

# Constitution of

## The Motley Crew 4WD and Social Club of Australia Inc.



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| Document Name:   | The Motley Crew 4WD & Social Club of Australia Inc. Constitution   |
| Version: No. 3.0 | As accepted by Special Resolution 24 September 2014 and approved by Department of Fair Trading November 2014 |

# THE MOTLEY CREW 4WD & SOCIAL CLUB OF AUSTRALIA INC.

## CLUB RULES

### 1. Interpretation

#### 1.1. In these rules

- a) **Act** means the *Associations Incorporation Act 1981*.
- b) **Meeting/s** means **General Meeting, Annual General Meeting or Special General Meeting**.

1.2. A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 2. Name

The name of the incorporated club is: The Motley Crew 4WD and Social Club of Australia Inc (The Club).

### 3. Objects of The Club

- a) To uphold the By Laws of The Club.
- b) To promote the club through the Club's forum and by any other means the members see fit in order to broaden our membership numbers and increase awareness of the club.
- c) To raise funds from time to time as the committee determines to assist charities in the state of Qld.
- d) To promote goodwill, fellowship and social interaction between members.
- e) To promote the conservation of the natural environment through responsible recreational activities.
- f) To promote safety both on and off the road.
- g) To educate, cultivate, develop, teach and otherwise inform members and the public, if necessary, in the proper handling and responsible attitude in the use of four wheel drive vehicles.
- h) To promote, improve and develop driver skills and awareness.
- i) To encourage and develop camping and recreational activities.
- j) To co-operate and affiliate where possible with other organizations having similar interests.
- k) To assist with community services in the interest of promoting recreational four wheel driving.
- l) To assist individuals, clubs, associations and organizations in any matter considered appropriate by The Club and to do such things as are lawful and conducive to the objects of The Club.
- m) Observe, abide and support Four Wheel Drive Queensland's Code of Conduct as published at <http://www.4wdqld.com.au/codes-of-conduct.html>
- n) Observe, abide by and support Four Wheel Drive Australia's Codes of Conduct as published at [http://www.anfwdc.asn.au/codes\\_conduct.php](http://www.anfwdc.asn.au/codes_conduct.php)

### 4. Powers

4.1. The Club has the powers of an individual.

4.2. The Club may, for example –

- a) Enter into contracts; and
- b) Acquire, hold, deal with and dispose of property; and
- c) Make charges for services and facilities it supplies; and
- d) Do other things necessary or convenient to be done in carrying out its affairs.

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- 4.3. The Club may take over the funds and other assets and liabilities of the present unincorporated Club known as The Motley Crew 4WD and Social Club of Australia Inc.
- 4.4. The Club may also issue secured and unsecured notes, debentures and debenture stock for The Club.

## 5. Classes of members

- 5.1. **Ordinary Individual Member** – An individual membership shall apply to one person and will allow that person full membership rights.
- 5.2. **Ordinary Family Member** – Family membership shall apply to two adults and all children, under the age of 18 years, of the same family residing at the same address and shall allow the two adult members full membership rights.
- 5.3. **Life Member** – Life membership shall be awarded to a membership by nomination from the Committee and a majority vote of the members at an Annual General Meeting or Special General Meeting. Life membership shall be awarded for special and/or meritorious services to The Club for a minimum of four (4) consecutive years. Life membership shall entitle the membership to full membership rights and shall be free from the payment of membership fees for the duration of the membership. Life membership shall retain the membership rights held at the time of awarding of the life membership. Only one (1) life membership is to be considered in any 12 month period. Life membership may be revoked by nomination of the Committee and a majority vote of members at an Annual General Meeting or Special General Meeting.
- 5.4. The number of ordinary members in The Club shall be unlimited.

## 6. Automatic Membership

- 6.1. A person who, on the day The Club is incorporated, was a member of the unincorporated club and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated club, must be admitted by the management committee –
- a) to the equivalent class of membership of The Club as the member held in the unincorporated Club; or
  - b) If there is no equivalent class of membership – as an ordinary member.

## 7. Membership - Membership procedures/requirements will be as per The Motley Crew 4WD and Social Club of Australia By-Laws.

