

QUEENSLAND SALOON CAR ASSOCIATION INC

CONSTITUTION - INDEX

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CONSTITUTION and RULES

1. NAME

The name of the Incorporated Association shall be **QUEENSLAND SALOON CAR ASSOCIATION INC.** (in these rules called "THE ASSOCIATION").

2. OBJECTS OF THE ASSOCIATION

- 2.1 To encourage and foster the sport of Speedway Saloon/Sedan Car Racing in the State of Queensland.
- 2.2 To promote the interests of Saloon/Sedan Car Drivers and Owners on the most equitable basis.
- 2.3 To promote the recognition and esteem of the Association and its individual Member Clubs.
- 2.4 To submit to promoters and sponsors proposals and terms that would be of mutual benefit and in the best interests of the sport of Saloon/Sedan Car Racing.
- 2.5 To ensure that Saloon/Sedan Car Racing is conducted in a uniform manner throughout Queensland.
- 2.6 To do all such other things as are incidental or conducive to the attainment of the above objects.
- 2.7 The income and property of the Association whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or remuneration to any officers or servants of the Association or other person in return for any services actually rendered to the Association PROVIDED FURTHER THAT nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

3. POWERS OF THE ASSOCIATION

The Powers of the Association shall be:

- 3.1 To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by Law having regard to such trusts.
- 3.2 To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association and to borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract or other engagement incurred or to be entered into by the Association in any way.
- 3.3 To purchase, sell, supply and otherwise deal in or with provisions and goods of all kinds required for giving effect to any of the objects of the Association.
- 3.4 To construct, improve, maintain, develop, work, manage, carry out, alter or control any house, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 3.5 To take steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise, and to take any gift of property, whether subject to any special trust or not, for one or more of the objects of the Association.
- 3.6 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 3.7 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 3.8 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- 3.9 To seek advice in the carrying out of any of the above objects from any person or persons or corporation.
- 3.10 To do all such matters, acts and things as are incidental or conducive to the attainment of the above objects or any of them.
- 3.11 To subscribe to become a member of and co-operate with and other Association, Club or Organisation, whether incorporated or not, whose objects are altogether or in part similar to

those of the Association PROVIDED THAT the Association shall not subscribe to or support with its funds any Club, Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Section 2.7.

3.12 To make donations for patriotic, charitable or community purposes.

4. MEMBERSHIP OF THE ASSOCIATION

4.1 Membership of the Association shall be divided into four categories -

- (a) Member Club - Voting;
- (b) Club Member - Non voting;
- (c) Associate Member - Non voting;
- (d) Honorary Life Members - Non voting.

4.2 Throughout this document "Member Club" or "Member Clubs" may be referred to by the general term "Member".

4.3 The number of Member Clubs, Club Members and Associate Members shall be unlimited.

4.4 The number of Honorary Life Members shall be such number as the Management Committee may determine from time to time.

4.5 Member Club

- (a) Member Club Membership shall be open to Saloon/Sedan Car Clubs which apply for affiliation with the Association, and which Clubs are incorporated.
- (b) Each Member Club shall be entitled to nominate two Delegates for the purpose of voting and making nominations at Meetings of the Association.
- (c) All Member Clubs of the Association shall be under the control of the Management Committee and their existence subject to the Management Committee's approval.

4.6 Club Members

Members of a Member Club ("Club Members") shall by their membership of a Member Club be deemed to be Club Members of the Association. Club Members shall not be entitled to vote at meetings of the Association.

4.7 Associate Members

- (a) Associate Membership shall be open to other Clubs promoting motor sport whose objects are compatible with the objects of this Association and who affiliate with the Association.
- (b) Associate Members may be eligible for all the benefits and privileges open to Member Clubs but shall not be entitled to vote at meetings of the Association.

4.8 Honorary Life Members

- (a) Honorary Life Membership may be granted to any person by the Association's Management Committee PROVIDED THAT a motion is passed by a 3/4 majority of the Management Committee.
- (b) The award shall be given to persons who have rendered outstanding services to the Association.
- (c) Any Life Member whose subsequent actions bring discredit to the Association may have such Life Membership withdrawn by a 100% vote of the Management Committee present at a Special Meeting called for that purpose.

4.9 Affiliation

The Association may amalgamate or affiliate with any other Organisation whose aims are similar to those of the Association and be represented on any Organisation subject to the Provisions of the "Associations Incorporation Act 1981".

