

# Noosa Beach Classic Car Club Inc.

## CONSTITUTION

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**CONSTITUTION**

This Constitution was amended by Special Resolution at a General Meeting of Members on 14<sup>th</sup> November 2018.

## **1 Interpretation**

In this Constitution unless the contrary intention appears:

Act: means the Associations Incorporation Act 1981.

Financial Year: means the year ending 31 December in each year.

Intellectual Property: means all rights subsisting in copyright, trade names, trademarks, logos, designs,

equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Association.

Members: means a Member for the time being of the Association as defined in section 5.

Writing or written:

(1) Expressions referring to “writing or written” shall unless the contrary intention appears, be construed as

including references to printing, lithography, photography and other modes of representing or reproducing

words in a visible form, including messages sent by electronic means (e.g. email).

(2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context

permits, the meaning given by the Act.

## **2 Name**

The name of the incorporated association is: NOOSA BEACH CLASSIC CAR CLUB Inc. (the Association) and incorporates its registered business names, Noosa Car Club, Noosa Hillclimb and Noosa Car Show.

## **3 Objects**

The objects for which the Association is established are:

(1) For the members to meet from time to time at places to be determined, organised and advised on the

Association website where Special Interest Vehicles can participate under the Queensland Special Interest Vehicle Concessional Registration Scheme but not limited to social events and/or public exhibitions of classic motor cars, motor trucks, buses and motor cycles.

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(2) To administer, promote, manage, encourage, conduct, and exercise control of and over a motor sport event by

hosting or co-hosting in accordance with instructions and directions as may from time to time

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be received from CAMS and at all times in accordance with and in the spirit of the traditions of true competitive sport;

(3) To ensure that any motor sport event hosted or co-hosted by the Association is carried out in a manner

which secures and enhances the safety of participants, officials, spectators and the public and which allows

the event to be competitive and fair;

(4) To provide facilities or venues to allow the exhibition of classic motor vehicles owned by the Members

and/or other motor car clubs' members and to the public at large and to store and protect such motor

vehicles at any such facility or venue;

(5) To issue Special Interest Vehicle Concessional approvals for registrations of Classic motor cars, motor

trucks, buses and motor cycles in accordance with the Regulations of the Queensland Government's Department of Transport and Main Roads, and to maintain a register of such approvals;

(6) To pursue commercial arrangements including sponsorships and marketing opportunities as are appropriate to further these Objects;

(7) To seek and apply for funding and/or grants from approved funding bodies to further the objects of the

Association;

(8) To do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members

to receive the benefits which these objects are intended to achieve.

## 4 Powers

The powers of the Association are:

(1) To subscribe to, become a Member of and cooperate with any 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 28;

(2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities

and provisions, both liquid and solid for the Members of the Association or persons frequenting the Association's premises and/or venues;

(3) 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;

(4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

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(5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other

persons as may be necessary or convenient for the purposes of the Association;

(6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by

way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;

(7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, 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;

(8) 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;

(9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body

corporate;

(10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or

body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate;

(11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as

may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others

as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by

mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's

property or assets present or future and to purchase, redeem or pay-off any such securities;

(12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of

lading and other negotiable or transferable instruments;

(13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose or, turn to account or otherwise deal with all or any part of the property and rights of the Association.

(14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

(15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);

(16) 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, annual subscriptions or otherwise;

(17) To print and publish any newspapers, periodicals and books or leaflets that the Association may think desirable for the promotion of its objects;

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(18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those 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 that imposed upon the Association under or by virtue of section 28;

(19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(21) Actively promote and support local charities and other community organisations

(22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

(23) To do all such other things as are incidental

(24) or conducive to the attainment of the objects and the exercise of the powers of the Association.

## 5 Members and Membership

### 5.1 Membership generally

(1) A person and his/her nominated partner are eligible to be members of the Association if:

(a) The person is a natural person, and

(b) The person has been approved for membership of the Association in accordance with the sub-rules within this section.

(2) The Constitution constitutes a contract between each Member and the Association and that they are

bound by the Constitution and the Regulations;

(3) Each Member shall comply with and observe the Constitution and the Regulations and any determination

or resolution which may be made or passed by Management Committee.

(4) Membership entitlements are not transferable. A right, privilege or obligation which a person has by

reason of being a member of the Association:

(a) Is not capable of being transferred or transmitted to another person; and (b) Terminates on cessation of

the person's membership.

## 5.2 Classes of Members

(1) The membership of the Association shall consist of the following classes of members: - (a) Association

Members.