## 8. Membership Fees - Membership fees will be as per The Motley Crew 4WD and Social Club of Australia Inc. By-Laws.

## 9. Resignation of Membership

- 9.1. A member may resign from The Club by giving a written notice of resignation to the Secretary.
- 9.2. The resignation takes effect at
- a) The time the notice is received by the secretary; or
  - b) If a later time is stated in the notice – the later time.

## 10. Termination of Membership

- 10.1. The management committee may terminate a members membership if the member –
- a) is convicted of an indictable offence; or
  - b) does not comply with any of the provisions of these rules; or

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- c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interest of The Club.
- 10.2. Before the management committee terminate a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 10.3. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## 11. Expiry of Membership

All memberships have a common expiry date as per club by laws. Membership may be extended for one year (12 months) by paying the prescribed fee prior to the expiry date as set out by the club by laws. Membership not renewed by the due date shall expire and membership shall end at that time.

## 12. Appeal against Termination of Membership

- 12.1. A person whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 12.2. A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- 12.3. If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a special general meeting to decide the appeal.

## 13. Special General Meeting to Decide Appeal

- 13.1. The special general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 13.2. At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- 13.3. Also, the management committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- 13.4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

## 14. Register of Members

- 14.1. The management committee must keep a register of members of The Club.
- 14.2. 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 date of admission as a member;
  - d) The date or death or time of resignation of the member;
  - e) Details about the termination or reinstatement of membership;
  - f) Any other particulars the management committee or the members at a general meeting decide.
- 14.3. The register must be open for inspection by members of The Club at all reasonable times.
- 14.4. A member must contact the Membership Officer to arrange an inspection of the register.
- 14.5. However, the management committee may, on the application of a member of The Club, withhold information about the member (other than the members full name) from the register

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available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk or harm.

## 15. Prohibition on use of Information on Register of Members

- 15.1. A member of The Club must not –
- a) Use information obtained from the register of members of The Club to contact, or send material to, another member of The Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes.
  - c) Subrule (a) does not apply if the use or disclosure of the information is approved by The Club.

## 16. Appointment or Election of Secretary

- 16.1. The secretary must be an individual residing in Queensland, or in another State but not more than 65Km from the Queensland border who is –
- a) A member of The Club elected by The Club as secretary; or
  - b) Any of the following persons appointed by the management committee as secretary –
    1. A member of The Club's management committee
    2. Another member of The Club;
    3. Another person
- 16.2. If The Club has not elected an interim officer as secretary for The Club before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for The Club within 1 month after incorporation.
- 16.3. If a vacancy happens in the office of the Secretary, the members of the management committee must ensure a secretary is appointed or elected for the Club within 1 month after the vacancy happens.
- 16.4. If the management committee appoints a person mentioned in rule 15.1(b)(2) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 16.5. However, if the management committee appoints a person mentioned in rule 15.1(b)(2) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 16.6. If the management committee appoints a person mentioned in rule 15.1(b)(3) as secretary, the person does not become a member of the management committee.
- 16.7. In this rule – ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## 17. Removal of Secretary

- 17.1. The management committee of The Club may at any time remove a person appointed by the committee as the secretary.
- 17.2. If the management committee of The Club removes a secretary who is a person mentioned in rule 15.1 (b)(1), the person remains a member of the management committee.
- 17.3. If the management committee removes a secretary who is a person mentioned in rule 15.1(b)(2) and who has been appointed to a casual vacancy on the management committee rule 15.5, the person remains a member of the management committee.

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## 18. Functions of the Secretary

The Secretary's functions include, but are not limited to

- 18.1. Calling meetings of The Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of The Club; and
- 18.2. Keeping minutes of each meeting; and
- 18.3. Keeping copies of all correspondence and other documents relating to The Club; and
- 18.4. Maintaining the register of members of The Club.

