



## THE CONSTITUTION OF THE ROAD RACING ASSOCIATION OF TOWNSVILLE

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# THE CONSTITUTION OF THE ROAD RACING ASSOCIATION OF TOWNSVILLE

Associations Incorporation Act 1981

Registered on

14 FEB 2022

Delegate of the Director-General

## 1. Interpretation

(1.1) In these rules—

- (a) Act means the Associations Incorporation Act 1981
- (b) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(1.2) **Executive Committee (aka the Management Committee)** hereafter referred to as the executive committee.

- The incumbent President, Vice President, Secretary and Treasurer.

(1.3) **General Committee**

- The Executive committee plus other appointed positions as required eg Class Representatives, Track and Equipment Officer.

(1.4) **Membership Year**

- from 30<sup>th</sup> December of the current year to 30<sup>th</sup> December of the following year.

(1.5) **Financial year**

- The end date of the association's financial year is 30th June in each year.

## 2. Name

(2.1) The name of the incorporated association is: Road Race Association of Townsville. (*hereafter referred to as the Association*).

## 3. Objectives

The objectives of the association are—

- Recognition of Motorcycling Australia as the authority for Motorcycling in Australia.
- Recognition of Motorcycling Queensland as the authority for Motorcycling in Queensland.
- Promotion of Modern and Historic Motorcycle Road Racing in Townsville & Districts for Senior and Juniors. As set out in Motorcycling Australia's manual of Motorcycle Sport.
- Maintain and promote the restoration and preservation of Historic Motorcycles and Historic competition as outlined in the General Competition Rules.
- To be recognised as stakeholders in any proposed Motor Sport Precinct development in Townsville and surrounding districts.
- Provide regular Modern and Historic Motorcycle Road Racing Competition Events.
- To acquire property to facilitate the activities of the Association.

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#### **4. Powers**

(4.1) The association has the powers of an individual.

(4.2) The association may, for example—

- enter into contracts; and
- acquire, hold, deal with and dispose of property; and
- make charges for services and facilities it supplies; and
- do other things necessary or convenient to be done in carrying out its affairs.

(4.3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

#### **5. Membership**

(5.1) All Memberships are subject to approval by the Executive Committee,

(5.2) Any person, who agrees with and supports the aims of the Association and abides by its rules is eligible for Membership.

(5.3) The membership of the Association consists of Senior ordinary members, and any of the following classes of members— Family memberships, Life members.

(5.4) The number of ordinary members, family members and life members, is unlimited.

(5.5) Members under 18 years of age are required to be covered by a family membership.

(5.6) For Membership, a Family Membership covers

- a. No more than two parents or Guardians
- b. Their children or wards who have not attained the age of 18 years.

(5.7) Any member may nominate a member for Life Membership. The Executive Committee must consider the nomination at the next meeting of that Committee, and if in favour, recommend that the Life Membership be granted. This recommendation must then be tabled at a General Meeting of the Association and put to a ballot.

(5.8) In the case of a ballot each membership category is entitled to one (1) vote. ~~excluding single meeting memberships and social memberships.~~

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(5.9) Upon completion of the membership form and payment of the appropriate membership fee, subject to approval of Membership by the Executive, have for one Membership Year  
have the right to:

- (a) Attend all meetings and functions
- (b) Receive the Association Newsletter

(5.10) All Ordinary members, upon completion of the Membership Form and payment of the prescribed membership fee, and subject to approval of Membership by the Executive, have for one Membership Year, the right to:

- a) Apply to MA for a competition Licence and compete at events
- b) Apply to Main roads for an Historic club vehicle registration
- c) Attend all meetings and functions
- d) Receive the Association Newsletter
- e) Exercise voting powers at meetings (5.8), provided they have attained the age of 18 years.
- f) Work on Sub-committees
- g) New Members are not eligible to serve on the Executive Committee for a period of one complete membership cycle after acceptance of Membership.

