



HISTORIC RACING CAR CLUB (QLD) INC

CONSTITUTION

Adopted by HRCCQ Inc on the 22nd November 2021

Preamble

The Constitution (or Rules) of the Historic Racing Car Club (Qld) Inc (HRCCQ) were adopted in 1993 and provided the Association with the power to take over the funds and other assets and liabilities of the unincorporated association known as the 'Queensland Appendix J Association' and the 'Historic Racing Register Inc'. The Constitution was amended on several occasions during the years that followed.

In 2011, arising from a Resolution passed by the HRCCQ Management Committee, a workgroup was appointed to undertake a review of the Constitution. The workgroup used the 'Model Rules' (Associations Incorporation Regulation 1999-Part 3, Division 1 – Rules, 8-Model Rules) as the basis for a new Constitution. The proposed Constitution was workshopped extensively and was the subject of multiple drafts and the HRCCQ subsequently adopted the Constitution on the 20th February 2012.

At the time that the Constitution was adopted, and consistent with its philosophy that a Constitution should always be a dynamic or 'living document', the management committee agreed to again review the Constitution 'in a couple of year's time or as required'.

In late 2013 the management committee concluded that it would be timely to undertake a review of the HRCCQ Constitution as adopted in 2012 notwithstanding that the review would be somewhat earlier than originally envisaged; accordingly, the Management Committee resolved that the Constitution should again be reviewed in order to continue to provide the HRCCQ and its administration with adequate rules and tools to administer the well being of the HRCCQ to the satisfaction of its members. A review of the Constitution commenced early in the last quarter of 2013 with the authors of the Constitution adopted in 2012 being engaged to undertake the review.

The HRCCQ 2014 Draft Constitution evolved through multiple drafts arising from frequent and ongoing liaison between the authors and the management committee whereby the authors made recommendations, and sought and took instructions from the management committee. Additionally, later progressive drafts of the Constitution were also made available to members via the HRCCQ website for their perusal, consideration and input.

In early 2021 the management committee determined that it would again be timely to undertake a review of the HRCCQ Constitution given that the Associations Incorporation Act had been amended in 2020. The HRCCQ 2021 Draft Constitution evolved through multiple drafts arising from frequent and ongoing liaison between the author and the management committee whereby the author made recommendations, and sought and took instructions from the management committee.

Perusal of the adopted Constitution will readily identify the document as being an 'HRCCQ Constitution'; whilst it's not necessarily a 'new' Constitution it is very much a Constitution intended to serve the HRCCQ for a lengthy period of time.

Authority

The Management Committee resolved to recommend that the HRCCQ adopt the draft Constitution; at a General Meeting of the HRCCQ held on the 22nd November 2021 a Special Resolution was passed and the HRCCQ adopted the Constitution with immediate effect.

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CONSTITUTION of HISTORIC RACING CAR CLUB (QLD) INC

1 Interpretation

(1) In these Rules

Act means the *Associations Incorporation Act 1981*.

chief executive means the Director-General of the Department of Justice and Attorney-General

association means the Historic Racing Car Club (Qld) Inc

president means the member of the association's management committee who usually presides at management committee meetings, whatever the person's position is called.

treasurer means the member of the association's management committee responsible for the finances of the association, whatever the person's position is called.

secretary means the member of the association's management committee who is the association's secretary under the Act, whatever the person's position is called.

officer means the following individuals:

- (a) the association's president;
- (b) the association's secretary;
- (c) the association's treasurer;
- (d) a member of the association's management committee;
- (e) a manager appointed by the management committee for the association.

advocate means a person who pleads the cause of another before a tribunal.

representative means a person chosen or appointed to act or speak for another or others

returning officer means the person appointed under the rules to conduct an election or other matter.

HRCCQ Inc Returning Officer Guide for the Conduct of Elections for Office means the 'HRCCQ Inc Returning Officer Guide for the Conduct of Elections for Office', a document authorised by the management committee.

management committee means the association's management committee formed under the Act. The Act requires that the management committee must have at least three (3) members of whom one must hold the office of president and another must hold the office of treasurer.

HRCCQ Management Committee Code of Conduct means the 'Historic Racing Car Club Qld Inc Management Committee Code of Conduct', a document authorised by the management committee.

financial member means a member of the association who has paid the annual subscription and any other monies owing to the association by the due date or a Category D member, Category E member or Category F member.

Note: A common perception of 'Financial Member' is of a member of the association who has paid the annual subscription required for any given year; however, it can also be a member from whom no subscription is required at any given time. It is in this latter context that Category D members, Category E members and Category F members are included in the definition of 'Financial Member'.

financial year means the twelve (12) month period adopted by the association as its financial year in these rules.

australian financial services licence (AFSL) means a licence required by any Australian business involved in the provision of financial services. An AFSL is issued by the Australian Securities and Investments Commission (ASIC) as required by the Corporations Act 2001.

authorised deposit-taking institution (ADI) means corporations which are authorised under the Banking Act 1959. ADI's include banks, building societies; and credit unions. All ADI's are subject to the same Prudential Standards but the use of the names 'bank', 'building society' and 'credit union' is subject to corporations meeting certain criteria.

rules of the association include this constitution. The rules will apply as they are written rather than how the association may have intended them to be applied.

special resolution means a resolution (of which notice has been given to members as prescribed by Section 3 of the Act) carried at a general meeting (including the annual general meeting) of the association by the votes of 75% (rounded up) of the members who are present as per Rule 37(2) and entitled to vote on the resolution. Direct voting is not allowed for special resolutions. The matters that shall be decided by special resolution are:

- (a) a change to the incorporated association's rules
- (b) a change of name for the incorporated association
- (c) the decision to wind up the incorporated association.
- (d) upon winding up, the distribution of surplus assets

present means

- (a) at a management committee meeting, see Rule 23(6); or
- (b) at a general meeting, see Rule 37(2).

majority means 50% rounded up plus one (1) vote

super majority means 75% (rounded up)

rounded up means, where there are digits (numbers 1 to 9 inclusive) to the right of the decimal point, increasing the whole number (the digit or those digits to the left of the decimal point) by a value of 1 and deleting the digits to the right of the decimal point.

direct voting means a method of election by which all members eligible to vote are able to vote in the event that they are unable to be present in person. (*A Direct Vote is sometimes referred to as a Postal Vote*)

irregularity (in relation to an election or ballot) means but is not limited to:

- (a) a breach of the rules of the association; and
- (b) an act or omission by means of which:
 - (i) the full and free recording of votes by all persons entitled to record votes and by no other persons; or
 - (ii) a correct ascertainment or declaration of the results of the voting; is, or is attempted to be, prevented or hindered

meaning of words

the word 'must'. The word 'must' is used to indicate mandatory requirements strictly to be followed in order to conform to the standard and from which no deviation is permitted (must means: is required to).

the words 'must not'. The words 'must not' are used to say something is prohibited (must not means: is prohibited).

the word 'will'. The word 'will' is used for promises or actions that take in the future (will means: a statement to give an order or instruction).

the word 'may'. The word 'may' is used to indicate a course of action permissible within the limits of the standard (may means: is permitted).

the word 'should'. The word 'should' is used to indicate that among several possibilities one is recommended as particularly suitable, without mentioning or excluding others; or that a certain course of action is preferred but not necessarily required (should means: is recommended that).

the word 'can'. The word 'can' is used for statements of possibility and capability, whether material, physical, or causal (can means: is able to)

- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is

HISTORIC RACING CAR CLUB (QLD) INC (*the association*).

3 Objects

(1) The objects of the association are

(a) to organise, participate with other organisations or persons, and or promote motor sport and or motor sport related activities of an historic nature consistent with these objects.

(b) to organise, participate with other organisations or persons, and or promote social activities and other complementary activities consistent with these objects

(c) to afford to its members the means of social intercourse, rational recreation, mutual helpfulness and good fellowship between members.

4 Powers

(1) The association has the powers of an individual.

(2) The association may, for example

(a) enter into contracts and agreements; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Categories of Membership

(1) Membership of the association shall be divided into the following categories

- (a) Category A Members
- (b) Category B Members
- (c) Category C Members
- (d) Category D Members
- (e) Category E Members
- (f) Category F Members; and
- (g) such other categories as are created from time to time under Rule 5 (2).

(i) **Category A Member:** A person who is actively involved in motor sport, for example but not limited to, a competitor, an entrant or an automobile preparer. Category A Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category A Members are entitled to vote, to receive notice of, and to attend and debate at, general meetings.

(ii) **Category B Member:** A person who has 'retired from motor sport', i.e., not actively involved in motor sport as is a Category A Member. Category B Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category B Members are entitled to vote, to receive notice of, and to attend and debate at, general meetings.

(iii) **Category C Member:** A person who wishes to participate in the social activities of the association and is not actively involved in motor sport as is a Category A Member. Category C Members shall pay a membership fee being the amount decided by the members of the association from time to time at a general meeting, for the period of subscription decided by the members of the association from time to time at a general meeting. Category C Members are not entitled to vote or debate at general meetings; however, they are entitled to receive notice of, and to attend, general meetings.

(iv) **Category D Member:** A person who is the spouse, partner or child of a Category A or Category B Member. Category D Members are not entitled to vote or debate at general meetings; however, however, they are entitled to receive notice of, and to attend, general meetings .

(v) **Category E Member:** A person determined by the association to be a Life Member. Category E Members are entitled to vote, to receive notice of, and to attend and debate at, general meetings.

(vi) **Category F Member:** A person determined by the management committee to be an Honorary Member. Honorary Membership is afforded for a length of time equal to the period of subscription (or part thereof) applicable to Category A, B and C membership commencing immediately upon such status being determined by the management committee. Category F Membership is determined annually by the management committee. Category F Members are not entitled to vote or debate at general meetings; however, they are entitled to receive notice of, and to attend, general meetings.

(2) The association has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members

(3) The number of members is unlimited.

6 Membership Application

(1) An application for membership must be

- (a) in writing; and
- (b) on the application form authorised by the management committee which must also identify
 - (i) that the association has public liability insurance; and
 - (ii) the amount of the insurance
- (c) and signed by the applicant.

7 Membership Fees

(1) The membership fee for each Category A, B and C member

- (a) is the amount decided by the members of the association from time to time at a general meeting; and
- (b) for the period of subscription decided by the members of the association from time to time at a general meeting; and
- (c) is payable when, and in the way, the management committee decides.

8 Acceptance or Rejection of Membership Application

(1) The management committee must consider a membership application at the next committee meeting held after it receives

- (a) the membership application; and
- (b) the appropriate membership fee for the application.

(2) The management committee must decide at the meeting whether to accept or reject the application.

(a) the management committee will, and must, reject an application from a person who, having had a membership application rejected, or whose membership has been terminated or revoked, has appealed against that rejection or termination and the appeal has been dismissed.

(b) the mandatory period for rejection of an application rejected in accordance with 8(2)(a) will be not less than thirty six (36) months from the date upon which an appeal was dismissed but may be for a longer period of time as decided by the association at a general meeting.

(3) If an application is not rejected in accordance with Rule 8(2),(a) and (b) and a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(4) The association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

8A Resolution of Internal Disputes

(1) Disputes between members of the association and disputes between members and the association are to be resolved in accordance with the following procedure:

(a) in the first instance the matter must be referred to the management committee;

(b) if the matter is unable to be resolved in a satisfactory manner by the management committee, the committee must commence and undertake a grievance procedure including, but not limited to, allowing a member to appoint any person (a representative or advocate) to act on their behalf and also ensuring that each party involved will be given an opportunity to be heard. The grievance procedure must also provide for unbiased mediation given that the dispute was initially unable to be resolved amongst parties.

(c) If the matter remains unresolved the management committee must refer the matter to a general meeting for resolution.

9 When Membership Ends - Disciplining Of Members

(1) A member may resign from the association by giving a written notice of resignation to the secretary.

(2) The resignation takes effect at

(a) the time the notice is received by the secretary; or

(b) if a later time is stated in the notice, the later time.

(3) A complaint can be made by any member of the association that some other member of the association has acted in a manner prejudicial to the interests of the association. On receiving such a complaint, the management committee must cause notice of the complaint to be served on the member concerned.

(4) The **management committee** can terminate a Category A, B, C or D members membership if the member

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least two (2) months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(5) Before the management committee terminates a Category A, B, C or D member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(6) If, after considering all representations made by the Category A, B, C or D member, the management committee is satisfied that the facts alleged have been proved and that expulsion is just and decides to terminate the membership, the secretary of the association must give the member a written notice of the decision stating:

- (a) the action taken by the management committee;
- (b) the reasons given by the management committee for having taken that action; and
- (c) the member's rights of appeal under Rule 10.

(7) The expulsion does not take effect:

- (a) until the expiration of the period in which the member is entitled to appeal against the decision concerned; or
- (b) if within that period the member exercises the right of appeal.

