



# The W.A. Sporting Car Club (Inc.) Rules

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## 1 INTERPRETATION

### 1.1 Definitions

In the Rules, unless the context requires otherwise:

**"Act"** means the Associations Incorporation Act 1987 (WA).

**"Accountant"** means the accountant appointed in accordance with Rule 10.

**"Association"** means The W.A. Sporting Car Club (Inc).

**"Auditor"** means the Auditor appointed in accordance with Rule 11.

**"Australian Accounting Standards"** means the standards approved by the Australian Accounting Standards Board.

**"Board"** means the Board of the Association detailed in Rule 13

**"Association Year"**, unless otherwise specified by the Committee, means the period from the 1<sup>st</sup> day of November until the 31<sup>st</sup> day of October in the following year.

**"CAMS"** means the Confederation of Australian Motorsport.

**"Clerk of Course"** means a person duly qualified as such by CAMS.

**"Commissioner"** means the Commissioner appointed to administer the Act.

**"Committee"** means the Committee of the Association provided for in Rule 7.

**"Manager"** means the Manager appointed in accordance with Rule 8.

**"Notice"** means any document or notification issued or published in accordance with these Rules and forwarded to the last know address of the intended recipient by either ordinary post, facsimile transmission or email.

**"President"** means the Committee member appointed in accordance with Rule 6

**"Rules"** means the rules of the Association as defined in the Act.

**"Special Resolution"** means a resolution declared as a special resolution by the presiding chairman at a particular meeting of which due notice of the proposed special resolution has been given and at which not less than three fourths of the members present and entitled to vote, vote in person and in favour of the resolution, and in all other respects means a resolution passed in accordance with section 24 of the Act.

### 1.2 Acts of Association

A reference to any action which the Committee may take means an action resolved upon in accordance with these Rules by a properly convened meeting of the Committee.

**1.3 Acts of the Committee**

A reference to act or action which the Committee may take means an act or action resolved upon in accordance with these Rules by a properly convened meeting of the Committee.

**1.4 Extension of Meaning**

In the Rules, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

**2 ESTABLISH, CHANGE AND DISSOLVE**

**2.1 Name**

The name of the Association shall be "The W.A. Sporting Car Club (Inc)".

**2.2 Association to be Non-Profit**

The property and income of the Association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.

**2.3 Members May Be Paid For Services**

Notwithstanding sub-Rule 2.2, the Committee may make a payment to a member for a service rendered by or property acquired from that person or that persons associated corporate or business entity, in a special, or private capacity provided that such services shall not include that of acting as a member of the Committee and as detailed in Rule 7.

**2.4 Alteration to the Rules**

The Association may, by a Special Resolution at a general meeting of the Association;

2.4.1 alter or add to these Rules;

2.4.2 repeal the Rules and adopt new Rules,

and a notice of such a meeting must clearly and exactly identify and particularise each and every proposed alteration and/or addition to the Rules and further state that such proposed alteration and/or addition can only be adopted by Special Resolution.

**2.5 Validation of Act**

2.5.1 No alteration or addition to the Rules as contemplated in sub-Rule 2.4 shall have validity or effect unless within one month of the passing of a Special Resolution altering the Associations Rules the Committee shall lodge with the Commissioner notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform with the Act.

2.5.2 Save and except as previously provided for and subject to the provisions of the Act, every act of the Association and the Committee and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of members called for that purpose within one month of the act or appointment concerned.

## **2.6 Voluntary Dissolution of the Association**

2.6.1 The Association may at any time by special resolution be voluntarily dissolved, provided that a copy of the special resolution is lodged with the Commissioner within fourteen (14) days after the passing of the special resolution.

2.6.2 Dissolution in accordance with sub-Rule 2.6.1 above shall not have validity or effect until expiry of the statutory time periods outlined in section 30 (3) of the Act.

## **2.7 Surplus Property after Dissolution**

2.7.1 If, after the dissolution or winding up of the Association, there remains after the satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association any surplus property of the Association, it shall not be lawful for any part of the surplus property of the Association to be distributed among the members or former members of the Association or otherwise. But it shall be lawful to distribute such surplus to an incorporated association or for charitable purposes.

2.7.2 The Association may by resolution of the members authorise and direct the Committee to prepare a distribution plan for the distribution of surplus property of the Association. The Committee shall lodge by application the plan with the Commissioner.

