

April 2025

**THE
CLASSIC MOTORCYCLE CLUB
OF VICTORIA INCORPORATED**

CONSTITUTION

INDEX

		Page
A	Statement of Purposes	3
B	Rules	4
	• Rule 1 – Interpretation	4
	• Rule 2 – Name	4
	• Rule 3 – Membership	5
	• Rule 4 – Meetings	10
	• Rule 5 – Proceedings at Meetings	12
	• Rule 6 – Office Bearers	15
	• Rule 7 – The Committee of Management	19
	• Rule 8 – Election and Removal of Officer Bearers and Committee Members	22
	• Rule 9 – Financial Arrangements	24
	• Rule 10 – General	25
	• Rule 11 – Winding up or Cancellation	26
	• Rule 12 – Alterations of Rules and Purposes	26
	• Rule 13 – Disputes and Mediation	26
	ATTACHMENT – Included as part of the Constitution Consumer Affairs Victoria Reference 8444640	
	• Schedule 1. Matter 14	28
	• Schedule 1. Matter 15	29
	• Schedule 1. Matter 16	30

A. STATEMENT OF PURPOSES

The purposes of the Association are:

1. To develop a spirit of comradeship through a common interest in motorcycles and classic motorcycles in particular.
2. To provide a meeting place and to arrange suitable displays, exhibitions and events for those with an interest in classic motorcycles.
3. To promote and encourage restoration and preservation of classic motorcycles to a high standard.
4. To develop and maintain historical information on motorcycles no longer in production. To compile a technical and general information library for the use of Members.
5. To promote and encourage an active interest in skilful and courteous motorcycle riding.
6. To disseminate information to Members through the publication of a magazine called "Sprocket", which shall be available to members for publication of articles, advertisements and Association activities.
7. To protect the interests of the Association and its Members generally and to do all such other things as are incidental or conducive to the attainment of the above purposes.

B. RULES OF THE CLASSIC MOTORCYCLE CLUB OF VICTORIA INCORPORATED

1 INTERPRETATION

In these rules, unless the contrary intention appears:

- "Classic motorcycle" means a motorcycle more than 25 years old, and determined by the Committee to be club eligible.
- "Committee" means the Committee of Management referred to in Rule 7.
- "Financial Year" means the year ending 30th of June.
- "General Meeting" means a general meeting of members convened in accordance with these Rules.
- "Member" means a current financial Member of the Association admitted to membership in accordance with Rule 3.
- "Motorcycle" includes sole motorcycles, motorcycles with sidecars, and cycle cars.
- "Ordinary Member of the Community" means a Member of the Committee who is not an officer.
- "Officer" means an officer of the Association referred to in Rule 6.
- "Public Officer" is the person holding that office pursuant to the Act.
- "Secretary" means:
 - a) The person who holds office under these rules as Secretary of the Association; and
 - b) In any other case, the Public Officer of the Association.
- "The Act" means the Association Incorporation Reform Act 2012.
- "The Regulations" means regulations made under the Act.
- Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

2 Name

- (a) The name of the incorporated association is Classic Motorcycle Club of Victoria Incorporated (in these Rules called "The Association"). The address of the

Association is the PO Box as listed in the most current edition of the Club's magazine Sprocket or the address of the Secretary from time to time.

3 Membership

- 3.1 A natural person who is approved for Membership as provided in these Rules is eligible to be a Member on payment of the entrance fee and annual subscription payable under these Rules.
- 3.2 A person shall be admitted as a Member if:
 - (a) nominated as a Member as provided in sub-Rule 3.3; and
 - (b) the admission of that person as a Member is approved by the Committee in accordance with these Rules.
- 3.3 A nomination of a person for membership shall be:
 - (a) made in a form approved by the Committee;
 - (b) be accompanied by payment of the sum payable under these Rules as an entrance fee and the first year's annual subscription;
 - (c) lodged with the Membership Secretary.
- 3.4 As soon as practicable after the receipt of a nomination, the Membership Secretary shall refer the nomination to the Committee.
- 3.5 The Committee shall as soon as possible determine whether to approve or reject any nomination.
- 3.6 Upon a nomination being approved by the Committee, the Membership Secretary shall, as soon as possible, notify the nominee in writing that the nominee is approved for membership and provide a receipt for payment of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 3.7 The Membership Secretary shall enter each Member's name, category of membership, and membership number in the Register of Members, and the date of such entry.
- 3.8 As right, privilege, or obligation of a person by reason of membership of this Association:
 - (a) is not capable of being transferred or transmitted to another person;

- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

3.9 Members shall be admitted by the Committee to one of the following categories of membership:

- (a) Full Membership;
- (b) Life Membership;
- (c) Family Membership; or
- (d) Honorary Membership.

