



MG CAR CLUB CANBERRA INCORPORATED

CLUB CONSTITUTION

12 August 1993

THE MG CAR CANBERRA INCORPORATED
CONSTITUTION

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AMENDMENT RECORD

Amendment No	Date	Rules Amended	Amended By	Date
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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) In these rules, unless a contrary intention appears:

'financial year' means the year ending on 30 June;

'member' means a member, however described, of the Club;

'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 printing, lithography, photography and other modes of representing or reproducing words in a visible form.

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Act 1967.

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 Sub-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 of the Club shall, within 14 days after the vacancy occurred appoint a person to fill the vacancy.

4. Objectives and Purposes

- (1) The basic objectives 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 Co and its successors which may from time to time be deemed acceptable;
 - (b) to promote social and motor sporting events for members of the Club;
 - (c) to promote better driving standards, friendship and courtesy on the road;
 - (d) to promote the restoration of all models listed under Sub-rule (1)(a) and their maintenance in good order;
 - (e) to provide a forum for the exchange of information about cars listed under Sub-rule (1)(a).

- (2) In addition to the basic objects of the Club, the objects and purposes of the Club shall be deemed to include:
 - (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, 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 the Committee may think fit or 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 basic objects of the Club; and
- (k) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Club or of any of the objects and purposes specified in the foregoing provisions of this Sub-rule.

PART 2 - MEMBERSHIP

5. Membership

- (1) As the primary objective 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 voting members are the owners of, or part of a family membership that is the owner of, an MG car.
- (2) Life members shall be appointed as such by the Committee in recognition of services rendered to the Club. Nominations for life membership must be made by at least two voting members of the Club. It will be the duty of the Committee to seek a quorum decision of Club members before bestowing life membership.
- (3) The Committee may accept any person as an honorary member for any period as they see fit. Members visiting the ACT region from an interstate or overseas MG Car Club shall automatically become honorary members for the duration of their visit.

6. Application 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 the joining fee and the first year's annual subscription determined in accordance with Sub-rules 7(1) and 7(2)
- (3) Following confirmation that the nominee satisfies the entry conditions specified in the By-laws made under Sub-rule 15(2)d to these rules, the Assistant Secretary shall on payment of the amounts referred to in Sub-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 become a member of the Club.

7. Fees and Subscriptions

- (1) The amount of the annual subscription and joining fee may be altered from time to time by the Committee by resolution. The schedule of fees will be published as a by-law to this constitution.
- (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 associations financial year but may be extended as provided for in Sub-rules 7(3) and 9(1)(a). Persons who apply for membership after the first of January each membership year, if accepted, will be required to pay one half of the annual subscription. As soon as practicable after the payment of the annual subscription members are to be issued with the membership cards to which they are entitled.
- (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

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) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.
- (3) All members and invited guests shall be subject to the rules and regulations of the Club.

9. Cessation of Membership

- (1) Membership of the Club ceases if a person:
- (a) fails to renew his or her membership within two months of the commencement of the Club's new financial year but this may be extended at the discretion of the Committee;
 - (b) at any time, resigns from the Club;
 - (c) dies; or
 - (d) is expelled from the Club.
- (2) Any person shall, upon ceasing to be a member of the Club, 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.

10. Resignation of Membership

- (1) A member is not entitled to resign from membership of the Club except in accordance with this rule.
- (2) A person who has paid all amounts payable by the member to the Club may resign by first giving notice (being not less than one month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign. The Committee shall consider such notice. Upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a person ceases to be a member, the Assistant Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

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. Disciplining of Members

- (1) Where the Committee is of the opinion that a member:
- (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club;

the Committee may, by resolution:

- (c) by unanimous vote, expel the member from the Club; or

- (d) by majority vote, suspend the member from such rights and privileges of membership of the Club as the Committee may determine for a specified period.
- (2) Where the Committee passes a resolution under Sub-rule 12(1), the Secretary shall within seven days of the resolution, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the member that he or she may do either or both of the following:
 - (i) attend and speak at the meeting; or
 - (ii) submit to the Committee at or prior to the date of that meeting, written representations relating to the resolution.
- (3) At a meeting of the Committee mentioned in Sub-rule 12(2), the Committee shall:
- (a) give to the member mentioned in Sub-rule 12(1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
 - (c) by resolution, determine whether to confirm or to revoke the resolution of the Committee made under Sub-rule 12(1).
- (4) Where the Committee confirms a resolution under Sub-rule 12(3), the Secretary shall, within seven days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Rule 13.
- (5) A resolution confirmed by the Committee under Sub-rule 12(3) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against a resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with Sub-rule 12(4).

