



Constitution

Date: 1 July 2014

The Ducati Owners Club of Victoria Incorporated

Incorporated Association registration number A0000080B

TABLE OF PROVISIONS

<i>Rule</i>	<i>Page</i>
PART 1 - PRELIMINARY	4
1 Name	4
2 Purposes of the Association	4
3 Financial year	4
4 Definitions	4
PART 2 - POWERS OF ASSOCIATION	6
5 Powers of Association	6
6 Not for profit organisation	6
PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	6
Division 1 - Membership	6
7 Minimum number of Members	6
8 Who is eligible to be a Member	6
9 Application for membership	8
10 Discretion to accept or reject an application and membership renewal	8
11 New membership	8
12 Annual subscription and fee on joining	9
13 General rights of Members	9
14 Non-voting Members	9
15 Rights not transferable	10
16 Ceasing membership	10
17 Resigning as a Member	10
18 Register of Members	10
Division 2 - Disciplinary action	11
19 Grounds for taking disciplinary action	11
20 Disciplinary Subcommittee	11
21 Notice of disciplinary action	11
22 Decision of Disciplinary Subcommittee	12
Division 3 - Grievance procedure	13
23 Grievance by a Member	13
PART 4 - GENERAL MEETINGS OF THE ASSOCIATION	13
24 Annual general meetings	13
25 Special general meetings	14
26 Special general meetings held at request of Members	14
27 Notice of general meetings	14
28 Proxies	15
29 Use of technology at general meetings	15
30 Quorum at general meetings	15
31 Adjournment of general meetings	16
32 Voting at general meetings	16
33 Special Resolutions	16
34 Determining whether a resolution is carried	16
35 Minutes of general meetings	17

PART 5 - COMMITTEE	17
Division 1 - Powers of the Committee	17
36 Role and powers	17
37 Delegation	18
38 Regulations	18
Division 2 - Composition of the Committee and duties of its members	18
39 Composition of the Committee	18
40 General duties	18
41 President and Vice-President	19
42 Secretary	19
43 Treasurer	19
44 Club Captain, Editor and Spares Officer	20
Division 3 - Election of Committee Members and tenure of office	20
45 Who is eligible to be a Committee Member	20
46 Positions to be declared vacant	20
47 Nominations	21
48 Election of Committee positions	21
49 Ballot	22
50 Term of office	23
51 Vacation of office	23
52 Filling casual vacancies	24
Division 4 - Meetings of the Committee	24
53 Meetings of the Committee	24
54 Notice of Committee meetings	24
55 Urgent Committee meetings	24
56 Procedure and order of business	24
57 Use of technology at Committee meetings	25
58 Quorum at Committee meetings	25
59 Voting at Committee meetings	25
60 Conflict of interest	25
61 Minutes of Committee meetings	26
62 Leave of absence	26
PART 6 - FINANCIAL MATTERS	26
63 Source of funds	26
64 Management of funds	26
65 Financial records	26
66 Financial statements	27
PART 7 - GENERAL MATTERS	27
67 Common seal	27
68 Registered address	27
69 Operating under the VicRoads Club Permit Scheme	27
70 Notice requirements	28
71 Custody and inspection of books and records	28
72 Winding up and cancellation	29
73 Alteration of Constitution	29

Constitution

The Ducati Owners Club of Victoria Incorporated

PART 1 - PRELIMINARY

1 Name

The name of the incorporated association is 'The Ducati Owners Club of Victoria Incorporated' (**Association**).

2 Purposes of the Association

The Ducati Owners Club of Victoria is an active, inclusive and social community of people who share a passion for Ducati motorcycles. The Ducati Owners Club of Victoria:

- (a) organises social rides, extended motorcycle tours, track fun days, service days and other social occasions for Members; and
- (b) promotes the image and social acceptance of motorcycling; and
- (c) recognises the importance of maintaining a living history of motorcycling and is authorised to operate under the VicRoads Club Permit scheme; and
- (d) advocates safe riding and rider education; and
- (e) encourages inexperienced riders to gain experience in a supportive environment; and
- (f) provides Members access to a comprehensive collection of resources, including Ducati-related reference materials, books and tools; and
- (g) engages with Members to encourage participation, camaraderie and sharing of experiences, knowledge, tips and ideas; and
- (h) uses and protects the Intellectual Property of the Association; and
- (i) may undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes.