4.10 Applications For Membership

- (a) A Saloon or Sedan Car Club (hereinafter called "Applicant Club") may apply for Affiliation with the Association and such Application shall be in writing addressed to the Secretary of the Association and shall advise the Secretary of the number of Members of the Applicant Club and forward a copy of the Constitution of the Applicant Club to the Association.
- (b) The Management Committee of the Association shall consider and determine the acceptance or otherwise of the Application for Affiliation from an Applicant Club at the next Management Committee Meeting of the Association, following receipt of such Application and the Constitution of the Applicant Club shall not be inconsistent with the Constitution of the Association.
- (c) An Applicant Club whose Application for Affiliation is accepted by the Management Committee of the Association and ratified pursuant to Rule 4.10 (b) of the Constitution shall:
 - (i) Accept and be bound by and observe the Constitution of the Association.

- (ii) Notify the Secretary of the Association of the full names, addresses, date of birth and telephone numbers of the members of the Member Club from time to time.
 - (iii) Notify the Secretary of the Association of the full names, address and telephone numbers of the two (2) delegates of the Member Club who shall be nominated from time to time;
 - (iv) Be entitled to be represented by two Delegates who shall be deemed to be financial Members of the Association at all General and Special Meetings of the Association and to vote thereat and to nominate or second nominations for election of members of the Management Committee of the Association;
 - (v) Insure and keep insured and indemnified Members of the Member Club, by payment of the prescribed premiums as determined from time to time by the Management Committee of the Association, against any claim for property damage and/or personal injury;
 - (vi) Pay the prescribed Membership Fee as may be determined from time to time by the Management Committee of the Association;
 - (vi) A Delegate of an affiliated Member Club shall be entitled to be elected as an Office Bearer or Member of the Management Committee of the Association.
- (d) Any Applicant Club whose nomination for membership of the Association is rejected by the Management Committee has no right of appeal.

4.11 Register Of Members

- (a) The Association's Management Committee shall cause a Register or Registers to be kept in which shall be entered the names and residential addresses of all bodies and persons admitted to Membership of the Association and the dates of admission.
- (b) Particulars shall also be entered of resignations, terminations and reinstatement of Membership and any further particulars as the Management Committee or the Members at any General Meeting may require.
- (c) The Register of Members shall be open for inspection at all reasonable times by any Member who previously applied to the Association's Secretary for such inspection.

4.12 Membership Fees

- (a) The Membership fees for each class of Membership shall be payable at such time and in such manner as the Management Committee shall from time at any General Meeting so determine.

- (c) No Member whose membership fee shall be unpaid shall be entitled to receive Notice of Meetings or to vote there at or to nominate any persons for the position of President of the Association or as a Member of the Management Committee or to participate in the Association's activities unless the Management Committee has in its discretion waived payment in cases of hardship or other special circumstances.
- (d) Any Member whose Membership Fee shall be in arrears for a period of three months then such Membership shall ipso facto lapse, subject to a right of re-instatement by the Management Committee.

5. RESIGNATION FROM THE ASSOCIATION

5.1 Any Member Club, Associate Member or Honorary Life Member may resign from the Association for any reason PROVIDED THAT:

- (a) A minimum written Notice of one month is given of the intention to resign from the Association.
- (b) All moneys owing to the Association, for whatever reason, are paid prior to the date of resignation.
- (c) All accounts held by the Association on behalf of the Member Club are paid prior to the date of resignation.
- (d) All equipment of the Association on loan, or equipment on loan from another Member Club, shall be delivered to the Association or Member Club prior to the date of resignation.
- (e) All stationery or other printed material supplied by, or bearing the name, insignia or other identification of the Association shall be returned to the Association prior to the date of resignation.
- (f) The decision to resign shall have been taken at a properly constituted General Meeting of the Member Club, of which at least thirty days Notice in writing shall have been given to all Members of the Member Club. The decision to resign shall have taken the form of a Special Resolution as defined in the Association's Incorporation Act 19S1.

5.2 Upon resignation the Member Club shall not use the name of the Association or any name implying that it is in any way affiliated with the Association.

5.3 The Association shall not be required to refund in full or in pan any funds paid to the Association by the resigning Member Club except such funds as were expended by the resigning Member Club on the authority of the Management Committee for the payment of the Association's accounts or such funds as were loaned to the Association.

5.4 The resignation of a Member Club shall not be effective until all requirements of this section have been met by the resigning Member Club.