## 19. Membership of Management Committee

- 19.1. The management committee of The Club consists of a President, Senior Vice President, Junior Vice President, Secretary, Treasurer, Sergeant at Arms, Trip Coordinator and up to 4 committee persons. A member of the management committee, other than a secretary appointed by the management under rule 15.1(b)(3), must be a member of the Club.
- 19.2. At each Annual General Meeting of The Club, the members of the management committee must retire from office, but are eligible, on nomination for re-election.
- 19.3. A member of The Club may be appointed to a casual vacancy on the management committee under Rule 21.
- 19.4. Sub Committee positions shall not automatically be members of the Management Committee, however, members of sub committees may be nominated and elected to a Management Committee position in addition to their sub committee role.

## 20. Electing the Management Committee

- 20.1. Election of the Management Committee will be conducted at The Club's AGM. A member of the Management Committee may only be elected as follows –
  - a) Any member of The Club present at the AGM may nominate another member (the ***candidate***) to serve as a member of the Management Committee;
  - b) The nomination must
    1. Be seconded by any other member present
  - c) Be accepted by the candidate either by proxy or in person. Each member of The Club present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Management Committee.
  - d) If there are more than 2 members nominated for the 1(one) position, a ballot shall be held to determine the member to fill that position. A ballot may be by show of hands or cast by voting slips as determined by the members present.
  - e) If there is only 1(one) member nominated for a position the members must vote by show of hands in the majority. If there is no majority vote for the candidate for the position, either:
    - (i) A call is made for another candidate or
    - (ii) The position is declared vacant and can be filled in accordance with Rule 21 at a later date.
- 20.2. A person may be a candidate only if the person –
  - a) Is an adult; and
  - b) Is not ineligible to be elected as a member under section 61A of the Act.
- 20.3. The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised –
  - a) Whether or not The Club has public liability insurance; and

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- b) If The Club has public liability insurance – the amount of the insurance.

## 21. Resignation, removal or vacation of office of Management Committee member

- 21.1. A member of the Management Committee may resign from the Committee by giving written notice of resignation to the secretary.
- 21.2. The resignation takes effect at –
  - a) The time the notice is received by the secretary; or
  - b) If a later time is stated in the notice –the later time.
- 21.3. A member may be removed from office at a General Meeting of The Club if a majority of the members present and eligible to vote at the meeting, vote in favour of removing the member.
- 21.4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 21.5. A member has no right of appeal against the member’s removal from office under this rule.
- 21.6. A member immediately vacates the office of member in the circumstances mentioned in section 62(2) of the Act.

## 22. Vacancies on the Management Committee

- 22.1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the club to fill the vacancy until the next annual general meeting.
- 22.2. The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 22.3. However, if the number of the committee members is less than the number fixed under rule 24.1 as a quorum of the management committee, the continuing members may act only to –
  - a) Increase the number of management committee members to the number required for a quorum; or
  - b) Call a general meeting of The Club.

## 23. Functions of Management Committee

- 23.1. Subject to these rules or a resolution of the members of the club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the club.
- 23.2. The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which rule are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. *Note – The Act prevails if the Club’s rules are inconsistent with the Act – see section 1B of the Act.*
- 23.3. The management committee may exercise the powers of the club to borrow, raise or secure the payment of amounts in a way the members of the club decide; and
  - a) To secure the amounts mentioned In paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the clubs property, both present and future; and
  - b) To purchase, redeem or charge the whole or part of its property; and
  - c) To borrow amounts from members and pay interest on the amounts borrowed; and
  - d) To mortgage or charge the whole or part of its property; and
  - e) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the club; and

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- f) To provide and pay off any securities issued; and
  - g) To invest in a way the members of the club may from time to time decide.
- 23.4. For rule 22.3(c), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –
- a) The financial institute for the club; or
  - b) If there is more than 1 financial institution for the club –the financial institution nominated by the management committee.

## **24. Meetings of Management Committee**

- 24.1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 24.2. The management committee must meet at least one every 4 months to exercise its functions.
- 24.3. The management committee must decide how a meeting is to be called.
- 24.4. Notice of a meeting is to be given in the way decided by the management committee.
- 24.5. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 24.6. A committee member who participates in the meeting as mentioned in rule 23.5 is taken to be present at the meeting.
- 24.7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.8. A member of the management committee must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- 24.9. The president is to preside as chairperson at a management committee meeting.
- 24.10. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **25. Quorum for, and Adjournment of, Management Committee Meeting**

- 25.1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 25.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 25.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee –
  - a) The meeting is to be adjourned for at least 1 day; and
  - b) The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 25.4. If, at an adjourned meeting mentioned in rule 24.3 there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **26. Special Meeting of the Management Committee**

- 26.1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving

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- each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 26.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
  - 26.3. A request for a special meeting must state –
    - a) Why the special meeting is called, and
    - b) The business to be conducted at the meeting.
  - 26.4. A notice of a special meeting must state –
    - a) The day, time and place of the meeting; and
    - b) The business to be conducted at the meeting.
  - 26.5. A special meeting of the management committee must be held within 14 days after notice is given to the members of the management committee.

## **27. Minutes of Management Committee Meetings**

- 27.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minutes book or kept as an electronic copy
- 27.2. 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.
- 27.3. Each page of the minutes must be signed and verified on each page and stored amongst the official records of the club.

## **28. Appointment of Subcommittees**

- 28.1. The management committee may appoint a subcommittee consisting of members of the club considered appropriate by the committee to help with the conduct of the clubs operations.
- 28.2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 28.3. A subcommittee may elect a chairperson of its meetings.
- 28.4. 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 may choose 1 of their number to be chairperson of the meeting.
- 28.5. A subcommittee may meet and adjourn as it considers appropriate.
- 28.6. 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.

## **29. Acts not affected by Defects or Disqualifications**

- 29.1. 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.
- 29.2. Rule 28.1 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.

## **30. Resolutions of Management Committee without Meeting**

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- 30.1. A written resolution signed by at least 50% +1 of the management committee, as at the close of the last general meeting, is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 30.2. A resolution mentioned in rule 29.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

**31. First Annual General Meeting**

The first annual general meeting must be held within 6 months after the end date of the club’s first reportable financial year.

**32. Subsequent Annual General Meetings**

Each subsequent annual general meeting must be held -

- 32.1. At least once each year; and
- 32.2. Within 6 months after the end date of the club’s reportable financial year.

**33. Business to be conducted at Annual General Meeting of Level 1 Incorporated Clubs and Particular Level 2 and 3 Incorporated Clubs**

- 33.1. This rule applies only if the club is –
  - a) A level 1 incorporated club; or
  - b) A level 2 incorporated club to which Section 59 of the Act applies; or
  - c) A level 3 incorporated club to which Section 59 of the Act applies.
- 33.2. The following business must be conducted at each annual general meeting of The Club –
  - a) Receiving the club’s financial statement, and audit report, for the last reportable financial year;
  - b) Presenting the financial statement and audit report to the meeting for adoption;
  - c) Electing members of the management committee;
  - d) For a level 1 incorporated club – appointing an auditor or an accountant for the present financial year;
  - e) For a level 2 incorporated club, or a level 3 incorporated club, to which section 59 of the Act applies – appointing and auditor, an accountant or an approved person for the present financial year.

**34. Business to be conducted at Annual General Meeting of other Level 2 incorporated clubs**

- 34.1. This rule applies only if the club is a level 2 incorporated club to which section 59A of the Act applies.
- 34.2. The following business must be conducted at each annual general meeting of the club –
  - a) Receiving the club’s financial statement, and signed statement, for the last reportable financial year;
  - b) Presenting the financial statement and signed statement to the meeting for adoption;
  - c) Electing members of the management committee;
  - d) Appointing an auditor, an accountant or an approved person for the present financial year.

**35. Business to be conducted at Annual General Meeting of other Level 3 incorporated clubs**

- 35.1. This rule applies only if the club is a level 3 incorporated club to which section 59B of the Act applies.
- 35.2. The following business must be conducted at each annual general meeting of the club –

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- a) Receiving the club's financial statement, and signed statement, for the last reportable financial year;
- b) Presenting the financial statement and signed statement to the meeting for adoption;
- c) Electing members of the management committee.

### **36. Notice of General Meeting and Annual General Meeting**

- 36.1. The secretary may call a general meeting of the club.
- 36.2. The secretary must give at least 14 days notice of the meeting to each member of the club.
- 36.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 36.4. The management committee may decide the way in which the notice must be given.
- 36.5. A notice of a General Meeting or Annual General Meeting must state the business to be conducted at the meeting.