3 Financial year

The Financial Year of the Association is each period of 12 months ending on 28 February.

4 Definitions

In this Constitution, unless the contrary intention appears, these words shall have the following meanings:

Absolute Majority, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee meeting);

Act means the *Associations Incorporation Reform Act 2012* or any other act under which the Association may be incorporated from time to time and includes any regulations made under that Act;

Associate Member means a Member referred to in rule 8(2)(d);

Chairperson, of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 41;

Constitution means this constitution of the Association as amended from time to time;

Committee means the committee having management of the business of the Association;

Committee Meeting means a meeting of the Committee held in accordance with this Constitution;

Committee Member means a member of the Committee elected or appointed under Division 3 of Part 5;

Disciplinary Meeting means a meeting of the Disciplinary Subcommittee convened for the purposes of rule 22;

Disciplinary Subcommittee means the subcommittee appointed under rule 20;

Family Member means a Member referred to in rule 8(2)(c);

Financial Year means the 12 month period specified in rule 3;

Full Member means a Member referred to in rule 8(2)(a);

General Meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association;

Invitational Member means a Member referred to in rule 8(2)(e);

Life Member means a Member referred to in rule 8(2)(b);

Member means a member for the time being of the Association under Part 3 of this Constitution;

Member entitled to vote means a Member who under rule 13(2) is entitled to vote at a general meeting;

Purposes means the purposes of the Association in rule 2;

Register of Members means the register of Members referred to in rule 18;

Regulations means any Regulations of the Association made by the Committee under rule 38.

Special Resolution means a resolution that requires not less than three quarters of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

The Registrar means the Registrar of Incorporated Associations under the Act.

PART 2 - POWERS OF ASSOCIATION

5 Powers of Association

Solely for furthering the Purposes, the Association has the following powers:

- (a) the rights, powers and privileges conferred on it under the Act; and
- (b) the powers of a company as set out under section 124 of the Corporations Act.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Subrule (1) does not prevent the Association from paying a Member:
 - (a) reimbursement for expenses properly incurred by the Member for the benefit of the Association; or
 - (b) for goods or services provided by the Member to the Association:
if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Minimum number of Members

The Association must have at least five Members.

8 Who is eligible to be a Member

- (1) Any person who supports the Purposes of the Association is eligible for membership.
- (2) The Members shall be, and shall be divided into, the following categories:
 - (a) Full membership:
 - (i) any person who owns a Ducati motorcycle is eligible to be a Full Member; and
 - (ii) a Full Member is entitled to participate in all events organised by the Association.

Note

Proof of Ducati motorcycle ownership may be required to be eligible for this membership category.

- (b) Life membership:
 - (i) is an honour that may be bestowed upon a member of the Association, at the discretion of the Committee, in recognition of his or her exceptional contribution for the betterment of the Association and its members; and
 - (ii) a Life Member is entitled to participate in all events organised by the Association; and
 - (iii) a Life Member is not required to pay the annual subscription; and

