

Rules

of the

Maserati Club of Australia, Inc.

Registered Association No: A0020457C
Incorporated under the Associations Incorporation Act, 1981
on March 6, 1990
ABN: 83 036 957 948

Revision 4:
Annual General Meeting: February 4, 2008



Maserati Club of Australia

Incorporated

STATEMENT OF PURPOSES

1. (1) The name of the Incorporated Association is the Maserati Club of Australia, Incorporated. (in these Rules called "the Association")
 - (2) The purposes for which the Association is established are:-
 - (a) To develop foster and promote the ownership of Maserati motor vehicles particularly through the organisation and conduct of competitive motor vehicle events.
 - (b) To this end, to acknowledge, comply and observe the Articles and National Competition Rules ("NCR") of CAMS Limited ("CAMS").
 - (c) To otherwise operate as an income tax exempt association established for the encouragement and promotion of the sport of motor racing.
- Solely for the purpose of furthering the purposes set out above the Association shall have the power:
- (i) To take over the funds and other assets and the liabilities of the present unincorporated association known as Maserati Club of Australia.
 - (ii) 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.
 - (iii) To take such 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 shape of donations, subscriptions or otherwise.
 - (iv) Invest and deal with monies of the incorporated Association not immediately required in such manners as is from time to time thought fit.
 - (v) Raise or borrow money upon such terms and in such manners as think fit.
 - (vi) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears-
 - "Class of Membership"** means the classification of membership sought by the applicant and approved by the Committee which shall be one of either Member, Family Member, Life Member, or Associate Member in accordance with Rule 3, or Honorary Membership granted by members at an annual general meeting in accordance with Rule 3 sub-clause (8).
 - "Committee"** means the Committee of Management of the Association.
 - "Financial Year"** means the year ending on 31 December.
 - "General Meeting"** means a general meeting of members convened in accordance with Rule 11.
 - "Member"** means a member of the Association who is admitted in accordance with Rule 3.
 - "Non-Voting Member"** means an Associate Member or the partner or spouse and children under the age of 18 years of a Family Member admitted in accordance with Rule 3, being a member who is not entitled to vote or nominate a proxy at the annual general meeting or general meetings of the Association or nominate a candidate or stand as a candidate for election as an officer or ordinary member of the Committee.
 - "Ordinary Member of the Committee"** means a member of the Committee who is not an officer of the Association under Rule 21.
 - "The Act"** means the *Associations Incorporation Act 1981*.
 - "The Regulations"** means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference-
 - (a) where a person holds office under these Rules as Secretary of the Association-to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act in force from time to time.

APPLICATION FOR MEMBERSHIP

3. (1) A natural person who has applied and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of incorporation of the Association (or who was a member at that time but has ceased to be a member) shall not be admitted to membership-
 - (a) unless an application is received as provided in sub-clause (3); and
 - (b) unless the admission as a member is approved by the Committee.
- (3) An application by a person for membership of the Association, for which no entry fee is required -
 - (a) shall be made in writing and shall include the name and address of the applicant and a declaration by the applicant that in the event of admission the applicant agrees to be bound by the Rules of Association for the time being in force and otherwise be in a form determined by the Committee, and
 - (b) shall signify the Class of Membership sought which shall be one of the following:
 - (i) Member, or
 - (ii) Family Member, where the applicant's nominated spouse or partner and children under the age of 18 years are eligible to be admitted as non-voting members, but not eligible to be entered in the register of members under sub-clause (7), or
 - (iii) Life Member, or