6. DISSOLUTION

6.1 The Association shall only be dissolved if:

- (a) A Resolution to that effect is passed by not less than three-fourths of the Member Clubs of the Association. Each Member Club shall be required to hold a Special General Meeting to discuss such Resolution and shall be required to give each of its Members thirty days written Notice of the date of the Meeting and the purpose for such Special General Meeting. Such General Meeting shall be held by each Member Club within forty-five days of receiving Notice to call a Meeting from the Association, and
- (b) A Resolution that the Association be dissolved has been passed by not less than three-fourths of the delegates present and voting at a Meeting of the Association held not less than two calendar months after the Resolution has been forwarded to each Member Club.

6.2 If upon the winding up of dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to *some* other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Rule 2.7. Such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions, THEN to some charitable object.

6.3 In the event of the dissolution of a Member Club affiliated with the Association, the assets and funds of that Club after the payment of all expenses and liabilities, shall be distributed according to the Member Club's own Constitution.

7. DEFINITIONS

7.1 ASSOCIATION means the "QUEENSLAND SALOON CAR ASSOCIATION" which is the governing body to which Saloon/Sedan Car Clubs in Queensland may affiliate.

7.2 MEMBER CLUB means an incorporated body affiliated to the Queensland Saloon Car Association Inc.

8. INTERPRETATIONS

Unless specifically indicated otherwise -

- (a) all reference to the singular shall also include the plural;
- (b) all reference to the male shall also include the female.

9. SUPPLY OF COPIES OF THIS CONSTITUTION

The Secretary shall supply one copy of the current Constitution and Standing Orders without charge to all new Member Clubs. Additional copies may be obtained at nominal cost.

10. ALTERATIONS AND ADDITIONS TO THE CONSTITUTION

10.1 Subject to the provisions of the Association Incorporation Act these Rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any General Meeting PROVIDED THAT no such amendment, rescission or additions shall be valid unless the same shall have been previously submitted to and approved by firstly the Australian Saloon Car Federation and secondly by the Under Secretary, Department of Justice, Brisbane.

10.2 In accordance with "The Association's Incorporation Act" Part IV, Section 30 a Special Resolution is defined as:

- (a) for the purpose of the Act, a Resolution is a Special Resolution if it is passed by a majority of not less than three-quarters of such Members entitled under the Rules to vote, as may be present in person at any General Meeting of which Notice specifying the intention to propose the Resolution as a Special Resolution was given in accordance with those Rules;
- (b) at any General Meeting to which Sub-Section (a) relates, unless a poll is demanded, a declaration by the Chairperson that the Resolution has been carried is conclusive evidence of the fact.

11. BY-LAWS

11.1 The Management Committee shall have the power to make, alter and repeal By-Laws for and with respect to:

- (a) The conduct of Member Clubs and their Delegates to the Association;
- (b) The conduct of Club Members of the Member Clubs;
- (c) The registration of Saloon/Sedan Cars owned by Club Members of Member Clubs, or by persons competing in any competition conducted by or under the auspices of the Association;
- (d) The inspection of such Saloon/Sedan Cars;
- (e) The licensing and registration of the drivers of any such Saloon/Sedan Cars;
- (f) The conduct of any competitions conducted by or under the auspices of the Association;

- (g) Bonds or covenants to be executed by the owners or other persons connected with any Saloon/Sedan Cars which are registered or required to be registered with the Association;
- (h) The Management Committee shall hear appeals from Club Members of Member Clubs against the decision of a Member Club. A fee as determined from time to time by the Management Committee shall be paid on lodgement of any Appeal to the Management Committee. Moneys may or may not be refunded as determined by the Management Committee;
- (i) Fees to be paid to the Association for or in respect of any Membership, registration, inspections, appeals or other services provided by the Association;
- (j) Expenses of delegates, President, Vice-President, Secretary, Treasurer, State Technical Representatives and such other persons as may be determined from time to time by the Management Committee.
- (k) Such other matters as may be necessary or desirable to carry the objects of the Association into effect;

(1) Draw up and adopt Racing Rules and Specifications for Saloon Car Racing in Queensland and to have the power to enforce Racing Rules and Specifications.

11.2 The Management Committee shall have power to act in accordance with By-Laws and to add to or vary the By-Laws PROVIDED THAT such By-Laws shall not be inconsistent with this Constitution or any amendments thereto.

12. MANAGEMENT OF THE ASSOCIATION

12.1 The Management of the Association shall consist of:

- (a) A Management Committee elected pursuant to Section 14 of this Constitution, and
- (b) Member Clubs being Saloon/Sedan Car Clubs affiliated to the Association and meeting in General Meeting or Extraordinary General Meeting.

