available for a member or associate who has been expelled for misconduct, Refer Club Manual Rule 2(1).

#### **16. Internal Disputes**

- (1) A complaint may be made to the committee by any person that a member has breached the code of conduct and/or the Club's Rules and Club Manual.
- (2) Internal disputes, either member-to-member or member-to-committee shall be made in writing only. The plaintiff shall, within seven (7) days, receive written acknowledgement of receipt of the complaint.
- (3) A written response from the committee will be sent within 21 (twenty-one) days of receipt of the written complaint.

## **17. Resolution of Internal Disputes**

- (1) In the event a dispute cannot be resolved by the committee, disputes between members and/or associates, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983 (v 15.01.16).
- (2) Seven (7) days prior to the commencement of mediation, parties are to exchange statements of the issues that are in dispute and provide copies to the mediator.
- (3) Should a dispute not be resolved within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 2010 refers.

## **Club Management**

### **18. Committee**

- (1) The committee is elected to control and manage the affairs of the Club in accordance with the Club's objectives.
- (2) The committee may exercise all such functions as may be required other than those that are required by these Rules to be exercised by a special general meeting of members, and has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.
- (3) The committee is to consist of the office-bearers each of whom is to be elected at the annual general meeting.
- (4) The office-bearers are to be:
  - (a) President (Public Officer).
  - (b) Vice President (Floating).
  - (c) Secretary.
  - (d) Treasurer.
  - (e) Run Coordinator.
  - (f) Membership Officer.
  - (g) Webmaster.
- (5) The roles of the office-bearers are detailed in the Club Manual.
- (6) Each member of the committee is, subject to these Rules, to hold office until stood-down prior to the election of committee members at the next annual general meeting. Such members are eligible to re-nominate for office subject to Rule 19(14).

- (7) Non-Disclosure Agreement. Members elected to the committee are required to sign a Non-Disclosure Agreement before taking part in any management committee business.
- (8) Conflict of Interest. Members of the management committee cannot be seen to have a conflict of interest, and if voted on to a management committee of another NSW car club, must resign their position on the committee.
- (9) In the event of a vacancy occurring within the committee, the committee may appoint:
  - (a) an existing committee member to add the vacant role to their existing duties, or
  - (b) a qualifying member to the office and to hold that office until the election of office bearers at the next annual general meeting.

#### **19. Election of Office-Bearers**

- (1) A member may nominate for any committee position, other than that of Vice President, provided:
  - (a) the member has completed 12 months membership,
  - (b) owns a Torana, and
  - (c) meets Club requirements.
- (2) Nominations of candidates for election as office-bearers must be made on the Committee Nomination Form and be delivered to the Secretary at least twenty-eight (28) days prior to the date of the annual general meeting.
- (3) Nominees are to be notified fourteen (14) days prior to an annual general meeting of who has nominated for which committee position.
- (4) Should insufficient nominations be received to fill the vacancies on the committee, those candidates nominated will be taken to be elected. Further nominations are to be sought at the annual general meeting to fill the vacant positions.
- (5) A committee member may hold up to two (2) committee positions (other than that of President and Vice President).
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected and no ballot is required.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.

- (8) To enable as many eligible-to-vote members as possible to participate in the secret ballot, such a ballot may be conducted by use of the Internet/email, directed in-confidence, to the Secretary. Members without an internet connection will be offered a postal option.
- (9) No proxy voting is offered.
- (10) The ballot results for the election of office-bearers is to be administered in such a usual and proper manner as the committee may direct. This includes the compilation and counting of Internet/email votes by the Secretary and overseen by an observer as selected by members, from those present at the meeting.
- (11) The election ballot results are to be announced by the meeting's chairperson.
- (12) Only full members, qualifying honorary and qualifying life members have the right to vote at the annual general meeting. Associates and non-qualifying honorary and non-qualifying life members have no voting rights.
- (13) The Secretary shall, as soon as practicable after being elected, lodge notice with the committee of his or her address.
- (14) The President shall be restricted to a term of two (2) consecutive years, but can be re-appointed to the role after twelve (12) months. However, should no nominations be received for the role of President, and all other avenues to fill the position from the membership have been exhausted, the current president can nominate again for a further twelve-month term. All other committee positions can continue dependent on nomination and ballot voting.
- (15) The Vice President (floating) shall be filled by one of the elected office-bearers as determined by the committee. 'Committee Positions' in the Club Manual refer.