(5.11) All Life members have the right to:

- h) Apply to MA for a competition Licence and compete at events
- i) Apply to Main roads for an Historic Club vehicle registration
- a) Attend all meetings and functions
- b) Receive the Association Newsletter
- c) Exercise voting powers at meetings
- d) Serve on the Executive Committee
- e) Work on Sub-committees

~~(5.12) One day memberships are no longer accepted. Single meeting memberships will be accepted by the Club and are valid for one meeting only. Such memberships shall not hold voting rights.~~

**(5.12) New clause:** No serving member of the executive can own/have a financial interest in any commercial business that operates in direct opposition to the activities officially booked by the Road Racing Association of Townsville at the Calcium precinct.  
Upon disposing of that interest will be excluded for a further period of 1 year from holding an executive position.

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## **6. Returning Members**

(6.1) Returning members- defined as having been a non-member for a period exceeding one membership cycle (30<sup>th</sup> Dec to 30<sup>th</sup> Dec) subject to approval of membership by the executive.

have the right to:

- a. Apply to MA for a competition Licence and compete at events
- b. Apply to Main roads for an Historic Club vehicle registration
- c. Attend all meetings and functions
- d. Receive the Association Newsletter
- e. Exercise voting powers at meetings (5.8), provided they have attained the age of 18 years.
- f. Work on Sub-committees
- g. Will be ineligible to serve on the executive committee for a period of one complete membership cycle.

Any Member participating in any Association event are bound by the General Competition Rules and the Code of Conduct that form part of the Manual of Motorcycle Sport published annually by Motorcycling Australia.

## **7. Membership fees**

(7.1) The membership fee for each ordinary membership and for each other class of membership —

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the Executive committee decides.

## **8. Admission and rejection of new and returning members**

(8.1) The Executive committee must consider an application for membership as soon as practicable after it receives—

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

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- (8.2) The Executive committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before their application is considered; the person is advised—
- (a) whether or not the Association has Public Liability Insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.
- (8.3) The Executive committee must decide as soon as practicable whether to accept or reject the application.
- (8.4) If a majority of the members of the Executive 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.
- (8.5) The secretary of the association must, as soon as practicable after the Executive committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **9. When membership ends**

- (9.1) A Member may resign from the association 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
  - b) if a later time is stated in the notice—the later time.
- (9.3) The Executive committee may terminate a member's 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
  - c) has membership fees in arrears for at least two months; or
  - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (9.4) Before the Executive committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (9.5) If, after considering all representations made by the member, the Executive committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

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(9.6) A person whose membership is terminated in accordance with the rules of the Association loses all formal rights and privileges.

(9.7) Such person shall forfeit their membership fee.

#### **10. Appeal against rejection or termination of membership**

(10.1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

(10.2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision. Such notice shall be in writing.

(10.3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

#### **11. General meeting to decide appeal**

(11.1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(11.2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(11.3) Also, the Executive committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(11.4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(11.5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

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## **12. Register of members**

- (12.1) The Executive committee must keep a register of members of the association.
- (12.2) 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 of death or time of resignation of the member;
  - e) any other particulars the Executive committee or the members at a general meeting decide.
- (12.3) The register must be open for inspection by members of the association at all reasonable times.
- (12.4) A member must contact the secretary to arrange an inspection of the register.
- (12.5) However, the Executive committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **13. Prohibition on use of information on register of members**

- (13.1) A member of the association must not—
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association 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 association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (13.2) Sub-rule (12.1) does not apply if the use or disclosure of the information is approved by the association.

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#### **14. Appointment or election of secretary**

- (14.1) 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 association elected by the association as secretary; or
  - (b) any of the following persons appointed by the Executive committee as secretary—
    - (i) a member of the associations Executive committee;
    - (ii) another member of the association;
    - (iii) another person.
- (14.2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Executive committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (14.3) If a vacancy happens in the office of secretary, the members of the Executive committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (14.4) If the Executive committee appoints a person mentioned in sub-rule (13.1) (b) (ii) as secretary, other than to fill a casual vacancy on the Executive committee, the person does not become a member of the Executive committee.
- (14.5) However, if the Executive committee appoints a person mentioned in Sub-rule (13.1) (b) (ii) as secretary to fill a casual vacancy on the Executive committee, the person becomes a member of the Executive committee.
- (14.6) If the Executive committee appoints a person mentioned in sub-rule (13.) (b) (iii) as secretary, the person does not become a member of the Executive committee.
- (14.7) In this rule— casual vacancy, on an Executive committee, means a vacancy that happens when an elected member of the Executive committee resigns, dies or otherwise stops holding office.