(b) Life Members.

(c) Gold Members.

(d) Honorary Members.

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(2) The number of Association Members shall be unlimited.

(3) With the exception of Honorary Members, all classes of Members are deemed to be full financial members

and are entitled to all benefits, advantages, privileges and services of the Association's membership, including voting rights.

## 5.3 Life & Honorary membership.

(1) Any financial member can nominate any other financial member for Life Membership. The nomination

must be in writing, signed by the person nominating and also signed by a second financial Member seconding the nomination, and setting out concise detail the reasons for the nomination.

(2) Life Membership must be for actively promoting the objectives of the Association for a minimum of ten

years, over and above that which would normally be expected of a member.

(3) The member being considered should NOT be informed of the impending nomination.

(4) The nomination must be sent to the Association's Secretary.

(5) The nomination is presented at a specific meeting to a committee consisting of present Life Members along

with a representative of the Association's current Management Committee where it is to be voted on, with

a two-thirds majority vote. If the nomination is declined the nominator is to be given in writing an explanation for the reason to decline.

(6) A maximum of one life membership to be awarded in any one financial year, with a maximum of fifteen life

memberships in the Association at one time.

(7) To calculate the years of service the suggested date for the Anniversary is 1st October each year.

(8) The Life membership is to be awarded at the AGM, Association meeting or Association event as close as

possible to the end of the Association's financial year.

(9) Life Member once approved will have special badges designed and worded appropriately for this tier.

(10) Life Member's partners are not required to pay annual membership fees.

(11) Life Members are granted fully paid-up membership for life, subject to Clause 7 of the Constitution.

Honorary Members do not pay annual membership fees.

(12) Nomination of Honorary Members: - The nomination must be sent to the Association Secretary in writing

for the privilege to be considered by the Management Committee.

#### 5.4 Gold membership.

(1) The object of the tier of Gold membership is to establish a level between Association Members and Life

Members, to recognise the valuable contribution made by particular Members during the development and

the continuing success of the Association.

(2) This tier of membership must not in any way dilute the significance and reverence of "Life Membership" as

defined in section 5.3.

(3) The Qualification for Gold Membership

(a) Nominee needs to have been a Member of the Association for at least 10 years, not necessarily continuous.

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(b) Nominee needs to have made a significant contribution to the Association over that period as determined by the invited approval committee.

(4) The Nomination for Gold Membership

(a) Gold Membership can be nominated by an Association Member and nominees will be reviewed annually by the approval committee prior to the A.G.M.

(b) The invited approval committee to comprise: A minimum of 2 Life members and 1 Gold member along

with a representative of the Association's current Management Committee.

(c) If the nomination is declined the nominator is to be given in writing an explanation for the reason to

decline.

(5) The Gold Membership Tier

(a) Gold Members once approved will have special badges designed and worded appropriately for this tier.

(b) To calculate the years of service the suggested date for Anniversary is 1<sup>st</sup> October each year.

(c) Gold Membership badges are to be presented by the President at the AGM or Christmas Party or at any

other Association events deemed appropriate.

#### 5.5 Membership fees

(1) The membership fee for each class of membership shall be such sum as the members shall from time to

time at any general meeting so determine due on the anniversary date of the Member's joining the Association;

(2) 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 to time determine;

(3) This clause has been deleted as it is covered in Clause 5.3 (11)

(4) Members whose subscriptions and/or fees have not been paid and received by the time set by the Management Committee in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of the Association, including but not limited to the continuation of the Special Interest

Vehicle (SIV) Concessional Registration approvals.

(a) The Association shall send a letter and/or email to any Member whose fees remain unpaid after the time referred to in rule 7.2 (f) to advise that member's concessional registration is compromised, referring to the conditions and limitations placed on the use of a SIV by the Queensland Government's Department of Transport and Main Roads, noting in particular a requirement of SIV registration is to remain a current financial Member of this or any other similar organisation or association who grants concessional registration.

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## 6 Admission and rejection of new Members

(1) The Management Committee must consider an application for membership at the next committee meeting

held after it receives:

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

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

(3) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.

(4) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## 7 Discontinuance or Termination of Membership

(1) A Member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) A person ceases to be a Member of the Association if the person:

- (a) Dies; or
- (b) Resigns membership; or
- (c) Is convicted of an indictable offence; or
- (d) Is expelled from the Association; or
- (e) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association as determined by the Management Committee; or
- (f) Fails to pay the annual membership fee under rule 5.5(2) within two months after the fee is due; or (g)

Fails to comply with any of the provisions of this constitution

(3) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of

the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

(4) If a Member of the Association ceases to be a Member under sub-rule 7(2), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

(5) The Member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the Member in writing accordingly.