## **20. Casual Vacancies**

- (1) In the event of a casual vacancy occurring on the committee, a qualifying member may be appointed to fill the position until the next annual general meeting is held.

## **21. Disciplinary Action of a Committee Member**

- (1) Should disciplinary action be required against a committee member, it shall be dealt with by the committee.
- (2) The Club, at a special general meeting may, by resolution, may remove any member of the committee from the position the member holds before the expiration of the member's term of office, and may, by

resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

- (3) If a member of the committee to whom a proposed resolution referred to in Rule 21(2) relates, makes representations in writing to the Secretary or President, and requests that the representation be notified to the members, the member is entitled to require that the representations be read-out at the meeting at which the resolution is considered.
- (4) A committee member if removed for reasons brought under Rule 14, has no right of appeal if the resolution does not include expulsion or suspension from the Club.
- (5) A member who has been removed from the committee may not renominate for a committee position.

## **Meetings**

### **22. Committee Meeting**

- (1) The committee must meet at least three (3) times in each period of 12 months at a date, time and place as the committee may determine. Additional meetings of the committee may be convened by the President or by any member of the committee as required.
- (2) Oral, electronic or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours, or such other period as may be unanimously agreed on by the members of the committee, before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under Rule 22(1) must specify the general nature of the business to be transacted and no business other than that business is to be transacted, except business which the committee members present unanimously agree to treat as urgent business.
- (4) Any three (3) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business is to be transacted by the committee unless a quorum is present, and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to a place and a date unanimously agreed on by the members of the committee.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (7) At a meeting of the committee:
  - (a) the President or, in the President's absence, the Floating Vice President is to preside, or
  - (b) if the President and the Floating Vice President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **23. Delegation by the Committee to a Sub-Committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees, consisting of such member or members as the committee thinks fit, the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by The Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this Rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) Associates and members of associate status are not eligible to become members of a sub-committee.

### **24. Voting and Decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee, including the person presiding at the meeting, is entitled to only one vote, however in the event of an equal number of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 22(4), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **25. Annual General Meeting**

- (1) Except for the first annual general meeting, the Club must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year, convene an annual general meeting of its members. The meeting convening criteria is as follows:
  - (a) the financial year is to be a calendar year January- December.
  - (b) the annual general meetings will be held preferably, in March of each year, or
  - (c) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

## **26. Annual General Meetings - The Calling of and Business At**

- (1) The annual general meeting is, subject to the Act and to Rule 25, to be convened at such place, and on such date and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) Confirm the Minutes of the last preceding annual general meeting and of any special general meeting/s held since that meeting.
  - (b) Receive from the relevant committee members reports on the activities with respect to their roles and general items if required, during the last preceding financial year.
  - (c) Elect office-bearers in accordance with Rule 19.
  - (d) Receive and consider the statement which is required to be submitted to members under The Act.
- (3) An annual general meeting must be specified as such in the notice convening it. All members shall be notified of its convening thirty (30) days prior and such notice will be given by posting it on the website and/or by individual email from the Secretary.



- (4) Financial members and associates only are permitted to attend the annual general meeting.
- (5) Twenty-five percent (25%) of the club's total eligible-to-vote members must be in attendance on the day to constitute a quorum.
- (6) Issues to be raised at the annual general meeting by eligible-to-vote members must be lodged with the Secretary 14 days prior to the meeting.
- (7) Issues to be raised at the annual general meeting by associates must be lodged with the Secretary via an eligible-to-vote member 14 days prior to the meeting.

## **27. Annual General Meetings - Voting**

- (1) On any question arising at an annual general meeting, a member has one (1) vote only.
- (2) External votes, including those for the election of office bearers, must be submitted either by postal or by electronic ballot as determined and directed by the committee. Only one voting method may be used per ballot.
- (3) Where an equality of votes on a question arises, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any annual general meeting unless all monies due and payable by the member are paid in respect of the then current financial year.
- (5) Associates are not eligible to vote at the annual general meeting.

