



RULES AND OBJECTIVES

OF THE

GOLDEN ERA AUTO RACING CLUB (QLD) Inc.

Incorporated Association IA 32402

(THE CONSTITUTION)

GOLDEN ERA AUTO RACING CLUB (QLD) Inc.

Incorporated Association IA 32402

1. WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

A word or expression that is not defined in these model rules but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

(1) DEFINITIONS

In these rules:

“**Secretary**” means:

the person holding office under these rules as Secretary of the association;

“**the Act**” means;

the *Associations Incorporation Act 1981*;

“**the Regulation**” means:

the *Associations Incorporation Regulation 1999*.

(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, if the function is a duty, a reference to the performance of the duty.

“**The association**” means the Golden Era Auto Racing Club (Qld) Inc, Incorporated Association IA 32402-

2. NAME

The name of the Incorporated Association is *Golden Era Auto Racing Club (Qld) Inc.*. The association may also be referred to, and known as, in the abbreviated or acronym form from time to time such as GEAR (QLD) Inc., GEAR Club and GEAR.

3. OBJECTS

A. OBJECTIVES

- (1) The association has as its aim the preservation of the racing cars and history of the golden era of Australian motor racing, from its formative years into the 1990's.
- (2) To achieve this goal, the association will actively encourage and support the restoration, conservation, history and the pleasurable usage and enjoyment of the racing and sports cars of that era.
- (3) The association will promote and organise gatherings, social events, static and mobile displays and motoring events for members and their cars, to meet their varying and different needs in an affordable, safe, regulated and social motor sport environment.
- (4) The association will be by design a specialist club concentrating its effort predominately for the marques of the golden era of Australian motor sport, in order to provide its members with a range of events not normally or practically available within the more broadly-based car clubs of the historic car movement.
- (5) Specific emphasis of the association will be as much on the camaraderie and social aspects of meeting like enthusiasts, of discussing the history of racing cars and drivers of the era and of technical matters relating thereto, as to the display and use of the racing cars in organised and special events. A regular newsletter will be made available to members to keep them fully informed of coming events, association activities and historic motor sport chatter.

B. ELIGIBILITY FOR MEMBERSHIP

- (1) All those with an interest in preservation of the cars and history of the golden era of Australian motor sport, may apply for membership.

C. ELIGIBILITY OF VEHICLES

- (1) Vehicle eligibility will be extended to members to participate with vehicles of the golden era of Australian motorsport. The Association, through the Management Committee, will determine categories of eligibility criteria and publish By-Laws which can be amended from time to time.
- (2) The association, through the Management Committee, will introduce and maintain a register of member's vehicles, as a permanent up-to-date historical record and for vehicle verification purposes, listing details of manufacture, specifications and history.
- (3) It will be the responsibility of the member to always present the car in its format as registered and in a safe condition, or to apply for approval for re-registration in a different format.
- (4) Member's vehicles may be required at times to be identified with visual markings as to their approved eligibility registration in accordance with the association rules.

C. LICENCES

- (1) The centre of club activities for both non-aggressive drive days and speed events will be motorsport venues as the Management Committee may determine from time to time.
- (2) Events will be conducted under the jurisdiction and regulations of the association and as sanctioned by the venue provider.
- (3) The range and type of events will be those generally described in motor sport terms as – open and private testing, historic demonstrations familiarisation and other non-competitive activities the Management Committee might determine.
- (4) Members of the association shall comply with the requirements of the venue provider and the Management Committee, and all relevant rules, requirements and practices.
- (5) The circuit operator will issue a club competition licence for a fee.
- (6) Applicants must be over the age of 17 years and hold a current Queensland Transport or equivalent road licence. All members wishing to enter an event, must hold either a club competitor licence, or a valid racing licence acceptable to the circuit operator. From time to time, the Management Committee may or will, review its stance on competition licensing.

4. POWERS

- (1) The association has the powers of an individual.
- (2) The association may for example-
 - (a) enter into contracts; 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 to carry out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. CLASSES OF MEMBERSHIP

- (1) The membership of the association shall consist of-
 - (a) ordinary members;
 - (b) honorary life members;
 - (c) foundation life members;
 - (d) corporate members;
 - (e) provisional members.
- (2) The number of ordinary members is unlimited.
- (3) The association may by resolution put to a general meeting, extend to selected persons an invitation to honorary life membership of the association which, if accepted, will entitle the honorary life member to full membership rights and entitlements for life without payment of any fees and/or subscriptions at any time.
- (4) Persons who may be selected for invitation to honorary life membership shall include such persons who in the judgment of the association have by special achievement, endeavour or attributes made a significant, permanent or unique contribution to the fame or longevity of historic vehicles or to the association.
- (5) The foundation life members of the unincorporated association known as Golden Era Auto Racing Club (QLD) Inc shall, subject to these rules, continue as foundation life members.
- (6) A provisional member may attend meetings, functions and events of the Association, but shall not be entitled to vote at any meeting of the association.

6. MEMBERSHIP

A person (including a Corporation) wishing to be a member of the association may apply for membership to the Secretary of the association.

The application must be in writing in such form and containing such information as the Management Committee may require from time to time. The Secretary may request further information from the applicant before the application for membership is considered by the Management Committee.

7. MEMBERSHIP FEES

- (1) The membership fee for each class of membership -
 - (a) is the amount decided by the Management Committee from time to time at a general meeting; and,
 - (b) is payable when, and in a way the Management Committee decides.

8. **ADMISSION AND REJECTION OF MEMBERS**

- (1) Prior to consideration by the Management Committee of an application for membership, the applicant shall be advised –
 - (a) whether or not the association has public liability insurance; and,
 - (b) if the association has public liability insurance the amount of the insurance.
- (2) When the Secretary of the organisation has received:
 - (a) the application for membership,
 - (b) the appropriate membership fee for the application, and,
 - (c) any further information that has been requested of the applicant, the secretary shall forward the application and any further information to the Management Committee for consideration.
- (3) Upon receipt of the application, the Management Committee shall consider the application as soon as is reasonably practicable.
- (4) Any decision made by the Management Committee pursuant to this clause shall be in the absolute discretion of the Management Committee and the Management Committee shall not be required to provide any reasons for its decisions.
- (5) On its first consideration of an application, the Management Committee may decide in its absolute discretion whether or not to approve the applicant as a provisional member of the association.
- (6) As soon as practicable after 3 months or such period as the Management Committee may decide from time to time from acceptance of an applicant as a provisional member, the Management Committee shall decide whether or not to approve the applicant as an ordinary member (upon payment of an additional fee if so required).
- (7) Should the Management Committee decide –
 - (a) Not to approve the applicant as an ordinary member; or
 - (b) To approve the applicant as an ordinary member but subject to payment of an additional fee, and such fee is not paid when due then the applicant's provisional membership shall lapse and the applicant shall cease to be a member of the association.
- (8) Any decision made in relation to the applicant by the Management Committee pursuant to this clause shall be promptly notified to the applicant.

9. **WHEN MEMBERSHIP ENDS**

- (1) A member may resign from the association 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) The Management Committee may terminate a member's 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 2 months; or
 - (d) conducts himself or herself in a way which the Management Committee considers to be injurious or prejudicial to the character or interests of the association.
- (4) Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership the Secretary of the Management Committee must give the member a written notice of the decision.

10. **REGISTER OF MEMBERS**

- (1) The Management Committee, must establish and maintain a register of members.
- (2) The register of members must include the following particulars of each member-
 - (a) the full name of the member;
 - (b) postal or residential address, and e-mail address of the member;
 - (c) the date of admission of the member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members at all reasonable times.
- (4) However, before any member may inspect the register, the member must apply to the Secretary to inspect it.

- (5) However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

11. APPOINTMENT OR ELECTION OF SECRETARY

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 kilometers from the Queensland border, who is-
- (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the Management Committee:
 - (i) a member of the association's Management Committee;
 - (ii) a member of the association;
 - (iii) another person.
- (2) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association one month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in sub rule (1) (b) (ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (4) However, if the Management Committee appoints a person mentioned in sub rule (1) (b) (iii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (5) If the Management Committee appoints a person mentioned in sub rule (1) (b) (iii) as Secretary, the person does not become a member of the Management Committee.
- (6) In this rule –
casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

12. REMOVAL OF SECRETARY

- (1) The Management Committee of the association may at any time, remove a person appointed by the Committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in rule 11 (1)(b)(i), the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a person mentioned in rule 11 (1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 11(4), the person remains a member of the Management Committee.

13. FUNCTIONS OF THE SECRETARY

- (1) The Secretary's 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, which may be in electronic form, of all correspondence and other documents relating to the association; and
 - (d) maintaining the register of members of the association.

14. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the association consists of a President, Secretary, Treasurer, and up to three members of the association who members elect or appoint at an annual general meeting.
- (2) A member of the Management Committee, other than a Secretary appointed by the Management Committee under 11 (1) (b) (iii), must be a member of the association.
- (3) At each annual general meeting of the association, the members of the Management Committee must retire from the office, but are eligible, on nomination, for re-election. Please refer to section 43 (**Sunset Clause**) for eligibility after 3 (three) consecutive terms.
- (4) A member of the association may be appointed to a casual vacancy on the Management Committee under rule 17.

15. ELECTING THE MANAGEMENT COMMITTEE

- (1) Following establishment of the association, a member of the Management Committee may only be elected as follows-
- (a) any two members of the association may nominate another member (the "candidate") to serve as a member of the Management Committee;

- (b) the nomination must be-
 - (i) in writing; and
 - (ii) signed by the candidate or members who nominate him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person –
 - (a) is an adult,
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
 - (3) Where there are more candidates than positions on the Management Committee, a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, made available to members in a manner decided by the committee at least 7 days immediately preceding the annual general meeting.
 - (4) Where there are more candidates for a Management Committee position than there are positions, balloting lists must be prepared by the outgoing Secretary, containing the names of the candidates in alphabetical order.
 - (5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised –
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance – the amount of the insurance.

16. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A Management Committee member may resign from the Committee by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect on-
 - (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 Management Committee member may be removed from office at a general meeting of the association, if a majority of members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a fair and full opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64 (2) of the Act.

17. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing member/s of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Management Committee members is less than the number fixed under rule 20 (1) as a quorum of the Management Committee (for the numbers of to form a quorum, see section 18 – Meetings of 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.

18. FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the association members carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association; and
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the association in which the rules are silent, but any interpretation must have regard for 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 payment of the amounts in a way the association members decide; and

- (b) to secure the amount 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 association's 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 amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures or other securities, whether outright or as a 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-section 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 of the association; or
 - (b) if there is more than one (1) financial institution for the association – the financial institution nominated by the Management Committee.

19. MEETINGS OF THE MANAGEMENT COMMITTEE

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 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, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Management 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 Management Committee meeting is to be decided by a majority vote of the Management Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A Management Committee member 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 member's vote must not be counted.
- (9) The President is to preside as chairperson of a Management Committee meeting.
- (10) If there is no President or if the President is not present within 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.

20. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a Management Committee meeting, more than 50% of the members elected to the Management Committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for the Management Committee meeting called on the request of committee members, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for the Management Committee meeting called other than on the request of members of the Committee-
 - (a) the meeting is to be adjourned for at least 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 the adjournment of the meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

21. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member notice of the meeting within 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 14 days after notice of the meeting is given to the members of the Management Committee.

22. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting is entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

23. APPOINTMENT OF SUBCOMMITTEES

- (1) The Management Committee may appoint a sub-committee consisting of the association members considered appropriate by the Committee to help with the conduct of the association's operations. A sub-committee may only exercise delegated powers in the way the Management Committee decides.
- (2) A member of the sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A sub-committee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson for the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

24. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Management Committee, a subcommittee 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, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

25. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed, or agreed to via an electronic communication to the Secretary, by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (2) A resolution in sub rule (1) may consist of several documents in like form, each signed by one or more members of the Management Committee.

26. ANNUAL GENERAL MEETINGS

- (1) Each annual general meeting must be held-
 - (a) at least once each year; and
 - (b) within six (6) months after the end of the association's reportable financial year.

27. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

The following business must be conducted at each annual general meeting of the association -

- (1) receiving the association's financial statement, and signed statement for the last reportable financial year;
- (2) presenting the audited financial statement and signed statement to the meeting for adoption;
- (3) electing members of the Management Committee;

28. NOTICE OF GENERAL MEETING

- (1) The Secretary may call a general meeting of the association.
- (2) The Secretary must give at least 14 days notice of the meeting to each association member.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may 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 a 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 general meeting must state the business to be conducted at the meeting.

29. QUORUM 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.
- (2) However, if all members of the association are members of the Management Committee, the quorum is the total number of members less one.
- (3) No business may 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 30 minutes after the time fixed for the general meeting called other than on the request of members of the Management Committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for the 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 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, 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 members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

30. PROCEDURE AT GENERAL MEETING

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using technology that reasonably allows the member to hear and take part in the discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) 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 15 minute after the time fixed for the meeting or is unwilling to act, the members 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.

31. 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 present.
- (2) Each member present and eligible to vote is entitled to one vote only, and if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to a 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 members 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.

32. SPECIAL GENERAL MEETING

- (1) The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 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% of the number of members of the Management Committee when the request is signed; or

- (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Management Committee when the request is signed plus 1; or
- (c) being given a written notice of intention to appeal against the decision of the Management Committee-
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (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 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); or
 - (c) is given the written notice of an intention to appeal mentioned in sub rule (1) (c).
- (4) If the Secretary is unable and unwilling to call the special meeting, the President must call the meeting.

33. PROXIES

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form –

Golden Era Auto Racing Club (Qld) Inc.

I,of....., being a member of the association, appoint.....of..... as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the.....day of.....20.and at any adjournment of the meeting.

Signed this day of , 20.....

Signature.

- (2) The instrument appointing a proxy must –
 - (a) if the appointer is an individual – be signed by the appointor or the appointor's attorney properly authorised in writing;
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting, at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form –

Golden Era Auto Racing Club (Qld) Inc.

I,of....., being a member of the association, appoint.....of.....as my proxy to vote for me on my behalf at the (annual) general meetingthe association, to be held onday of....., 20.....and at any adjournment of the meeting.

Signed this.....day of....., 20.....

Signature.

*This form to be used *in favour of / *against [strike out whichever is not wanted] the following resolutions –
[List relevant resolutions]*

34. 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.
- (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 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.

35. BY-LAWS

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

36. ALTERATION TO RULES

- (1) Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

37. 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 –
the Secretary; or
another member of the Management Committee; or
someone authorised by the Management Committee

38. FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing the 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 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque or electronic transfer, the cheque must be signed, or the electronic transfer authorised, by any 2 of the following-
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) any one of three members of the association who have been authorised by the Management Committee to sign cheques issued by the association.
- (6) However, one of the persons who signs the cheque or who authorizes the electronic transaction must be the President, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting.

39. 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.
- (2) The income and property of the association must be used solely in promoting the association's objectives and exercising the association's powers.

40. DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

41. FINANCIAL YEAR

The financial year of the association closes on June 30 of each year.

42. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

This rule applies if the association-

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

The surplus assets must not be distributed among association members.

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.

In this rule - **surplus assets** has the meaning given by section 92(3) of the Act.

43. LIMITATIONS ON THE TERMS OF THE MANAGEMENT COMMITTEE POSITIONS

Limitations on the terms of the Management Committee positions – **Sunset Clause**

- (1) a person elected to serve on the Management Committee shall serve no more than five (5) terms in any one (1) particular Management Committee position; and,
- (2) of these five (5) terms for any one (1) particular Management Committee position no more than three (3) terms may be consecutive.

If the members, by those in attendance and by proxy at an annual general meeting, vote in the majority (51% or more), application of subsections (1) and/or (2) may be waived for the year under consideration.

44. LIABILITY OF MEMBERS

- (1) A member of the association is not personally liable, except to the extent of one year's membership fee, excluding the current year, to contribute towards the payment of debts and liabilities of the association or the cost, charges and expenses of a winding up of the association, beyond the association's assets.

45. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (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 purposes 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.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

46. GRIEVANCE

46A. Grievance procedure

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 12A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
- (3) A member (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
 - a) to the other party; and
 - b) if the other party is not the Management Committee, to the Management Committee.
- (4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the Management Committee may deal with the disputes in a single process and the members must choose 1 of the members (also the **aggrieved party**) to represent the members in the grievance procedure.
- (5) Subject to rule 46B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- (7) Subject to rule 46B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the Management Committee must refer the dispute within 14 days after the request.

46B. Grievance procedure not continued in particular circumstances

- (1) This rule applies if -

- a) a member initiates a grievance procedure in relation to a dispute and the association or association's Management Committee is the other party to the dispute; or
 - b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 46A(6).
- (2) The Management Committee does not have to act under rule 46A(5) or (7) if—
- a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Management Committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
 - c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

46C. Appointment of mediator

- (1) If a dispute under rule 46A is referred to mediation -
- a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be -
 - i) for a dispute between a member and another member - a person appointed by the Management Committee; or
 - ii) for a dispute between a member and the Management Committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

46D Conduct of mediation

- (1) If a mediator is appointed under rule 46A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
- (3) The mediator—
- a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - b) must comply with natural justice; and
 - c) must not act as an adjudicator or arbitrator; and
 - d) during the mediation, may see the parties, with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

46E Representation for grievance procedure

- (1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- (2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
- a) the other party to the dispute;
 - b) the Management Committee;
 - c) if a mediator has been appointed before the party appoints the representative - the mediator.

- (3) A representative who acts for a party at a mediation must—
- a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - b) be authorised to negotiate an agreement for the party.

46F Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.