## **3 OBJECTS AND POWERS**

### **3.1 Objects**

The purpose of the Association is to provide an organisation, property and facilities through which persons may associate for the following purposes:

3.1.1 to represent the interests of motorsports, motoring and motorsport enthusiasts;

3.1.2 to conduct motorsport activities including driver training, lectures and discussions;

3.1.3 to work towards the development of motorsport and the improvement of road safety and driving skills.

### **3.2 Powers**

The Association may exercise any or all of the powers set out below in pursuit of its objects and in particular, the power to;

3.2.1 purchase take on lease or hire or otherwise acquire and maintain any real or personal property;

- 3.2.2 sell exchange lease mortgage hire dispose of or otherwise deal with all or any part of the real and personal property of the Association;
- 3.2.3 erect and to improve repair pull down and rebuild buildings and other structures in accordance with good building practices and in accord with local authority and statutory approvals;
- 3.2.4 borrow or raise or secure the payment of money in such manner as the Association may think fit with power to grant mortgages, charges, bill of exchange or any security upon or charging all or any of the property of the Association whether real or person and to redeem or pay off any existing or future security;
- 3.2.5 invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
- 3.2.6 affiliate co-operate and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association;
- 3.2.7 pay prize monies, starting monies, bonuses and to present trophies to competitors in racing events and other competitions conducted by the Association and to appoint employ and pay officials and servants and to dismiss or suspend any officer or servant (or other organisation).
- 3.2.8 initiate or defend any legal action or process of law arising out of or in the course of activities of the Association either on behalf of the Association or any of its members and to provide a fund which is to be used for such purposes;
- 3.2.9 do all such other things as are incidental or conducive to the attainment of the objects of the Association.

## **4 MEMBERSHIP**

### **4.1 Type of Membership**

There shall be four types of members, namely:

- 4.1.1 general members;
- 4.1.2 honorary members;
- 4.1.3 junior members
- 4.1.4 life members

### **4.2 Eligibility to Apply for General and Junior Membership**

- 4.2.1 Any person after attaining their sixteenth (16<sup>th</sup>) birthday shall be eligible to apply for general membership.
- 4.2.2 Any person up to their sixteenth (16<sup>th</sup>) birthday shall be eligible to apply for junior membership.

4.2.3 Any company incorporated under the Corporations Act 2001 (Cth) and any incorporated body incorporated under the Act may apply to become a general member and in such case shall nominate a representative to represent the corporation or incorporated body.

#### **4.3 Application for General and Junior Membership**

Any eligible person may apply in writing in the form (if any) from time to time prescribed by the Committee to become a general or junior member of the Association, as appropriate.

#### **4.4 Admission to Membership**

Any eligible person who has paid such entrance fee as shall be prescribed by the Committee at the time of making application and who qualifies to become a junior or general member of the Association shall be admitted to membership and remain so until cessation in accordance with Sub-clause 4.9. In the event of the application being rejected the entrance fee shall be refundable.

#### **4.5 Election to Life Membership**

A member of the Association may be elected to life membership of the Association by any annual general meeting provided:

- 4.5.1 the nomination is made by a general member of the Association and is endorsed by a second general member;
- 4.5.2 the nomination is approved by the Committee at least thirty (30) days before the date of annual general meeting;
- 4.5.3 notice of the nomination is included in the agenda of the annual general meeting;
- 4.5.4 that no more than three (3) life members may be elected in any one Association Year.

#### **4.6 Election to Honorary Membership**

- 4.6.1 Any person may be selected to honorary membership of the Association by the Committee provided that such membership shall only be for a period of one (1) year.
- 4.6.2 Any general member may nominate a partner or immediate family member to become an honorary member.

#### **4.7 Privileges of all Members**

Any general or life member may, by virtue of being a general or life member, (and no person other than a general or life member may except when specifically permitted by the Committee),

- 4.7.1 receive (at the last address given to the Association) any notice of any general meeting of members of the Association;
- 4.7.2 attend any general meeting of members of the Association, and exercise one vote in respect of any motion put to a vote at any such meeting, EXCEPT ALWAYS that no honorary member, nor junior member, shall be entitled to a vote at any meeting of the Association;

- 4.7.3 be eligible to be nominated and elected in accordance with the Rules as a member of the Committee, EXCEPT ALWAYS that neither an honorary member nor junior member shall be eligible for such nomination;
- 4.7.4 attend, or participate in, such functions events or activities for members as the Association, or the Committee may organise for members generally;
- 4.7.5 utilise such facilities as are made available for members of the Association to utilise generally;
- 4.7.6 be entitled to free admission to all events promoted by the Association;
- 4.7.7 subject to the provisions of the Privacy Act (CTH) 1988 as amended, copy or take an extract but shall not remove the originals of the following documents and records;
  - (a) a register of members and their email postal or residential addresses;
  - (b) the rules of the Association;
  - (c) the names and addresses (email, postal or residential) of the persons who hold the offices of the Association provided for by the Rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association; and
  - (d) the names and addresses (email, postal or residential) of any persons who are appointed or act as trustees on behalf of the Association,
- 4.7.8 submit and discuss any Association issue before the Committee and provided that the notice of such submission shall be provided to and received by the Manager at least seven (7) days prior to the date of the next meeting of the Committee.