12.2 An affiliated Saloon/Sedan Car Club of the Association shall be one which conforms to affiliation procedure as laid down by the Management Committee of the Association. Each such Member Club and Club Member shall be bound by this Constitution and the decisions and directives of the Association's Management Committee and shall pay an annual membership fee as the Members in General Meetings shall determine.

13. THE MANAGEMENT COMMITTEE

13.1 The Management Committee shall be responsible for and shall have the power to deal with the day to day affairs of the Association and the Management Committee shall consist of

- (a) President.

- (b) Vice-President,
- (c) Secretary,
- (d) Treasurer, and
- (e) Such other number of Members of the Management Committee as the Members of the Association in General meeting may from time to time elect from the Delegates of Member Clubs.

14. ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE

14.1 The Members of the Management Committee of the Association shall be elected by ballot at the Association's Annual General Meeting or any adjournment thereof as follows:

- (a) The Secretary shall be the Returning Officer.
- (b) The Secretary shall not less than eight weeks before the Annual General Meeting of the Association give written notification to all Members eligible to vote, calling for nominations in writing from Members for election to the positions of President, Vice-President, Secretary and Treasurer and such other positions for which nominations may be required.
- (c) Nominations shall be: -
 - (i) In writing signed by not less than two Club Members of a Member Club, and shall bear the Nominees written consent to accept the position if elected;
 - (ii) Received by the Secretary not later than five weeks prior to the Annual General Meeting;
 - (iii) Completed by the Nominee as to particulars required and set out in the Nomination form. Nominations returned without such particulars of a Nominee shall be invalid'
 - (iv) Forwarded by the Secretary in writing to all Members of the Association entitled to vote at the Annual General Meeting not later than three week.' prior to the date of the Annual General Meeting.
- (d) Retiring Members of the Management Committee are eligible for re-election.
- (e) Should there be more than one nomination for any vacancy on the Management Committee the Secretary as Returning Officer shall cause ballot papers to be prepared and instructions for voting be issued for election to that position.

- (g) The ballot for election shall not be taken until after the adoption or rejection of the Annual Report, including a Statement of Accounts.
- (h) Voting shall be by a ballot during which Members detailed in Section 29.2 of this Constitution may vote.

14.2 Members of the Management Committee shall hold Office for one year or until the conclusion of the next Annual General Meeting at which their successors are elected and who take up their positions on the Management Committee subsequent to the holding of the Annual General Meeting.

15. POWERS OF THE MANAGEMENT COMMITTEE

15.1 The Management Committee shall exercise all powers as are within the scope of this Constitution together with any other powers for the management of the affairs of the Association, which are not expressly required by this Constitution to be exercised in a General Meeting.

15.2 The Management Committee shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.

15.3 The Management Committee shall have power to effect and to act in accordance with By-Laws and to add to or vary such By-Laws PROVIDED THAT the By-Laws:

- (a) shall not be inconsistent with this Constitution or amendment thereto; or
- (b) shall not be set aside, or amended by less than a 75% majority vote of Delegates at a General Meeting of Members.

15.4 A Resolution of the Management Committee shall be valid if it is passed by a majority of Management Committee Members present.

15.5 The Management Committee may appoint Delegates of Member Clubs of the Association to act in Sub-Committees. The powers and responsibilities of such Sub-Committees shall be determined by the Management Committee.

15.6 The Management Committee shall have the power to fill casual vacancies on the Management Committee until the date of the next Annual General Meeting.

15.7 The Management Committee shall be empowered to employ full time or part time staff to assist as required and as directed in the day to day management of the affairs of the Association.

15.8 The Management Committee shall have power to make decisions in matters of urgency as shall be determined from time to time by the Management Committee and such decision shall be binding on the Association.

