



# **MG CAR CLUB CANBERRA INCORPORATED**

## **CLUB CONSTITUTION**

**12 September 2024**

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## PART 1 - PRELIMINARY

### 1. Title

The title of the association shall be MG Car Club Canberra Incorporated (in these rules called 'the Club').

### 2. Interpretation

#### (1) Definitions.

In these rules, unless a contrary intention appears:

'Banking Corporation' means a bank, building society or credit union.

'Committee' means the group of Members defined in rule 16.

'Eligible Member' means a Member eligible to vote at a General Meeting. See rule 33.

'Executive' means the president, vice-president, treasurer, and secretary.

'Financial Year' means the year ending on 30 June.

'Member' means a member of the Club, however described, in a By-law of the Club.

'Ordinary Committee Member' means a member of the Committee who is not an Executive member as defined in rule 16(2).

'Registrar' means the person holding office as the Registrar of Incorporated Associations under the Act.

'the Act' means the *Associations Incorporation Act 1991*.

(2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to documents, electronic messages or other modes of representing or reproducing words in a visible form.

#### (3) Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

### 3. Public Officer

(1) The public officer of the Club shall be the secretary, or any other Committee member nominated by the Committee.

(2) A person is not eligible to be the public officer unless the person resides in the Australian Capital Territory and is at least 18 years of age.

(3) The public officer may, by resolution of the Committee, be removed from office.

(4) The office of the public officer shall be taken to be vacant if the public officer:

- (a) is removed from office pursuant to rule (3);
- (b) resigns from office;
- (c) dies;

- (d) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from mental or physical incapacity;
  - (f) was convicted or released from imprisonment in respect of an offence referred to in Sub-section 63(1) of the Act within 5 years immediately preceding his or her appointment as public officer, or is convicted of such an offence after taking office; or
  - (g) ceases to reside in the Australian Capital Territory.
- (5) Where a vacancy occurs in the office of the public officer, the Committee shall, within 14 days after the vacancy occurred appoint a person to fill the vacancy.

#### **4. Objects and Purposes**

- (1) The objects of the Club are:
- (a) to bring together owners of, and persons interested in, MG cars and such other cars produced by the MG Car Company and its successors which may from time to time be deemed acceptable in an applicable By-law;
  - (b) to promote motor sporting, social, and display events for Members of the Club;
  - (c) to promote the restoration and maintenance in good order of all cars deemed acceptable in the applicable By-law; and
  - (d) to provide a forum for the exchange of information about all cars deemed acceptable in the applicable By-law.
- (2) In addition to the objects, the Club has the following purposes:
- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Club;
  - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
  - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Club;
  - (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Club;
  - (e) the taking of such steps from time to time as the Committee or the Members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Club, whether by way of donations, subscriptions, sponsorships or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Committee or the Members in General Meeting may think desirable for the promotion of the objects and purposes of the Club;
  - (g) the borrowing and raising of money in such manner and under such terms as may be approved or directed by resolution passed at a General Meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Club;

- (h) subject to the provisions of the Trustee Ordinance 1957, the investment of any monies of the Club not immediately required for any of its objects or purposes in such manner as the Committee may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax Assessment Act 1936-1965 of the Commonwealth relates;
- (j) the establishment and support or aiding in the establishment or support, of any other Club formed for any of the objects of the Club;
- (k) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Club or of any of the objects and purposes specified in the foregoing provisions of this rule; and
- (l) to promote better driving standards, friendship and courtesy on the road.

## **PART 2 - MEMBERSHIP**

### **5. Membership**

- (1) As one of the objects of the Club is to bring together the owners of, and persons interested in, MG cars the Club will control its membership such that 75 per cent or more of the Eligible Members are the owners of, or part of a membership that is the owner of a car deemed acceptable in the applicable By-law.
- (2) Categories of membership identifying limits, if any, on the rights, responsibilities, or number of memberships available under any membership category shall be defined in a By-law.
- (3) Life Members may be appointed by the Club in recognition of services rendered to the Club. The eligibility of, and procedure for, nominating a Member for life membership shall be specified in a By-law.
- (4) The Committee may accept any person as an honorary Member for any period. Members of an interstate or overseas MG Car Club visiting the ACT region shall, upon notification to the Committee, automatically become honorary Members of the Club for the duration of their visit or as specified by the Committee.