13. Rights of Appeal of Disciplined Member

- (1) A member may appeal to the Club in General Meeting against a resolution of the Committee which is confirmed under Sub-rule 12(3), within seven days after a notice of resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under Sub-rule 13(1), the Secretary shall notify the Committee which shall convene a Special General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) At the meeting of the Club convened under Sub-rule 13(2):

- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under Sub-rule 12(3) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Sub-rule 12(3), then that resolution is confirmed.

14. Register of Members

- (1) The Assistant Secretary (or any other committee member nominated by the Committee) of the Club shall maintain a Register of Members in which shall be entered the following particulars:
- (a) the name of the Club;
 - (b) the name and address of each member of the Club;
 - (c) the date on which each member became a member of the Club; and
 - (d) the date, if any, on which each member ceased to be a member of the Club.
- (2) The Register of Members shall be available for inspection by members at reasonable times at the address of the Assistant Secretary or at a place in the Australian Capital Territory nominated by the Club's 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, publish and amend By-laws for the better management and control of the Club which shall not be inconsistent with these rules. These By-laws will remain in force until cancelled or amended.

16. Composition and Membership

(1) The Committee shall consist of:

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| (a) the President; | (e) the Editor; |
| (b) the Treasurer; | (f) the Sporting Secretary; |
| (c) the Secretary; | (g) the Social Secretary. |
| (d) the Assistant Secretary; | |

The immediate Past President shall be invited to serve as a full member of the Committee.

The President, Treasurer and Secretary shall be Executive members of the Committee (the Executive).

- (2) Each member of the Committee shall, subject to these rules, 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 hold the same position on the Committee for a period in excess of three consecutive years.
- (3) In the event of a vacancy in the membership of the Committee, the Committee may appoint a 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.
- (4) The Executive 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.
- (5) The Committee shall elect a Vice President from amongst its members.

17. Election of Committee Members

- (1) All voting members of the Club are eligible for election to the Committee.
- (2) Nominations of candidates for election as committee members of the Club:
- (a) shall be made in writing, signed by two members of the Club, and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) shall be delivered to the Secretary of the Club no later than the commencement of the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations have been received at the Annual General Meeting, to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected. Further nominations for the positions remaining unfilled shall be received at the Annual General Meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (7) The ballot for the election of committee members shall be conducted at the Annual

General Meeting by secret ballot, the results of which shall be declared by simple majority.

- (8) A person is not eligible to simultaneously hold more than one position on the Committee.
- (9) At the time of the election, five of the seven Committee members shall be the owner of an MG car (as defined in Sub-rule 4(1)(a) or part of a family membership which owns an MG car.

18. Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a member of the Committee occurs if the member:
 - (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 Quorums

- (1) The Committee shall meet at least once in each month (except January) at such place and at such times as the Committee may determine. Minutes of such meetings are to be kept.
- (2) Special 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 Sub-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 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 unless the meeting was a Special Meeting, in which case it lapses.
- (7) If at the adjourned meeting, a quorum is not present within one 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 remaining members of the Committee 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.

21. Delegation by the Committee to a Sub-Committee

- (1) The Committee may at any time appoint a sub-committee from the Committee 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 person 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 at any time revoke wholly or in part any delegation under this rule..
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (2) Each person 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 except as stated in Sub-rule 21(2) but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Sub-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 is interested 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 convene an Ordinary General Meeting, which may be declared to be a Special General Meeting, once each month excluding January, on a date and at a time to be determined and promulgated by By-law.

25. Holding of Annual General Meetings

- (1) The Club shall, once in each calendar year, in the month of September, convene 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 convened 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 a 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 convening it.
- (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, convene a Special General Meeting of the Club.
- (2) The Committee shall, on the requisition in writing of not less than 10 members, convene 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 members making the requisition, 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 members making the requisition.
- (4) If the Committee fails to convene 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 convene the meeting. Any meeting so convened shall not be held later than three months from the date the requisition was lodged.
- (5) A Special General Meeting convened by a member or members referred to in Sub-rule 27(4) shall be convened in the same manner or as close as is practical to the way in which such meetings are convened by the Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring them.