### **37. Special General Meeting**

- 37.1. A Special General Meeting must be called to pass a special resolution. Matters that must be decided by special resolution are:
  - a) A change of name for the incorporated association
  - b) A change to the incorporated association's rules
  - c) The decision to wind up the incorporated association
- 37.2. The secretary must call a special general meeting by giving each member of the club notice of the meeting within 14 days after –
  - a) Being directed to call the meeting by the management committee; or
  - b) Being given a written request signed by
    - i At least 33% of the number of members of the management committee when the request is signed; or
    - ii At least the number of ordinary members of the club equal to double the number of members of the club on the management committee when the request is signed plus 1; or
  - c) Being given a written notice of an intention to appeal against the decision of the management committee to terminate a person's membership
- 37.3. A special general meeting must be held within 3 months after the secretary –
  - a) Is directed to call the meeting by the management committee; or
  - b) Is given the written request mentioned in rule 36.2(b); or
  - c) Is given the written notice of an intention to appeal mentioned in rule 36.2(c).
- 37.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
  - a) Only the business for which the Special General Meeting is called can be discussed at that meeting.

### **38. Notice of Special General Meeting**

- 38.1. The secretary shall advise all members entitled to vote at a special general meeting in writing at least 21 days prior to that meeting being held.
- 38.2. Notice of a Special General Meeting can be by email and / or post to the registered communication address on a member's membership form.
- 38.3. Notice of a Special General Meeting sent to the email and/or post address supplied on a membership form shall be deemed to have been received by both voting members contained within that membership form.
- 38.4. Notice of Special General Meeting must state

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- a) Why the Special General Meeting is being called
- b) Time, date and place of Special General Meeting.
- c) Business to be conducted at that Special General Meeting.

### 39. Quorum for, and Adjournment of Meetings

- 39.1. The quorum for a meeting is at least the number of members elected or appointed to the management committee at the close of the club's last general meeting plus 1.
- 39.2. However, if all members of the club are members of the management committee, the quorum is the total number of members less 1.
- 39.3. No business may be conducted at a meeting unless there is a quorum of members when the meeting proceeds to business.
- 39.4. If there is no quorum within 30 minutes after the time fixed for a meeting called on the request of the members of the management or the club, the meeting lapses.
- 39.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the club –
  - a) The meeting is to be adjourned for at least 7 days; and
  - b) The management committee is to decide the day, time and place of the adjourned meeting.
- 39.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 39.7. If a meeting is adjourned under rule (36.6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 39.8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 39.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### 40. Procedure at Meetings

- 40.1. A member may take part and vote in a meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 40.2. A member who participates in a meeting as mentioned in rule (39.1) is taken to be present at the meeting.
- 40.3. At each general meeting –
  - a) The president is to preside as chairperson; and
  - b) If there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - c) The chairperson must conduct the meeting in a proper and orderly way.

### 41. Voting at meetings

- 41.1. Each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 41.2. A special resolution, must be decided by 75% majority of members present and entitled to vote.
- 41.3. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 41.4. A member is not entitled to vote at a meeting if the member's annual subscription is in arrears at the date of the meeting.
- 41.5. The method of voting is to be decided by the management committee.

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- 41.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 41.7. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in a way the chairperson decides.
- 41.8. 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.

**42. Minutes of Meetings**

- 42.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book.
- 42.2. 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 club that is a general meeting or annual general meeting, verifying their accuracy.
  - c) The minutes of each Special General Meeting must be signed by the chairperson of that meeting verifying their accuracy. This can be done at the next General Meeting of the club.
- 42.3. If asked by a member of the club, the secretary must, within 28 days after the request is made –
  - a) Make the minute book for a particular meeting available for inspection by the member at a mutually agreed time and place; and
  - b) Give the member copies of the minutes of the meeting.
- 42.4. The club may require the member to pay the reasonable costs of providing copies of the minutes.

**43. Proxies**

43.1. An instrument appointing a proxy must be in writing and in the following or similar form:

The Motley Crew 4wd and Social Club of Australia (Inc.)