### **6. Qualification for Membership**

- (1) Application for membership of the Club shall be made in writing to the secretary on the form prescribed by the Committee from time to time.
- (2) Application forms shall be accompanied by a payment comprising any required joining fee and the first year's annual subscription determined in accordance with rules 7(1) and 7(2).
- (3) Following confirmation by the secretary or other Committee member responsible that the nominee satisfies the entry conditions specified in the relevant By-law, the secretary or other Committee member responsible shall, on payment of the amounts referred to in rules 7(1) and (2), enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee shall qualify and become a Member of the Club.

### **7. Fees and Subscriptions**

- (1) The amounts of any joining fee, annual subscription and any other fees shall be published in a By-law.
- (2) The annual subscription of a Member is due and payable on the first of July each year.

Membership of the Club is valid to the end of the Club's Financial Year but may be extended as provided for in rules 7(3) and 9(1)(a).

- (3) At the discretion of the Committee, payments by a new Member of the full annual subscription near the end of the Financial Year will entitle that Member to membership for the remainder of that year and all of the next year.

## **8. Membership Entitlements**

- (1) All Members shall be entitled to the benefits of the Club and shall be entitled to attend all meetings events and functions, subject to the payment of any prescribed fees.
- (2) A right, privilege or obligation which a person has by reason of being a Member of the Club:
  - (a) except under rule 34, cannot be transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.
- (3) The rules of the Club are taken to bind the Club and its Members from time to time as if the rules had been signed and sealed by each Member and contained covenants on the part of each Member to observe all the rules.
- (4) Members of the Club are entitled to expect goodwill, courtesy, good manners and like behaviours in relation to all matters concerning the Club.

## **9. Cessation of Membership**

- (1) A person ceases to be a Member of the Club if the person:
  - (a) fails to renew his or her membership on or before the commencement of the Club's new Financial/Membership Year. An extension of time to renew membership must be approved by the Committee;
  - (b) at any time, resigns from the Club;
  - (c) dies; or
  - (d) has their membership cancelled as a result of disciplinary action taken under Rule 12.
- (2) Any person shall, upon ceasing to be a Member, forfeit all right and claim upon the Club and its property and funds. Any property belonging to the Club shall be returned on cessation of membership.
- (3) Where a person ceases to be a Member, the secretary shall make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

## **10. Resignation of Membership**

A Member may resign his/her membership of the Club by giving notice in writing to the secretary of the Member's intention to resign. The Member shall provide a date that the resignation is to apply from, and the Member will cease to be a Member from that date.

## **11. Members Liability**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership as required by rule 7.

## **12. Dispute Resolution and Disciplining of Members**

- (1) The procedures for dealing with a dispute between a member and another member; or a member and the Committee shall be in accordance with the Model Rules published under the relevant Regulation of the Act.
- (2) The following are grounds for disciplinary action to be taken against a member:
  - (a) the member has failed to comply with the Act or the Club's rules
  - (b) the member has acted in a way that is likely to be harmful to the Club.
- (3) If the Committee is satisfied that that a ground for disciplinary action exists in relation to a member of the Club, the Committee may, by resolution, propose to take disciplinary action against the member in relation to the member's status as a member.
- (4) If the Committee passes a resolution under rule 12(3), the disciplinary procedures of the Club shall be in accordance with the Model Rules published under the relevant Regulation of the Act.

## **13 Right of Appeal of Disciplined Member**

- (1) An appeal of a disciplinary decision taken against a member shall be conducted in accordance with the Model Rules published under the relevant Regulation of the Act.