## **28. General Meetings**

- (1) Regular General Meetings are not held.

## **29. Special General Meetings**

- (1) The committee may, whenever it thinks fit, convene a special general meeting. This can be on a date and time or be held as part of a club run or event or at a location that complies with Rule 30.
- (2) The committee must, on the requisition in writing of at least ten (10) per cent of the eligible-to-vote members, convene a special general meeting.
- (3) A Requisition of Members for a special general meeting must:
  - (a) state the purpose or purposes of the meeting,

- (b) be signed by the members making the requisition,
  - (c) be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) Should the committee fail to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in Rule 29(4) must be organised by the committee.

### **30. Notice to Members of a Special General Meeting**

- (1) Except if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution, the Secretary must, at least 14 days before the date fixed for the holding of such meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Such notice may be given by posting it to the website.
- (2) If the nature of the business proposed to be dealt with at a special general meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 30(1), the intention to propose the resolution as a special resolution. Such notice may be given by posting it to the website.
- (3) No business other than that specified in the notice convening a special general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 26.
- (4) A member desiring to bring any business before a special general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a special general meeting given after receipt of the notice from the member.
- (5) Associates desiring to bring any business before a special general meeting cannot do so themselves. Associates must have such notice under Rule 30(4) given by an eligible-to-vote member.

### **31. Procedure**

- (1) No item of business is to be transacted at a special general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) eligible-to-vote members present at a special general meeting, constitute a quorum for the transaction of the business of a special general meeting.
- (3) If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by electronic notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present being at least three (3) is to constitute a quorum.
- (5) Associate members are not entitled to vote or constitute a quorum under these Rules.

### **32. Presiding Member**

- (1) The President or, in the President's absence, the Floating Vice President, is to preside as Chairperson at any special general meeting.
- (2) If the President and the Floating Vice President are absent or unwilling to act, the members present must elect one of the remaining office bearers to preside as chairperson at the meeting.
- (3) If the remaining office bearers are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33. Adjournment**

- (1) The chairperson of a special general meeting at which a quorum is present may, with the consent of the majority of eligible-to-vote members present at the meeting, adjourn the meeting from time to time and place to place whilst complying with the location requirements of Rule 30(1), but no business is to be transacted at an

adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a special general meeting is adjourned for 14 days or more, the Secretary must give written, electronic or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

#### **34. Making of Decisions**

- (1) A question arising at a special general meeting is to be determined:
  - (a) on a show of hands by eligible-to-vote members, or
  - (b) if on the motion of the chairperson or if five (5) or more eligible-to-vote members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried, either unanimously or by a majority or lost. An entry to that effect in the minutes, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **35. Special Resolution**

- (1) A Resolution is a Special Resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters (75%) of eligible-to-vote members at a special general meeting of which at least 21 days written or electronic notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or
  - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in Paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

#### **36. Voting**

- (1) On any question arising at a Meeting or special general meeting a member has one (1) vote only.
- (2) In the case of an equality of votes on a question at a special general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (3) A member is not entitled to vote at any or special general meeting unless all monies due and payable by the member has been paid in respect of the then current financial year.
- (4) Associate members have no voting rights.

### **37. Appointment of Proxies**

- (1) There is no provision for proxy voting.

### **38. Risk Management**

- (1) The committee may affect and maintain various types of insurance as it feels may be necessary from time-to-time.
- (2) It is not compulsory for the Club to take out public liability insurance under the Act, unless it arranges an event to which the public is to attend in addition to members and associates, in which case a specific policy should be bought just for that event, and offset by revenue generated by that event.
- (3) Members, associates and others participating in Club-organised and other events agree to take responsibility for their own actions. The Club and its committee will not be responsible for the negligence of any person or persons whatsoever.
- (4) Members, associates and all persons taking part in Club activities must ensure that the vehicles they drive in are:
  - (a) fully road worthy,
  - (b) registered,
  - (c) have compulsory third-party insurance cover, and
  - (d) comprehensive or third-party property insurance.
- (5) Persons taking part in Club activities waive the right to claim damages of any kind, consequential or otherwise, from the Club and/or its office bearers.

### **39. Funds - Source**

- (1) Funds are to be derived from entrance fees and annual subscriptions of members and associates, donations, sponsorships, and, subject to any resolution passed at an annual general meeting or a special general meeting, other such sources as the committee determines.
- (2) All monies received must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Treasurer, as soon as practicable after receiving any money, must issue a receipt in accordance with current Australian Consumer Law (ACL) requirements.

## **Funds - Management**

- (1) Subject to any resolution passed at a special general meeting, funds are to be used in pursuance of the objects in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two (2) designated members of the committee. The Club's cheque book shall be kept in the custody of the Treasurer.
- (3) Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objectives of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

## **40. Alteration of Mission, Constitution and Objectives**

- (1) The Mission Statement and Constitution may be altered, rescinded or added to only by:
  - (a) a special resolution at a special general meeting, or
  - (b) a special resolution at an annual general meeting.
- (2) The Committee, by resolution, may make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Club.

## **41. Common Seal**

- (1) The Common Seal shall be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the committee and the affixing of it must be attested by the signatures of the President or Vice President and one other member of the committee.

## **42. Custody of Books**

- (1) Except as otherwise stated in these Rules, the President must keep in his or her control all records, books and other documents relating to the Club.

Custody of the Minutes of meetings is granted to the Secretary, and these are to be brought to all meetings.

- (2) Custody of the financial records is granted to the Treasurer, and these are to be brought to all meetings.
- (3) Custody of the membership records is granted to the Membership Officer, a summary of which is to be brought to all meetings.

**43. Inspection of Books**

- (1) All records are available for inspection by members upon request and by arrangement. Such inspections are subject to Rule 47.

**44. Service of Notices**

- (1) For the purpose of these Rules, a notice may be served on or given to a person by:
  - (a) delivering it to the person personally.
  - (b) sending it by pre-paid post to the address of the person.
  - (c) sending it by facsimile transmission or some other form of electronic transmission (such as email) to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served in the case of a notice:
  - (a) given or served personally, on the date on which it is received by the addressee,
  - (b) sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post,
  - (c) sent by facsimile transmission or some other form of electronic transmission on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, then, on that date.

**45. Sound Documentation Practice**

- (1) The committee will observe good documentation practice in the maintenance of the Club Manual. Each section of the Club Manual is to be reviewed periodically to ensure that it reflects current regulations and practice, in particular, the Club Rules are to be checked against the Model Rules for Incorporated Associations as published by NSW Fair Trading. The issue date of the updated Rules is to be stated in the 'Related Documents' panel in the Club Rules header. The name of the reviewer is to be shown in the 'Reviewed by' panel in the header panel of all documents in the Club Manual. The next review date is to be shown in the 'Next Review Date' panel in the header panel of all documents in the Club Manual.
- (2) Members and associates are to be advised by the Secretary when the Club Manual is updated, and a copy will be emailed upon request.

**46. Privacy**

- (1) The Club's privacy policy is detailed in the Club Manual and is designed to comply with the appropriate law and to protect members and associates individually and as a group.

- (2) Audio and/or visual recording at any meeting is strictly forbidden with the exception of the Secretary taking audio recordings for the purpose of the keeping of the Minutes of the meeting.
- (3) At meetings, any device capable of recording audio and/or visual content is to be surrendered to the chairperson.

**47. Distribution of Property and Assets on Wind-Up of The Association**

- (1) To wind-up the Club:
  - (a) requires a special resolution be passed;
  - (b) the appointment of a liquidator if required;
  - (c) all assets to be realised and all debts paid; and
  - (d) surplus assets to be transferred to another association with similar objectives.
- (2) The Club will not distribute surplus assets to its members, except in the circumstances as specified in Section 65(3) of the Associations Incorporation Act 2009.



**Change History**

<b><u>Date</u></b>	<b><u>Action</u></b>
15/01/2006	Original submission of Rules to NSW Fair Trading upon application for incorporation.
29/04/2007	Constitution review and resubmission to NSW Fair Trading.
07/04/2009	Constitution amendment lodged with NSW Fair Trading.
00/03/2018	Constitution review and resubmission to NSW Fair Trading.

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