- (iv) Associate Member, where the applicant holds a current CAMS Competition Licence and is eligible to be admitted as a non-voting member; and
- (c) shall be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary shall refer the application to the Committee.
- (5) Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- (6) Upon an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing of the approval for membership and the class of membership obtained and, if necessary, request payment of the appropriate subscription within the period of 28 days after the receipt of notification of the sum payable under these Rules for the first year's subscription for the class of membership approved by the Committee.
- (7) The Secretary shall, upon payment of the amount referred to in sub-clause (6) within the period referred to in that sub-clause, enter the applicant's name and class of membership in the register of members and, upon the name and class of membership being so entered, the applicant becomes a member of the Association.
- (8) The Secretary shall at the request of the Committee propose a person for election at the annual general meeting as an Honorary member of the Association provided always that the person proposed-
 - (a) has been a member of the Association for at least ten years; and
 - (b) has served on the Committee for at least five years; and
 - (c) has by resolution of the Committee provided outstanding service over a sustained period to the Association; and
 - (d) provided further that no more than ten Honorary members are presently entered in the register of members,
 then, the person so proposed when duly elected by the members at an annual general meeting shall be entered in the register of members as an Honorary member entitled to the rights, privileges or obligations of membership without payment of further annual subscriptions.
- (9) A right, privilege, or obligation of a person by reason of membership of the Association-
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

ANNUAL SUBSCRIPTION

- 4. (1) The subscription payable for each class of membership in accordance with Rule 3 shall, subject to this Rule, be determined by the Committee from time to time.
- (2) The subscription, other than for a Life Member, is payable annually in advance on or before 1 January of each year.
- (3) The Committee may at its discretion, for a subscription of half that payable in a full year, approve an applicant for membership in the membership class of Member, Family Member or Associate Member where an application for that year is received after 30 June providing always that the applicant was not a member in the preceding year.
- (4) The subscription payable by a Life Member shall be equal to ten times the subscription payable by a Family Member at that time.
- (5) The subscription payable by an Associate Member, whom must hold a current CAMS Competition Licence, shall not be less than seven-tenths of that payable by a Member at that time.
- (6) Any member whose subscription is unpaid on the last day of the month in February shall cease to be a member and the name of such member will be erased from the register of members but may be replaced by the Committee upon available vacancy and on payment of all arrears.

REGISTER OF MEMBERS

- 5. The Secretary shall keep and maintain a register of members in which shall be entered the name, address, class of membership and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

RESIGNATION AND EXPULSION OF MEMBER

- 6. (1) A member of the Association who has paid all moneys due and payable by the member of the Association may resign from the Association by giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which a member by whom the notice was given, ceased to be a member.
- 7. (1) Subject to these Rules, the Committee may, by resolution-
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member an amount not exceeding \$20-
 if the Committee is of the opinion that the member-
 - (d) has refused or neglected to comply with these Rules; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1)-
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing-
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend the meeting;

- (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee-
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or revoke the resolution.
 - (5) If the Secretary receives a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
 - (6) At a general meeting of the Association convened under sub-clause (5)-
 - (a) no business other than the question of the appeal may be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons passing the resolution;
 - (c) the member shall be given the opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - (7) If at the general meeting-
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee as may be required under Rule 23 sub-clause (2); and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

11. (1) The Secretary of the Association shall, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of the business in writing to the Secretary, who shall include that business in the notice calling for the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
13. (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
 (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
14. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as is the case of the general meeting.
 (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
 (2) All votes shall be given personally or by proxy.
 (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A member is not entitled to vote at any general meeting unless his or her class of membership in the register of members is either Member, Family Member, Life Member or Honorary Member and unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. (1) Each member who is entitled to vote in accordance with Rule 18 is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

COMMITTEE OF MANAGEMENT

20. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 22.
 (2) The Committee-
 (a) shall control and manage the business and affairs of the Association;
 (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 (c) subject to these Rules, the Regulations and the Act, 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.
21. (1) The officers of the Association shall be-
 (a) a President;
 (b) a Vice-President;
 (c) a Treasurer, and
 (d) a Secretary.
 (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
 (3) Each officer of the Association shall, subject to these Rules, commence and retire from office as provided in Rule 23 sub-clause (7), but is eligible for re-election.
 (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
22. (1) Subject to section 23 of the Act, the Committee shall consist of-
 (a) the officers of the Association; and
 (b) no fewer than two and no more than ~~six~~ **twelve** ordinary members- each of whom shall be elected in accordance with the provisions of Rule 23; and
 (c) the Immediate Past President of the Association.
 (2) Each ordinary member of the Committee shall, subject to these Rules, commence and retire from office as provided in Rule 23 sub-clause (7), but is eligible for re-election.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (4) The Immediate Past President of the Association shall, subject to these Rules, be the immediate predecessor to the President in office and will hold office as Immediate Past President until the closure of the annual general meeting next following the date of the election at which the President in office fails to be re-elected.