## **14. Register of Members**

- (1) The secretary, or any other member of the Club nominated by the Committee, shall maintain a Register of Members in which shall be entered the following particulars:
  - (a) the name of the Club;
  - (b) the name, address and contact details of each Member of the Club;
  - (c) the date on which each Member became a Member of the Club;
  - (d) the date, if any, on which each Member ceased to be a Member of the Club, and
  - (e) any information required to be kept by the Club under the ACT Concessional Registration Scheme or any similar scheme.
- (2) The Register of Members shall be available for inspection by Members at reasonable times at the address of the secretary or at a place in the Australian Capital Territory nominated by the Committee.
- (3) The place at which the register is available for inspection is to be published in each annual return.

## **PART 3 - THE COMMITTEE**

### **15. Powers of the Committee**

- (1) The affairs of the Club shall be managed by a Committee constituted as provided in rule 16.
- (2) The Committee, subject to the Act, these rules, and to any resolution passed by the Club in General Meeting:



- (a) shall control and manage the business and affairs of the Club;
  - (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in General Meeting;
  - (c) 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; and
  - (d) shall have power to make, amend or cancel By-laws for the better management of the Club. Such By-laws
    - (i) shall not be inconsistent with the Act or these rules;
    - (ii) must be presented to members for consultation prior to their discussion at a General Meeting of the Club before the By-law is made, amended or cancelled; and
    - (iii) will remain in force until cancelled or amended.
- (3) Executive members of the Committee may issue instructions in matters of urgency connected with the management of the affairs of the Club during intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

## **16. Composition, Roles, and Membership**

- (1) The Committee shall consist of:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the secretary; and
  - (e) three Ordinary Committee Members.
- (2) The president, vice-president, treasurer, and secretary shall be the Executive members of the Committee.
- (3) Position Descriptions for all members of the Committee shall be detailed in a Club Management Policy. Members of the Executive, other than the vice-president, may not be assigned other substantial Club responsibilities.
- (4) Each member of the Committee shall hold office until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election. However, a member of the Committee is not entitled to be nominated for the same Executive position on the Committee for a period in excess of three consecutive years.
- (5) In the event of a vacancy in the membership of the Committee, the Committee may appoint an Eligible Member of the Club to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment. Any period of appointment under this rule shall be disregarded when considering the period specified in rule 16(4).

## **17. Election of Committee Members**

- (1) Only Eligible Members of the Club may stand for election to the Committee.

- (2) Nominations for election as president, vice-president, secretary, treasurer or as an Ordinary Committee Member:
  - (a) must be made in writing on the form prescribed in a By-law, and
  - (b) must be given to the secretary not later than the commencement of the Annual General Meeting at which the election is to take place.
- (3) An Eligible Member may be nominated for more than one Committee position.
- (4) Committee positions shall be elected in the following sequence:
  - president
  - secretary
  - treasurer
  - vice-president
  - the three Ordinary Committee Members
- (5) If only one nomination is received for any Committee position the Member nominated is taken to be elected.
- (6) Once an Eligible Member is elected to a Committee position he/she is ineligible to be elected to any other Committee position.
- (7) If insufficient nominations are received to fill a vacancy on the Committee, further nominations may be received at the annual general meeting.
- (8) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be vacancies.
- (9) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot must be held.

## **18. Vacancies**

- (1) For the purposes of these rules, a Committee position becomes vacant if the incumbent:
  - (a) dies;
  - (b) ceases to be a Member of the Club;
  - (c) resigns the office by writing under his or her hand addressed to the Committee;
  - (d) is removed from office pursuant to rule 19;
  - (e) becomes an insolvent under administration within the meaning of the corporations law;
  - (f) suffers from mental or physical incapacity;
  - (g) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
  - (h) fails to pay all arrears of subscription due by him or her within 14 days after receiving a notice in writing, signed by the secretary, stating that he or she has ceased to be a financial Member of the Club; or
  - (i) is disqualified from office under Sub-section 63(1) of the Act because of a conviction, whether in or outside the Australian Capital Territory, for an indictable offence in relation to the promotion, formation or management of a body corporate or an offence involving fraud or dishonesty punishable by imprisonment for a period of three months or more.

## **19. Removal of Committee Members from Office**

The Club in General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Committee from office before the expiration of the member's term of office.