- (iv) a Life Member's spouse is eligible for Family membership, but not required to pay the annual subscription, provided that person shares the same residence as the Life Member; and
 - (v) any children, under the age of 18 years, of a Life Member are eligible for Family membership but are not entitled to vote and are not required to pay the annual subscription.
- (c) Family membership:
- (i) two people, aged 18 years or over, who share the same residence and own at least one Ducati motorcycle are eligible for Family membership; and
 - (ii) Family Members are entitled to participate in all events organised by the Association; and
 - (iii) any children, under the age of 18 years, of a Family Member are included in the Family membership but are not entitled to vote.
- (d) Associate membership:
- (i) any person who supports the purposes of the Association is eligible for Associate membership, whether they own a motorcycle or not; and
 - (ii) an Associate Member may participate in all events organised by the Association, at the discretion of the Committee.
- (e) Invitational membership:
- (i) a person who may be invited, at the discretion of the Committee, to attend an event of the Association is eligible to be an Invitational Member; and
 - (ii) an Invitational Member may only participate in the Association's event to which he or she has been invited; and
 - (iii) an Invitational Member holds membership only for the period of the relevant event of the Association (and as determined by the Committee in its sole discretion) to which he or she has been invited, and membership ceases at the conclusion of that event.
- (f) Subject to rule 14(1)(d), the Committee may create new categories of membership from time to time with such rights, privileges and obligations as the Committee may determine, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.
- (3) Members acknowledge and agree that:
- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations; and
 - (b) they shall comply with and observe this Constitution and the Regulations; and
 - (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association; and
 - (d) this Constitution and Regulations are necessary and reasonable for promoting the Purposes of the Association; and
 - (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.

9 Application for membership

- (1) An application for membership must:
 - (a) meet the requirements (if any) for a category of membership; and
 - (b) be in writing on the form prescribed from time to time by the Committee, from the applicant and lodged with the Association; and
 - (c) be accompanied by the appropriate fee (if any).
- (2) If an existing Member's eligibility changes, subject to rule 8(2), he or she may submit an application at any time to apply for a different category of membership. Such application shall be considered by the Committee under rule 10.
- (3) In accordance with rule 8(2), to ensure a Full Member continues to be eligible for that membership category, the Committee may require proof that the Member owns a Ducati motorcycle:
 - (a) the Member will continue to be eligible for Full membership if proof that the Member owns a Ducati motorcycle is provided.
 - (b) if the Member is unable or unwilling to provide proof that he or she owns a Ducati motorcycle, the Committee may:
 - (i) change the Member's category to Associate membership; and
 - (ii) notify the Member in writing of the change in membership category.

10 Discretion to accept or reject an application and membership renewal

- (1) The Committee may, subsequent to receipt of an application for membership, accept or reject the application (and such power may be delegated by the Committee).
- (2) Where the Committee accepts an application, the applicant shall become a Member under the relevant category of membership.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant. No reason need be given for the rejection of a membership application.
- (4) Members must reapply for membership annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time.

11 New membership

- (1) If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - (b) as soon as practicable after membership is accepted, the register shall be amended accordingly.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) The annual subscriptions and any other fees payable by Members or categories of Members to the Association shall be determined by the Committee from time to time.
- (2) The date on which annual subscriptions shall fall due and the manner of payment shall be determined by the Committee from time to time.
- (3) The Committee may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to:
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the Financial Year; or
 - (c) a fixed amount determined from time to time.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of Members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 71; and
 - (f) to inspect the Register of Members.
- (2) A Member is entitled to vote if:
 - (a) the Member is aged 18 years or over and:
 - (i) a Full Member; or
 - (ii) a Life Member; or
 - (iii) a Family Member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the Member's membership rights are not suspended for any reason.

14 Non-voting Members

- (1) The following categories of Member are not entitled to vote:
 - (a) Associate Members; and
 - (b) Invitational Members; and
 - (c) Members who are under the age of 18 years; and
 - (d) any new category of membership established by the Committee under rule 8(2)(f).
- (2) The Members referenced above at rule 14(1) must not vote but may have other rights as determined by the Committee.

15 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association:
 - (a) no refund of the annual subscription or joining fee will be provided; and
 - (b) the membership card (if any) must be surrendered and returned to the Association:
 - (i) by handing the membership card to a member of the Committee; or
 - (ii) by sending the membership card by post to the registered address of the Association.
- (3) If a person ceases to be a member of the Association, as soon as practicable, the Register of Members shall be updated to enter the date the person ceased to be a member of the Association.

17 Resigning as a Member

- (1) A Member may resign by notice in writing given to the Association.

Note

Rule 70(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Committee.