(8) The **association** can revoke a Life Membership if a Life Member (Category E Member)

- (a) has been convicted of an indictable offence; or
- (b) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association
- (c) the decision to revoke Life Membership requires approval by not less than 75% (rounded up) of the votes cast by members eligible to vote who either cast a direct vote or are present in person at a meeting convened to consider the matter or the meeting at which the matter is considered.

(9) Before the association revokes a Life Member's membership, the association must give the Life Member a full and fair opportunity to show why the membership should not be revoked.

(10) If, after considering all representations made by the Life Member, the association is satisfied that the facts alleged have been proved and that revocation is just and decides to revoke the Life Members membership, the secretary of the association must give the Life Member a written notice of the decision stating:

- (a) the action taken by the association;
- (b) the reasons given by the association for having taken that action; and
- (c) the Life Member's rights of appeal under Rule 10.

(11) The revocation does not take effect:

- (a) until the expiration of the period in which the Life Member is entitled to appeal against the decision concerned; or
- (b) if within that period the Life Member exercises the right of appeal.

(12) The **management committee** can revoke an Honorary Membership if an Honorary Member (Category F Member)

- (a) has been convicted of an indictable offence; or
- (b) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (c) the decision to revoke Honorary Membership requires approval by not less than 75% (rounded up) of the votes cast by management committee members present in person at a meeting convened to consider the matter or the meeting at which the matter is considered.

(13) Before the management committee revokes an Honorary Member's membership, the committee must give the Honorary Member a full and fair opportunity to show why the membership should not be revoked.

(14) If, after considering all representations made by the Honorary Member, the management committee is satisfied that the facts alleged have been proved and that revocation is just and decides to revoke the honorary membership, the secretary must give the Honorary Member a written notice of the decision stating:

- (a) the action taken by the management committee;
- (b) the reasons given by the management committee for having taken that action; and
- (c) the Honorary Member's rights of appeal under Rule 10.

(15) The revocation does not take effect:

- (a) until the expiration of the period in which the Honorary Member is entitled to appeal against the decision concerned; or
- (b) if within that period the Honorary Member exercises the right of appeal.

10 Appeals against Rejection or Termination of Membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated or revoked, may lodge with the secretary an appeal against the decision.

(2) The appeal, in writing, must be given to the secretary within one (1) month after the person receives written notice of the decision. Where no appeal has been received within the time limit the right to appeal shall be deemed to have been abandoned. In extraordinary circumstances, the management committee may accept an appeal lodged out of time. Failure on the part of an appellant to proceed with an appeal, whether by a lapse of time or otherwise, will restore the decision against which the appeal was lodged.

(3) If the secretary receives an appeal from a person other than a Life Member (Category E Member), the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal. At that general meeting the appellant should state his or her case in person; however, representation by an advocate will be granted subject to application for such leave being made (in writing and at least seven (7) days prior to the hearing) through the secretary of the association.

(4) If the secretary receives an appeal from a Life Member (Category E Member), the secretary must, within three (3) months after receiving the notice, convene an Appellate Tribunal to decide the appeal. Before an Appellate Tribunal convenes the appellant shall be given at least fourteen (14) days' notice in writing of the date, time and place of the appeal hearing, however, a hearing may proceed on shorter notice if all parties agree.

At an Appellate Tribunal the appellant should state his or her case in person; however, representation by an advocate may be granted by the chairman of the Tribunal. Application for such leave must be made (in writing and at least seven (7) days prior to the hearing) through the secretary of the association. The decision by the chairman of the Tribunal on such representation will be final and not subject to appeal.

Note: In this rule 'convene' means to convene or, alternatively, to arrange with an external organisation to convene a Tribunal to hear the appeal.

11 General Meeting to Decide Appeal

(1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives the appeal. The appellant should state his or her case in person; however, representation by an advocate will be granted by the management committee Subject to application for such leave being made (in writing and at least seven (7) days prior to the meeting) through the secretary of the association.

(2) At the meeting, the appellant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by not less than 75% (rounded up) of the votes cast by members eligible to vote and present in person at the meeting convened to consider the matter or the meeting at which the matter is considered.

(5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of Members

(1) The management committee must keep a register of members of the association.

(2) The register must include the following particulars for each member

- (a) the full name of the member;
- (b) the postal address of the member;
- (c) the date of admission as a member;
- (d) the date of death or resignation of the member;
- (e) details about the termination or reinstatement of membership;
- (f) any other particulars the management committee or the members of the association at a general meeting decide.

(3) The association will conduct its business in accordance with the Privacy Act 1988.

13 Prohibitions on Use of Information - Register of Members & Intellectual Property

(1) A member of the association must not

- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes: or
- (c) misuse the intellectual property of the association and must not use the intellectual property of the association without prior permission or authorisation being given in writing by the association.

14 Election of President

(1) The association will at an annual general meeting (or in exceptional circumstances, at a general meeting) elect a President. A person seeking election for the position of President of the association must be a financial member of the association and have been so at least since prior to the previous year's annual general meeting.

(2) The Secretary will call for nominations for President at least 90 days prior to the meeting at which the President is to be elected.

(3) Nominations must be:

(a) in writing;

(b) on the prescribed form provided for that purpose (if any);

(c) signed by a nominator and a seconder, who must be individual members of the association

(d) certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated.

(e) certified by the nominee (the **candidate**), separately to (d), that the nominee has read and acknowledges the Constitution of the association and the HRCCQ Management Committee Code of Conduct.

(4) Nominations must be received by the Secretary at least 60 days prior to the annual general meeting at which the election is to be held and a list of the candidate's names in alphabetical order shall be placed upon the agenda for that meeting. A member nominating for any office may withdraw the nomination by notice in writing to the Returning Officer up to, but not later than 7 days after the close of nominations. The Returning Officer will prepare, publish and distribute direct voting forms such that the instrument (the form) can be deposited in accordance with Rule 40(1) to (3) inclusive.

(5) Even if there is only one candidate that person must be elected by a majority vote of members eligible to vote who are either present in person or cast a direct vote. Where there are two or more candidates an election shall be held by ballot. The election shall be by secret ballot prepared by the Returning Officer. Arising from the ballot (or ballots) the candidate with the highest number of votes cast by members, which must be at least 50% rounded up plus one (1) of the votes, will be declared elected.

(a) If the candidate with the highest number of votes cast by members does not achieve the required majority then Rule 14(8) will prevail.

(6) The President will hold office for a term of one (1) year commencing immediately upon his or her election or until his or her earlier death, resignation, disqualification or removal by resolution of the association.