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## **15. Removal of secretary**

- (15.1) The Executive committee of the association may at any time remove a person appointed by the committee as the secretary.
- (15.2) If the Executive committee removes a secretary who is a person mentioned in rule (13.1) (b) (i), the person remains a member of the Executive committee.
- (15.3) If the Executive committee removes a secretary who is a person mentioned in rule (13.1) (b)(ii) and who has been appointed to a casual vacancy on the Executive committee under rule (13.5), the person remains a member of the Executive committee.

## **16. Functions of secretary**

- (16.1) The secretary's functions include, but are not limited to—
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the association; and
  - (d) maintaining the register of members of the association.

## **17. Executive Committee**

- (17.1) The Executive committee of the association consists of members the association members elect at a general meeting.
- (17.2) A member of the Executive committee, other than a secretary appointed by the Executive committee under rule 13 (1) (b) (iii), must be a member of the association.
- (17.3) At each annual general meeting of the association, the members of the Executive committee must retire from office, but are eligible, on nomination, for re-election.
- (17.4) A member of the association may be appointed to a casual vacancy on the Executive committee under rule 21.
- (17.5) The Executive Committee shall consist of:
- President
  - Vice President
  - Secretary
  - Treasurer

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## **18. President**

(18.1) The President shall be the nominated head of the Association. The President is to chair all meetings. The President or the President's nominee shall represent the Association at all functions and public events.

### **(18.2) Vice President**

The Vice President shall generally assist the President and assume the duties of President in the President's absence.

### **(18.3) Secretary**

The secretary shall convene all meetings and be responsible for the minutes of their proceedings. The Secretary shall circulate copies of the minutes as directed by the Executive Committee. The Secretary or the Secretary's delegate shall be a member of all sub-committees. The Secretary shall conduct the correspondence of the Association and maintain contact with affiliated bodies and inform the Association of matters related to them. The Secretary shall keep control of all records and other documents relating to the Association.

### **(18.4) Treasurer**

The Treasurer shall keep account of the finances and assets of the Association. At the end of each financial year, the Treasurer shall prepare a balance sheet and statement of accounts and submit to, duly audited, to the Annual General meeting. The Treasurer shall have at each General Meeting a summary of the Association's financial matters since the last General Meeting. All financial matters must be referred to the Treasurer.

(18.5) No member of the executive to serve on a Motorcycling Australia or Queensland Committee, subcommittee or commission during their term

(18.6) No spousal couple or life partners or partnered couple to serve on the executive committee during the same term.

## **19. General Committee**

(19.1) The General Committee shall consist of:

- A Class Representative from each Racing class.
- Machine Examiner/ Eligibility scrutineer.
- Track and Equipment Officer
- Refreshment Co-ordination Officer
- Junior Co-ordinator

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**(19.2) Machine Examiner/Eligibility Scrutineer.**

The Machine Examiner is responsible for determination of machine Eligibility and reports to the Executive Committee.

(a) THIS FUNCTION DOES NOT REPLACE THE ROLE OF SCRUTINEER OR LOG BOOK FUNCTIONS.

**(19.3) Track and Equipment Officer**

The Track and Equipment Officer is responsible for ensuring all Club equipment required to conduct an event is available and in good working order.

**20. Electing the Executive committee**

(20.1) A member of the Executive committee may only be elected as follows—

(a) any 2 members of the association may nominate another member (the candidate) to serve as a member of the Executive committee;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her;

(iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

(c) Voting shall only take place if there are two or more nominations for a position.

(d) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive committee;

(e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(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) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be made available for viewing for at least 7 days immediately preceding the annual general meeting.

(20.4) If required by the Executive committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

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(20.5) The Executive committee must ensure that, before a candidate is elected as a member of the Executive committee, the candidate is advised—

(a) whether or not the association has public liability insurance; and

(b) if the association has public liability insurance—the amount of the insurance.

(20.6) The term of office shall be from the conclusion of the meeting at which the committee member is elected, until the conclusion of the next Annual General Meeting.