16. DUTIES OF THE MANAGEMENT COMMITTEE 16.1

President:

The President shall -

- (a) Be responsible, subject to the directions of the Management" Committee and the Association in General Meeting, for the proper control of all affairs of the Association.
- (b) In the absence of directions, to make decisions himself/herself, provided such decisions are not in conflict with the stated Policy of the Association from time to time and shall, unless in minor matters, report such decisions to the Management Committee, and should the Management Committee consider necessary, to the next General Meeting of the Association.
- (c) Be responsible for the making of all statements as to the Policy of the Association and where possible ensure that no statements are made on behalf of the Association by any other person.
- (d) Ensure that all Members of the Management Committee keep the President informed of all matters of the Association under their control or competence, and in event of the absence of a Member of the Management Committee from Management Committee Meetings or General Meetings of the Association then such Members of me Management Committee provide written reports.
- (e) Represent the Association at all functions, meetings and other occasions requiring the presence of a representative of the Association PROVIDED HOWEVER the President may delegate such authority to some other Member of the Management Committee.
- (f) Be required to submit reports to all Meetings of the Management Committee and General Meetings of the Association.
- (g) Be responsible for all correspondence emanating from the Association PROVIDED HOWEVER the President may delegate certain matters to the Secretary PROVIDED the Secretary shall keep the President informed of the contents of such correspondence by the submission of a copy of the correspondence to the President.
- (h) Ensure that the Secretary attends Meetings of the Management Committee and General Meetings of the Association, that the Secretary records the Minutes of such Meetings and forwards such Minutes, Agendas and Notices to all Members of the Association. the President and Members of the Management Committee within the time specified by this Constitution.
- (i) Carry out all other requirements of the Association not specifically mentioned in these duties or included in the duties of any other Officer of the Management Committee.

16.2 Vice-President

The Vice-President shall -

- (a) Deputise for the President whenever required.
- (b) Perform such other duties as may be required from time to time by the President of the Management Committee.

16.3 Treasurer:

The Treasurer shall -

- (a) Receive all moneys due payable or owing to the Association and issue receipts for all such moneys and attend to the payment by cheque of all debts expenses and oilier outgoings of the Association which have been passed for payment by the Management Committee.
- (b) Deposit all moneys received by the Association with the Bank of the Association in the appropriate account or accounts as soon as practicable upon receipt of such moneys.
- (c) Keep and maintain a record of all receipts and payments in a manner satisfactory to the Management Committee and present to each Meeting of the Management Committee and General Meeting of the Association for acceptance a summary of receipts and expenditure of the Association since the previous General Meeting of the Association.
- (d) Keep and maintain a record, as directed, of all assets and liabilities of the Association.
- (e) Present to each Management Committee Meeting, accounts of the Association received since the previous Management Committee Meeting to be passed for payment.
- (f) Present to each Annual General Meeting of the Association in each year a summary and analysis of receipts and expenditure for the year-to-date;
- (g) Present to each Annual General Meeting an audited balance sheet of the Association for the Financial Year just completed, and an estimated budget of receipts and expenditure for the Financial Year to follow.
- (h) Maintain an account or accounts in the name of the Association with a suitable Bank.
- (i) Direct and supervise Sub-Committees, of which the Treasurer is empowered to appoint. in their activities and report to the Management Committee and General Meeting of the Association from time to time in relation to such Sub-Committees.

16.4 Secretary:

The Secretary shall -

- (a) Attend Management Committee Meetings and General Meetings of the Association, to record the Minutes of such Meetings and forward copies of such Minutes, Agendas and Notices to Members of the Association and Members of the Management Committee and to the National Secretary of the Australian Saloon Car Federation.
- (b) Ensure that all Agendas, Minutes and Notices of all Meetings are forwarded to all Members of the Association and Members of the Management Committee within the period specified by this Constitution.
- (c) Conduct and carry on all correspondence on the stationery and letterhead of the Association and make provision for stationery and letterhead and such other normal requisites as may be required for the administration of the Association.
- (d) Carry out such other secretarial functions as directed from time to time by the Management Committee or the President.
- (e) Assist each Member of the Management Committee where required.
- (f) Keep a file in sequential date order of all correspondence received and a copy of each item of correspondence forwarded on behalf of the Association by each Member of the Management Committee.
- (g) Receive all correspondence forwarded to the Association and present such correspondence to each Meeting of the Management Committee for its consideration and acceptance.
- (h) Keep on file all material that may assist the Association from time to time.
- (i) The Secretary shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such Minutes, the Minutes of every Management Committee Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the Minutes of every General Meeting shall be signed by the Chairperson at that Meeting or the Chairman of the next succeeding General Meeting PROVIDED THAT the Minutes of any Annual General Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

17. INDEMNIFICATION OF PERSON INVOLVED IN THE MANAGEMENT COMMITTEE

Any Member of the Management Committee of the Association, an Agent, an Auditor or an employee of the Association shall be indemnified out of the assets of the Association against any liability incurred in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted, or in connection with any application under any Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