ELECTION OF OFFICERS AND VACANCY

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee-
 - (a) shall open on 1 October and close on 31 October of each year; and
 - (b) shall be made in writing, signed by two members of the Association accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and also accompanied with a written policy statement (if desired by the candidate) of not more than two hundred (200) words; and
 - (c) shall be delivered to the Secretary of the Association; and
 - (d) in case there shall be not sufficient number of candidates at the closure of nominations, the Committee may by resolution fill the remaining vacancy or vacancies subject only to the receipt of the written consent of the candidates proposed by the Committee.
 - (2) If pursuant to sub-clause (1) (d) insufficient nominations are received to fill all vacancies on the Committee, then candidates nominated unopposed shall be deemed to be elected and further nominations shall be received at the annual general meeting at which time if necessary a ballot shall be conducted in such usual and proper manner as the Committee may direct to fill the vacancies.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted in the following manner-
 - (a) a returning officer shall be appointed by the Committee, who shall, if an election is required under sub-clause (4), prepare by 14 November of each year-
 - (i) a list of the candidates names pursuant to sub-clause (1) in alphabetical order, for each vacancy requiring an election, showing for each candidate the names of the proposer and seconder and his or her policy statement where provided; and
 - (ii) a ballot paper signed by the returning officer listing only in alphabetical order candidates names for each vacancy for which an election is required; and
 - (iii) a properly addressed reply-paid envelope for completed ballot papers marked "Voting Papers for the attention of the Returning Officer"; and
 - (iv) a Notice stating ballot papers must be returned by post in the reply-paid envelope on or before the last mail on 30 November of that year to be valid.
 - (b) Where a ballot is required under this clause the Secretary shall, before 20 November of each year, forward a letter which contains the items prepared under sub-clause (5) (a) by prepaid post to each member entitled to vote under Rule 18 at the address shown in the Register of Members, in accordance with Rule 32.
 - (c) Each member entitled to vote under Rule 18 shall be entitled to vote for any number of candidates not exceeding the number of vacancies for each position.
 - (d) Each member entitled to vote under Rule 18 shall exercise his or her own vote and the appointment of a proxy is not permitted.
 - (e) The returning officer appointed by the Committee under this clause shall close the receipt of ballot papers on the first day on which mail is delivered on or after 2 December of each year, and within seven days of that date tally all valid ballot papers returned by members and forward to the Secretary of the Association a signed declaration of the election results for circulation to all members.
 - (f) The Secretary of the Association shall by 16 December of each year forward to all members by prepaid post a letter containing a copy of the declaration of the returning officer; a Notice listing the candidates deemed to be elected under this clause; and a Notice of Meeting for the next Annual General Meeting.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
 - (7) Each officer of the Association and each ordinary member of the Committee elected under this clause shall hold office commencing from the closure of the first annual general meeting which next follows the date of the election, until retiring at the closure of the second annual general meeting which next follows the date of their election.
24. For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member-
 - (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

25. (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee shall determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee-
 - (a) the President or in the President's absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

- (7) Questions arising at a meeting of the Committee or any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- (11) The Committee may invite any person to attend meetings of the Committee who may be of assistance to the Committee or can offer advice and guidance on professional, technical or skilled matters, provided always that such person shall not be entitled to vote upon the Committee.
- (12) Any act done or resolution passed by the Committee shall not be invalidated by a subsequent discovery that there was a defect in the appointment of a member of the Committee.
- (13) A resolution in writing signed by all of the members of the Committee for the time being entitled to receive notice of a meeting of the Committee and being entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.
- (14) For the purposes of these Rules the contemporaneous linking together by telephone or other form of audio, video or digital communication ("telephone") of a number of members of the Committee not less than the quorum specified in sub-rule (4) whether or not any one or more of the members of the Committee is out of Australia shall constitute a meeting of the Committee and all the provisions in these Rules as to meetings of the Committee shall apply to such meetings by telephone subject to the following conditions:
 - (a) All the members of the Committee for the time being entitled to receive notice of the meeting of the Committee shall be entitled to a notice of meeting by telephone and to be linked by telephone for the purposes of such a meeting. Notice of such meeting may be given by telephone or facsimile transmission.
 - (b) Each of the members of the Committee taking part in the meeting of the Committee by telephone must be able to hear or communicate with each of the other members of the Committee taking part at the commencement of the meeting.
 - (c) At the commencement of the meeting of the Committee each member of the Committee must acknowledge his or her presence for the purpose of a meeting of the Committee to all other members of the Committee taking part.
 - (d) A member of the Committee may not leave the meeting of the Committee by disconnecting his or her telephone unless he or she has previously obtained the express consent of the person presiding at that meeting and a member of the Committee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting of the Committee by telephone unless he or she has previously obtained the express consent of the person presiding to leave the meeting as aforesaid.
 - (e) A minute of the proceedings at meetings convened by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the person presiding.