I..... of .....

Being a member of the association, appoint

..... Of .....

As my proxy to vote for me at the meeting of the association to be held on the

..... day of ..... 20..

And any adjournment of that meeting.

Signed this ..... Day of ..... 20..

.....

[Sign the Document]

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- 43.2. The instrument appointing the proxy must -
  - a) If the appointer is an individual, be signed by the appointer or the appointer's attorney properly authorised in writing: or
  - b) If the appointer is a corporation
    - i. be under seal : or
    - ii. Be signed by a properly authorised officer or attorney of the corporation.
- 43.3. A proxy may be a member of the association or another person
- 43.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 43.5. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 43.6. Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- 43.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form-

The Motley Crew 4wd and Social Club of Australia(Inc.)

I ..... of .....

Being a member of the association appoint,

..... of .....

As my proxy to vote for me on my behalf at the meeting of the association, to be held on the

..... day of ..... 20..

and any adjournment of that meeting

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

.....

*[Sign the Document]*

This form is to be used in favour of/ against the following resolutions.

*[strike out whichever is not wanted]*

*[List the releveant resolution/s]*

.....  
 .....

- 43.8. If a member wishes to accept by proxy a nomination for the management committee at the association's Annual General Meeting, an instrument appointing a proxy must be in writing and in the following or similar form and handed to the Secretary prior to the start of the meeting.

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The Motley Crew 4wd and Social Club of Australia(Inc.)

I ..... of .....

Being a member of the association appoint,

..... of .....

As my proxy to accept a nomination for appointment to the Management Committee on my behalf at the meeting of the association, to be held on the

..... day of ..... 20..

and any adjournment of that meeting

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

.....

..... [Sign the Document]

**44. By-Laws**

- 44.1. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the club.
- 44.2. All By-Law changes must be made aware to club members at the next scheduled general meeting. The effective date for such changes should be no sooner than the date of the general meeting at which the members are made aware of the changes.
- 44.3. A by-law may be set aside by a vote of members at a general meeting of the club.

**45. Alteration of the Rules**

- 45.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a special general meeting.
- 45.2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**46. Common Seal**

- 46.1. The management committee must ensure the club has a common seal.
- 46.2. The common seal must be
  - a) Kept securely by the management committee; and
  - b) Used only under the authority of the management committee.
- 46.3. 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.

**47. Funds and Accounts**

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- 47.1. The funds of the club must be kept in an account in the name of the club in a financial institution decided by the management committee.
- 47.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 47.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 47.4. A payment by the club of \$100 or more must be made by cheque or electronic funds transfer.
- 47.5. If a payment of \$100 or more is made by electronic transfer it must be authorised by the Treasurer or the Secretary, plus any one of the following –
  - a) The president;
  - b) The secretary;
  - c) The treasurer;
  - d) The senior vice president.
- 47.6. If a payment of \$100 or more is made by cheque, the cheque must be signed by the Treasurer or the Secretary, plus any one of the following
  - a) The president;
  - b) The secretary;
  - c) The treasurer;
  - d) The senior vice president.
- 47.7. However, 1 of the persons who signs the cheque or authorises a bank transfer must be the president, the secretary or the treasurer and no two signatures shall be from the same membership (eg husband and wife).
- 47.8. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 47.9. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 47.10. The following expenditure is payable by the treasurer without further club approval
  - a) Annual insurance fees
  - b) Annual 4wd Queensland Association fees
  - c) Website Hosting
- 47.11. All other expenditure over \$100 AUD must be passed by majority vote at a meeting of the club.

#### **48. General Financial Matters**

- 48.1. 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.
- 48.2. The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.

#### **49. Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the club.

#### **50. Financial year**

The end date of the club's financial year is 30<sup>th</sup> June in each year.

#### **51. Distribution of surplus assets to another entity**

- 51.1. This rule applies if the association –
  - a) Is wound-up under part 10 of the Act; and

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- b) Has surplus assets.
- 51.2. The surplus assets must not be distributed among the members of the association.
- 51.3. 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.
- 51.4. In this rule – **surplus assets** see section 92(3) of the Act.

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