18. RESIGNATION - REMOVAL FROM THE MANAGEMENT COMMITTEE

- 18.1 Any Member of the Management Committee of the Association may resign at any time from Membership of the Management Committee by Notice in writing delivered to the Secretary of the Association. Such resignation shall only take effect at the time when such Notice is received by the Secretary unless some later date is specified in the Notice, when it shall take effect on that later date.
- 18.2 Should a Member of the Management Committee of the Association be absent from three consecutive Ordinary Meetings of the Management Committee without leave of the Management Committee, their position shall be declared vacant, and they shall thereupon cease to hold that position.
- 18.3 A Member of the Management Committee of the Association may be removed from Office at a General Meeting of the Association convened for that purpose. At any such General Meeting the Member of the Management Committee concerned shall be given the opportunity to fully present their case either orally or in writing or partly by either of these means. The question of removal from their position shall be determined by a majority vote of Members attending at the Meeting and eligible to vote in accordance with Section 29.2 of this Constitution.

19. SERVANTS OF THE ASSOCIATION

No Member of the Association shall reprimand a servant of the Association. Should a Member have any cause of complaint such Member shall notify such particulars in writing to the Management Committee.

20. SUSPENSION/EXPULSION OF MEMBER CLUB/CLUB MEMBER

- 20.1.1 A Member Club of the Association and/or a Club Member of a Member Club may be suspended or expelled from Membership at any time by Resolution of the Management Committee of the Association. If a Member Club and/or a Club Member of a Member Club is so suspended or expelled, the Secretary of the Association shall forthwith forward to such member and/or Club Member of a Member Clubs thereafter called "the Appellant" by prepaid registered post, a Notice in writing of such suspension or expulsion addressed to the Appellant and the Appellant may within thirty (30) days from the date of the posting such Notice or with the approval of the

Management Committee at any time thereafter give Notice in writing

to the Management Committee of intention to Appeal against such suspension or expulsion. Such Notice shall be delivered to the Secretary of the Association.

21. SUSPENSION/EXPULSION OF MANAGEMENT COMMITTEE OF A MEMBER CLUB

- 21.1 The Management Committee of a Member Club may be suspended or expelled from the Association at any time by Resolution of the Management Committee of the Association. where such Resolution is carried by a majority of not less than three-quarters of those Management Committee Members present who are eligible to vote. Should a Member Club Management Committee be so suspended or expelled, the Secretary of the Association shall forthwith forward to such Member Club Management Committee (hereinafter called "the Appellant") by prepaid registered post, Notice in writing of such suspension or expulsion addressed to the Appellant and the Appellant may within thirty (30) days from the date of posting of such Notice or with the approval of the Management Committee of the Association at any time thereafter, give Notice in writing to the Management Committee of the intention to appeal against such suspension or expulsion. Such Notice shall be delivered to the Secretary of the Association.
- 21.2 Should the suspension or expulsion be upheld, the Association by the Management Committee shall forthwith take over the control and conduct of the affairs of the Member Club until such time as a Special General Meeting of the Member Club shall be convened to elect a new Management Committee of the Member Club.
- 21.3 Should a new Management Committee not be subsequently established, then the Member Club shall be dissolved and its affairs shall be wound up in accordance with Constitution of the Member Club or failing which in accordance with Section 6 of this Constitution.

22. APPEALS AGAINST DECISIONS OF THE MANAGEMENT COMMITTEE

- 22.1 In the event of a Member Club or a Club Member being dissatisfied with a determination of the Association by the Management Committee of the Association such Member Club or Club Member (hereinafter called "the Appellant") may appeal against such determination by lodging an Appeal in writing and be heard in accordance with the following Clauses:
- (a) Following receipt of a Notice of Appeal from the Appellant, the Secretary of the Association shall convene a Hearing of the Appeal Tribunal for the purpose of hearing the Appeal. The Hearing shall be on a date not later than thirty days after the delivery of the Notice of Appeal or such later date as shall be mutually agreed upon between the Management Committee and the Appellant.
- (b) At the Hearing the Appellant shall be entitled to be heard or to present a written submission. Should a majority of the Members of the Appeal Tribunal present at the hearing determine a dismissal of the Appeal, then the original suspension or expulsion shall continue in full force and effect or the suspension or expulsion shall be revoked or varied in such manner as the Appeal Tribunal may determine.