3.10 Eligibility for Full Membership

An applicant for Full Membership of the Association shall be:

- (i) The owner or rider of a classic motorcycle; or
- (ii) Any person whether or not the owner or rider of a motorcycle who satisfies the Committee of a genuine interest in classic motorcycles.

3.11 Election as a Life Member

- (a) A person who has rendered the Association a special service, or who has furthered the cause of motorcycling in general and classic motorcycles in particular, by some act or acts for which such recognition by the Association is justified may be elected at an Annual General Meeting, on the recommendation of the Committee, as a Life Member of the Association
- (b) Election to Life Membership requires a two-thirds majority vote of those eligible to vote at the relevant Annual General Meeting.
- (c) A Life Member shall be entitled to that status for life, until resignation, or until such time as members at an Annual General Meeting decide by a two-thirds majority to withdraw this honour.
- (d) A Life Member shall be excused from paying annual membership fees, but is entitled to full voting powers.

3.12 Family Membership shall be available to either or both the parents of a family who are eligible for full membership together with one or more children under the age of

18 years. Each family Member nominated in the membership application and approved by the Committee shall be a Member of the Association.

- 3.13 (a) Visitors may be admitted by the Committee as Honorary Members of the Association for a period not exceeding three (3) months, during which time they shall enjoy all the privileges of membership of the Association, except the right to vote.
- (b) The Club Captain, and any person authorised to act as Club Captain from time to time shall have power to appoint persons to the positions of official, judges, marshals, announcers and the like, for the purpose of assisting in the conduct of Association events. Such persons who are not members shall be Honorary Members of the Association during such time as they are assisting in events under the control of and in accordance with instructions from the Club Captain or a person authorised to act as Club Captain for a particular event.

3.14 Membership Fees and Annual Subscription and Fees

- (1) The entrance fee shall be as recommended by the Committee and adopted from time to time by a majority of members voting at a General Meeting.
- (2) The annual subscription shall be as recommended by the Committee and adopted from time to time by a majority of members voting at a General Meeting.
- (3) The annual subscription shall be due on or before the date of the Annual General Meeting in July in each year. Subject to Rules 3.11 (d) and 3.14(4), no person shall be entitled to take part in the proceedings of the Association, to receive the Newsletter or any other privileges or entitlements of membership, until this subscription has been paid.
- (4) Applications for Membership received after the 1st of January of any year shall be subject to the joining fee on admission to the Association but shall not be subject to the annual subscription fee for the balance of that financial year. Notwithstanding Rule 3.14 above new memberships resulting from all such applications shall include all the privileges and entitlements of financial members during that period.

3.15 Register of Members

The Membership Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member. The Register shall be available at the address of the Membership Secretary for inspection by members.

3.16 Registration of a Member

- (1) A Member may resign from the Association by first giving one month's notice in writing to the Membership Secretary of an intention to resign. Upon the expiration of that period of notice the Member shall cease to be a Member.
- (2) Upon the expiration of a Notice given under Rule 3.16(1), the Membership Secretary shall record in the Register of members the date on which the Member by whom the notice was given ceased to be a Member.

3.17 Expulsion of a Member

- (1) Subject to these Rules, the Committee may by resolution:
 - (a) expel a Member;
 - (b) suspend a Member for a specified period; or
 - (c) fine a Member in accordance with the Regulations, if the Committee is of the opinion that the Member -
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under Rule 3.17(1) does not take effect unless:
 - (a) the Committee, at a Meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice under Rule 3.17(3) confirms the resolution in accordance with this clause; or
 - (b) where the Member exercises a right of appeal to the Association, the Association confirms the resolution in accordance with this Rule.

- (3) Where the Committee passes a resolution under Rule 3.17(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 later than 28 days after service of the notice;
 - (c) stating the date, place, and time of that meeting;
 - (d) explaining that the Member may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice of intention to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with Rule 7(2), the Committee shall:
 - (a) give the Member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) On receipt of a notice under Rule 3.17(3), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held 21 days after the date on which the Secretary received the Notice.
- (6) At a general meeting of the Association convened under Rule 3.17(5):
 - (a) no business other than the question of the appeal shall be transacted;

- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an 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 convened under Rule 3.17(5):
- (a) two-thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed;
 - (b) the resolution is not confirmed in accordance with Rule 3.17(7)(a) the resolution is revoked.

3.18 Lapsing of Membership

Membership shall cease if a Member's subscription is not paid within three (3) months after the due date. The Committee may re-admit a lapsed Member on receipt before the general meeting following the date of lapse of membership form completed as required by Rule 3, together with payment of a new joining fee and membership subscription for that year.

4 Meetings

4.1 Annual General Meetings

- (1) The Association shall in each calendar year convene an annual general meeting of 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 to:
 - (a) confirm the Minutes of the last preceding annual general meeting;
 - (b) receive from the Committee full reports upon the transactions of the Association during the last preceding financial year;

- (c) Elect the officers of the Association and the ordinary members of the Committee and
 - (d) Receive and consider the statement submitted by the Association in accordance with 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.

4.2 Monthly General Meetings

- (1) The Association shall convene a monthly general meeting of members unless the Committee determines otherwise.
- (2) The monthly general meeting shall be held on such day, time and at such location as the Committee determines.

4.3 Special General Meetings

- (1) All general meetings other than annual or monthly general meetings shall be called special general meetings.
- (2)
 - (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause more than 6 months would elapse between general meetings, shall convene a special general meeting before the expiration of that period.
 - (b) The Committee shall, on the requisition in writing of the members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
 - (c) A 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 Secretary and may consist of several documents in a like form, each signed by one or more of the members making the Requisition.
 - (d) 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

Secretary, the members making the requisition or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- (e) A special general meeting 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.

4.4 Notice of Meeting

- (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding an annual or a special general meeting of the Association, cause to be sent to each Member 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 that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

5 Proceedings at Meetings

- 5.1 (1) No 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.
- (2) Ten 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.
- (3) 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 Chairman 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. If at the adjourned meeting a 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 three) shall be a quorum.

- 5.2 (1) The President, or, in the President's absence, the Vice President, shall preside at each general meeting of the Association.
- (2) If both the President and the Vice President are absent from the general meeting, the members present shall elect one of their number to preside at the meeting.
- 5.3 (1) The person presiding at 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 adjournment meeting shall be given as in the case of a general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5.4 (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 person presiding at the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at any general meeting unless all monies due and payable by that Member to the Association have been paid, other than the annual subscription payable in respect of the next financial year pursuant to Rule 3.14(3).
- (5) (a) Each Member shall be entitled to appoint another Member as that Member's 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.

- (b) The notice appointing the proxy shall be in a form approved by the Committee.

5.5 A question arising at a general meeting shall be determined by a show of hands unless before or on the declaration of the show of hands a poll is taken in accordance with Rule 5.6. A declaration by the person presiding that a resolution has, on the 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.

5.6 (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 person presiding 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 the person to preside or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the person presiding may direct.

5.7 Order of Business

(1) Subject to Rule 5.7(2), at all meetings, the order of business shall be as follows:

- (a) The person presiding shall take the chair and open the meeting.
- (b) The presence of any visitors shall be announced.
- (c) Apologies shall be received.
- (d) The minutes of the previous meeting shall be read and confirmed.
- (e) Business arising from the minutes shall be dealt with.
- (f) The minutes of the previous Committee Meeting shall be made public to Members.
- (g) The Monthly Financial Statement shall be presented by the Treasurer.
- (h) The Membership Secretary will report, including information on the admission

or resignation of members.

- (i) The Club Captain's report shall be presented.
 - (j) Correspondence shall be read and confirmed.
 - (k) Motions of which notice has been given shall be presented for debate and vote.
 - (l) Any other business shall be dealt with.
 - (m) At the Annual General Meeting, the current Committee shall retire and the new Committee shall be elected.
 - (n) The Chairman shall close the meeting.
- (2) The order of business provided for in Rule 5.7(1) may be altered at the discretion of the Chairman or if a majority of the members present at a meeting resolve that the Standing Orders be suspended to discuss identified business of utmost importance to the Club as a whole.

6. Office-Bearers

- 6.1 (1) The officers of the Association, all of whom shall act in an honorary capacity, shall be the following:
- (a) Committee Members:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Membership Secretary;
 - (v) Treasurer;
 - (vi) Club Captain;
 - (vii) Editor;
 - (b) Auxiliary Office Bearers (non-Committee members):
 - (i) Social Secretary;
 - (ii) Librarian;
 - (iii) Regalia Officer;

- (iv) Rally Coordinator.
- (2) Each officer shall, subject to Rule 6.1(3), be elected at an annual general meeting:
- (i) hold office, and,
 - (ii) in the case only of officers listed in Rule 6.1(1)(a), entitled as such officer to be a Member of the Committee,
- until the annual general meeting next after the date of that officer's election, and each officer is eligible for re-election.

6.2 The President

The President shall:

- (i) fulfill a leadership role in the Association in promoting the objects and growth of the Association;
- (ii) be the primary public representative of the Association and wherever possible work to enhance the public standing and reputation of the Association;
- (iii) preside at general and Committee meetings of the Association, and if unavailable to fulfill that function at any meeting, appoint the Vice-President if available, or alternatively another officer to discharge that function at that meeting;
- (iv) ensure that appropriate action is taken consistent with the rules of the Association to achieve compliance with such rules by members in the conduct of the affairs of the Association, including in particular in the discharge of their functions and duties by officers of the Association;
- (v) foster harmony amongst members and a spirit of commitment to the welfare of the Association, including the encouragement of service through the holding of an office or by assistance and participation in other ways in the life and activities of the Association.

6.3 The Vice-President

The Vice-President shall as required actively assist the President to discharge the functions and responsibilities described in Clause 6.2.

6.4 The Treasurer

- (1) The Treasurer shall:
 - (a) collect and receive all monies due to the Association and make all payments authorized by the Association; and
 - (b) keep accurate accounts and books, showing the financial affairs of the Association, with full details of all receipts and expenditure;
 - (c) make available the accounts and books for inspection as reasonably requested by members.
 - (d) deposit in a Bank account in the name of the Association approved by the Committee all monies received on behalf of the Association. On relinquishing office or when called upon by the Committee to do so, the Treasurer shall within three days deliver to the President all funds and other property, including all financial records, held on behalf of the Association.

6.5 The Secretary

- (1) The Secretary shall keep Minutes of the Resolutions, and all other proceedings of, each general meeting, and of each Committee meeting, in books kept for that purpose, together with a record of the names of persons present at each general and Committee Meeting.
- (2) Except as otherwise provided in these Rules, the Secretary shall maintain custody or control of all books, documents and securities of the Association.
- (3) The Secretary shall:
 - keep the books and papers in a uniform and tidy manner and produce them when called upon to do so by the Association;
 - conduct the correspondence of the Association, issue notices of meetings when so directed, and keep a record of all correspondence to and from the Committee;
 - deliver to the Treasurer without undue delay all monies received on behalf of the Association;
 - maintain a current register of club assets including bank deposits,

investments, and physical property. This register will include the location and current value of such assets.

- ensure that all appropriate forms, stationary, papers and the like are available to those who require them for the purposes of the Association;
- keep a record of awards made at events conducted by the Association;
- maintain a register of all details of registration applications signed by him on behalf of the Association for the purposes of the Vic Roads Classic & Historic Club Permit Scheme or its successors.

6.6 The Membership Secretary

The Membership Secretary shall:

- (1) discharge the responsibilities of that officer prescribed by these Rules, and particularly Rule 3;
- (2) provide all members with name bars;
- (3) provide address labels as required by the Editor or the Committee.

6.7 The Club Captain

The Club Captain shall be responsible for the organization of events at the direction of the Committee.

6.8 The Editor and the Journal

- (a) The Association shall publish for its members a Journal, to be titled "Sprocket".
- (b) The Editor shall:
 - take all reasonable steps to ensure the regular publication of the Journal, and its distribution to members;
 - attempt to ensure that the Journal fairly and comprehensively records the activities and proposed activities of the Association, provides a forum for the appropriate comment and views of members, and includes articles of interest to devotees of classic motorcycles.

7. The Committee of Management

- 7.1 (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 7.2.
- 7.2 (1) The Committee shall consist of:
- (a) the following officers:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Membership Secretary;
 - (v) Treasurer;
 - (vi) Club Captain;
 - (vii) Editor;
 - (b) the immediate past President, and
 - (c) three ordinary members, any of whom may also hold one of the auxiliary offices listed in Rule 6.1(b).
- (2) Each ordinary Member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of that Member's election, and is eligible for re-election.

7.3 Functions and Powers of the Committee

- (1) 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 exercised only by a general meeting of the members;
 - (c) subject to these rules, the regulations and the Act, shall do all such acts and things as appear to the Committee to be appropriate for the propose management of the business and affairs of the Association; and

- (d) shall in its absolute discretion determine what machines are to be deemed club eligible for the purposes of registration and participation in club events as classic motorcycles, save that such machines shall generally be at least 25 years old;
- (e) may:
 - (i) give one or more of its members authority to share with the Secretary the responsibility of signing registration applications for club eligible machines for the purposes of the VicRoads Classic & Historic Club Permit Scheme or its successors;
 - (ii) from time to time appoint one or more members of the Association to assist a Committee Member in the discharge of that Member's responsibilities under the Rules. No such assistant shall by such appointment become a Member of the Committee or be entitled to any of the rights of a Committee Member;
- (f) shall arrange for adequate insurance of club assets and liabilities as it thinks fit.

7.4 Proceedings of Committee

- (1) The Committee shall attempt to meet monthly, and in any event shall meet at least three times each year at such place and such times as the Committee determines;
- (2) Special meetings of the Committee may be convened by the President or by any four members of the Committee;
- (3) Notice shall be given by the Secretary to members of the Committee of any special meeting specifying the general nature of the business to be transacted. 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 his 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 is chosen by the Members shall preside.
- (7) Questions arising at a meeting of the Committee or of 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 persons presiding at the meeting may determine.
- (8) Each Committee Member present at a meeting of the Committee or of 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. Any person attending a Committee or sub-Committee meeting who is not a Member of the Committee holding one of the positions listed in Rule 7.2(1) is not entitled to vote on any motion considered by the Committee or sub-Committee.
- (9) Written notice of each Committee meeting shall be served on each Member of the Committee by delivering it to each Member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting or by notice in the preceding issue of "Sprocket".
- (10) Subject to Rule 7.4(4) the Committee may act notwithstanding any vacancy on the Committee.
- (11) All motions must be moved and seconded before being put to the vote. Except by permission of the meeting, the maximum number of amendments to any one motion shall be two. A Member (except for the mover of a motion who has the right of reply) shall not speak more than once to any motion or amendment except by permission of the meeting. The Member speaking shall address the Chairman in a respectful manner and must confine all remarks to

the subject under discussion.

- (12) When a point of order is raised, the Member raising this issue briefly shall state the point of order. If a Member be speaking when the point of order is raised, such Member shall resume the Member's seat until the point of order is decided. Subject to the Chairman having a right of reply, the vote shall be taken on the point of order without discussion.
- (13) When it shall appear to the Chairman during any debate that the subject has been adequately debated, the Chairman shall forthwith, without further debate, put the motion that the question be put. If the Chairman's motion be carried by a two-thirds majority of Committee members present, the question under discussion shall be put without delay.
- (14) A motion or amendment may not be withdrawn without the agreement of the seconder.
- (15) The Chairman may give visitors or members who are not members of the Committee permission to attend meetings of the Committee as observers, and, if appropriate, to address the Committee. No such person shall have any of the rights of a Committee Member, whether voting or otherwise. In particular the Chairman may consider it appropriate to invite one or more of the auxiliary office bearers listed in Rule 6.1(b) to attend meetings of the Committee as observers.
- (16) Sub-committees of its members may be appointed by the Committee for the prosecution of such business as the Committee may direct.

8. Election and Removal of Officers and Committee Members

8.1 Election of Officers and Committee Members

- (1) Nominations of candidates for election as officers or as ordinary members of the Committee shall be:
 - (a) made in writing signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than seven days before the date fixed for the holding of the annual general meeting.

- (2) If prior to an annual general meeting insufficient nominations are received by the Secretary to fill all positions as officer or all vacancies on the Committee, all unopposed candidates nominated for positions shall be deemed to be elected to those positions and further nominations shall be received at the annual general meeting for the remaining positions.
- (3) If there are unopposed nominations to fill all vacancies, the persons nominated shall be deemed to be elected to the positions for which they have been nominated.
- (4) A ballot shall be held to determine which nominee for a contested vacancy on the Committee shall be elected to fill that vacancy.
- (5) All ballots required for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this Rule is invalid if that candidate has been nominated for more than one position.
- (7) An office-holder's position, or that of an ordinary Member of the Committee becomes vacant if the Committee Member:
 - (a) ceases to be a Member;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from the Committee by notice in writing given to the Secretary.
- (8) In the event of a casual vacancy in any office referred to in Rule 6.1(1), or in the office of an ordinary Member of the Committee, the Committee may appoint a Member 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 that person's appointment.

8.2 Removal of Member of Committee

- (1) The Association, in general meeting, may by resolution remove any Member of the Committee before the expiration of that Member's term of office, and appoint an alternative Member 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 Rule 8.2(1) applies makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that those representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association. If those representations are not so sent, the Member may require that they be read out at the general meeting.

9 Financial Arrangements

9.1 Authority to Incur Expenditure

- (1) The Committee may, from time to time, authorize individual members to incur nominated or otherwise limited expenditure on behalf of the Association, on condition that such Member subsequently fully account to the Committee for such expenditure.
- (2) Without limiting the generality of the power in Rule 8.1(1), the Committee shall, from time to time, authorize the Editor and the Librarian to incur nominated or otherwise limited expenditure to enable them to discharge their functions.

9.2 Property and Funds

- (1) All property of the Association shall be vested in the Committee and, subject to the control of members at General Meetings, shall be managed by the Committee in accordance with these Rules and in furtherance of the objects of the Association.
- (2) No Member by reason of membership shall have any transmissible or assignable interest in the property of the Association.
- (3) The Funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (4) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

- (5) Subrule (4) does not prevent the Association from paying a Member:
- (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member if this is done in good faith on terms no more favourable than if the Member was not a Member.

9.3 Cheques

All cheques and other negotiable instruments shall be signed by two members of the Committee.

10 General

10.1 Common Seal

- (a) The Common Seal of the Association shall be held by the Secretary.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee.

10.2 Association Colours

The official colours shall be mid-blue and gold, with, where possible, gold against a mid-blue background.

10.3 Patron

The Association may have a Patron, who shall be a person well known to the general public and who shall have interests consistent with the objects of the Association. Any proposed Patron shall be selected in accordance with the wishes of the majority of members at an Annual General Meeting, and an invitation thereafter extended to the Patron by the President on behalf of the Members.

10.4 Inspection of Books

Any Member may inspect the books of the Association at a mutually reasonable and convenient time upon giving notice to the Secretary.

10.5 Notices

- (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by pre-paid post to the Member at this address shown in the Register of Members.
- (2) Where a notice is served by post in accordance with Rule 10.5(1), the notice shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the notice would have been delivered in the ordinary course of post.

11 Winding up or Cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or the gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

12 Alterations of Rules and Purposes

These rules and the statement or purposes of the Association shall not be altered except in accordance with the Act.

13 Disputes and Mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (a) a Member and another Member;
 - (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 14 days after the dispute is brought to the attention of all of 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 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or

- (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Schedule 1 – Matter 14

The preparation and retention of accurate minutes of general meetings of the association and meetings of the committee or other body having the management of the incorporated association

Model Rule 41 – Minutes of general meeting

1. The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include -
 - a. The names of the members attending the meeting; and
 - b. Proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - c. The financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - d. The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Model 47(2) - Secretary

- (2) The Secretary must –
 - a. Maintain the register of members in accordance with rule 18; and
 - b. Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and;
 - c. Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d. Perform any other duty or function imposed on the Secretary by these Rules.

Model Rule 66 – Minutes of Meetings

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following –
 - a. The names of the members in attendance at the meeting;
 - b. The business considered at the meeting;
 - c. Any resolution on which a vote is taken and the result of the vote;
 - d. Any material personal interest disclosed under rule 65.

Schedule 1 – Matter 15**Provision for members to have access to, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at general meetings**Model Rule 75 - Custody of inspection of books and records

- (1) Members may on request inspect free of charge –
 - a. The register of members;
 - b. The minutes of general meetings;
 - c. Subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For the purposes of this rule -
Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following -
 - a. Its membership records;
 - b. Its financial statements;
 - c. Its financial records;
 - d. Records and documents relating to transactions, dealings, business or property of the Association.

Schedule 1 – Matter 16

Rights of access (if any) by members to minutes of meetings of the committee, including any terms and conditions subject to which access may be granted

Model Rule 75 – Custody of inspection of books and records

- (1) Members may on request inspect free of charge –
 - a. The register of members;
 - b. The minutes of general meetings;
 - c. Subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For the purposes of this rule –

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

 - a. Its membership records;
 - b. Its financial statements;
 - c. Its financial records;
 - d. Records and documents relating to transactions, dealings, business or property of the Association.

Rule 8.2 must be drafted in accordance with the Act ie/special resolution requires a minimum 21 days notice to members, 3/4 majority votes of members.