

OBJECTIVES AND RULES OF CLASSIC RALLY CLUB INCORPORATED

Objectives:

The objectives of the Association shall be:

- (a) To provide an association to promote the enjoyment of classic car rallies and recreational use of classic cars in rallies and otherwise.
- (b) To promote, foster and encourage the restoration and technical knowledge of classic cars for use in rallies.
- (c) To promote in any way the interests of owners of, and enthusiasts for, classic rally cars.
- (d) To hold social gatherings for members and friends and to promote classic rally cars in displays.
- (e) To publish such material as is deemed desirable by the Association in such form and fashion as might be determined by the Association, whether by way of paid advertisement or otherwise.
- (f) To affiliate with CAMS and co-operate with other car clubs as determined by the members from time to time.

PART I PRELIMINARY

1.1 The name of the Association is Classic Rally Club Incorporated.

1.2 In these Rules and Objectives, except in so far as the context or subject matter otherwise indicates or requires:

“the Association” means the Classic Rally Club Incorporated.

“CAMS” means the Confederation of Australian Motor Sport.

“classic rally cars” means vehicles of the types eligible for classic rallies as determined by the members of the Association from time to time.

“ordinary member” means a member of the Association who is not an office bearer of the Association.

“committee” and “committee members” shall include, unless the context does not so permit, the office bearers of the Association.

“the Act” means the Associations Incorporation Act 2009.

“the Regulation” means the Associations Incorporation Regulation 2016.

“Secretary” means:

- (a) the person holding office under these rules as Secretary of the Association; or
- (b) where no such person holds that office - the public officer of the Association.

“special general meeting” means a general meeting of the Association other than the annual general meeting.

- 1.3 In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.4 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- 1.5 In these rules except in so far as the context or subject matter otherwise indicates or requires:
- (a) words importing the singular include the plural and vice versa;
 - (b) words importing one gender include any other gender.

PART II MEMBERSHIP

2. Membership Qualifications

- 2.1 A person is qualified to be a member of the Association if but only if the person is a natural person who:
- (a) submits an application to the Secretary of the Association as provided in Clause 3;
 - (b) has an interest in classic cars and/or classic car rallies;
 - (c) has been approved for membership of the Association by the Committee of the Association; and
 - (d) agrees to abide by the rules of the Association.

2.2 Life Membership

A person is qualified to be a life member of the Association if but only if the person complies with the provisions of Clause 2.1 hereof and who pays a life membership fee of \$660 or such other fee as may be determined by the Committee from time to time.

2.3 Honorary Membership

A person is qualified to be an honorary member of the Association if that person's membership would be beneficial to the Association and the committee resolves to issue the person with membership of the Association without requiring the person to pay any fee to the Association for a period of one year or, if the committee determines some other period of time, that other period.

3. Application for Membership

- 3.1 An application by a person for membership of the Association shall:

- (a) be made in writing (which may be on paper, by e-mail or other electronic means) in the form determined by the committee; and
- (b) must be lodged (which may be by e-mail or other electronic means) with the Secretary.

3.2 As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or reject the application.

3.3 As soon as practicable after the committee makes that determination, the Secretary must:

- (a) notify the applicant in writing (which may be by e-mail or other electronic means) that the committee approved or rejected the application (whichever is applicable); and
- (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable as required by Clause 8.

3.4 The Secretary shall, on payment by the applicant of the amount referred to in sub-clause 3.3 within the period referred to in that sub-clause, enter the nominee's name in the register of members and upon the name being so entered, the applicant becomes a member of the Association.

4. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under Clause 8 within three months after the fee is due.

5. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has, by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

6. Resignation of Membership

6.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.

- 6.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing (which may be by e-mail or other electronic means) to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 6.3 Where a member of the Association ceases to be a member pursuant to Clause 6.2 and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of Members

- 7.1 The Secretary of the Association shall establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and residential, postal and e-mail addresses of each person who is a member of the Association together with the date on which the person became a member and the type of membership.
- 7.2 The register of members shall be kept in New South Wales:
- (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- 7.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 7.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements of sub-clauses 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Fees, Subscriptions, Etc.

- 8.1 An Individual member of the Association, who is not a member to whom Clause 2.2 or Clause 2.3 applies, shall pay to the Association an annual membership fee of \$60 or, where some other amount is determined by the committee, that other amount:
- (a) except as provided by Clause 8.1(b), before 1 January of each calendar year (being the first day of the Association's membership year); or
 - (b) if the member joins the Association on or after 1 August of a calendar year, or such date as is determined by the committee:
 - (i) the member shall pay to the Association the annual Individual membership fee, in accordance with Clause 3.3 (b); and
 - (ii) no further annual Individual membership fee is due until 31 December of the following calendar year.
- 8.2 A member of the Association shall, upon admission to Life membership, pay to the Association a fee of \$660 or, where some other amount is determined by the committee, that other amount.
- 8.3 Where two or more members of a family are members of the Association, the family shall pay to the Association an annual Family membership fee of \$75 or, where some other amount is determined by the committee, that other amount:
- (a) except as provided by Clause 8.3(b), before 1 January of each calendar year (being the first day of the Association's membership year); or
 - (b) if the family joins the Association on or after 1 August of a calendar year, or such date as is determined by the committee, and no member of the family was a current member of the Association prior the family joining the Association:
 - (i) on joining, the family shall pay to the Association the annual Family membership, in accordance with Clause 3.3 (b); and
 - (ii) no further annual Family membership fee is due until 31 December of the following calendar year.
- 8.4 Where one or more members of the family of a current Individual member of the Association has applied for membership of the Association in accordance with Clause 3.1, and
- (a) the committee has approved the application; and
 - (b) the existing individual member of the Association has paid the annual individual membership fee due for that calendar year;
- as soon as practicable after the committee approves the application, the member shall pay to the Association the sum of \$15, or, where the difference between the annual Family and Individual membership fees as determined by the committee is some other amount, that other amount.
- 8.5 Where a member of a family holding an existing Family membership of the Association is

not a member of the Association and has applied for membership of the Association in accordance with Clause 3.1; and

- (a) the committee has approved the application; and
- (b) the family, being a Family member of the Association, has paid the annual Family membership fee due for that calendar year;

no additional membership fee is required to be paid for the applicant to become a member of the Association.

9. Members' Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 8.

10. Resolution of Disputes

- 10.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- 10.2 If a dispute is not resolved by mediation within 3 months of the referral to the Community Justice Centre, the dispute is to be referred to arbitration.
- 10.3 The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

11. Disciplining of Members

- 11.1 A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 11.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.

11.4 The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

11.5 If the committee expels or suspends the member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Clause 12.

11.6 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 12,

whichever is the later.

12. Right of Appeal of Disciplined Member

12.1 A member may appeal to the Association in general meeting against a resolution of the committee under Clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

12.3 On receipt of a notice from the member under Clause 12.1, the Secretary shall notify the committee, which shall convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

12.4 At a general meeting of the Association convened under Clause 12.3:

- (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 state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.5 The appeal shall be determined by a simple majority of votes cast by members of the Association present at the general meeting.

PART III THE COMMITTEE

13. Powers of the Committee

- 13.1 The committee shall be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
 - (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 Association.

14. Composition and Membership of the Committee

- 14.1 The committee shall consist of:
- (a) the office-bearers of the Association; and
 - (b) 3 ordinary members,
- each of whom shall be elected at the annual general meeting of the Association under Clause 15.
- 14.2 The office-bearers of the Association shall be:
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer; and
 - (d) the Events Secretary.
- 14.3 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.
- 14.4 There is no maximum number of consecutive terms for which a committee member may hold office.
- 14.5 A committee member shall be aged 18 years or more, as required by Section 28 (2) of the Act.

15. Election of Office Bearers and Committee

- 15.1 Nominations of candidates for election as office-bearers of the Association or as ordinary

members of the committee:

- (a) shall be made in writing, signed by one member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be taken to be elected and further nominations are to be received at the annual general meeting.

15.3 If insufficient further nominations are received, any vacant positions remaining on the committee shall be taken to be casual vacancies.

15.4 Each position starting in descending order from President shall be called for nominations, one at a time. If the number of nominations received exceeds one, a ballot shall be held. A person shall be deemed elected by the ballot by the majority vote of all members voting at the meeting with a casting vote being available to the election chairperson.