- (c) There shall be no right of Appeal by of a Member Club or Club Member to the Appeal Tribunal against a determination made under or pursuant to the Speedway Sedan Racing Rules and Regulations of the Australian Saloon Car Federation Inc. adopted by the Association from time to time where a right of Appeal exists to a Disputes Committee established and/or appointed pursuant to such Racing Rules and Regulations.

23. ANNUAL GENERAL MEETINGS OR GENERAL MEETINGS

- 23.1 The first General Meeting shall be held at such time not being less than one month or more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
- 23.2 The Annual General Meeting shall be held within three (3) calendar months of the 30th June in each year.
- 23.3 The business to be transacted at every Annual General Meeting shall be:
- (a) The receiving of the Management Committee's Report and the Statement of Income and Expenditure, Assets and Liabilities and Mortgages, Charges and Securities affecting the property of the Association for the preceding financial year;
 - (b) The receiving of the Auditors Report upon the books and accounts for the preceding financial year;
 - (c) The election of Members of the Management Committee, and
 - (d) The appointment of an Auditor.
- 23.4 Each Meeting of the Association shall be attended by Members of the Management Committee, Delegates of Member Clubs who shall forward to the Secretary of the Association, at least one clear day before such Meeting, the names and addresses of each Delegate appointed by the Member Club.
- 23.5 Each Delegate of a Member Club attending a Meeting of the Association shall be empowered to record one vote in a manner directed by the Chairperson of the Meeting, on all matters upon which a vote of Member Clubs is taken and raise any question and move any motion that is considered pertinent by the Chairperson.
- 23.6 At each Meeting of the Association the President and Members of the Management Committee shall submit a written report of the activities of the Management Committee and provide a Statement of Receipts and Payments incurred on behalf of the Association during the period of time since the last General Meeting of the Association and a motion for the acceptance or otherwise of each Report shall be voted upon.
- 23.7 The Management Committee may submit to General Meetings of the Association any recommendations which it considers that the approval and adoption by Member Clubs is required.

24. MEETINGS OF THE MANAGEMENT COMMITTEE

- 24.1 The Management Committee of the Association shall meet at least once in every two calendar months to exercise its functions.
- 24.2 Should one-third of the Members of the Management Committee request the holding of a Special Meeting of the Management Committee and advise the nature of the business to be transacted thereat then the Secretary of the Association shall within 48 hours convene a Special Meeting of the Management Committee giving at least fourteen (14) days Notice in writing stating the reason why such Meeting is being convened and the nature of the business to be transacted thereat PROVIDED HOWEVER where all members of the Management Committee are able to confer by electronic means then no such service of notice of meeting will be required.

25. NOTICE OF MEETINGS

- 25.1 The Management Committee may, by Resolution, determine to meet at regular times and places, in which event no Notice shall be required to convene a Meeting.
- 25.2 Other Meetings of the Management Committee may be convened by the President. In this event. Notice of Meetings shall be sent by the Secretary of the Association, or some other person duly authorised by the President by letter mailed to the registered address of the Members of the Management Committee to reach them, in the normal course of mail delivery, at least seven days prior to the date of the Meeting. The Notice shall be accompanied by an Agenda for the Meeting prepared by or at the direction of the President.
- 25.3 Notice of the Annual General Meeting or a General Meeting shall be forwarded to members of the Management Committee, to Secretaries of Member Clubs to reach them, in the normal course of mail delivery, at least twenty-eight days before the date of such Meetings. The Notice shall be accompanied by a Meeting Agenda and Reports from Members of the Management Committee.
- 25.4 Special General Meetings of the Association shall be called upon the determination of the Management Committee or upon receipt by the Secretary of a written request from at least twenty-five percent of Member Clubs and in which event the procedures as set out in Section 25.3 shall be carried out by the Secretary.

26. CHAIRPERSON

- 26.1 At all Annual General Meetings, General Meetings and Management Committee Meetings of the Association the President shall preside as Chairperson, or in his/her- absence, the Vice-President. Should the President or Vice-President not be present at the Meeting, the Members who are present at the Meeting shall appoint one of their Members to be Chairperson of the Meeting.