- (2) A Member is taken to have resigned if:
 - (a) the Member's annual subscription is more than three months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) a written request to the Member to confirm that he or she wishes to remain a Member has been made; and
 - (ii) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

18 Register of Members

- (1) The Association shall keep and maintain a register of Members that includes:
 - (a) for each current Member:
 - (i) the Member's name; and
 - (ii) the address for notice last given by the Member; and
 - (iii) the date of becoming a Member; and
 - (iv) the relevant category of membership; and
 - (v) any other information determined by the Committee; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) Subject to the requirements of the Act, any Member may, at a reasonable time and free of charge, inspect the Register of Members.

Division 2 - Disciplinary action

19 Grounds for taking disciplinary action

- (1) The Association may take disciplinary action against a Member under this Division if it is determined that the Member:
 - (a) has engaged in conduct which posed a serious risk, beyond the risk factors normally associated with motorcycle riding, to the safety of themselves or others during an event organised by the Association; or
 - (b) has breached, failed, refused or neglected to comply with a provision of this Constitution or any Regulations; or
 - (c) refuses to support the Purposes of the Association; or
 - (d) has acted in a manner unbecoming of a Member or prejudicial to the Purposes or interests of the Association, or another Member; or
 - (e) has brought themselves, the Association or another Member into disrepute; or
 - (f) has wilfully damaged or failed to return:
 - (i) an asset of the Association; or
 - (ii) an item on loan to the Association.
- (2) If a Member has engaged in conduct which posed a serious risk to the safety of themselves or others during an event organised by the Association:
 - (a) any member of the Committee may compel the Member to immediately cease participation in the event; and
 - (b) if a member of the Committee compels the Member to immediately cease participation in the event, the Committee may, at its sole discretion, refuse to refund any deposits or participation fees paid by the Member for the event; and
 - (c) the Committee may enforce an immediate suspension of the membership rights of the Member pending the outcome of disciplinary action.

20 Disciplinary Subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the Disciplinary Subcommittee:
 - (a) may be members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned; and
 - (c) must not include any members of the Committee.

21 Notice of disciplinary action

- (1) Before disciplinary action is taken against a Member, the Association must give written notice to the Member:
 - (a) stating that the Association proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the ***Disciplinary Meeting***); and
 - (d) advising the Member that he or she may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting; or
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
 - (e) setting out the Member's appeal rights under rule 22(5).
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

22 Decision of Disciplinary Subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with subrule (1), the Disciplinary Subcommittee may:
- (a) take no further action against the Member; or
 - (b) subject to subrule (3):
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association; and
 - (c) determine that the Member has wilfully damaged or failed to return an asset of the Association or an item on loan to the Association, and may:
 - (i) compel the Member to pay for the repair of the damaged asset or item; or
 - (ii) compel the Member to pay for the replacement of the asset or item; and
 - (iii) suspend the membership rights of the Member for so long as any order for such amount to be repaid remains outstanding.
- (3) The Disciplinary Subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule 22 takes effect immediately after the vote is passed.
- (5) A decision of the Disciplinary Subcommittee is final and binding and there is no right of appeal.

Division 3 - Grievance procedure

23 Grievance by a Member

- (1) The grievance procedure set out in this Division applies to disputes under this Constitution between a Member and:
 - (a) another Member; or
 - (b) the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties, and:
 - (a) a party may be permitted to participate in the meeting by the use of technology that allows that party and the parties present at the meeting to clearly and simultaneously communicate with each other; and
 - (b) for the purposes of this rule 23, a party participating in a meeting as permitted under subrule (2)(a) is taken to be present at the meeting.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) (or such other similar body in circumstances where the Dispute Settlement Centre of Victoria is no longer in existence) for resolution.
- (4) The Committee may prescribe additional grievance procedures in Regulations consistent with this rule 23.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

24 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within five months after the end of each Financial Year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding Financial Year; and
 - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Committee under Part 7 of the Act; and
 - (c) to elect the members of the Committee under rule 48.
- (5) The annual general meeting may also conduct any other business of which notice has been given under this Constitution.

25 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

26 Special general meetings held at request of Members

- (1) The Committee must convene a special general meeting if a request to do so is made under subrule (2) by at least 10% of the total number of Members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by Members under subrule (3):
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

27 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 26(3), the Members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with rule 28(5).