## **20. Committee Meetings and Quorum**

- (1) The Committee shall meet either in person or on-line at such place and at such times as the Committee may determine.
- (2) Additional meetings of the Committee may be called by the president or any three of its members.
- (3) Oral or written notice of a meeting shall be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting called under rule 20(2) shall specify the general nature of the business to be transacted, and no other business shall be transacted at such a meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the Committee, of which one must be a member of the Executive, constitutes a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted unless a quorum is present and if within one half hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place at the same hour of the same day in the following week.
- (7) If at the adjourned meeting, a quorum is not present within one half hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee:
  - (a) the president, or in his absence, the vice-president; or
  - (b) if the president and the vice-president are absent, one of the members of the Executive may be chosen to preside by the Members present.
- (9) The Committee may invite to attend a Committee meeting any such person as it thinks fit, whether or not those persons are Members of the Club, but a person so invited is not entitled to vote.
- (10) Minutes of Committee meetings are to be kept.

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

- (1) The Committee may in writing appoint sub-committees as it thinks fit and shall prescribe the powers and functions thereof. These powers and functions may not include:
  - (a) this power of delegation; or
  - (b) a function which is a function imposed on the Committee by the Act, by any other law of the Australian Capital Territory, or by resolution of the Club in General Meeting.
- (2) The Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are Members of the Club, but a non-Member so co-opted is not entitled to vote.
- (3) Two appointed members of a sub-committee constitute a quorum at a meeting of the sub-

committee.

- (4) Notwithstanding 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, in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it considers appropriate.

## **22. Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are decided 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 one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the Committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **23. Disclosure of Interest in Contracts**

- (1) A member of the Committee who has an interest in any contract or arrangement made or proposed to be made with the Club shall disclose that interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if the interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of an interest.
- (2) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he or she is interested, and if such a vote is cast, it shall not be counted.

## **PART 4 - GENERAL MEETINGS**

### **24. Holding of Ordinary General Meetings**

The Club shall hold an Ordinary General Meeting, which may be declared to be a Special General Meeting, on a schedule of dates and at times to be determined and promulgated by the Committee.

### **25. Holding of Annual General Meetings**

- (1) The Club shall, once in each calendar year, and within 5 months after the end of each Financial Year of the Club, hold an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be in addition to any other general meetings that may be

held in the same year but may be held at the same place and on the same date as an Ordinary or Special General Meeting.

## **26. Calling of and Business at Annual General Meetings**

- (1) The Annual General Meeting of the Club shall be called on such day and at such time and place as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
  - (b) to receive from the Committee, reports on the activities of the Club during the last preceding Financial Year, including but not limited to:
    - (i) the audited statement of the Club's accounts in respect of the most recently ended Financial Year of the Club; and
    - (ii) a copy of the auditor's report to the Club in relation to the Club's accounts for that Financial Year;
  - (c) to elect the members of the Club Committee;
  - (d) to appoint the auditor and determine the Auditor's remuneration; and
  - (e) to determine the remuneration of any servants of the Club.
- (3) An Annual General Meeting shall be specified as such in the notice calling it in accordance with rule 28.
- (4) An Annual General Meeting shall be conducted in accordance with the provisions of this Part.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

## **27. Calling of a Special General Meeting**

- (1) The Committee may, whenever it thinks fit, call a Special General Meeting of the Club.
- (2) The Committee shall, on the requisition in writing of not less than 10 Eligible Members, call a Special General Meeting of the Club.
- (3) A requisition for a Special General Meeting will state the purpose or purposes of the meeting, be signed by the Eligible Members making the requisition, be lodged with the secretary of the Club and may consist of several documents in a similar form, each signed by one or more of the Eligible Members making the requisition.
- (4) If the Committee fails to call a Special General Meeting within 35 days after the date on which a requisition of Members for the meeting is lodged with the Club secretary, any one or more of the requisitioners may call the meeting. Any meeting so called shall not be held later than three months from the date the requisition was lodged.
- (5) A Special General Meeting called by a Member or Members referred to in rule 27(4) shall be called in the same manner or as close as is practical to the way in which such meetings are called by the Committee. All reasonable expenses incurred in calling a meeting by a Member or Members shall be reimbursed by the Club to the Members incurring them.