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(a) The Management committee shall consider whether the membership mentioned in sub-rules 7(2) (d) and (e) should be terminated.

(6) A Member, who ceases to be a Member, shall forfeit all rights in and claim upon the Association and its property including Intellectual Property.

## 8 Appeals against Rejection or Termination of Membership

(1) A person whose application for membership has been rejected or whose Membership which has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of an intention to appeal against the decision of the Management Committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Management Committee or those Members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the

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opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by this constitution or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any membership fee paid.

## 9 Register of Members

(1) The Management Committee shall keep a register of members of the Association.

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

(a) the full name of the Member;

- (b) the postal or residential address of the Member;
  - (c) the electronic mail address (eg email) if applicable;
  - (d) the date of admission as a Member;
  - (e) the date of death or time of resignation of the Member;
  - (f) details about the termination or reinstatement of membership;
  - (g) any other particulars the Management Committee or the Members at a general meeting decide.
- (3) The register must be open for inspection by members of the Association at all reasonable times.
- (4) A Member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a Member of the Association, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

## 10 Membership of Management Committee

(1) The Management Committee of the Association shall consist of a President, Vice-President, Secretary,

Treasurer, and any other members of the Association that members may elect at any General Meeting

or Annual General Meeting.

(2) At the Annual General Meeting (AGM) of the Association, all the Members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(3) The election of officer bearers and other Members of the Management Committee shall take place in

the following manner:

(a) Any two Members of the Association shall be at liberty to nominate any other Member to serve as

an office bearer or other Members of the Management Committee;

(b) The nomination, which shall be in writing and signed by the Member and the proposer and seconder, shall be lodged with the Secretary at least fourteen days before the AGM at which the election is to take place;

(c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on the Association's website at least 14 days immediately preceding the AGM. In addition this list shall be displayed in a conspicuous place at the time and venue of the AGM;

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(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in 10 order, and each Member present at the AGM shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(f) A candidate whose name appears on the list of Candidates in sub-rule 10(3)(c) may seek leave to be

absent from the AGM provided that sub-rule 10(3)(b) has been satisfied.

(4) Any Member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary and such resignation shall take effect

at the time such notice is received by the Secretary unless a later date is specified in the notice when it

shall take effect on that later date or such Member may be removed from office at a general meeting of

the Association where that Member shall be given the opportunity to fully present his or her case.  
The

question of removal shall be determined by the vote of the Association Members present at such a general meeting.

## **11 Function of Management Committee**

(1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association

in general meeting, the Management Committee:

(a) is to control and manage the affairs of the Association, and

(b) may exercise all such functions as may be exercised by the Association, other than those functions

that are required by this constitution to be exercised by a general meeting of members of the Association, and

(c) has power to perform all such acts and do all such things as appear to the Management Committee

to be necessary or desirable for the proper management of the affairs of the Association.

(2) The Management Committee shall have the general control and management of the administration of

the affairs, property and funds of the Association; and shall have authority to interpret the meaning of

this constitution and any matter relating to the Association on which this constitution is silent.

(3) The Management Committee may exercise all the powers of the Association:

(a) To borrow or raise or secure the payment of money in such manner as the Members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and, in particular, by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

(b) To borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

(c) To invest in such manner as the Members of the Association may from time to time determine.

(d)

To seek grants and other funding from approved funding bodies or government agencies.

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## **12 Vacancies on Management Committee**

(1) The Management Committee shall have the power or at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy

in the Management Committee but if so long as their number is reduced below the number fixed by or

pursuant to this constitution as the necessary quorum of the Management Committee, the continuing

member or members may act for the purpose of increasing the number of members of the

Management Committee to that number of members of the Management Committee to that or of summoning a general meeting of the Association, but for no other purpose.

## **13 Meetings of Management Committee**

(1) The Management Committee shall meet at least once every calendar month to exercise its functions.

(2) A Special meeting of the Management Committee shall be convened by the Secretary or the President

at any time, which requisition shall clearly state the reasons why such special meeting is being convened

and the nature of the business to be transacted thereat.

(3) At every meeting of the Management Committee a simple majority of a number equal to the number of

Members elected and/or appointed to the Management Committee as at the close of the last general

meeting of the members, shall constitute a quorum.

(4) Subject as previously provided in these rules, the Management Committee may meet together and

regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) A Member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereof, and if that Member does so vote that vote shall not be counted.

(6) The President shall preside as Chairman at every meeting of the Management Committee, or if there is

no President, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman, or if the Vice-President is not

present at the meeting then the members may choose a member to be Chairman of the meeting.

(7) If within half an hour from the time appointed for the commencement of a Management Committee

meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, shall lapse. 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 meeting shall lapse.

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## **14 The Management Committee may delegate its powers**

(1) The Management Committee may delegate any of its powers to a sub-committee consisting of such

Members of the Association as the Management Committee thinks fit. Any sub-committee so formed

shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it

by the Management Committee.

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## **15 Appointment of subcommittees**

(1) The Management Committee may appoint a subcommittee consisting of Members of the Association

considered appropriate by the Management Committee to help with the conduct of the Associations operations.

(2) A Member of the subcommittee who is not a Member of the Management Committee is not entitled to

vote at a Management Committee meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed

for a meeting, the Members present may choose a member to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

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

## **16 Minutes of Management Committee meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other

proceedings of each management committee meeting are recorded electronically or entered in a minute

book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be

signed by the chairperson of the meeting, or the chairperson of the next management committee meeting,

verifying their accuracy.

## **17 Acts not affected by defects or disqualifications**

(1) An act performed by the management committee, a subcommittee or a person acting as a member of

the Management Committee is taken to have been validly performed.

(2) Sub-rule (1) applies even if the act was performed when—

(a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the management committee; or

(b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **18 Resolutions of Management Committee without meeting**

(1) A written resolution signed by each member of the Management Committee is as valid and effectual as

if it had been passed at a Committee meeting that was properly called and held.

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(2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by

one or more Members of the Committee.

## **19 Annual General Meetings, Special General Meetings, or General Meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other

proceedings of each general meeting are minuted

(2) To ensure the accuracy of the minutes:

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

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting,

or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a Member of the Association, the secretary must, within 28 days after the request is made to send by email, or post if required, the minutes for a particular general meeting to the Member.

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

### 19.1 Annual General Meetings

The annual general meeting (AGM) shall be held within three months after the close of each financial year.

Notice of the time, date and location is to be put on then Association's website, as well as published in the

Association's newsletter.

The business to be transacted at every AGM 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 auditor's report upon the books and accounts for the preceding financial year;

(c) Presenting the financial statement and audit report to the meeting for adoption; (d) The election of

Members of the Management Committee; and (e) The appointment of an auditor.

### 19.2 Special General Meetings

(a) The Secretary shall convene a special general meeting:

(i) When directed to do so by the Management Committee; or

(ii) On the requisition in writing or by some form of electronic transmission (eg. email) agreed by not less than one-third of the Members presently on the Management Committee or not less than the number or ordinary Members of the Association which equals double the number of Members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

(iii) On being given a notice in writing or by some form of electronic transmission (eg email) of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

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### 19.3 Any General Meeting

(a) The Secretary may call a general meeting of the Association.

(b) The Secretary must give at least 14 days' notice of the meeting to each Member of the Association.

(c) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

(d) The Management Committee may decide the way in which the notice must be given.

(e) Notice of the following meetings must be given in writing or by electronic means, (e.g. email) as well as placed on the Association's website

(i) A meeting called to hear and decide the appeal of a person against the Management Committee's decision; or

(ii) To reject the person's application for membership of the Association; or

(iii) To terminate a person's membership of the Association; or

(iv) A meeting called to hear and decide a proposed special resolution of the Association.

(f) The notice of a general meeting must state the business to be conducted at the meeting

## 20 Quorum for, and adjournment of, general meeting

(1) At any general meeting the number of members required to constitute a quorum shall be double the

number of members presently on the Management Committee plus one.

(2) No business shall be transacted at any general meeting unless a quorum of members is present at

the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

(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 or the Association, shall lapse. 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 members present shall be a quorum.

(4) The Chairman 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.

(5) The Secretary shall convene all general meetings of the Association by giving not less than 14 days'

notice of any such meeting to the Members of the Association.

(6) The manner by which such notice shall be determined by the Management Committee. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a

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Member against the rejection or termination of his membership by the Management Committee, shall be given in writing or by receiving by some form of electronic transmission eg email

(7) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

(8) Unless otherwise provided by these Rules, at every general meeting: -

(a) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

(b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;

(c) Every question, matter or resolution other than a Special Resolution must be decided by a majority of votes of the member's present;

(d) Every Member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no Member shall be entitled to vote at any general meeting if his annual subscription is more than two months in arrears at the date of the meeting;

(e) Voting shall be by show of hands or a division of members. However, if at least 20% (one fifth) of the member's present demand a secret ballot, voting must be by secret ballot.

(i) The ballot format shall be in the format described at the end of this constitution or a form as near thereto as circumstances permit.

(f) The Chairman shall appoint two members to conduct the secret ballot in such manner as the result of the ballot shall be determined and the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

(g) A Member present at a meeting may hold only one proxy for another member normally their partner.

(h) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(i) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the format described below or a form as near thereto as circumstances permit.

(j) A proxy may be a member of the Association or another person.

(k) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

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### Proxy Form

THE NOOSA BEACH CLASSIC CAR CLUB INC. (the Association):

I, (print name) ..... of

.....

being a member of the abovenamed Association, hereby appoint

..... of

.....

as my proxy to vote for me on my behalf at the annual/special/general\* meeting of the Association, to be

held on the .....day of .....20..... and at any adjournment thereof.

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

.....

(Signature)

This form is to be used (in favour of)/(against)\* the resolution

\*Strike out, whichever is not desired. (Unless otherwise instructed, the proxy may vote as the member thinks fit).

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### 21 Minutes of Annual General Meetings or General Meetings

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 or

recorded by electronic means 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

Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting

verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of 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 Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

## 22 By-Laws

(1) The Management Committee may from time to time make, amend or repeal by laws, not inconsistent with this constitution, for the internal management of the Association and any by-law may be set aside by a general meeting of the members.

(2) A by-law may be set aside by a vote of members at a general meeting of the Association.

## 23 Alteration of Rules

Subject to the provisions of the Associations Incorporation Act 1981, 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 addition shall be valid unless the same shall have been previously

submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

## 24 Funds and Accounts

(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;

(2) Proper books and accounts shall be kept and maintained either in 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;

(3) All moneys shall be banked as soon as practicable after receipt thereof;

(4) All payments by the Association of one hundred dollars or over shall be paid in the most convenient method which suits the Association. This may be by cheque, digitally or by electronic funds transfer and by other methods which the financial institution may devise. Authorisation of payment to be by any two of the President, Secretary, Vice-President or Treasurer.

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(5) All Cheques shall be crossed "not negotiable" and marked with the payee's name and the date the Cheque was written;

(6) The Management Committee shall determine the amount of petty cash, which shall be kept, on the imprest system;

(7) All expenditure shall be approved or ratified at a Management Committee meeting;

(8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particular of:

(a) The income and expenditure for the financial year just ended; and the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that

year;

(b) 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.

(9) The income and property of the Association whencesoever 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 of remuneration to any officers

or servants of the Association or to any Member 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.

## 25 Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title

and securities of the Association.

## 26 Financial Year

The financial year of the Association shall close on (30<sup>th</sup> of June) in each year.

## 27 Distribution of Surplus Assets to another entity

(1) This rule applies if the association:

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

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

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

(a) having objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— surplus assets see section 92(3) of the Act (transcribed below\*):

\*Transcription of section 92(3) of the Act:

In this section— surplus assets mean, in relation to the incorporated association, the assets after payment of

the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and

expenses of the winding-up.

## 28 Common Seal

(1) The Management Committee must ensure the association has a common seal.

(2) The common seal must be:

(a) kept securely by the Management Committee; and

(b) used only under the authority of the Management Committee.

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

- (a) the secretary; or
- (b) another member of the Management Committee; or
- (c) someone authorised by the Management Committee

## 29 General Financial Matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

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As 20% or more of eligible voting Members present have called for a Secret Ballot under the Association's

constitution section 20(8)(e) in relation to a motion raised, you are required to vote for your preference

below.

The Chairman of this meeting will repeat the motion for your consideration.

Please vote **(X)** ONLY ONCE in one of the boxes below. If you make a mistake, ask for another form.

Please Note: If your membership consists of you (being the Member) and a partner, only you as the Member

shall be entitled to one vote.

YES

30 Proforma Secret B allot Voting form S as per section 20(8)(e)

**DO NOT SIGN THIS DOCUMENT**

The NOOSA BEACH CLASSIC CAR CLUB Inc

Secret Ballot Voting Form 25 CONSTITUTION Noosa Beach Classic Car Club

NO

ABSTAIN

Page Or

UNDECIDED