#### **4.8 Discipline of Members**

- 4.8.1 If a member
  - (a) wilfully breaches a provision of the Rules or a condition of membership which he is bound to observe, on two occasions, after being called upon by the Committee not to do so, or
  - (b) acts in a manner, in the opinion of the Committee, contrary to the objects and best interests of the Association,
- 4.8.2 then the Committee, or sub-committee of the Committee appointed for the purpose, may in its absolute discretion, upon,
  - (a) its own motion, or
  - (b) a written complaint, accompanied by a statutory declaration setting out all the relevant facts, by another member,
  - (c) and only after affording the member complained of an opportunity to hear or read the charge and defend or explain, in person, his conduct,

suspend for a period to be determined in the absolute discretion of the Committee, and/or expel, that member from membership.

- 4.8.1 Upon suspension or expulsion of the membership of any member pursuant to this Rule the Committee shall give notice in writing thereof to the member concerned. Within fourteen (14) days after receipt of such notice the person to whom the notice was addressed may give to the Committee notice in writing of his intention to appeal against such determination to a extraordinary general meeting of members of the Association. Upon receipt of such notice the Committee shall convene a extraordinary general meeting of members to be held not less than twenty eight (28) days after the date upon which they received such notice for the purpose of considering the appeal and notice of such meeting shall be given in accordance with the provisions of sub-Rule 5.6.
- 4.8.5 At such special general meeting of members of the Association the person whose membership has been terminated or suspended shall be entitled to give in answer to the allegations against them such evidence and explanations as they may desire and as may be relevant to the issue and any member shall have the like right. By motion passed by a majority of those present and voting at the meeting the appeal may be upheld or dismissed. Until the final determination of the appeal the appellant shall be deemed to have been suspended but shall be entitled to vote at the special general meeting. In the event of the upholding of the appeal the appellant's membership shall be restored forthwith.

#### **4.9 Cessation of Membership**

A member shall cease to be a member

- 4.9.1 upon death;
- 4.9.2 upon written resignation, which resignation shall be effective when accepted at either a Committee meeting or general meeting of the Association;
- 4.9.3 if convicted of an indictable offence, and the Committee so decide;
- 4.9.4 upon expulsion in accordance with the preceding Rule; or
- 4.9.5 if a corporate member ceases to be eligible to apply for membership;
- 4.9.6 (unless the Committee at any time in a particular case, otherwise determines), upon the expiry of thirty days (30) after the date on which the Association has forwarded to the members last known address, a notice of demand for subscription of membership to the Association,

An ex-member of the Association whose membership ceased by reason of sub-Rule 4.9.2 hereof, and no other, shall have the right to make application to rejoin the Association within twelve months there from and if accepted the entrance fee shall be waived.

## **5 MEETING OF MEMBERS**

### **5.1 Annual General Meeting**

The Association shall hold an annual general meeting once during each Association year in accordance with this part of the Rules. Any other general meetings of members held shall be extraordinary general meetings.

### **5.2 Time and Place of Annual General Meeting**

The Committee shall endeavour to convene the annual general meeting in November each year at such place and at such time as the Committee decides. In the event of the annual general meeting not being held by the 31<sup>st</sup> day of December in any year, the annual general meeting may be called and convened by any of twenty (20) general and/or life members of the Association who were general or life members on the 31<sup>st</sup> December of the relevant year by notice in accordance with sub-Rule 5.3.

### **5.3 Period of Notice of the Annual General Meeting**

The Committee shall give Notice (in accordance with sub-Rule 5.6 thereof) of the annual general meeting at least fourteen (14) days prior the date of the annual general meeting.

### **5.4 Business of the Annual General Meeting**

5.4.1 reading of the Notice of the meeting;

5.4.2 recording of apologies;

5.4.3 reading or tabling, and confirmation (by resolution) of the minutes of all annual general and extraordinary general meetings (if any) since the previous annual general meeting;

5.4.4 reading or tabling of a report of the Manager on the activity of the Association during the preceding Association Year;

5.4.5 reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in sub-Rule 9.10. of the Rules;

5.4.6 any special business of which fourteen (14) days prior written notice before the date of the meeting has been given;

5.4.7 election of members of the Committee in place of those retiring;

5.4.8 announcement of the Board for the following Association Year.