15.5 A person nominated as a candidate for election as an office-bearer or ordinary committee member of the Association must be a member of the Association.

15.6 A person shall not hold more than one office on the Committee in the same year.

16. Secretary

16.1 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

16.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at committee meetings or general meetings; and
- (c) all proceedings at committee meetings and general meetings.

15.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

17.1 It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of

the Association.

18. Casual Vacancies

- 18.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the annual general meeting next following the date of the appointment.
- 18.2 For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under Clause 19;
 - (f) becomes a mentally incapacitated person;
 - (g) is without the consent of the committee from all meetings of the committee held during a period of 6 months;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19. Removal of a Committee Member

- 19.1 The Association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office under the expiration of the term of office of the member so removed. Other than in matters of extreme urgency, not less than 14 days' written notice of such a proposed resolution shall be given by the Secretary to the member affected.
- 19.2 Where a member of the committee to whom a proposed resolution referred to in Clause 19.1 relates makes representation in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorum

- 20.1 The committee shall meet at least 3 times in each period of 12 months at such places and times as the committee may determine.
- 20.2 Additional meetings of the committee may be convened by the President alone or by any two members of the committee.
- 20.3 Oral or written notice (which may be in electronic form) of a meeting of the committee 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.
- 20.4 Notice of a meeting given under Clause 20.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 20.5 Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 20.6 No business shall be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 20.8 At a meeting of the committee:
- (a) the President or, in the President's absence, the Secretary shall preside; or
 - (b) if the President and the Secretary are absent or unwilling to act, one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

21. Appointment of Association Members as Committee Members to Constitute a Quorum

- 21.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members *shall* appoint a member or members of the Association as committee members to enable the quorum to be constituted.
- 21.2 A member of the committee so appointed shall hold office, subject to these rules, until the annual general meeting next following the date of the appointment.

22. Use of Technology at Committee Meetings

- 22.1 A committee meeting may meet in person or in two or more venues using electronic means provided that such means are agreed unanimously by the members of the committee.

22.2 A committee member who participates in a committee meeting using those electronic means shall be taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Delegation by Committee to Sub-Committee

23.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in that instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

23.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

23.4 Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

23.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

24.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

24.2 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, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Subject to Clause 20(5), the committee may act notwithstanding any vacancy on the committee.

24.4 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.

PART IV GENERAL MEETINGS

25. Annual General Meetings - Holding Of

25.1 The association shall hold its first annual general meeting within 18 months after its registration under the Act.

25.2 The Association shall hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within any later time that may be allowed or prescribed under Section 37 (2) (b) of the Act.

26. Annual General Meetings - Calling of and Business at

26.1 The annual general meeting of the Association shall, subject to the Act and to Clause 25, be convened on such date and at such place and time as the committee thinks fit.

26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall – include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and members of the committee; and
- (d) to receive and consider the financial statement or report which is required to be submitted to members under the Act.

26.3 An annual general meeting shall be specified as such in the notice by which it is convened.

27. Special General Meetings - Calling Of

27.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

27.2 The committee shall, on the requisition in writing of not less than 10 percent of the total number of members, convene a special general meeting of the Association.

27.3 A requisition of members for a special general meeting:

- (a) shall be in writing;
- (b) shall state the purpose or purposes of the meeting;

- (b) shall be signed by the members making the requisition;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after the date on which the requisition of members is lodged with the Secretary.

27.5 A special general meeting convened by a member or members as referred to in Clause 27.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

27.6 For the purposes of Clause 27.3:

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice of meetings

28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under Clause 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Clause 26.2.

28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for General Meetings

29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- 29.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened upon the requisition of members shall be dissolved, and
 - (b) in any other case, shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

30. Presiding Member

- 30.1 The President or, in the President's absence, one of the office bearers, shall preside as the chairperson at each general meeting of the Association.
- 30.2 If the President and the office-bearers are absent from a general meeting or unwilling to act, the members present shall elect one of the committee, and if no member of the committee is present or is unwilling to act, one of their number to preside as chairperson at the meeting. In the event that a ballot is to be held for this purpose, then the next committee member elected at the last annual general meeting of the Association, after the President, who is present and willing to act shall take the chair for the purpose of taking nominations and conducting that ballot.