## **28. Notice of General Meetings**

- (1) Except if the nature of the business proposed to be dealt with at an Annual or Special General Meeting requires a special resolution of the Club, the secretary shall, at least 14 days before the date fixed for the holding of the Annual or Special General Meeting, send a notice in the manner provided in rule 43, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at an Annual or Special General Meeting requires a special resolution of the Club, the secretary shall, at least 21 days before the date fixed for the holding of the Annual or Special General Meeting, cause the notice to be handed or sent to each Member in the manner provided in rule 43 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a Special resolution.
- (3) No business other than that specified in the notice calling an Annual or Special General Meeting shall be transacted at the meeting, except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 26(2).
- (4) Subject to section 50 of the Act, the accidental failure to give a notice under rule 28(1) or rule 28(2) to any Member, or the non-receipt of such a notice by any Member, shall not invalidate the proceeding of that General Meeting or invalidate any act, matter, thing done, or resolution passed at the General Meeting.
- (5) An Eligible Member desiring to bring any business before an Annual or Special General Meeting may give notice in writing of that business to the secretary who shall include it in the next notice calling an Annual or Special General Meeting given after receipt of the notice from the Member.

## **29. Procedures and Quorum for General Meetings**

- (1) No item of business shall be transacted at any General Meeting unless a quorum of Eligible Members is present in person or by proxy during the time when the meeting is considering that item.
- (2) A quorum for the transaction of the business of an Annual General Meeting or Special General Meeting shall be 5% of Eligible Members, provided at least one shall be an Executive member and another three are Committee members.
- (3) A quorum for an Ordinary General Meeting shall be 5% of Eligible Members, provided at least one shall be an Executive member and another three are Committee members.
- (4) If within one half hour after the appointed time for the commencement of a General Meeting a quorum is not present or represented by proxy, the meeting, if held upon the requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the same week of the following month at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting, a quorum is not present or represented by proxy within one half hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5% of Eligible Members, provided at least one shall be an Executive member and another three, are Committee members) shall constitute a quorum.
- (6) If at the adjourned meeting, a quorum is not present within one half hour after the time appointed for the meeting;
  - (a) in the case of an Annual General Meeting, the meeting shall again be held in accordance with rule 26(1);
  - (b) in any other case, the meeting shall be dissolved.

- (7) Minutes of all General Meetings of the Club are to be kept.

### **30. Presiding Member**

- (1) The president, or in the absence of the president, the vice-president, shall preside at each General Meeting of the Club.
- (2) If the president and vice-president are absent from a General Meeting, the Eligible Members present shall elect a member of the Executive to preside at the meeting.

### **31. Adjournment**

- (1) The person presiding at a General Meeting at which a quorum is present or represented by proxy may, with the consent of the majority of Eligible Members present or represented by proxy at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General Meeting is adjourned for 14 days or more, the secretary shall give notice of the adjourned meeting to each Member of the Club in accordance with rule 28(1).
- (3) Except as provided in rules 31(1) and 31(2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making of Decisions**

- (1) A question arising at a General Meeting of the Club shall be determined on a show of hands and any proxy votes having been correctly lodged in accordance with rule 34. A declaration by the person presiding that a resolution has been carried or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a General Meeting of the Club, a secret ballot may be demanded by the person presiding or by not less than ten Eligible Members.
- (3) A secret ballot that is demanded on the election of the person to preside at a General Meeting, or on a question of adjournment, shall be taken immediately and a secret ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the person presiding may direct.

### **33. Voting**

- (1) Subject to rule 33(3), upon any question arising at a General Meeting of the Club a Member has one vote only.
- (2) All votes shall be given personally or by proxy, but no Member may hold more than two proxy votes except the presiding Member who may hold up to two undirected proxy votes and an unlimited number of directed proxy votes.
- (3) In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) Except under rule 9(1)(a), a Member or proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the Member to the Club has been paid.
- (5) Honorary Members admitted under rule 5(4), and Members under the age of 17 are not entitled to vote.