### **5.5 Extraordinary General Meetings**

5.5.1 The Committee may at any time convene an extraordinary general meeting of members by fourteen (14) days prior notice in accordance with Rule 5.6

5.5.2 The Committee upon the written requisition of twenty (20) general and/or life members of the Association shall, within fourteen (14) days and by seven (7) days prior notice convene an extraordinary general meeting of members of the Association to conduct the business stated

in the requisition (upon a requisition) and in the notice convening the meeting. In the event of the Committee failing to convene the meeting the members requisitioning the meeting may call and convene the meeting.

#### **5.6 Notices of Meeting of Members**

Notices of any annual general meeting or extraordinary meeting shall be forwarded to all members who have given the Association an address.

#### **5.7 Quorum at General Meetings of Members**

A quorum at the annual general meeting and at any extraordinary general meeting shall be twelve general or life members entitled to vote present and in person.

#### **5.8 Procedure of Quorum**

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present,

5.8.1 at the annual general meeting or at an extraordinary general meeting convened by the Committee shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary; or

5.8.2 at an extraordinary general meeting convened upon a requisition of general or life members, then it shall lapse.

#### **5.9 Chairman of General Meetings of Association**

5.9.1 The President and if he is unwilling or unable then a member of the Committee elected by the Committee shall act as chairman of any annual general meeting or extraordinary meeting of members of the Association.

5.9.2 The appointment of Committee member as chairman shall be only for the respective meeting of members.

#### **5.10 Chairman's Powers**

The chairman of any annual general meeting or extraordinary meeting of members of the Association shall:

5.10.1 have a casting vote (in addition to their own vote) in the case of an equality of votes;

5.10.2 decide the order of business (other than as is set out in the Rules);

5.10.3 decide all points of order;

5.10.4 decide whether a vote (except election of members) shall be on voices alone or also on show of hands except that any member at the meeting and entitled to vote may demand a written ballot.

## **5.11 Voting at Meetings of Members**

5.11.1 Any ordinary resolution at a meeting of members whether annual or extraordinary shall, except where otherwise provided in these Rules, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

5.11.2 Any Special Resolution at a meeting of members whether annual or extraordinary shall be carried if voted for in accordance with the procedure as detailed in the definition of Special Resolution as appears in sub-Rule 1.1

5.11.3 All votes shall be given personally.

## **5.12 Evidence of Proceedings**

Minutes of the proceedings of every general meeting (annual and extraordinary) shall be recorded electronically, transcribed and truly and accurately entered and kept in a minute book and such minutes when signed by the Committee, shall be conclusive evidence that the proceedings minuted were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all members of the Association except as to any irregular proceedings, as declared and annulled at an extraordinary meeting called for that purpose and held within three (3) months after the holding of such annual or extraordinary general meeting.

## **6 THE PRESIDENT**

### **6.1 Role of the President**

6.1.1 The President shall represent the Association in a ceremonial and honorary role as and when reasonably required by the Committee;

6.1.2 In all other respects other than sub-Rule 6.1.1 the President shall be an ordinary Committee member participating equally with other Committee members in the management of the Association.

### **6.2 Qualifications of the President**

6.2.1 Any general or life member but not including employees of the Association may stand for President if they are currently serving , or have previously served, as a Committee member;

### **6.3 Terms of Appointed of the President**

6.3.1 The President's terms of election shall be two (2) years;

6.3.2 The President, shall not hold the same continuous office for a period exceeding two (2) consecutive years.

## **7 THE COMMITTEE**

### **7.1 Composition of the Committee**

- 7.1.1 The affairs of the Association shall be managed by a Committee consisting of general members or life members, who shall consist of not less than six (6) and not more than ten (10) inclusive of the President;
- 7.1.2 The Committee shall have the power to co-opt from time to time for such period of time, but not past, the subsequent annual general meeting, for such purpose as it sees fit a Clerk of Course who shall have no voting rights at Committee meetings.

## **7.2 Qualifications of the Committee Members**

It is in the Associations best interests to have a Committee made up of members who have the appropriate experience in business finance, management, law, commerce and motorsport however, any member with voting rights but not including full time employees of the Association may stand for the Committee unless they:

- 7.2.1 have been convicted of a criminal offence (which term shall not include convictions under the provisions of the Road Traffic Act );
- 7.2.2 have been disciplined under the provisions of sub-Rule 4.8 of the Rules.