## **21. Resignation, removal or vacation of office of Executive or General committee member**

(21.1) A member of the relevant 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 association 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 members' removal from office under this rule.

(21.6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **22. Vacancies on Executive Committee**

(22.1) If a casual vacancy happens on the Executive Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(22.2) The continuing members of the relevant committee may act despite a casual vacancy on the committee.

(22.3) However, if the number of Executive Committee members is less than the number fixed under rule (26.1) as a quorum of the Executive committee, the continuing members may act only to—

(a) increase the number of Executive committee members to the number required for a quorum; or

(b) call a general meeting of the association.

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### **23. Functions of Executive committee**

(23.1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Executive committee has the general control and management of the administration of the affairs, property and funds of the association.

(23.2) The Executive committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

(23.3) The Executive committee may exercise the powers of the association—

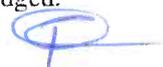
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decides.

(23.4) For sub-rule (22.3) (d), 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 institution for the association; or
- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Executive committee.

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## **24. Meetings of Executive committee**

- (24.1) Subject to this rule, the Executive committee may meet and conduct its proceedings as it considers appropriate.
- (24.2) The Executive committee must meet at least once every 4 months to exercise its functions.
- (24.3) The Executive 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 Executive committee.
- (24.5) The Executive 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 sub 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 Executive committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (24.9) The president is to preside as chairperson at an Executive 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 Executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **25. Quorum for, and adjournment of, Executive committee meeting**

- (25.1) At an Executive 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 an Executive 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 an Executive 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 Executive 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 subrule (24.3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

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## **26. Special meeting of Executive committee**

(26.1) If the secretary receives a written request signed by at least 33% of the members of the Executive committee, the secretary must call a special meeting of the Executive committee by giving each member of the Executive 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 Executive committee must be held within 14 days after notice of the meeting is given to the members of the Executive committee.

## **27. Minutes of Executive committee meetings**

(27.1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive committee meeting are entered in a minute book.

(27.2) To ensure the accuracy of the minutes, the minutes of each Executive committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive committee meeting, verifying their accuracy.

## **28. Appointment of subcommittees**

(28.1) The Executive committee may appoint a subcommittee consisting of members of the association considered appropriate by the Executive committee to help with the conduct of the association's operations.

(28.2) A member of the subcommittee who is not a member of the Executive committee is not entitled to vote at an Executive 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 present 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.

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## **29. Acts not affected by defects or disqualifications**

(29.1) An act performed by the Executive committee, a subcommittee or a person acting as a member of the Executive committee is taken to have been validly performed.

(29.2) Sub-rule (28.1) applies even if the act was performed when—

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

(b) An Executive committee member, subcommittee member or person acting as a member of the Executive committee was disqualified from being a member.

## **30. Resolutions of Executive committee without meeting**

(30.1) A written resolution signed by each member of the Executive committee 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 sub-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**

(31.1) The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

## **31. Subsequent annual general meetings**

(31.1) Each subsequent annual general meeting must be held—

(a) at least once each year; and

(b) within 6 months after the end date of the association's reportable financial year.

## **32. Business to be conducted at annual general meeting**

(32.1) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association'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 Executive committee;

(d) appointing an auditor or an accountant for the present financial year;

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### **33. Notice of general meeting**

- (33.1) The secretary may call a general meeting of the association.
- (33.2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (33.3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (33.4) The Executive committee may decide the way in which the notice must be given.
- (33.5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the Executive committee's decision—
    - (i) to reject the person's application for membership of the association;  
or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (33.6) A notice of a general meeting must state the business to be conducted at the meeting.

### **34. Quorum for, and adjournment of, general meeting**

- (34.1) The quorum for a general meeting is at least the number of members elected or appointed to the Executive committee at the close of the association's last general meeting plus 1.
- (34.2) However, if all members of the association are members of the Executive committee, the quorum is the total number of members less 1.
- (34.3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (34.4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Executive committee or the association, the meeting lapses.
- (34.5) 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 Executive committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Executive committee is to decide the day, time and place of the adjourned meeting.