31. Adjournment

- 31.1 The chairperson of 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.
- 31.2 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 Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in Clause 31.2, notice of the 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

- 32.1 A question arising at a general meeting of the Association shall be determined by:

- (a) a show of hands; or
- (b) if, on the motion of the chairperson or if three or more members present at the meeting demand that the question should be determined by a written ballot, a written ballot.

32.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.3 Where a poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32.4 If the question is to be determined by a written ballot, the ballot shall be conducted in accordance with the directions of the chairperson.

33. Special Resolutions

33.1 A resolution of the Association is a special resolution if:

- (a) at a meeting of the Association, of which notice has been given to its members no later than 21 days before the date on which the meeting is to be held, it is supported by at least three-quarters of the votes cast by members of the Association who, under this constitution, are entitled to vote on the proposed resolution; or
- (b) it is passed in such other manner as directed by the Director-General in accordance with Section 39 of the Act.

33.2 A notice referred to in Clause 33.1 must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

34. Voting

34.1 Upon any question arising at a general meeting of the Association only a full member shall be entitled to vote and each full member has one vote only.

34.2 All votes shall be given personally.

34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, including the

amount of the annual subscription payable in respect of the then current year.

- 34.5 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

35. Proxy Votes not Permitted

No member shall be entitled to appoint another member as proxy and voting may not be by proxy at any meeting of the Association.

36. Postal or Electronic Ballots

Postal or electronic ballots are not permitted in respect of a general meeting of the Association.

37. Use of Technology at General Meetings

- 37.1 A member who participates in a general meeting of the Association shall do so in person.
- 37.2 A member at another venue shall not participate in a general meeting through the use of technology.

PART V MISCELLANEOUS

38. Insurance

The Association may effect and maintain insurance.

39. Funds - Source

- 39.1 The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 39.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account or other authorised deposit-taking institution account.
- 39.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - Management

- 40.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the committee determines.
- 40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the Association,

being members or employees authorised to do so by the committee.

41. Association is Non-profit

Subject to the Act and the Regulation, the Association shall apply its funds and assets in pursuance of the objectives of the Association and shall not conduct its affairs so as to provide a pecuniary gain for any of its members.

42. Winding Up of the Association

42.1 The Association may be wound up if a special resolution to this effect is passed at a general meeting of the Association, or if so ordered in accordance with the Act.

42.2 Subject to the Act and the Regulation, in a winding up of the Association, any surplus property of the Association shall be transferred to another organisation with similar objectives and which is not conducted for the profit or gain of its individual members.

42.3 In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after the satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

42.4 The organisation to which the surplus property of the Association is to be transferred shall be decided by a special resolution at the general meeting convened to vote on the winding up of the Association, in accordance with Section 65 of the Act.

43. Change of Name, Objectives and Rules

43.1 The name of the Association, the statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the Association.

43.2 A change to the name of the Association, the statement of objectives or these rules, which is passed by a special resolution of the Association, shall not take effect until it has been registered in accordance with Section 10 of the Act.

44. Custody of Books, Etc.

Except as otherwise provided by these rules, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

45. Inspection of Books, Etc.

45.1 The following documents shall be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- (a) records, books and other financial documents of the Association;
- (b) these rules; and
- (c) minutes of all committee meetings and general meetings of the Association.

45.2 A member of the Association may obtain a copy of any of the documents referred to in Clause 45.1 on payment of a fee of not more than \$1 for each page copied.

45.3 Notwithstanding Clauses 45.1 and 45.2, the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

46. Service of Notices

46.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member:

- (a) by delivering it to the member personally;
- (b) by sending it by pre-paid post to the address of the member as recorded in the register of members;
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an appropriate address for the member as recorded in the register of members; or
- (d) by sending it to some other address specified by the member for giving or serving the notice.

46.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personal, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date on which it would have been delivered in the ordinary course of the post; or
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial Year

The financial year for the Association is:

- (a) The period of time commencing on the date of incorporation of the Association and

ending on the following 30 June, and

- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.