## **7.3 Obligations of Committee Members**

Committee members are required to act honestly and with reasonable diligence in the discharge of their duties. They are prohibited from making improper use of their position to gain directly or indirectly an advantage for themselves or any other person. They are not to cause detriment to the Association.

- 7.3.1 Committee members must acquaint themselves with all material contracts of the Association;
- 7.3.2 A Committee member having any direct or indirect pecuniary interest in any contract or agreement under contemplation by the Association shall as soon as he becomes aware of the same disclose the nature and extent of his interest to the Committee, and must not take part in any deliberations or decision of the Committee with respect to that contract or agreement.
- 7.3.3 Every disclosure made under this section by a member of the Committee is to be recorded in the minutes of the Committee meeting at which it is made.
- 7.3.4 Committee members must undertake management decisions of the Association by way of resolution at formal meetings of the Committee which will be the subject of an agenda, prior notice and minutes.

## **7.4 Terms of Appointment of the Committee**

- 7.4.1 The Committee shall be elected for a two year period, but all or any may retire and offer themselves for re-election each Association Year. Members of the Committee may stand for the Committee at any subsequent election including the election immediately after expiry of their previously elected term.
- 7.4.2 If required the terms of appointment under this sub-Rule shall be modified for the transition period as described in sub-Rule 7.5.1 below.

## 7.5 Retirement of Committee

- 7.5.1 At the first annual general meeting following the adoption of these Rules the term of the general members first elected by the ballot shall be two (2) years;
- 7.5.2 At each subsequent annual general meeting the following members of the Committee shall retire;
- (a) Committee members appointed subsequent to the previous annual general meeting to fill a casual vacancy;
  - (b) by rotation those members of the Committee who have completed a two (2) year term since their election or re-election to the Committee;
- 7.5.3 unless a retiring member has signified to the Committee the desire not to offer themselves for re-election, the respective member shall be deemed to have nominated for re-election in that office;
- 7.5.4 a Committee member shall be deemed to have retired before the annual general meeting for the purpose of the elections referred to in this sub Rule, but for all other purposes shall be deemed to hold office until the close of the annual general meeting or until the new candidates are declared elected, whichever is the later.

## 7.6 Election of Committee

Nominations for election as a member of the committee inclusive of the President shall be proposed and seconded by members entitled to vote and in writing and lodged with the Committee not less than seven (7) days before the annual general meeting.

- 7.6.1 if the number of nominations does not exceed the number of vacancies the chairman of the annual general meeting shall declare the nominated candidates duly elected;
- 7.6.2 in the event that there are more candidates than vacancies
- (a) up to four (4) shall be appointed as reserves and shall replace (in the order of their appointment) a Committee member during the term up to the next annual general meeting in the event that a sitting Committee member is unwilling or unable to act in the role;
  - (b) in the event that there are more candidates inclusive of four (4) chosen as reserves a written ballot shall be held at the annual general meeting at which the vacancies have occurred;
- 7.6.3 voting shall be by the preferred method of marking a ballot paper against the names of the candidates preferred;
- 7.6.4 in the event of an equality of votes for all candidates then a second election shall be held in which voting shall be by the preferential voting method, that is candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preferences with the remaining preferences on the eliminated candidates

being distributed amongst the remaining candidates until all candidates except the remaining number requiring to be elected remain;

- 7.6.5 the Committee shall appoint a general or life member to act as the returning officer of the election who shall have an absolute discretion to disregard any discrepancy in procedure which he regards as insubstantial. Upon completion of the election he shall convey the results to the chairman of the annual general meeting (whether or not the meeting shall have concluded) and the chairman shall declare the poll;
- 7.6.6 if a casual vacancy occurs on the Committee and no reserves are available in accordance with sub-Rule 7.6.2 (a) then the committee may appoint any general or life member of the Association to fill the vacancy.

## **7.7 Meetings of the Committee**

- 7.7.1 The Committee shall in each calendar month of and Association Year meet at such place and at such time as it shall think fit, and any two (2) members of the Committee may convene a meeting of the Committee.
- 7.7.2 A quorum at any meetings of the Committee shall be one half of the number of Committee members at the time of the meeting.
- 7.7.3 The procedure in relation to questions of quorum, chairmanship, chairman's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Committee with such changes as may be necessary.
- 7.7.4 Any member of the Committee who is absent from two (2) consecutive meetings of the Committee without presenting his apologies to the Committee in advance of each meeting shall automatically cease to be a member of the Committee and his position on the Committee shall become vacant.
- 7.7.5 A member of the Committee shall cease to be a member of the Committee and the respective position shall become vacant upon the passing of such a resolution by three fourths majority of Committee members present and voting at a duly convened Committee meeting to which each member of the Committee has seven (7) days notice of the proposed resolution.

## **7.8 Committee and the Board**

- 7.8.1 The Committee shall keep the Board informed of all meetings of the Committee and provide each and every Board member with a copy of the minutes of each meeting of the Committee and each notice requisitioning a Committee meeting. Delivery of such documents shall be in a timely manner.
- 7.8.2 The Committee shall when it so determines seek representation from the Board as contemplated by sub-Rule 7.8.3. Such representation shall be sought in writing and kept on record for review by the Association if and when required.
- 7.8.3 In the event the Association requires representation at meetings with business or government regarding development, funding of the Association the Committee when reasonably necessary shall seek the assistance in such representation by the Board.

## **8 MANAGER**

A Manager shall be appointed by the Committee as and when required and receive such salary and such terms of employment as is determined by the Committee.

### **8.1 Duties of Manager**

The Manager shall:

- 8.1.1 take minutes of all meetings of the Association and keep them in a permanent minute book;
- 8.1.2 issue all notices calling meetings of the Association or the Committee in accordance with the provisions of the Rules or the direction of the Committee.
- 8.1.3 keep an up to date Register of members;
- 8.1.4 conduct the official correspondence of the Association;
- 8.1.5 keep and maintain a record of all Association property and its location;
- 8.1.6 notify any member that his subscription is in arrears for thirty (30) days of this fact and the provisions of sub-Rule 4.9.6;
- 8.1.7 carry out all other duties imposed by this Rules or as directed by the Committee;
- 8.1.8 deposit funds which have been collected from any source and bank them to the credit of the Association;
- 8.1.9 receive any cheques or other monies for the payment of accounts and shall pay such accounts and keep receipts of the payments;
- 8.1.10 draw cheques for payment of all monies due by the Association upon authorisation from the Committee and shall pay accounts;
- 8.1.11 in consultation with the Accountant keep maintain proper books of accounts and records;
- 8.1.12 be responsible for the overall management of all staff employed by the Association;
- 8.1.13 be responsible for the day to day management of the Association facilities;
- 8.1.14 provide a written report detailing matters being attended to for the Committee to read at each Committee meeting;
- 8.1.15 produce copies of material contracts to new incoming Committee members;
- 8.1.16 use his/her best endeavours to sell advertising space, arrange sponsorship, promote the Association facilities and its activities;
- 8.1.17 use his/her best endeavours to provide a sound communication link between the Association and all members and sponsors.

8.1.18 undertake any other reasonable obligations of the Manager as detailed in the Manager's formal terms of employment;

## **9 MANAGEMENT OF THE ASSOCIATION**

### **9.1 Association Managed by Committee**

The Committee shall have supervening management and control of all of the business of the Association except that which shall in accordance with the Rules be dealt with by general meetings of the members.

### **9.2 Powers of the Committee**

The Committee may exercise all of the powers exercisable by the Association under the Rules and the Act.

### **9.3 Regulations**

The Committee may from time to time make and alter modify or add to regulations in respect of the whole or any part of the conduct of the activity of the Association. Such regulations shall be tabled at the next meeting of the Association or otherwise brought to the notice of members and the Manager shall keep a record of all such regulations.

### **9.4 Regulations to the Rules**

All regulations made under the preceding sub-Rule shall be consistent with the provisions of these Rules and in the event of inconsistency the Rules shall prevail.

### **9.5 Appointment of Committee Etc**

The Committee may constitute, sub-committees, boards or other bodies under such titles or styles as the Committee sees fit consisting of such members of the Committee, Association members or others as the Committee sees fit, for the purpose of carrying out any business of the Committee.

### **9.6 Delegation of Functions**

The Committee may delegate to whole or in part any power or function of the Committee to any Sub-Committee the Manager or other body constituted by the Committee for that purpose under the preceding sub-Rule save and except the right to vote at Committee meetings

### **9.7 Property**

The Association shall acquire and hold all property (real or personal) it chooses in its own name.

### **9.8 Common Seal**

The Association shall have a common seal and the Manager shall provide for custody of it and keep a record of all instruments and documents to which the seal is affixed.