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- (34.6) 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.
- (34.7) If a meeting is adjourned under sub-rule (34.6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (34.8) 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.
- (34.9) 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.

### **35. Procedure at general meeting**

- (35.1) A member may take part and vote in a general 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.
- (35.2) A member who participates in a meeting as mentioned in subrule (35.1) is taken to be present at the meeting.
- (35.3) 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.

### **36. Voting at general meeting**

- (36.1) At a general meeting, each question, matter or resolution, other than a special resolution must be decided by a majority of votes of the members present.
- (36.2) 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.
- (36.3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (36.4) The method of voting is to be decided by the Executive committee.
- (36.5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (36.6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (36.7) The result of a secret ballot as declared by the chairperson is taken to be

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a resolution of the meeting at which the ballot was held.

### **37. Special general meeting**

(37.1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the Executive committee; or

(b) being given a written request signed by—

- at least 33% of the number of members of the Executive committee when the request is signed; or
- at least the number of ordinary members of the association equal to double the number of members of the association on the Executive 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 Executive committee—

(i) to reject an application for membership; or

(ii) to terminate a person's membership.

(37.2) A request mentioned in sub rule (37.1) (b) must state—

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

(37.3) A special general meeting must be held within 3 months after the secretary—

(a) is directed to call the meeting by the Executive committee; or

(b) is given the written request mentioned in sub rule (37.1) (b); or

(c) is given the written notice of an intention to appeal mentioned in sub rule (37.1) (c).

(37.4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

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**38. Proxies**

(38.1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Road Racing Association of Townsville:

I, \_\_\_\_\_ of ,  
Being a member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature

(38.2) The instrument appointing a proxy must—

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

(38.3) A proxy may be a member of the association or another person.

(38.4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(38.5) 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.

(38.6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

(38.7) 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—

Road Racing Association of Townsville:

I, \_\_\_\_\_ of ,  
Being a member of the association, appoint

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of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the                    day of                    20 and at any adjournment of the meeting.

Signed this                    day of                    20

Signature

This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following resolutions—

[List relevant resolutions]

### **39. Minutes of general meetings**

(39.1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(39.2) To ensure the accuracy of the minutes—

- 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
- 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.

(39.3) If asked by a member of the association, the secretary must, no more than 28 days after the request is made—

- make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- give the member copies of the minutes of the meeting

(39.4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **40. By-laws**

(40.1) The Executive committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

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

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#### **41. Alteration of rules**

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

#### **42. Funds and accounts**

- (42.1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Executive committee.
- (42.2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (42.3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (42.4) If a payment of \$100 or more is made by cheque, the cheque or electronic transfer and must be signed by any 2 of the following—
- the president;
  - the secretary;
  - the treasurer;
  - any 1 of 3 other members of the association who have been authorised by the Executive committee to sign cheques issued by the association.
- (42.5) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (42.6) A petty cash account must be kept on the imprest system, and the Executive committee must decide the amount of petty cash to be kept in the account.
- (42.7) *The Committee has the authority to pay individual invoices to the value of ~~\$3500.00~~ \$11,000.00***
- (42.8) All expenditure must be approved or ratified at an Executive committee meeting.

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#### **43. General financial matters**

- (43.1) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- (43.2) With the exception of the Competition Secretary, no money may be paid to any member as remuneration but compensation shall be given for authorised expenses.
- (43.3) The Competition Secretary may be remunerated from time to time in an amount as deemed appropriate by the Executive Committee .

#### **44. Documents**

- (44.1) The Executive committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### **45. Common Seal**

- (45.1) The Executive committee must ensure the association has a common seal.
- (45.2) The Common Seal must be -
- (a) kept securely by the Executive committee
  - (b) used only under the authority of the Executive committee
- (45.3) Each instrument to which the seal is attached must be signed by a member of the Executive committee and countersigned by -
- (a) the secretary; or
  - (b) another member of the Executive committee
  - (c) someone authorised by the Executive committee

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

- (46.1) This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (46.2) The surplus assets must not be distributed among the members of the association.
- (46.3) The surplus assets must be given to another entity—
- having objects, the same as the association's objects; and

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

(46.4) In this rule— surplus assets see section 92(3) of the Act.

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