28. Notices

- (1) Except 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 14 days before the date fixed for the holding of the Annual or Special General Meeting, cause to be handed to, or sent by pre-paid ordinary post to each member's address appearing in the Register of Members, a notice 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 notice to be handed or sent to each member in the manner provided in Sub-rule 28(1) specifying, in addition to the matter required under that Sub-rule, the intention to propose the resolution as a Special resolution.

- (3) No business other than that specified in the notice convening 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 Sub-rule 26(2).
- (4) A 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) All business that is transacted at a General Meeting shall be deemed to be Special business, with the exception of that specifically referred to in these rules as being the ordinary business of the Annual General Meeting.
- (2) No item of business shall be transacted at any General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) A quorum for the transaction of the business of an Annual General or Special General Meeting shall be 20 percent of the current financial membership present in person (being members entitled under these rules to vote at a General Meeting).
- (4) A quorum for an Ordinary General Meeting shall be not less than six members, provided at least one shall be an Executive member and another two, committee members.
- (5) If within one hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened 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.
- (6) If at the adjourned meeting, a quorum is not present within one hour after the time appointed for the commencement of the meeting, the members present (being not less than six) shall constitute a quorum.
- (7) Minutes of General Meetings 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 members present shall elect one of their number to preside at the meeting.

31. Adjournment

- (1) The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of members present 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 written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Sub-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, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority 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 poll may be demanded by the person presiding or by not less than six members present in person at the meeting.
- (3) If at a meeting, a poll is demanded on any question, it shall be taken at that meeting in such manner as the person presiding may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- (4) A poll 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 poll 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 Sub-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.
- (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) A member 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, other than the amount of the annual subscription payable in respect of the then current year.
- (5) Honorary members admitted under Sub-rule 5(3), and members under the age of 17 who are admitted as part of a family membership, are not entitled to vote.

PART 5 - FINANCIAL

34. Income and Property

- (1) The funds of the Club shall be derived from nomination 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 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.

- (3) 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).
- (4) 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.

35. 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 Sub-rules 35(1) and 35(2) shall be kept at the Club's office or at such other place as the Committee may decide.

36. Banking and Finance

- (1) The Committee shall cause to be opened with such bank as the Committee selects, banking 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 after receiving the money, issue an appropriate receipt.
- (3) The Committee may receive from the Club's bank or bankers for the time being cheques drawn by the Club on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Club.

- (4) Except with the authority of the Committee, no payment shall be made from the funds of the Club otherwise than by cheque drawn on the Club's bank account, but 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.
- (5) No cheque shall be drawn on the Club's bank account except for the payment of expenditure that has been authorised by the Committee.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, or in his absence, by such other member or members of the Committee as the Committee may nominate for that purpose, and shall be countersigned by either of the President or the Secretary.

37. Annual Statement of Accounts

- (1) As soon as practicable after the end of the Club's financial year, the Committee of the Club 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.

38. Auditor

- (1) The accounts of the Club shall be audited by a person who:
 - (a) is not the Public Officer or a committee member of the Club;
 - (b) has not prepared or assisted with the preparation of the accounts; and
 - (c) is not a member of the Club.
- (2) At each Annual General Meeting of the Club, the 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 is appointed and is eligible for reappointment.
- (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.

39. 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 of the Club 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 him 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

40. Alteration of Objects and Rules

- (1) The rules of the Club may be amended by a Special resolution passed by a simple majority of those members of the Club who, being entitled to vote, vote in person.
- (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.

41. 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.

42. Service of Notices

- (1) A notice may be served by, or on behalf of the Club upon any member, either personally or by sending it through the post in a prepaid ordinary post addressed to the member at his or her usual or last known place of abode.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting by ordinary mail to the person a letter containing the document, the document 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 would have been delivered in the ordinary course of post.

43. Inspection of Books

The records, books and other documents of the Club shall be open to 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.

44. Magazine

The Club will publish a periodical to be known as 'Tappet Chatter'.

45. Dissolution

- (1) In the event of membership being less than eight members notice shall be served on members of a General Meeting to determine whether the Club should be dissolved. If at the General Meeting 60 per cent of the members present 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 objectives similar to those stated in Rule 4 or as provided in Paragraph 92(1)b of the Act.