## 9.9 Manner in which Contracts Made

9.9.1 Contracts may be made by or on behalf of the Association as follows;

9.9.1.1 a contract which if made between natural persons and would be required to be in writing under seal may be made by having the common seal of the Association affixed pursuant to a resolution of the Committee, in the presence of two (2) Committee members or the Manager and one Committee member who shall attest the affixing;

9.9.1.2 a contract which if made between natural persons, would be required to be in writing signed by the parties may be made on behalf of the Association in writing by two (2) Committee members or the Manager and one Committee member provided that they have been duly authorised to do so by resolution of the Committee;

9.9.2 A contract may be varied or rescinded by or on behalf of the Association in the same manner as it is authorised to be made;

9.9.3 All deeds and instruments executed in accordance with 9.9.1 above shall be provided in duplicate copy to the Manager for safe keeping.

## 9.10 Accounts

9.10.1 The Manager and the Accountant during each Association Year shall cause all records to be kept of all financial transactions of the Association and shall keep such records;

(a) correct in particular detail so that the financial transactions and financial position of the Association can be readily explained;

(b) in such manner as will enable true and fair accounts of the Association to be prepared on no less than a monthly basis;

(c) in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited by the Auditor.

9.10.2 At the culmination of each month during an Association Year, the Accountant shall cause financial reports (comprising as a minimum the profit and loss account and balance sheet for the relevant month and Association Year to date) to be made of all assets and financial affairs of the Association for review and approval by the Committee.

9.10.3 The Committee shall review the Association monthly financial reports and such reports shall form part of the agenda of meetings of the Committee and upon approval, the chairman of the respective Committee meeting shall sign a copy of the financial reports as so approved by the Committee;

9.10.4 Upon approval of the monthly financial reports by the Committee as contemplated by sub-Rule 9.10.3 such reports shall upon request be available for viewing by members;

9.10.5 All financial reports prepared by the Accountant in consultation with the Manager must include details of any related party transactions involving members, employees and consultants of the Association.

9.10.6 All financial reports prepared by the Accountant must be to Australian Accounting Standards..

### **9.11 Annual Accounts**

Until otherwise decided by the Committee such annual accounting reports shall include a statement of all receipts and expenditure during each Association Year, together with a comparison with the figures produced from the previous Association Year and a projected budget for the coming Association Year, and a statement of all of the assets and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall subject to prior approval of the Committee be submitted to the annual general meeting for approval.

## **10 APPOINTMENT OF ACCOUNTANT**

### **10.1 Appointment**

The Accountant shall be appointed by the Committee.

### **10.2 Qualifications of Accountant**

The Accountant shall have the appropriate qualifications to conduct the role as an Accountant to the Association and at a minimum shall be a Chartered Accountant or Certified Practising Accountant.

### **10.3 Duties of the Accountant**

The duties of the Accountant shall be;

- 10.3.1 to monitor the deposit of funds which have been collected from any source and banked into the Associations bank accounts;
- 10.3.2 to undertake reconciliation of all bank accounts operated by the Association;
- 10.3.3 to prepare financial reports as contemplated by Rule 9;
- 10.3.4 to present annual financial statements and reports to the members at the annual general meeting;
- 10.3.5 to reconcile the drawing of cheques for payment of all accounts due or amounts payable by the Association upon authorisation from the Manager and the Committee;
- 10.3.6 to prepare monthly financial reports to the Committee for their approval;
- 10.3.7 to keep and prepare proper books of accounts and records in accordance with Rule 9;
- 10.3.8 to carry out all other duties as directed by the Manager and/or the Committee and as detailed in a job description prepared by the Committee.

#### **10.4 Accountant to be Independent**

No Accountant appointed by the Committee shall be related to, or associated in anyway with the Manager, a Committee member, an employee of the Association or any contractor or sub-contractor providing services to the Association.

### **11 APPOINTMENT OF AUDITOR**

#### **11.1 Auditor**

The Association shall at the first annual general meeting subsequent to the adoption of these Rules and thereafter at each annual general meeting, as necessary, appoint an auditor of such recognised professional standing, and on such terms as the Association shall think fit provided that the Auditor appointed is either a member of the Australian Society of Certified Practising Accountants or Institute of Chartered Accountants in Australia.

#### **11.2 Auditor to be Independent**

No Auditor appointed by the Association shall be related to, or associated in anyway with the Manager, a Committee member, an employee of the Association or any contractor or sub-contractor providing services to the Association.

#### **11.3 Auditor to report to Committee**

The Auditor shall upon engagement be instructed to report to the Committee on all significant matters that come to their attention during the course of their audit and if nothing requires such communication the Auditor must confirm so in writing.