### **34. Appointment of Proxies**

- (1) Each Eligible Member is entitled to appoint another Eligible Member as proxy by written notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The form for the notice appointing the proxy shall be set out in a By-law.

## **PART 5 - FINANCIAL**

### **35. Income and Property**

- (1) The funds of the Club shall be derived from event participation fees, sponsorship, donations, joining fees and annual subscriptions of Members and, subject to any resolution passed by the Club in General Meeting and subject to section 114 of the Act, such other sources as the Committee determines.
- (2) The Committee must make a By-law concerning the acquisition, maintenance, disposal of and accounting for, Club property.
- (3) The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects and purposes of the Club and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any Member of the Club.
- (4) The Club shall not:
  - (a) appoint a person who is a member of the Committee to any office of the Club to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (5) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or Member of the Club of:
  - (a) remuneration in return for services actually rendered to the Club by the servant or Member or for goods supplied to the Club by the servant or Member in the ordinary course of business;
  - (b) interest at a rate to be determined by the Committee on moneys lent to the Club by the servant or Member; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Club by the servant or Member.

### **36. Accounts**

- (1) True accounts shall be kept:
  - (a) of all sums of money received and expended by the Club and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits and liabilities of the Club.
- (2) The treasurer of the Club shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operation and business of the Club in such form and manner as required by the Act. These accounting records shall be retained for at least seven years after the transactions to which they relate were completed.



- (3) The accounts, books and records referred to in rules 36(1) and 36(2) shall be kept at the Club's office or at such other place as the Committee may decide.

### **37. Banking and Finance**

- (1) The Committee shall cause to be opened with such Banking Corporation as the Committee selects, accounts in the name of the Club, into which the treasurer or other Member nominated by the Committee shall deposit all monies received as soon as practicable and without deduction.
- (2) The treasurer of the Club or any other Member appointed by the Committee for the purpose shall, on behalf of the Club, receive all monies paid to the Club and as soon as practicable record the receipt of the money in the Club's books of account. If a Member or other person requests a receipt for any payment they have made; it shall be issued.
- (3) The Committee may receive from the Club's Banking Corporation(s) notice of drawings by the Club on any of its accounts and may release and indemnify the Banking Corporation(s) from and against all claims, actions, suits or demands that may be brought against the Banking Corporation(s) arising directly or indirectly out of those drawings.
- (4) No drawing shall be made on the Club's account except for the payment of expenditure that has been authorised by the Committee.
- (5) Drawings referred to in this rule may be in the form of:
  - (a) cheques; or
  - (b) subject to any limitations determined by the Committee as to amount and source,
    - (i) credit card; or
    - (ii) debit card; or
    - (iii) electronic funds transfer (EFT).
- (6) The Committee must specify any limitations determined in rule 37(5)(b) in a By-law.
- (7) Subject to rule 37(5), the Committee may provide the treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- (8) All cheques, drafts, bills of exchange, promissory notes, authorisations and other negotiable instruments shall be authorised by the treasurer, or in his absence, by such other member of the Committee as the Committee may nominate for that purpose, and shall also be authorised by one other member of the Executive.

### **38. Annual Statement of Accounts**

- (1) As soon as practicable after the end of the Club's Financial Year, the Committee shall cause a statement of the Club's accounts to be prepared.
- (2) The statement of accounts shall not be misleading and shall give a true and fair account of:
  - (a) the income and expenditure of the Club during the most recently ended Financial Year of the Club;
  - (b) the assets and liabilities of the Club at the end of that Financial Year; and
  - (c) any mortgages, charges or other securities of any description affecting any property of the Club at the end of that Financial Year.