SECRETARY

26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

27. The Treasurer of the Association-
 - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

REMOVAL OF MEMBER OF COMMITTEE

28. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

- 30 (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested to by the signatures of either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

31. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act and with the approval of the Minister. Notwithstanding the foregoing, Rules 39 and 40 shall not be altered except with the approval of the Minister and of the Commissioner of Taxation.

NOTICES

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
(2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

DISPUTES

33. (1) The grievance procedure set out in this Rule applies to disputes under these Rules between –
(a) a member and another member; or
(b) a member and the Association.
(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
(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 must, within ten days hold a meeting in the presence of the mediator.
(4) The mediator must be –
(a) a person chosen by agreement between the parties; or
(b) in the absence of an agreement –
(i) in the case of a dispute between a member and another member, the Committee; or
(ii) in the case of a dispute between a member and the Association, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice).
(1) A member of the Association can be a mediator.
(2) The mediator cannot be a member who is a party to the dispute.

AUDIT

34. (1) An auditor shall not be a member of the Committee of the Association.
(2) An auditor shall be appointed at each annual general meeting and nominations for the position of an auditor shall be taken at or before each annual general meeting.
(3) An auditor may be removed by resolution of a general meeting.
(4) Where an auditor resigns or is removed in accordance with sub-clause 35(3) above, the Committee may appoint another person, not being a member of the Committee of the Association, to be the auditor.
(5) The auditor shall remain as auditor until the holding of the succeeding annual general meeting.
(6) The auditor shall have power at all times to examine the books and documents of the Association and shall, after the close of the financial year in each year and prior to the annual general meeting each year, audit the balance sheet and statement of receipts and expenditure setting forth the financial business of the Association since the end of the preceding year. Any report of the auditor shall be submitted to the annual general meeting.

TRADING

35. The Association is authorised to trade in accordance with Section 51 of the Act.

BY LAWS

36. The Committee may, from time to time, make by-laws not inconsistent with these Rules for the official working of the Association and may alter, amend or rescind those by-laws as it thinks fit. All by-laws shall be entered by the Association in a book to be kept for this purpose and shall be available for inspection by members.

DISCLOSURE OF INTEREST IN CONTRACTS

37. (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his or her interest at the first meeting of the Committee at which the Contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Committee after the acquisition of his or her interest.
(2) If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Committee after he or she becomes so interested.
(3) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he or she is interested and if he or she does so vote it shall not be counted.

CUSTODY OF RECORDS

38. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
(2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

FUNDS

- 39. (1) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- (2) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

WINDING UP OR CANCELLATION

- 40. In the event of the winding up dissolution of the Association, the assets which remain after the satisfaction of all debts and liabilities shall be given to another organisation which:
 - (1) has similar objects;
 - (2) prohibits distribution of its assets and income to its members to the same extent as provided for in these Rules; and
 - (3) is exempt from the payment of income tax.

Appendix 1

FORM OF APPOINTMENT OF PROXY

I,.....
(Name)
of.....
(Address)
being a member of.....
(Name of Incorporated Association)
appoint.....
of.....
being a member of that Incorporated Association, as my proxy to vote for me on my behalf
at the general meeting of the Association (annual general meeting or special general
meeting, as the case may be) to be held on
..... 20and at any adjournment of that meeting.
Signed:.....
Date:.....