28 Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing on the form prescribed from time to time by the Committee and lodged by the Member making the appointment.
- (3) The Member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy vote will be deemed invalid.
- (4) If the Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that it has been lodged by the Member.
- (5) Notice of a general meeting given to a Member under rule 27 must:
 - (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be lodged within the timeframe as prescribed by the Committee.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association within the timeframe prescribed by the Committee.

29 Use of technology at general meetings

- (1) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Member participating in a meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

30 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of Members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 29) of 10% of the Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, Members under rule 26, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

31 Adjournment of general meetings

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (3) Notice of the adjournment of a meeting under this rule 31 is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given under rule 27.

32 Voting at general meetings

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each Member entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried. For the avoidance of doubt, the chairperson does not have a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

33 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a Special Resolution is required:

- (a) to remove a Committee Member from office; and
- (b) to alter this Constitution, including changing the name or any of the Purposes of the Association.

34 Determining whether a resolution is carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more Members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

35 Minutes of general meetings

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the Members attending the meeting; and
 - (b) proxy forms lodged by Members under rule 28(6); and
 - (c) the financial statements submitted to the Members under rule 24(4)(b)(ii); and
 - (d) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 - COMMITTEE

Division 1 - Powers of the Committee

36 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association. Without limitation the Committee may:
 - (a) appoint and remove staff; and
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

37 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part. It may amend or repeal any decision made by a body or person under this rule 37.

38 Regulations

- (1) The Committee may (by itself or by delegation to a subcommittee) formulate, approve, issue, adopt, interpret and amend such regulations, by-laws and policies (**Regulations**) for the proper advancement, management and administration of the Association and the advancement of the Purposes of the Association as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution.
- (2) All Regulations made under this rule 38 shall be binding on the Association and the Members. Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of notices approved by the Committee. Notices are binding upon all Members.

Division 2 - Composition of the Committee and duties of its members

39 Composition of the Committee

The Committee consists of:

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) a Club Captain; and
- (f) an Editor; and
- (g) a Spares Officer.

40 General duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with this Constitution.
- (3) Committee Members must exercise their powers and discharge their duties:
 - (a) with reasonable care and diligence; and
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.

- (4) Committee Members and former Committee Members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position;so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (5) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

41 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting, a Member elected by the other Members present; or
 - (b) in the case of a Committee meeting, a Committee Member elected by the other Committee Members present.
- (3) The President and Vice-President must perform the duties as outlined in the Regulations of the Association.

42 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 65(3), all books, documents and securities of the Association under rules 67 and 71; and
 - (b) subject to the Act and this Constitution, provide Members with access to the Register of Members, the minutes of general meetings and other books and documents; and
 - (c) perform any other duty or function imposed on the Secretary by this Constitution.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Secretary must perform the duties as outlined in the Regulations of the Association.

43 Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within five working days after receipt; and

- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure electronic funds transfers are approved by at least two Committee Members; and
 - (e) ensure cheques are signed by at least two Committee Members.
- (2) The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.
- (4) The Treasurer must perform the duties as outlined in the Regulations of the Association.

44 Club Captain, Editor and Spares Officer

The Club Captain, Editor and Spares Officer must perform the duties as outlined in the Regulations of the Association including as follows:

- (a) the primary responsibilities of the Club Captain are to plan and manage the events organised by the Association.
- (b) the primary responsibilities of the Editor are to plan and manage the production and distribution schedules for each edition of *Desmoto*, the official magazine of the Association.
- (c) the primary responsibilities of the Spares Officer are to manage and maintain the inventory of tools, service items and spare parts owned by the Association.

Division 3 - Election of Committee Members and tenure of office

45 Who is eligible to be a Committee Member

A Member is eligible to be elected or appointed as a Committee Member if the Member:

- (a) is 18 years or over; and
- (b) is a Member entitled to vote.