(7) In order to seek to remove the President from office by resolution of the association, a written request to convene a special general meeting must be given to the secretary. The request must state why the special general meeting is being called and the business to be conducted at the meeting. Refer to: Rule 39 - Special General Meeting.

Before a vote of members of the association is taken about removing the President from office, the President must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

If, after considering all representations made by the President, the association is satisfied that the facts alleged have been proved and that his or her removal is just and decides to remove the President, the secretary of the association must give the President a written notice of the decision.

The President has no right of appeal against removal from office under this rule.

The President immediately vacates the office of President (and any other office held) in the circumstances mentioned in section 64(2) of the Act.

(8) If Rule 14(5)(a) takes effect, or in the event of the death, removal, resignation or disqualification from office of President of the association, the Vice President will fill the vacancy and in so doing will be deemed as having immediately resigned from office as Vice President of the association. The new President will hold office for the balance of the term of the President who has vacated the position.

(9) If at an annual general meeting the association is unable to elect a President and in which case the Vice President is unable or unwilling to undertake the role of President in accordance with Rule 14(8) then the association will adjourn the annual general meeting. During the period of adjournment the association will communicate, in writing, with the chief executive and in so doing will request guidance or instructions such that the association is able to overcome the impasse. Following receipt of instructions from the chief executive the association will then re-convene the annual general meeting. [See also Rule 36(6) to (9) inclusive.]

15 Election of Vice President

(1) The association will at an annual general meeting or general meeting elect a Vice President. A person seeking election for the position of Vice President of the association must be a financial member of the association and have been so at least since prior to the previous years annual general meeting.

(2) The Secretary will call for nominations for Vice President at least 90 days prior to the meeting at which the Vice President is to be elected.

(3) Nominations must be:

(a) in writing;

(b) on the prescribed form provided for that purpose (if any);

(c) signed by a nominator and a seconder, who must be individual members of the association

(d) certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated and a willingness to undertake the role of President in accordance with Rule 14(8).

(e) certified by the nominee (the **candidate**), separately to (d), that the nominee has read and acknowledges the Constitution of the association and the HRCCQ Management Committee Code of Conduct.

(4) Nominations must be received by the Secretary at least 60 days prior to the annual general meeting at which the election is to be held and a list of the candidate's names in alphabetical order shall be placed upon the agenda for that meeting. A member nominating for any office may withdraw the nomination by notice in writing to the Returning Officer up to, but not later than 7 days after the close of nominations. The Returning Officer will prepare, publish and distribute direct voting forms such that the instrument (the form) can be deposited in accordance with Rule 40(1) to (3) inclusive.

(5) Even if there is only one candidate that person must be elected by a majority vote of members eligible to vote who are either present in person or cast a direct vote. Where there are two or more candidates an election shall be held by ballot. The election shall be by secret ballot prepared by the Returning Officer. Arising from the ballot (or ballots) the candidate with the highest number of votes cast by members, which must be at least 50% rounded up plus one (1) of the votes, will be declared elected.

(a) If the candidate with the highest number of votes cast by members does not achieve the required majority then Rule 15(8) will prevail.

(6) The Vice President will hold office for a term of one (1) year commencing immediately upon his or her election or until his or her earlier death, resignation, disqualification or removal by resolution of the association.

(7) In order to seek to remove the Vice President from office by resolution of the association, a written request to convene a special general meeting must be given to the secretary. The request must state why the special general meeting is being called and the business to be conducted at the meeting. Refer to: Rule 39 - Special General Meeting.

Before a vote of members of the association is taken about removing the Vice President from office, the Vice President must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

If, after considering all representations made by the Vice President, the association is satisfied that the facts alleged have been proved and that his or her removal is just and decides to remove the Vice President, the secretary of the association must give the Vice President a written notice of the decision.

The Vice President has no right of appeal against removal from office under this rule.

The Vice President immediately vacates the office of Vice President (and any other office held) in the circumstances mentioned in section 64(2) of the Act.

(8) If Rule 15(5)(a) takes effect, or in the event of the death, removal, resignation or disqualification from office of Vice President of the association, the association may, at any general meeting, elect a new Vice President to fill the vacancy. The new Vice President will hold office for the balance of the term of the Vice President who has vacated the position.

16 Membership of Management Committee

(1) The President, Immediate Past President and Vice President are automatically appointed as members of the management committee; all other members (other than appointments made by the management committee to fill a vacancy) are elected for appointment to the management committee.

(2) The management committee of the association will consist of:

(a) the President of the association (who shall also be the Chairperson of the management committee)

(b) the immediate Past President of the association

(i) but only for the management committee term immediately following his or her term as President of the association and only whilst the Past President is a financial member of the association

(ii) and subject to his or her acceptance of this position of office upon the management committee

(c) the Vice President of the association

(d) plus a Treasurer, a Secretary, and a maximum of four (4) other persons (all six (6) of whom must be a financial member of the association and have been so at least since prior to the previous years annual general meeting) that the association members eligible to vote at an annual general meeting, who are either present in person or cast a direct vote, **elect** for appointment to the management committee.

(3) Members of the management committee will be appointed to the management committee for a term of one (1) year.

(4) At each annual general meeting of the association, the members of the management committee must retire from that office, but are eligible for either re-appointment (in the case of the President and Vice President of the association) or, on nomination, for re-election for appointment to the management committee.

(5) If at an annual general meeting circumstances prevail such that the association is unable to elect a management committee, then the association can resolve to appoint the retiring management committee to continue in that role in an acting capacity until such time as the association is able to overcome the impasse.

(6) A person or entity appointed by the management committee to assist the management committee, for example but not limited to, a 'Minute Secretary' or 'Secretariat Provider'; or a person appointed to undertake a specific task, for example but not limited to, a 'Researcher' or 'Negotiator', does not become a member of the management committee.

17 Election of other Management Committee Members

(1) The association will

(a) at an annual general meeting (or in exceptional circumstances, at a general meeting) elect a Treasurer

(b) at an annual general meeting or a general meeting elect a Secretary, and four (4) other persons for appointment to the management committee.

(2) Every person seeking election for appointment to the management committee must be:

(a) a financial member of the association and have been so at least since prior to the previous years annual general meeting

(b) an adult i.e., having attained the age of eighteen (18) years of age

(c) is not ineligible to be elected as a member under section 61A of the Act.

and

(d) the management committee of the association must ensure that the secretary is an individual residing in Queensland, or if in another State, not more than 65km from a Queensland border.

(3) The Secretary will call for nominations at least 90 days prior to the meeting at which the persons are to be elected.

(a) Nominations must be:

(i) in writing

(ii) on the prescribed form provided for that purpose

(iii) signed by a nominator and a seconder, both of whom must be members of the association

(iv) for the positions of Treasurer and Secretary, must be certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated

(v) for the four other positions, must be certified by the nominee (the **candidate**) expressing a willingness to accept the position for which the person is nominated and a willingness to undertake the role of Treasurer or Secretary should the need so arise.

(vi) certified by the nominee (the **candidate**), separately to (iv) or (v), that the nominee has read and acknowledges the Constitution of the association and the HRCCQ Management Committee Code of Conduct.

(4) Nominations must be received by the Secretary at least 60 days prior to the annual general meeting at which the election is to be held. A list of the candidate's names, in alphabetical order and with the names of the members who nominated each candidate, must be placed upon the agenda for that meeting. A member nominating for any office may withdraw the nomination by notice in writing to the Returning Officer up to, but not later than 7 days after the close of nominations. The Returning Officer will prepare, publish and distribute direct voting forms such that the instrument (the form) can be deposited in accordance with Rule 40(1) to (3) inclusive.

(5) Even if there is only one candidate for a vacant position that person must be elected by a majority vote of members eligible to vote who are either present in person or cast a direct vote. Where there are two or more candidates for the position of Treasurer, or two or more candidates for the position of Secretary, or five or more candidates for the other four (4) positions, an election shall be held by ballot. The election shall be by secret ballot prepared by the Returning Officer (balloting lists must be prepared containing the names of the candidates in alphabetical order). Arising from the ballot (or ballots), for each position, the candidates with the highest number of votes cast by members, which must be at least 50% rounded up plus one (1) of the votes, will be declared elected.

(a) Position of Treasurer; if the candidate with the highest number of votes cast by members does not achieve the required majority then the association will appoint one of the elected candidates to the position of Treasurer.

(b) Position of Secretary; if the candidate with the highest number of votes cast by members does not achieve the required majority then the association will appoint one of the elected candidates to the position of Secretary.

(c) Other positions; in the event that any of the other four (4) positions remain unfilled, the Secretary will immediately call for nominations for those positions. The nominations must meet the requirements of 17(2) and 17(3)(a). Nominations are to be received by the Secretary prior to the close of a general meeting at which the association may elect the candidate or candidates.

(6) Members of the association eligible to vote at the annual general meeting who are either present in person or cast a direct vote may vote for one candidate for each vacant position on the management committee

(7) The Association must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised

(a) that the association has public liability insurance; and

(b) the amount of the insurance

18 Resignations, Removal or Vacation of Office of Management Committee Member

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

(2) The resignation takes effect at

(a) the time the notice is received by the secretary; or

(b) if a later time is stated in the notice, the later time.

(3) A member of the management committee can be removed from the management committee at a general meeting of the association if a majority, i.e., 50% rounded up plus one (1) of the members of the association present and eligible to vote at the meeting vote in favour of removing the management committee member.

(4) Before a vote of members of the association is taken about removing the management committee member from office, the management committee member must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

(5) If, after considering all representations made by the management committee member, the association is satisfied that the facts alleged have been proved and that his or her removal is just and decides to remove the management committee member from the management committee, the secretary (or acting secretary) of the association must give the management committee member a written notice of the decision.

The management committee member has no right of appeal against removal from the management committee under this rule.

(6) A management committee member immediately vacates the office of management committee member in the circumstances mentioned in section 64(2) of the Act.

19 Vacancies on Management Committee

(1) If a casual vacancy happens on the management committee, the continuing members of the management committee may identify and nominate another financial member of the association to fill the vacancy, subject to the nomination meeting the requirements of 17(2) and 17(3)(a), and at the next general meeting recommend that the association appoint that person to the management committee.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under Rule 24(1) as a quorum of the management committee, the continuing members may act only to

(a) increase the number of management committee members to the number required for a quorum; or

(b) call a general meeting of the association.

(4) 'Casual Vacancy' on the management committee, means a vacancy that happens when an elected or appointed member of the management committee resigns, dies or otherwise stops holding office.

20 Functions of Management Committee

(1) Subject to these rules or a resolution of the members of the association carried at a special general meeting, the management committee, and only the management committee, has the general control and management of the administration of the affairs, property and funds of the association.

(2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the association's Rules are inconsistent with the Act - see section 1B of the Act.

(3) The management committee may exercise the powers of the association

(a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the association may from time to time decide.

(4) For Sub Rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by

(a) the financial institution for the association; or

(b) if there is more than one financial institution for the association, the financial institution nominated by the management committee.

21 Functions of Secretary

(1) The secretary's typical functions include, but are not limited to

(a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the association; and

(d) maintaining the register of members of the association.

(e) maintaining the association's policy register

22 Functions of Treasurer

- (1) The Treasurer's typical functions include, but are not limited to
 - (a) the financial management of the incorporated association
 - (b) keep and maintain an asset register for the incorporated association
 - (c) keep all documentation for payments made including receipts, invoices and statements
 - (d) keep and maintain the incorporated association's deposit and cheque books
 - (e) ensure that all payments are approved or ratified by the management committee and that they are recorded in the minutes
 - (f) prepare and present the associations financial statement/s as required

23 Meetings of Management Committee

- (1) Subject to this rule, the management committee may meet as frequently as it chooses and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every four (4) months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings by using any technology that gives members as a whole a reasonable opportunity to participate.
- (6) A committee member who participates in the meeting as mentioned in Sub Rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

24 Quorums For, And Adjournment Of, Management Committee Meeting

(1) At a management committee meeting, more than 50% (rounded up) of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee

(a) the meeting is to be adjourned for at least one (1) day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in Sub Rule (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

25 Special Meeting of Management Committee

(1) If the secretary receives a written request signed by at least 33% (rounded up) of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state

(a) the day, time and place of the meeting; and

(b) the business to be conducted at the meeting.

(5) A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

26 Resolutions of Management Committee without Meeting

(1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been carried at a committee meeting that was properly called and held.

(2) A resolution mentioned in Sub Rule (1) may consist of several documents in like form, each signed by one or more members of the committee.

27 Minutes of Management Committee Meetings

(1) The secretary must ensure that accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a 'minute book' or appropriate permanent record.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting verifying their accuracy.

28 Appointment of Advisory Groups

(1) The management committee may appoint any number of advisory groups consisting of members of the association, or other persons, considered appropriate by the management committee to provide advice on the conduct of specific activities within the associations operations. The composition, operation, duties and functions of advisory groups will be in accordance with this Constitution and the HRCCQ Management Committee Code of Conduct and as determined by the management committee from time to time in consultation with members of the association and prescribed in Terms of Reference and/or Standing Orders. An advisory group, or members of an advisory group, are not authorised to act or purport to act on behalf of the association.

(2) The management committee will set the Terms of Reference and/or Standing Orders for any advisory group so appointed.

(3) The maximum number of persons appointed to any one advisory group will be not more than six (6) persons plus a chairperson.

(4) The management committee will appoint the chairperson of any advisory group so appointed.

(5) The advisory group chairperson or any advisory group member can only attend a management committee meeting upon invitation from the management committee chairperson.

(6) A member of the advisory group who is not a member of the management committee is not entitled to vote at a management committee meeting.

(7) At meetings of the advisory group, if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members of the advisory group present may choose one of their numbers to be chairperson of the meeting.

(8) An advisory group will convene in accordance with its Terms of Reference and/or Standing Orders.

(9) A question arising at an advisory group meeting is to be decided by a majority vote of the advisory group members present at the meeting and, if the votes are equal, the question is decided in the negative.

(10) Any advice or recommendation recorded by advisory groups does not have any authority or other effect until such time as the management committee resolves to approve or ratify such advice or recommendation.

29 Appointment of Task Groups

(1) The management committee may appoint any number of task groups consisting of members of the association, or other persons, considered appropriate by the management committee to undertake specific tasks, for example but not limited to, organising a race meeting. The composition, operation, duties and functions of task groups will be in accordance with this Constitution and the HRCCQ Management Committee Code of Conduct and as determined by the management committee from time to time in consultation with members of the association and prescribed in Terms of Reference. A task group, or members of a task group, are not authorised to act or purport to act on behalf of the association.

(2) The management committee will set the Terms of Reference and/or Standing Orders for any task group so appointed.

(3) The number of persons appointed to any one task group will be the number of persons deemed necessary by the management committee plus a chairperson.

(4) The management committee will appoint the chairperson of any task group so appointed.

(5) The task group chairperson or any task group member can only attend a management committee meeting upon invitation from the management committee chairperson.

(6) A member of the task group who is not a member of the management committee is not entitled to vote at a management committee meeting.

(7) At meetings of the task group, if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members of the task group present may choose one of their numbers to be chairperson of the meeting.

(8) A task group will convene and act in accordance with its Terms of Reference and/or Standing Orders.

29A Returning Officer

- (1) The management committee will appoint one or more Returning Officers (not being the holder of any office in, or an employee of, the association) to be available to conduct elections for office or other matters. The duties and functions of a Returning Officer will be in accordance with this Constitution, the HRCCQ Management Committee Code of Conduct, and the HRCCQ Inc Returning Officer Guide for the Conduct of Elections for Office and as determined by the management committee from time to time. A Returning Officer is not authorised to act or purport to act on behalf of the association.
- (2) The management committee will appoint a Returning Officer to conduct each election for office in accordance with the document '*HRCCQ Inc Returning Officer Guide for the Conduct of Elections for Office*'.
- (3) The Returning Officer will take appropriate action to ensure the secrecy of the ballot and to prevent or remedy an irregularity and will, and must, at all times be neutral, unbiased, and fair and just, and ensure confidentiality in all things and matters.

Note: In this rule the Returning Officer may be a natural person who may, or may not, be a member of the association; or an external entity contracted by the association to conduct an election.

30 Acts Not Affected By Defects or Disqualifications

- (1) An act performed in accordance with these Rules, Terms of Reference and/or Standing Orders by the management committee, an advisory group, task group or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub Rule (1) applies even if the act was performed when
 - (a) there was a defect in the appointment of a member of the management committee, advisory group, task group or person acting as a member of the management committee; or
 - (b) a management committee member, advisory group member, task group member or person acting as a member of the management committee was disqualified from being a member.

31 Annual General Meetings

(1) Annual general meeting must be held

- (a) at least once each year; and
- (b) within three (3) months after the end date of the association's reportable financial year.

32 Businesses to Be Conducted at Annual General Meeting of Level 1 Incorporated Associations and Particular Level 2 And 3 Incorporated Associations

(1) This rule applies only if the association is

- (a) a level 1 incorporated association; or
- (b) a level 2 incorporated association to which section 59 of the Act applies; or
- (c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association

- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the management committee;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

33 Businesses to Be Conducted at Annual General Meeting of Other Level 2 Incorporated Associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Businesses to Be Conducted at Annual General Meeting of Other Level 3 Incorporated Associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee.

Note:

Level 1 incorporated association means an incorporated association that has

- (a) current assets of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000; or*
- (b) total revenue of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000.*

Level 2 incorporated association means an incorporated association that is not a level 1 incorporated association or a level 3 incorporated association.

Level 3 incorporated association means an incorporated association that has

- (a) current assets of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000; and*
- (b) total revenue of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000.*

Total revenue, of an incorporated association, means the association's total income during the last financial year from all the association's activities before any expenses, including the cost to the association of goods sold by the association, are deducted.

35 Notice of General Meeting

(1) The secretary can call a general meeting of the association.

(2) The secretary must give at least twenty one (21) days notice of the meeting to each member of the association.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The management committee can decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing

(a) a meeting called to hear and decide the appeal of a person against the management committee's decision

(i) to reject the person's application for membership of the association; or

(ii) to terminate the person's membership of the association;

(b) a meeting called to hear and decide a proposed special resolution of the association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

(7) Where applicable, a notice of meeting must inform members of their right to vote by direct vote in respect of a resolution and in so doing specify the time by which the direct voting instrument must be deposited and also the place where the direct voting instrument must be deposited. (Reference Rule 40 Direct Voting (4) Deposit of instrument)

36 Quorums For, And Adjournment Of, General Meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one (1) person.

(2) However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1) person.

(3) No business can be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

(5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association

(a) the meeting is to be adjourned for at least seven (7) days; and

(b) the management committee is to decide the day, time and place of the adjourned meeting.

(6) The chairperson can, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under Sub Rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.

(9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedures at General Meeting

(1) A member may take part in a general meeting

- (a) in person
- (b) by proxy (but by proxy, only for the purpose of deciding a special resolution)
- (c) or by using any technology that reasonably allows the member to hear and take part in discussions as they happen provided that the manner of such indirect participation is a matter of record
- (d) by casting a direct vote

(2) A member who participates in a meeting as mentioned in Sub Rule (1) is taken to be present at the meeting. Direct voters are not present at a meeting, and neither are they deemed to be present; however, a direct vote cast in accordance with Rule 40(1) will be counted when determining votes on a show of hands, or by a ballot.

Refer also to Rules 40(8) and 40(9)

(3) A member who has cast a direct vote (i.e., a direct voter) or a member who has appointed a proxy is entitled to attend the meeting; however

- (a) if a member who has cast a direct vote prior to the meeting and then attends the meeting, then that member is not permitted to vote (at the meeting) on the matter being that upon which the direct vote was cast.
- (b) if a member who has appointed a proxy attends the meeting then the member's attendance cancels the proxy.

(4) At each general meeting

- (a) the president is to preside as chairperson; and
- (b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

38 Voting At General Meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members eligible to vote who are present in accordance with Rule 37(1) or cast a direct vote.

(2) The chairperson and each other member eligible to vote are entitled to one (1) vote only.

- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two (2) persons to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- (8) After a secret ballot has been declared the chairperson will move that the voting papers or other voting medium be destroyed.

39 Special General Meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within fourteen (14) days after
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by
 - (i) at least 33% (rounded up) of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of Category A,B or E members of the association equal to double the number of members of the association on the management committee when the request is signed plus one (1) person.
- (2) A request mentioned in Sub Rule (1)(b) must state
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the secretary
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in Sub Rule (1)(b)
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Direct Voting

(1) Subject to the Rules of this Constitution or when a general meeting is required to hear and decide a proposed resolution of the association which has been specifically identified by the management committee a member of the association is entitled to cast a Direct Vote prior to the relevant general meeting. Every member who is entitled to vote at that general meeting is entitled to cast a Direct Vote.

(2) A member who has cast a direct vote (i.e., a direct voter) is entitled to attend the meeting; however, if a member who has cast a direct vote prior to the meeting and then attends the meeting, then that member is not permitted to vote (at the meeting) on the matter being that upon which the direct vote was cast. Refer to Rule 37(3)

(3) Direct voting instrument

(a) If sent by post or facsimile, the Direct Vote must be signed by the member.

(b) If sent by electronic transmission the Direct Vote is to be taken to have been signed as if it has been signed or authorised by the member in the manner approved by the association or specified in the notice of meeting. A Direct Vote includes any form of voting instrument that the association may prescribe or accept including by any electronic means.

(4) Deposit of instrument: At a time as advised but at least fourteen (14) days before the time for holding the relevant general meeting or an adjourned meeting (at which a member proposes to cast a notice of their voting intention) a notice of the member's voting intention must be received

(a) at such place as is specified for that purpose in the notice of meeting, or

(b) be transmitted to a facsimile number or electronic address specified for that purpose in the notice of meeting

(5) Form of the Direct Vote

(a) if lodged by post or facsimile, a notice of a voting intention is valid if it contains the following information

(i) the member's name, member number and date, or an identifier as specified in the notice of meeting, and

(ii) the member's voting intention on any or all of the resolutions to be put before the meeting.

Refer to: (10) Direct Voting Instrument - Sample form for hard copy use

(b) if lodged electronically or online

(i) as specified for that purpose in the notice of meeting

(6) Validity: A vote cast in accordance with a Direct Vote is valid even if before the vote was put the member

- (a) died
- (b) became of unsound mind, or
- (c) wishes to change their vote,

unless written notification of the relevant event is received before the meeting, adjourned meeting or the taking of the poll in respect of which the Direct Vote was to have been cast.

(7) A direct vote will be counted when determining votes on a show of hands. A direct vote will be counted when determining votes by a ballot.

(8) Amended resolution: A direct vote cast on a resolution that is amended is taken to be a direct vote on that resolution as amended, unless the chairperson of the meeting determines that this is not appropriate.

(9) Chairperson's Decision:

The Chairperson's decision is conclusive as to whether or not a Direct Vote is valid.

(10) Direct Voting Instrument - Sample form for hard copy use

If a member has chosen to cast a direct vote for or against a resolution, the voting form must be in the following or similar form or as directed by the management committee or returning officer:

Note: A member who has cast a direct vote (i.e., a direct voter) is entitled to attend the meeting; however, if a member who has cast a direct vote prior to the meeting and then attends the meeting, then that member is not permitted to vote (at the meeting) on the matter being that upon which the direct vote was cast.

Historic Racing Car Club (Qld) Inc

I,, being a member of the association, vote as indicated on the resolutions listed below at the (annual) general meeting of the association, to be held on the dd / mm / yyyy and at any adjournment of the meeting.

Signed this day of 20.....

Signature:

Print Name:

Member Number:

[Place an 'X' in the box corresponding to your decisions]

- Resolution 1 [] in favour of [] against
- Resolution 2 [] in favour of [] against
- Resolution 3 [] in favour of [] against

41 Appointment of Proxy

(1) When a general meeting has been called to hear and decide a proposed special resolution of the association, every member who is entitled to vote at that general meeting is entitled to appoint a proxy to vote for them on their behalf to decide a proposed special resolution. A proxy is valid when deciding a proposed special resolution but is not valid for any other resolution or decision of the general meeting.

(2) A member who has appointed a proxy is entitled to attend the meeting. The member's attendance cancels the proxy. Refer to Rule 37(3)

(3) Proxy instrument

(a) If sent by post or fax, the proxy must be signed by the member.

(b) If sent by electronic transmission the proxy is to be taken to have been signed as if it has been signed or authorised by the member in the manner approved by the association or specified in the notice of meeting. A proxy includes any form of instrument that the association may prescribe or accept including by any electronic means.

(4) Deposit of instrument: At a time as advised but at least seven (7) days before the time for holding the relevant general meeting or an adjourned meeting (at which a member proposes to appoint a proxy) the member's proxy must be received

(a) at such place as is specified for that purpose in the notice of meeting, or

(b) be transmitted to a facsimile number or electronic address specified for that purpose in the notice of meeting

(5) Form of the proxy: A proxy is valid if it contains the following information

(a) the member's name, member number and date, or an identifier as specified in the notice of meeting,

and

(b) an authorisation and instructions relating to the conferring member's voting intention, and an instruction that the proxy must vote (and must vote only in the manner stated by the conferring member) on any or all of the special resolutions to be put before the meeting.

(6) Validity: A proxy is valid even if before the vote was put the member

(a) died

(b) became of unsound mind, or

(c) wishes to change an instruction relating to the conferring member's voting intention

(d) wishes to cancel the appointment of a proxy

unless written notification of the relevant event is received before the meeting, adjourned meeting or the taking of the poll in respect of which the proxy was appointed.

(7) Amended special resolution: A proxy instructed to vote on a special resolution that is amended is taken to be an instruction to vote on that special resolution as amended, unless the chairperson of the meeting determines that this is not appropriate.

(8) In the event that the proxy fails to attend the meeting or chooses not to vote as instructed, the Chairman of the meeting automatically becomes the conferring member's proxy and must vote as instructed.

Refer to: (10) Proxy Instrument - Sample form for hard copy use

(9) Chairperson's Decision:

The Chairperson's decision is conclusive as to whether or not a proxy is valid.

(10) Proxy Instrument - Sample form for hard copy use

Note:

A member who has appointed a proxy is entitled to attend the meeting. The member's attendance cancels the proxy.

Historic Racing Car Club (Qld) Inc

I,, being a member of the association, appoint

(a) *The Chairman of the meeting

(b) *.....
(Print Name)

or failing that person attending or voting, the Chairman of the meeting as my proxy to vote for me on my behalf and as instructed, on the special resolutions listed below at the (annual) general meeting of the association, to be held on the **dd / mm / yyyy** and at any adjournment of the meeting.

** Strike out whichever is not desired*

Signed this day of 20.....

Signature:

Print Name:

Member Number:

My proxy must vote and is authorised to vote only in the following manner:

[Place an 'X' in the box corresponding to your instructions]

Special Resolution 1	[]	in favour of	[]	against
Special Resolution 2	[]	in favour of	[]	against
Special Resolution 2	[]	in favour of	[]	against

42 Minutes of General Meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a 'minute book' or appropriate permanent record.

(2) To ensure the accuracy of the minutes

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the association, the secretary must, within twenty eight (28) days after the request is made

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

43 Common Seal

(1) The management committee must ensure the association has a common seal.

(2) The common seal must be

(a) kept securely by the management committee; and

(b) used only under the authority of the management committee.

(3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by

(a) the secretary; or

(b) another member of the management committee; or

(c) someone authorised by the management committee.

44 Documents

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.
- (2) The association will maintain and publish a suite of documents and document forms necessary for the conduct of the association's business.

45 Funds and Accounts

- (1) The funds of the association must be kept in an account, or accounts, in the name of the association in a financial institution, or financial institutions, decided by the management committee; such institution/s must be the holder of an Australian Financial Services Licence (AFSL) or be an institution, or institutions, prudentially regulated as an Authorised Deposit-taking Institution (ADI) authorised under the Banking Act 1959 or an interest/income investment offered by a company which is listed on the Australian Stock Exchange (ASX).
- (2) The management committee may invest in long dated interest bearing securities such as Corporate Bonds, Hybrid Securities, Floating Rate Notes, Convertible Notes or Debentures provided that the issuing corporation to which they are attached have a credit rating of 'BBB' or better.
- (3) The total value of all such investments identified in Rule 45 (2) must not at any time exceed fifty percent (50%) of the association's net worth, as identified in the association's audited accounts tabled at the most recent annual general meeting, without approval by a majority vote of members eligible to vote who are either present in person or cast a direct vote at a general meeting or a special meeting at which the matter is on the agenda, published in accordance with these rules, for that meeting.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100.00 or more must be made only by cheque or electronic funds transfer.
- (5) When a payment is made by cheque, the cheque must be signed by any two (2) of the following
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association. However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.

(6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable - account payee only'.

(7) A petty cash account, if kept, must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

(8) All expenditure must be approved or ratified at a management committee meeting and recorded in the minutes of the meeting.

46 General Financial Matters

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared in readiness for the annual general meeting.

(a) a financial statement for the association's last reportable financial year must be tabled at the annual general meeting . [See also Rule 32.2 (a) and (b)]

(b) the association's audited financial statement, and audit report, for the last reportable financial year must be published as an Appendix to the Minutes of the Annual General Meeting at which the audited financial statement and audit report is presented.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

(3) The Management Committee must not incur liabilities or sign contracts for the expenditure or placement of greater than Fifty Thousand Dollars (\$50,000.00) for any individual capital project or monetary placement during a financial year without approval by a majority vote of members eligible to vote who are either present in person or cast a direct vote at a general meeting or a special meeting at which the matter is on the agenda for that meeting save that Term Deposits having a maturity date of twelve (12) or less months from placement *and investments as identified in Rule 45(2)*, are excluded from this requirement.

(a) prior to granting approval, members must ensure that each capital project proposal is supported by a summary of estimated or proposed expenditure.

(b) prior to granting approval, members must ensure that each monetary placement proposal is supported by a summary identifying the amount proposed to be placed and the entity into which the funds are proposed to be placed. [See Rule 45(1)]

(4) the Management Committee must not incur liabilities or sign contracts for the expenditure of greater than Fifty Thousand Dollars (\$50,000.00) for any individual competition or non-competition event without approval by a majority vote of members eligible to vote who are either present in person or cast a direct vote at a general meeting or a special meeting at which the matter is on the agenda for that meeting.

(5) During the course of a financial year the Management Committee may execute

- (a) unbudgeted expenditure being less than Fifty Thousand Dollars (\$50,000.00) for any individual capital project or item of expenditure
- (b) an individual monetary placement being less than Fifty Thousand Dollars (\$50,000.00) [See Rule 45(1)]

(6) In the management of the Association, the Management Committee will be aided and guided, as the case may be, by either a Strategic Plan or an Investment Strategy as approved by the membership.

47 Insurance

(1) The association will effect and maintain public liability insurance and in accordance with the requirements of the Act, the management committee must report its decision about the need for public liability insurance for the association to the association's members at the association's next annual general meeting.

(2) In addition to the insurance required at (1), the association can effect and maintain other insurance.

48 Financial Year

(1) The end date of the association's financial year is **30th September** in each year.

49 Alterations of Rules – Change of Name – Decision to Wind Up the Association

(1) Subject to the Act, the association can change the association's Rules, change the name of the association or decide to wind up the association by a special resolution carried at a general meeting.

(2) A copy of the special resolution must be lodged with the chief executive within one (1) month from the passing of that special resolution.

50 Distributions of Surplus Assets to another Entity

(1) This rule applies if the association

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) where, upon the winding-up of the incorporated association, a special resolution relating to the distribution of the surplus assets of the incorporated association has been passed by its members, all surplus assets shall, subject to any trust affecting the same, be disposed of in the manner so resolved.

(a) a copy of the special resolution must be lodged with the chief executive within one (1) month from the passing of that special resolution.

(5) In this rule: '**surplus assets**' see section 92(3) of the Act.

End

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