#### **11.4 Vacancy of Auditor**

In the event the position of auditor becomes vacant prior to an annual general meeting the Committee if it deems necessary, may appoint an Auditor until the next general meeting at which time the appointment for the next Association Year shall be made by the Association.

#### **11.5 Audit**

The Committee shall submit the statements referred to in sub-Rule 9.11 to the Auditor of the Association to be audited once in each year prior to the annual general meeting and shall attach the report of the Auditor to the accounts when tabling the same at the annual general meeting.

### **12 ASSOCIATION**

All Association badges, whether car, lapel or pocket badges, membership card, identity of membership or any other shall remain the property of the Association. On payment of a charge prescribed from time to time by the Committee, an Association badge shall be issued to any financial member or any honorary life member or honorary member making formal application for same. On being issued with a badge, a member shall become responsible for its preservation and shall not under any circumstances transfer it in any manner whatsoever to another person. An authorised officer of the Association may demand the return of a badge from any person to whom it has not been legitimately issued and should such demand not be complied with, he may remove or otherwise take possession of the badge.

## **13 THE BOARD**

### **13.1 Composition of the Board**

The Association shall have a Board consisting of not less than three (3) and not more than five (5) individuals, who shall be granted honorary membership upon their appointment to the Board.

### **13.2 Qualifications of the Board**

The Board shall be appointed at each annual general meeting of the Association by announcement of the Committee. The decision for appointment of the Board shall rest solely with the Committee and by simple majority. The Committee in making its decision shall consider the following as qualifications of Board members;

13.2.1 professional qualifications and or experience in business commerce and marketing;

13.2.2 good standing and reputation;

13.2.3 an interest and empathy for motorsport, motoring and the objects of the Association.

### **13.3 Role of Board Members**

The role of Board members is to;

13.3.1 guide and mentor the Committee in its management of the Association;

13.3.2 represent the Association in lobbying and negotiation with government and business;

13.3.3 be available at reasonable times in an advisory capacity to the Committee whether such availability be by phone, email post or in person;

13.3.4 meet with the Committee a minimum of (two) 2 times in each Association Year;

13.3.5 attend the annual general meeting;

### **13.4 Term of Appointment of Board**

13.4.1 the Board shall be appointed for an Association Year but all or any may retire and offer themselves for re-appointment each subsequent Association Year;

13.4.2 a Board member appointed during an Association Year will still require re-appointment for a subsequent year irrespective of not having served a full Association Year.

13.4.3 unless a Board member has signified to the Committee the desire not to offer themselves for re-appointment the respective Board member shall be deemed to have requested to be re-appointed for the following Association Year.

13.4.4 a board member shall be deemed to have retired before the annual general meeting for the purpose of re-appointment or retirement from the Board, but for all other purposes shall be

deemed to hold office until the close of the annual general meeting or until a new Board member is declared appointed in their place, whichever is the later.

### **13.5 Appointment of Board**

Nominations for appointment to the Board may be made by any member at any time, made in writing and submitted to the Committee for consideration no later than thirty (30) days before the date of the annual general meeting.

13.5.1 nominations for appointment shall include details including each nominee's qualifications and experience as detailed in sub-Rule 12.2 above;

13.5.2 the Committee shall by a simple majority appoint Board members;

13.5.3 the chairman appointed by the Committee to preside at a particular annual general meeting shall in the order of business for that meeting announce the Board for the following Association Year;

13.5.4 in the event of a casual vacancy to the board the Committee may appoint another Board member for the period to the next annual general meeting provided that the Committee shall call from the Association's members' nominations to fill the casual vacancy in the manner as previously outlined in these Rules.

### **13.6 Meetings of the Board**

13.6.1 the Board may meet at such place and at such time as it shall think fit and any two (2) members of the Board shall convene a meeting;

13.6.2 irrespective of the preceding provision it is the desire of the Association that the Board meet to consider the business of the Association at least once in each quarter of an Association Year;

13.6.3 a quorum at any Board meeting shall be one half of the appointed number of Board members at the time of each respective meeting;

13.6.4 the procedure in relation to questions of quorum, chairmanship, voting and minute provisions applicable to Board meetings shall be informal and governed by the Board as it so desires from time to time;

13.6.5 a member of the Board shall cease to be a member of the Board and the respective position shall become vacant upon the passing of a resolution by three fourths majority of Committee members present and voting at a duly convened Committee meeting to which each member of the Committee has a seven (7) days notice of the proposed resolution.