46 Positions to be declared vacant

- (1) This rule applies to:
- (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare half of the positions on the Committee vacant under rule 50 and according to the following schedule:
- (a) in odd numbered years, the positions to be declared vacant are:
 - (i) President; and
 - (ii) Secretary; and

- (iii) Club Captain; and
 - (iv) Spares Officer.
- (b) in even numbered years, the positions to be declared vacant are:
 - (i) Vice President; and
 - (ii) Treasurer; and
 - (iii) Editor.
- (3) The Chairperson of the meeting must hold elections for those positions in accordance with rules 47 to 49.

47 Nominations

- (1) The Committee shall call for nominations at an appropriate time determined by the Committee and having regard to the date of the annual general meeting.
- (2) Nominations must be:
 - (a) in writing on the form (if any) prescribed from time to time by the Committee; and
 - (b) lodged by the nominee expressing his or her willingness to accept the position for which he or she is nominated; and
 - (c) lodged within the timeframe as prescribed by the Committee.
- (3) Subject to rule 50(3), a Committee Member, whose term is not up for re-election, may nominate for another position on the Committee that has been declared vacant under rule 46.
- (4) Subject to rule 50(3), a Committee Member may nominate to be re-elected for his or her position if it has been declared vacant under rule 46.
- (5) Prior to the annual general meeting, notice of the nominations must be given to Members under rule 27(1)(b) and must include:
 - (a) a list of all nominations lodged under rule 47(2); and
 - (b) a list of the positions for which each nominee is nominated; and
 - (c) a copy of any form that the Committee has approved for the appointment of a proxy.

48 Election of Committee positions

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) in odd numbered years:
 - (i) President; and
 - (ii) Secretary; and
 - (iii) Club Captain; and
 - (iv) Spares Officer.
 - (b) in even numbered years:
 - (i) Vice President; and
 - (ii) Treasurer; and
 - (iii) Editor.

- (2) A ballot must be held, under rule 49, to determine the result of each election.
- (3) If a Member is nominated for more than one position and is declared elected to a position under rule 49, then any other nomination he or she has lodged for any other position, for which an election is yet to be held, is automatically withdrawn.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

49 Ballot

- (1) In accordance with rule 48(2), the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for any of the positions being elected under rule 48.
- (3) Before the ballot is taken, each nominee may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a ballot paper to each Member entitled to vote, who is present in person; and
- (6) The voter must clearly indicate on the ballot paper:
 - (a) the name of each nominee for whom they wish to vote; and
 - (b) the position into which they wish to vote each nominee.
- (7) The voter must not indicate any combination of names and positions other than those listed in the notice of nominations given to members under rule 47(5).
- (8) Ballot papers that do not comply with subrule (7) are not to be counted.
- (9) Each ballot paper on which the name and position of a nominee has been indicated counts as one vote for that nominee.
- (10) If only one Member is nominated for a position:
 - (a) the returning officer must declare elected the nominee if he or she receives a simple majority of votes (50% plus one) or more; but
 - (b) if the nominee fails to receive a simple majority of votes (50% plus one) or more, the position will be deemed to be a casual vacancy to be filled by the Committee under rule 52.
- (11) If more than one Member is nominated for a position, the returning officer must declare elected the nominee who received the most votes.
- (12) If the returning officer is unable to declare the result of an election under subrule (10) because the nominee received exactly 50% of votes, the returning officer must:
 - (a) conduct a further election for the position under subrules (4) to (10) to decide if the nominee is to be elected; or
 - (b) with the agreement of the nominee, decide by lot whether he or she is to be elected.

- (13) If the returning officer is unable to declare the result of an election under subrule (11) because two or more nominees received the same number of votes, the returning officer must:
- (a) conduct a further election for the position under subrules (4) to (11) to decide which of those nominees is to be elected; or
 - (b) with the agreement of those nominees, decide by lot which of them is to be elected.