### **39. Auditor**

- (1) The accounts of the Club shall be audited in accordance with section 74 of the Act.
- (2) At each Annual General Meeting of the Club, the Eligible Members present shall appoint the auditor of the Club.
- (3) A person so appointed shall hold office until the Annual General Meeting next after that at which he/she was appointed.
- (4) If an appointment is not made at the Annual General Meeting, the Committee shall appoint an auditor of the Club for the then current Financial Year of the Club.
- (5) If a casual vacancy occurs in the office of the auditor during the course of a Financial Year of the Club, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

#### **40. Audit of Accounts**

- (1) At least once in each Financial Year of the Club, the accounts of the Club shall be examined by the auditor.
- (2) The Committee shall take reasonable steps to ensure that the audit of the Club's accounts is completed at least 14 days before the audited statement of the accounts is required to be presented at the Annual General Meeting of the Club.
- (3) The auditor shall certify as to the correctness of the accounts of the Club and shall report thereon to the Members present at the Annual General Meeting.
- (4) In this report, and in the certification to the accounts, the auditor shall state:
  - (a) whether the information required by the auditor has been obtained;
  - (b) whether the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Club according to the information available, the explanations given and as shown by the books of the Club; and
  - (c) whether the rules relating to the administration of the funds of the Club have been observed.
- (5) The treasurer of the Club shall cause to be delivered to the auditor a list of all the accounts, books and records of the Club.
- (6) The Auditor:
  - (a) has a right of access at all reasonable times to the accounts, books, records, vouchers and documents of the Club;
  - (b) may require from the servants of the Club such information and explanations as may be necessary for the performance of his duties as auditor;
  - (c) may employ persons to assist in investigating the accounts of the Club; and
  - (d) may, in relation to the accounts of the Club, examine any member of the Committee or any servant of the Club.
- (7) In the event of a treasurer retiring before the normal term of office, an audited balance sheet must be presented to, and accepted by, the Committee prior to the resignation being accepted.

### **PART 6 - MISCELLANEOUS**

#### **41. Alteration of Objects and Rules**

- (1) The rules of the Club may be amended by a special resolution passed by at least 75% of those Eligible Members of the Club who vote in person or by proxy.
- (2) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting, being a meeting of which at least 21 days notice, accompanied by a notice of intention to propose the resolution as a Special resolution.
- (3) An amendment to the objects and rules of the Club shall not be effective until a notice has been lodged with the Registrar in the form promulgated by the Act.

#### **42. Common Seal**

- (1) The common seal of the Club shall be in the form of a rubber stamp inscribed with the name of the Club encircling the word 'Common Seal'.
- (2) The common seal of the Club shall not be affixed to any instrument except by the authority of the Committee and the affixing thereof shall be attested by the signatures either of two members of the Committee or one member of the Committee and of the public officer of the Club or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- (3) The common seal shall remain in the custody of the secretary or other member of the Committee determined by the Committee.

#### **43. Service of Notices**

- (1) A notice may be served on any Member by causing it to be:
  - (a) handed to the Member, or
  - (b) sent by pre-paid ordinary post to the Member's postal address appearing in the Register of Members, or
  - (c) sent by electronic means to the Member's electronic address appearing in the Register of Members.
- (2) Where a notice is sent to a person by properly addressing, prepaying and sending by mail, or electronic means, to the person the notice shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter or electronic message would have been delivered in the ordinary course of events.
- (3) For the purposes of this rule, a notice handed to, or sent to the address of, any Member shall be taken to have been handed to or sent to all Members registered under that membership.

#### **44. Custody and Inspection of Books**

The custody or control of the records, books and other documents of the Club shall be the responsibility of the secretary, and are to be open for inspection at a place in the Australian Capital Territory, free of charge, by a Member of the Club, subject to any reasonable restrictions regarding time and manner of inspecting that may be imposed by the Committee.

#### **45. Periodical**

The Club will publish a periodical to be known as 'Tappet Chatter'. The purpose and guidelines for the content of the periodical shall be covered in a By-law.

**46. Dissolution**

- (1) In the event of membership being less than eight Members notice shall be served on Eligible Members of a General Meeting to determine, as a special resolution, whether the Club should be dissolved. If at the General Meeting at least 75% of the Eligible Members present or by proxy vote to dissolve the Club, it shall be dissolved.
- (2) Upon dissolution assets and funds on hand shall, after payment of all expenses and liabilities, be handed over to such other similar Club having objects similar to those stated in rule 4 or as provided in section 92(1)(b) of the Act.