

Model Constitution

Amended as of 18th August 2017

Under the Associations Incorporation Act 2009

About this model constitution

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their constitution, NSW Fair Trading has prepared this model constitution, which covers the matters required by law. An association may:

- adopt this model constitution; or
- adopt a modified version of this model constitution.

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Part 1 - Preliminary

Name

The name of the incorporated association is the "Audi Club Sydney Incorporated" (in the rules called the "Association"), the short title of which is "Audi Club Sydney Inc."

Definitions:

1. In this constitution, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2009 of New South Wales (as amended);

"Business Day" means a day on which any branch of the Commonwealth Bank of Australia is open for normal banking business in New South Wales;

"Committee" means the Committee of Management of the Association;

"Companies Act" means the Companies New South Wales Code or the Corporations Act 2001 of the Commonwealth (as amended) as and once it operates in New South Wales;

"Audi Australia" means "Audi Australia Pty. Ltd.";

"Financial Year" means the year ending 30 June;

"Member" means a member of the Association;

"Gender": words denoting any gender include all genders;

"Public Officer" shall have the meaning ascribed to that term in the Act and until such time as the Committee otherwise determines the position shall automatically be held by the secretary of the Association upon his or her appointment as such; and

"Regulations" means regulations under the Act.

- 1.2.2 In this constitution a reference to the Secretary of the Association is a reference:

- (a) where a person holds office under the Rules as Secretary of the Association to that person; and
 - (b) in any other case, to the Public Officer of the Association.

3. Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Act as in force from time to time.
4. Words or expressions contained in these rules importing any genders shall include the other genders, and any words importing persons shall, where the context and subject matter permit, include corporations.

Part 2 - Membership

2.1 Membership Generally

- 2.1.1 A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person has been nominated and approved for membership of the association in accordance with clause 2.2.

2.1.2 A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

2.1.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

2.2 Applications for Membership

2.2.1 An application for membership of the Association, shall;

- (a) be made by completing and submitting to Membership Officer via the on-line data entry application form accessible from the Membership page on the Association's website, together with an on-line PayPal payment of the sum payable under this constitution as the entrance fee and the first year's annual subscription, OR
- (b) be in writing, by downloading, completing and mailing to Membership Officer, the application form together with payment of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

2.2.2 A person who complies with the provisions of clause 2.2.1 is eligible to become a member of the Association.

2.2.3 (a) The Membership Officer shall upon receipt of the application form and payment referred to in clause 2.2.1, enter the applicant's details into the Register of Members;

(b) The Membership Officer shall each month, submit to the Committee for approval, a list of applications received. The Association, through the Committee, reserves the right to reject an application without providing a reason for so doing.

2.2.4 The Membership Officer shall, with as little delay as possible, notify the applicant of the acceptance or otherwise of their membership application of the Association.

- 2.2.5 A right, privilege, or obligation of a person by reason of his membership of the Association;
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

2.3 Entrance Fee and Annual Subscription

- 2.3.1 The entrance fee and annual subscription will be displayed in the application form accessed via the Membership page of the Association's website and shall be amended as required to reflect variations made under the provisions of clause 2.3.3.
- 2.3.2 The subscription renewal fee in subsequent years for those persons will fall due on the anniversary date of becoming a member.
- 2.3.3 The amount of the entrance fees and annual subscriptions may be increased or decreased by the Committee and the current rates published on the website in accordance with By-Law No. 2 in Appendix 3 to the Constitution, PROVIDED THAT a simple majority of members, whether in writing or at a duly convened meeting of members, shall be required to ratify such increase or decrease if it exceeds 25% of

2.3 Cessation of Membership

- 2.3.1 A person ceases to be a member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

2.4 Membership entitlements not transferable

- 2.4.1 A right, privilege or obligation which a person has by reason of being a member of the association:
- (a) is not capable of being transferred or transmitted to another person,
- and
- (b) terminates on cessation of the person's membership.

2.5 Resignation of membership

- 2.5.1 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by giving notice in writing to the Membership Officer of his intention to resign and such resignation shall be effective forthwith. No prorated subscription fee refunds shall be given.

- 2.5.2 Upon receipt of a notice given under sub-clause 2.5.1 the Membership Officer shall record in the register of members the date on which the member, from whom the notice was given, ceased to be a member.
- 2.5.3 **Non-Renewal of Membership Fees**
The name of a member shall be removed from the Register of Members if his annual membership subscription remains unpaid for a period of three months after the renewal date, provided that a reminder notice was sent by the Membership Secretary not less than one month or more than two months after the renewal date.

2.6 Register of members

- 2.6.1 The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- 2.6.2 The register of members must be kept in New South Wales:
(a) at the main premises of the association, or
(b) if the association has no premises, at the association's official address.
- 2.6.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 2.6.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 2.6.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 2.6.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.7 Expulsion of a member

- 2.7.1 Subject to the Rules, the Committee may by a resolution passed by 75% of the Committee members present at a duly convened meeting:
(a) expel a member from the Association;
(b) suspend a member from membership of the Association for a specified period; or

- (c) fine a member 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 interest of the Association.

2.7.2 Before any member is expelled, suspended or fined, the Committee shall inquire into his conduct and the member shall be given the opportunity to defend himself and to justify or explain his conduct.

2.7.3 Provided that a quorum is established and the necessary number of members of the Committee are present when the matter is inquired into, the Committee may pass a resolution in accordance with sub-clause 2.7.1.

2.7.4 If any member fails to appear at any properly constituted inquiry of which he has been given not less than 7 days notice, or at any adjournment thereof, the Committee may proceed in that members' absence to conduct its inquiry and to make its findings as empowered by this Clause 2.7.

2.7.5 If called upon by a general meeting to do so, the Committee shall table its findings in relation to the expulsion, suspension or fining of any member.

2.8 Members' liabilities

2.8.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 2.3.

2.9 Resolution of Disputes

2.9.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

2.9.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

2.9.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration

2.10 Disciplining Members

2.10.1 A complaint may be made to the committee by any person that a member of the association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the association.

2.10.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

2.10.3 If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

2.10.4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association (in accordance with clause 2.7) if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

2.10.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 2.11.

2.11 Right of appeal of disciplined member

2.11.1 A member may appeal to the association in general meeting against a resolution of the committee under clause 2.11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2.11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.11.3 On receipt of a notice from a member under subclause 2.11.1, the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

2.11.4 At a general meeting of the association convened under subclause (3):

- (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.11.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Committee

3.1 Powers of the Committee

3.1.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

3.2 Composition and membership of committee

3.2.1 The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 3.3.

3.2.2 The total number of committee members is to be 7.

3.2.3 The office-bearers of the association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

3.2.4 A committee member may hold up to 2 offices (other than both the president and vice-president offices).

3.2.5 Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election under the vote of all committee members.

3.3 Election of committee members

- 3.3.1 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 3.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 3.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held by committee members
- 3.3.6 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 3.3.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

3.4 Casual Vacancies

- 3.4.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 3.4.2 A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 3.5, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

3.5 Removal of committee members

- 3.5.1 The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 3.5.2 If a member of the committee to whom a proposed resolution referred to in subclause 3.5.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the 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 or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

3.6 Committee meetings and quorum

- 3.6.1 The committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine.
- 3.6.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 3.6.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 3.6.4 Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 3.6.5 Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- 3.6.6 No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 3.6.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 3.6.8 At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- 3.6.9 Audi Australia may be invited to send an observer to attend a meeting of the Committee.
- 3.6.10 If in the opinion of Audi Australia or the observer sent by Audi Australia, the consideration or transaction of any business would be damaging to the good name, reputation or public perception of Audi Australia or the name "Audi" or be inimical to the purpose of the Association, Audi Australia or the observer sent by Audi Australia may either before or during the General Meeting, give notice of such objection to the President or the Chairman of the meeting and after discussion with the Committee members present and Audi Australia or delegated representative, the Chairman may defer consideration or transaction of that item of business

3.7 Delegation by committee to sub-committee

- 3.7.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 3.7.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3.7.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 3.7.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 3.7.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 3.7.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 3.7.7 A sub-committee may meet and adjourn as it thinks proper.

3.8 Voting and decisions

- 3.8.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 3.8.2 Each 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3.8.3 Subject to clause 3.6.5, the committee may act despite any vacancy on the committee.
- 3.8.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- 3.8.5 The Committee may vote and determine matters via telephone, fax or email provided each member who is reasonably contactable, is given the opportunity to vote and such resolution/s shall be recorded in the minutes of the next Committee meeting.

Part 4 - General Meetings

4.1 Annual general meetings - holding of

- 4.1.1 The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 4.1.2 The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

4.2 Annual general meetings - calling of and business at

- 4.2.1 The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- 4.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 4.2.3 An annual general meeting must be specified as such in the notice convening it.
- 4.2.4 All meetings of members convened for the purpose of transacting business, other than the annual general meeting, shall be called “Special General Meetings”.
- 4.2.5 The Committee shall from time to time, hold informal meetings of members for the purpose of reporting to and/or providing information to members, notice thereof to be given on the Club website or by email newsletter.

4.3 Special general meetings - calling of

- 4.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 4.3.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- 4.3.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4.3.4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who

made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 4.3.5 A special general meeting convened by a member or members as referred to in subclause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

4.4 Notice of Meeting

- 4.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 4.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- 4.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.2.2.

- 4.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.5 Proceedings at Meetings

- 4.5.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

- 4.5.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

- 4.5.3 If in the opinion of Audi Australia or the observer sent by Audi Australia, the consideration or transaction of any business would be damaging to the good name, reputation or public perception of Audi Australia or the name "Audi" or be inimical to the purpose of the Association, Audi Australia or the

observer sent by Audi Australia may either before or during the General Meeting, give notice of such objection to the President or the Chairman of the meeting and after discussion with the Committee members present and Audi Australia or delegated representative, the Chairman may defer consideration or transaction of that item of business

4.6 Quorum for general meetings

4.6.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

4.6.2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

4.6.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4.6.4 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 at least 3) are to constitute a quorum.

4.7 Presiding member

4.7.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

4.7.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

4.8 Adjournment

4.8.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.8.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the

association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

4.8.3 Except as provided in subclauses 4.8.1 and 4.8.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.9 Making of decisions

4.9.1 A question arising at a general meeting of the association is to be determined by either:

- (a) a show of hands, or
- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.10 Special resolutions

4.10.1 A special resolution may only be passed by the association in accordance with section 39 of the Act.

4.11 Voting

4.11.1 On any question arising at a general meeting of the association a member has one vote only.

4.11.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

4.11.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

4.11.4 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

4.11.5 Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

4.11.6 Postal ballots

- (a) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 2.11).
- (b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation

Part 5 - Administration

5.1 Insurances

5.1.1 The association may effect and maintain insurance.

5.2 Funds - Income

5.2.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

5.2.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

5.2.2 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.3 Funds Management

5.3.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

5.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

5.4 Indemnity

5.4.1 The Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Club.

5.5 Change of name, objects and constitution

5.5.1 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the secretary or a committee member

5.6 Custody of the Books

5.6.1 Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

5.7 Inspection of books

5.7.1 The following documents must be open to inspection, free of charge, to a member of the association by the "Treasurer" after giving 30 days notice in writing.

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the

association.

5.7.2 A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

5.8 Service of notices

5.8.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

5.8.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

5.9 The Association is a Not-For-Profit Sporting Body

5.9.1 The Association may be voluntarily wound up in accordance with the Act:

- (a) by special resolution of the Association;
- (b) surplus property is to be distributed in accordance with the special resolution;
- (c) such distribution must be approved by the Director-General;
- (d) distribution is not to be made to any member or former member of

the

Association; and

- (e) surplus property is to be distributed to an organisation/s having similar objects to the Association provided at the time of distribution, the organisation/s have similar rules preventing the distribution of property to their members.

5.10 Financial year

5.10.1 The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

Appendix 1

Schedule of Responsibilities

1. PRESIDENT

Provide leadership and direction to the Committee, the President is responsible for ensuring that the Committee fulfils its responsibilities for the governance and success of the club.

The President also works to optimise the relationship between the Committee, any paid employees, volunteers and other members and to achieve the club's agreed goals.

The Presidents is generally the spokesperson for the club and should work to maintain key relationships within and outside of the club.

Be well informed of all club activities

Be aware of the future directions and plans of club members

Have a good working knowledge of the club constitution, club rules and the duties of all office holders and sub-committees

Manage committee and/or executive meetings

Manage the annual general meeting

Represent the club at all levels

Act as a facilitator for club activities

Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members

2. VICE PRESIDENT

The Vice President is responsible for assisting the President to fulfil his/her responsibilities for the governance and success of the club.

This may mean chairing meetings at short notice

At times the Vice President will need to work with the President to help him/her understand concerns and alternative points of view within the club.

Work closely with the President

Assume the President's duties if necessary

Coordinate the work of the committees and typically chairs an important subcommittee

Work with the President and Treasurer in budget and calendar preparation

Assist the President in meeting agenda preparation

Work behind the scenes to help iron out differences between people

Assume other responsibilities as assigned by the President.

3. SECRETARY

The Secretary is responsible for the documentation and communication of the activities of the Committee.

The secretary is the primary administration officer of the Committee and provides the links between the Committee, members and outside agencies.

The Secretary maintain confidentiality on relevant matters and have the ability to delegate tasks and supervise others.

Amongst the Secretary's tasks are to prepare agendas, prepare and distribute minutes, receive and circulate correspondence to and from the club etc.

We can split the administrative roles so we can have a Correspondence and Minutes shared between VP & SEC.

(Administration of ACS, minutes for meetings, distribute to all members)

4. TREASURER

The duties of the Marketing and Media Committee manages the club website, Facebook - Develop social media plan & strategy. -

Create and issue monthly newsletters - Collate club news, set up of CM of members, referral cards,

Maintain the club website and links, including liaising with members, and other clubs and groups producing marketing product

(news articles, new Audi models or specials if they wish to promote on page)

Ensure that information presented is up-to-date and accurate, especially for events calendar i.e. drive days,

Paid social event etc. and committee member contact details

Maintain the club's email addresses and accounts

Ensure that domain name registration and web hosting is current and renewed

5. MEMBERSHIP OFFICER

Monitor and review the club's membership register online membership system to ensure that locally held membership lists are up-to-date

Maintain the list of club life members and ensure that they are provided the appropriate complimentary membership each year

Reconcile manual membership payments

Respond to all membership enquiries in a timely manner, preferably within 24-48 hours

Pass membership information on to the Marketing & Media Officer, President and Secretary whilst maintaining confidentiality

Ensure privacy legislation is upheld in the collection and dissemination of personal information

Inform potential/re-signing members of all membership options available and allow them to make an informed choice

Provide regular updates on the state of membership including drop-out data (member churn rate) and transfers

Update the CM with new members

Maintain contact with the membership and develop ideas for expanding membership within the club

Ensure all new Memberships get Membership packs liaise with Treasurer to cover costs for this

6. SOCIAL OFFICER

Events and Fundraising schedule, liaise with marketing & media member to ensure information on web correct and updated, post all events, ensure all committee members have updated schedule at all times
Update and add any extra social events. Organise Venues etc. Ensure cut off times and

Liaise with Marketing & Media Officer

Liaise with Committee Members to organise provision and transport of food and drink if required

Liaise with Marketing & Media Officer to organise the promotion of activities and events i.e. FB, Instagram

Ensure that arrangements are communicated to the members and where applicable other persons who may wish to attend i.e. ACS

Arrange a suitable venue to cater for the entire club (family friendly, inclusive, non-gendered) if required

Liaise with the Treasurer regarding expenditure/profit and ensuring that money is paid into the correct account

Liaise with the Membership Officer to identify new members

Appendix 2

By Law No. 1

TRAVEL AND EXPENSE REIMBURSEMENT POLICY AND PROCEDURES

Approved by Committee August 2017.

1. STATEMENT OF PURPOSE AND RESPONSIBILITIES

1.1 This document establishes policies governing the reimbursement of travel and other expenses incurred during the conduct of Club business in fulfilling the objects set out in Clause 1.1 of the Club Constitution. It is Club policy to reimburse Club officials for ordinary, necessary and reasonable expenses when directly related to Club business.

1.2 Directly related means

- There is the expectation of deriving some current or future benefit for the Club, e.g. Club runs, events and/or weekends away, stationery etc.
- The Club Official is actively engaged in an activity necessary to the performance of the Club Official's duties.

1. Club Officials are expected to exercise prudent judgment regarding expenses covered by this policy.

2. Reimbursement of expenses that are not in compliance with this policy requires the prior written approval of the President and Treasurer.

1.5 All Club Officials are responsible for complying with this policy. Club Officials submitting expenses what are not in compliance with this policy risk a delay, partial or forfeited reimbursement.

1.6 Club members may claim for reimbursement provided they have been nominated and tasked to conduct Club business on behalf of a Club Official. Approval to task a member should first be sought by the Club Official from the President and the reimbursement shall be bound by the requirements of this policy.

2. DOCUMENTATION

2.1 Requests for reimbursement of expenses must be submitted on the "Club Cheque Requisition" form.

2.2 While original receipts are recommended for all expenses submitted for reimbursement, they are required for all expenses greater than twenty dollars (\$20). Requests for exceptions to this policy should document extenuating circumstances and be approved by the President and Treasurer.

2.3 The Club requires that all requests for reimbursement be substantiated with adequate records. This substantiation must include information relating to:
(1) the amount of the expenditure;

- (2) the time of the expenditure; and
 - (3) the purpose of the expenditure.
- 2.4 Requests for reimbursement lacking this information will not be processed and will be returned to the originator.

3. APPROVALS

- 3.1 The “Club Cheque Requisition” form, together with required documentation, must be submitted to the Treasurer for review and approval.
- 3.2 In the absence of the Treasurer, approval from the President is required.
- 3.3 Should the President or Treasurer request reimbursement, approval must be sought from the Committee prior to payment.

4. REIMBURSEABLE EXPENSES

- 4.1 The following are reimbursable expenses assuming they are in compliance with section 1.0 and less than the value shown in Schedule 1 of this policy:
 - Hotel or motel accommodation to a value not greater than the accommodation being
 - arranged for a Club event. This reimbursement only applies to one (1) overnight stay per event, for the planning of weekends away and monthly day trips.
 - Petrol use in the planning of monthly day trips and weekends away.
 - Other reasonable and necessary business expenses, not specifically excluded by this section but approved by the President and Treasurer.
- 4.2 The following expenses are not reimbursable under this policy:
 - Traffic fines.
 - Tolls.
 - Parking fees.
 - Tips.
 - Hotel/Motel room movies and other forms of personal entertainment.
 - Alcohol and drinks.
 - Meals.
 - Oil, tyres, wear and tear and/or vehicle parts.
 - Motor vehicle insurance excess.
 - Any medical claim.
 - Any expenses deemed by the Committee as not in the spirit of this policy.
- 4.3 No policy can anticipate every situation that might give rise to legitimate Club expenses. Reasonable and necessary expenses which are not listed in section 4.1 may be incurred. Each Club Official must use his/her best professional judgment in determining if an unlisted expense is reimbursable under section 1.0 of this policy.

5. CASH ADVANCES

- 5.1 Under no circumstances will the Club issue a cash advance. Visa Debit Cards loaded with \$500 maximum may be issued to Chapter Convenors for legitimate minor expenses and deposits for events of the Chapter. Chapter Convenors must attach all receipts and complete the provided spreadsheet each month, with the balance of the Debit Card and forward to the Treasurer.

6. POLICY EXCEPTIONS

- 6.1 Generally, any exception to this policy must have the prior written approval of the President or Treasurer. Request for exceptions should document extenuating circumstances or proposed overall savings to the Club. At certain times, under unusual circumstances, exceptions may be made after the fact, however, payment by the Club will not be made without the approval of the President and Treasurer.

7. POLICY REVIEW

- 7.1 This policy may be reviewed on a yearly basis and does not require the approval of the Annual General Meeting to vary the policy or Schedule below:

Maximum claimable amounts:

Hotel or Motel accommodation Up to \$120 per event

Petrol Up to \$100 per event

Other reasonable expenses As determined by the President and

Treasurer.

Appendix 3

By Law No.2

MEMBERSHIP ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS (Clause 2.3)

Approved by Committee June 2016.

1. The entrance fees are as follows:
 - (a) Full Membership - \$120.00 (Plus shipping for membership pack)

2. The annual subscription is payable in advance in accordance with Clause 2.3 in each year and is as follows:
 - (a) Full Membership - \$120.00 (Plus shipping for membership pack)