Examples

The choice of nominee may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

50 Term of office

- (1) Subject to subrule (3) and rule 51, a Committee Member holds office:
 - (a) if elected under rule 48, for a term of two years until the position is declared vacant under rule 46(2); or
 - (b) if elected under subrule (3) or appointed under rule 52, until the position is declared vacant under rule 46(2).
- (2) Subject to subrule (3), a Committee Member may be re-elected.
- (3) A Committee Member who is elected President shall serve a maximum of two terms in that position, after which he or she cannot nominate for any position on the Committee for a period of two years.
- (4) A general meeting of the Association may:
 - (a) by Special Resolution remove a Committee Member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position under this Division.
- (5) A Member who is the subject of a proposed Special Resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

51 Vacation of office

- (1) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (2) A Committee Member, whose term is not up for re-election but decides to nominate for another position on the Committee under rule 47, will be taken to have casually vacated their office if he or she is elected under rule 49.
- (3) A person ceases to be a Committee Member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) has his or her membership rights suspended under this Constitution; or
 - (c) fails to attend three consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 62; or
 - (d) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

52 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
 - (a) has become vacant under rule 51; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (3) The term of office under rule 50 applies to any Committee Member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of the Committee

53 Meetings of the Committee

- (1) The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any four members of the Committee.

54 Notice of Committee meetings

- (1) Notice of each Committee meeting must be given to each Committee Member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

55 Urgent Committee meetings

- (1) In cases of urgency, a meeting can be held without notice being given under rule 54 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an Absolute Majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

56 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the Members present at the meeting.

57 Use of technology at Committee meetings

- (1) A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee Member participating in a Committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

58 Quorum at Committee meetings

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 57) of a majority of the Committee Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given under rule 54.

59 Voting at Committee meetings

- (1) On any question arising at a Committee meeting, each Committee Member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Committee.
- (4) Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried. For the avoidance of doubt, the chairperson does not have a casting vote.
- (5) Voting by proxy is not permitted.

60 Conflict of interest

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The Committee Member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Committee Member has in common with all, or a substantial proportion of, the members of the Association.

61 Minutes of Committee meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the Committee Members in attendance at the meeting; and
 - (b) the business considered at the meeting; and
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 60.

62 Leave of absence

- (1) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three months and during any such leave of absence a Committee Member will not be in breach of rule 51(3)(c).
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

63 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

64 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

65 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.

- (2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current Financial Year; and
 - (b) any other financial records as authorised by the Committee.

66 Financial statements

- (1) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements; and
 - (c) the certification of the financial statements by the Committee; and
 - (d) the submission of the financial statements to the annual general meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

67 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members; and
 - (c) the common seal must be kept in the custody of the Secretary.

68 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

69 Operating under the VicRoads Club Permit Scheme

- (1) The Association has been authorised by VicRoads to operate under the Club Permit scheme for veteran, classic, historic and street rod vehicles.
- (2) The Committee will appoint a Club Permit officer who will be responsible for meeting the requirements, as determined by VicRoads, for:
 - (a) Club Permit applications; and
 - (b) Club Permit renewals; and
 - (c) maintaining a register of Club Permit applications and renewals approved by the Association.

70 Notice requirements

- (1) Any notice required to be given to a Member or a Committee Member under this Constitution may be given:
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 55.
- (3) Any lodgement or notice required to be given to the Association or the Committee may be given:
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by electronic form submitted via the website of the Association; or
 - (iii) by facsimile transmission to the facsimile number of the Association.

71 Custody and inspection of books and records

- (1) The Committee shall keep in their custody or control all books, minutes, documents and securities of the Association. Members may on request inspect free of charge:
 - (a) the Register of Members; and
 - (b) the minutes of general meetings under rule 35; and
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association; but
 - (d) the minutes of Committee meetings shall not be available for inspection or copying by Members.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (4) Subject to subrule (2), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (a) its membership records; and
 - (b) its financial statements; and
 - (c) its financial records; and

- (d) records and documents relating to transactions, dealings, business or property of the Association.

72 Winding up and cancellation

- (1) The Association may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.
- (5) The liability of members of the Association is limited:
 - (a) every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member; and
 - (b) the cost, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00; and
 - (c) no other amount shall be payable by a Member.

73 Alteration of Constitution

This Constitution may only be altered by Special Resolution of a general meeting of the Association.