27. QUORUMS

- 27.1 At any Annual General Meeting, General Meeting or Special General Meeting of the Association the number of Member Clubs required to constitute a quorum shall be the number of Members of the then Management Committee plus one.
- 27.2 No business shall be conducted or transacted at any Annual General Meeting or General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.
- 27.3 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members of the Management Committee of the Association, shall lapse, and in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Member Clubs present shall constitute a quorum.
- 27.4 The Chairperson may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, Notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any Notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 27.5 Should there not be a quorum present half an hour after the hour fixed for the Annual General Meeting, the Meeting shall lapse and a further General Meeting shall be called within one month to transact the business referred to in Section 23.3. The number of Member Clubs present at this General Meeting shall constitute a quorum.
- 27.6 Should there not be a quorum present half an hour after the hour fixed for a Special General Meeting, the Meeting shall lapse.
- 27.7 At every Meeting of the Management Committee three Members of the Management Committee shall constitute a quorum and Motions shall be passed by a simple majority vote of Management Committee Members present.

28. RESPONSIBILITIES OF DELEGATES OF MEMBER CLUBS

- 28.1 It shall be the responsibility of persons appointed by Member Clubs to act as Delegates of Member Clubs at Meetings of the Association to ensure that:
- (a) Before attending Meetings of the Association the Delegates shall obtain the views and directions of the Management Committee of the Member Club in relation to all matters appearing on the Agenda;
 - (b) When attending Meetings of the Association Delegates shall be required to express the view of the Management Committee of the Member Club and not their personal views.

(c) Following Meetings of the Association, Delegates shall present a Report of such meeting at the next Meeting of the Management Committee of the Member Club,

29. DISCUSSION AND VOTING AT MEETINGS

- 29.1 A Delegate of a Member Club and members of the Management Committee may attend a General Meeting of the Association, enter into discussion upon matters properly brought before the Meetings of the Association subject always to the proper direction of the Chairperson.
- 29.2 The right to vote at any Meetings of the Association shall be restricted to the Management Committee and not more than two Delegates from each affiliated Member Club, who shall be each entitled to a single vote on all matters raised at the meeting.
- 29.3 The right to vote at Meetings of the Management Committee shall be restricted to the President, Vice-President, Secretary, Treasurer and any other Member of the Management Committee elected from time to time pursuant to Section 13.1(e) hereof.
- 29.4 Voting at any Meetings of the Association or of the Management Committee, shall be by a show of hands unless a ballot be called for by the Chairperson or as may be determined by a simple majority of those Members present and entitled to vote at the Meeting.
- 29.5 Should a ballot be properly demanded or called for in accordance with the preceding Sub-Section, the Chairperson shall forthwith appoint two scrutineers to conduct the ballot and direct the provision of such clerical assistance as may be necessary.
- 29.6 Where it is determined by a majority of those present at a Meeting that a Motion is of such importance that all Member Clubs should vote, and one or more Member Clubs are not represented at the Meeting, the Management Committee shall authorise the Secretary to conduct a postal ballot by mailing a ballot form to each and every Member Club to be completed and returned to the Secretary prior to the date marked thereon. Ballot forms un-retuned, or arriving after the closing date, shall be deemed void. The result of the postal ballot shall be announced by the Chairperson of the Management Committee next following the closing date and shall be binding upon the Association.
- 29.7 Should there be an equal number of votes for and against a motion at any Meeting, the Chairperson of the Meeting shall have a second or casting vote.
- 29.8 At the conclusion of any ballot the Chairperson shall direct that all ballot papers be destroyed.

30. PROXIES

Proxy voting shall not be allowed.

31. FINANCIAL YEAR

The financial year of the Association shall conclude on the 30th day of June in each year.

32. FUNDS AND ACCOUNTS

- 33.1 The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct.
- 33.2 Proper books and accounts shall be kept and maintained in either written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 33.3 All moneys shall be banked as soon as practicable after the receipt thereof.
- 33.4 All amounts over One Hundred dollars shall be paid by cheque signed by any two of the President, Treasurer or two other Members of the Management Committee authorised from time to time by the Management Committee.
- 33.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash re-couplements which may be open.
- 33.6 The Management Committee shall determine the amount of petty cash which shall be kept on the impress system.
- 33.7 All expenditure shall be approved or ratified at a Management Committee Meeting.
- 33.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a Statement containing particulars of-
- (a) the income and expenditure for the financial year just ended, and
 - (b) the assets and liabilities and of all mortgages, charges and securities effecting the property of the Association at the close of that year.
- 33.9 All such Statements shall be examined by the Auditor who shall present his Report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

33. AUDITOR

The Auditor shall be a Public Accountant registered under "The Public Accountants Registration Act" who is to be appointed at the Annual General Meeting of the Association and who shall not be a Member of the Management Committee.

34. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

35. COMMON SEAL

The Management Committee shall provide for a Common Seal of the Association and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a Member of the Management Committee and shall be counter signed by the Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose.