

CONSTITUTION

OPEN ROAD MOTORCYCLE TOURING CLUB OF W.A. Inc



Updated 07 February 2024

PART I: GENERAL

1. Terms Used

- 1.1. *Act* means the *Associations Incorporation Act 2015 (WA)*;
- 1.2. *Association* means the incorporated association to which this constitution applies;
- 1.3. *Books*, of the Association, includes the following:
 - 1.3.1. A register;
 - 1.3.2. Financial records, financial statements, or financial reports, however compiled, recorded or stored;
 - 1.3.3. A document;
 - 1.3.4. Any other record of information.
- 1.4. *By-laws* means any by-laws made by the Association under rule 59.
- 1.5. *Commissioner* means the person for the time being designated as the Commissioner under section 153 of the Act;
- 1.6. *Committee* means the management committee of the Association
- 1.7. *Committee member* means both Statutory and General Office Holders of the Association
- 1.8. *Constitution* means this constitution of the Association, as in force for the time being
- 1.9. *Financial records* includes:
 - 1.9.1. Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - 1.9.2. Documents of prime entry; and
 - 1.9.3. Working papers and other documents needed to explain:
 - 1.9.3.1. The methods by which financial statements are prepared; and
 - 1.9.3.2. Adjustments to be made in preparing financial statements
- 1.10. *Financial statements* means the financial statements in relation to the Association required under Part 5 Division 3 of the Act.
- 1.11. *Financial year*, of the Association, has the meaning given in rule 3.3.
- 1.12. *In Person* includes by proxy unless specified otherwise.
- 1.13. *Member* means a financial member or a Life Member of the Association.
- 1.14. *General Meeting* includes the Annual General Meeting.
- 1.15. *President* means the committee member holding office as the President of the Association;
- 1.16. *Register of Members* means the register of members referred to in section 53 of the Act
- 1.17. *Secretary* means the committee member holding office as the Secretary of the Association.
- 1.18. *Special resolution* means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.
- 1.19. *Treasurer* means the committee member holding office as the treasurer of the Association.

2. Interpretation

- 2.1. Only the title, division headings, rule headings, and the rules themselves make up the written Constitution.
- 2.2. Other text, including marginal notes, footnotes, and examples, are for guidance only. They cannot be used to interpret this Constitution.
- 2.3. Unless there is a contrary intention, all words include their plurals and equivalent genders.
- 2.4. Any rule in this constitution or the by-laws is severable to the extent of any inconsistency with the Act or any other relevant law.

3. The Association

- 3.1. The name of the Association is the Open Road Motorcycle Touring Club of W.A. Inc.
- 3.2. The objects of the Association are:

- 3.2.1. To promote, cooperate, and encourage, with kindred bodies in fostering and maintaining motorcycling;
- 3.2.2. To organise and conduct social outings, and to encourage good fellowship amongst members;
- 3.2.3. To maintain and keep up the prestige of the Association.
- 3.3. The Association's financial year begins on 1 March, and ends on the final day of February in the following year.

PART II: MEMBERSHIP

Division 1: Becoming and Ceasing to be a Member

4. Classes and Benefits of Membership

- 4.1. The classes of member are:
 - 4.1.1. Ordinary Member; and
 - 4.1.2. Life Member.
- 4.2. Ordinary Members and Life Members enjoy the same benefits, except that Life Members:
 - 4.2.1. are not required to pay membership dues under rule 10;
 - 4.2.2. automatically renew their membership each financial year.
- 4.3. No new Life Memberships may be awarded after 6 September 2023.
- 4.4. Benefits of membership include:
 - 4.4.1. Voting at General Meetings;
 - 4.4.2. Any other benefits listed in the by-laws.

5. Applying for Membership

- 5.1. The Association is a private member's club, and does not accept applications from prospective members. The only pathway to membership is through nomination.
- 5.2. A person is eligible for nomination if the person:
 - 5.2.1. is a natural person; and
 - 5.2.2. Is over 18 years of age; and
 - 5.2.3. Is of good character; and
 - 5.2.4. has not been expelled from the Association under rule 12; and
 - 5.2.5. meets any other criteria set out in the by-laws.
- 5.3. The requirement in subrule 5.2.4 may be waived by resolution of the committee.

6. Nomination for Membership

- 6.1. At a general meeting, any member present in person may verbally nominate an eligible person for membership.
- 6.2. A nomination is successful if:
 - 6.2.1. it is supported by another member present in person; and
 - 6.2.2. no objection is made; or
 - 6.2.3. if an objection is made, it is withdrawn.
- 6.3. Nomination or support for a nomination may be withdrawn.
- 6.4. If an objection is made to a supported nomination, and it is not withdrawn, the nomination is referred to the next committee meeting for final determination.
- 6.5. The committee will, by resolution, uphold or dismiss the objection. If dismissed, the nomination is deemed successful.
- 6.6. Any nomination which is not supported will lapse at the end of the meeting.
- 6.7. Nothing in this rule prevents re-nomination of an eligible person at a future meeting, provided any referral under rule 6.4 has been decided.

- 6.8. The Secretary will notify the nominee of the outcome of their nomination, and will provide them with the New Member Form.
- 7. Objecting to Nomination**
- 7.1. Any member present may object to a nomination at the meeting the nomination is made.
- 7.2. An objection may be made if the member reasonably believes that the nominee:
- 7.2.1. does not meet the eligibility criteria; or
 - 7.2.2. does not have a sufficient connection to the Association;
 - 7.2.3. should not become a member for any other compelling reason.
- 7.3. An objection may be withdrawn.
- 7.4. The grounds of the objection must be considered if the nominee is later re-nominated.
- 8. Becoming a Member**
- 8.1. Any person who has been successfully nominated becomes a member when they:
- 8.1.1. complete a New Member Form to the Secretary; and
 - 8.1.2. pay any membership fees payable to the Association.
- 8.2. A membership nomination will lapse if subrule 8.1 has not been complied with within two months from the date of successful nomination.
- 8.3. If a membership nomination has lapsed, the committee may, in its discretion, at a committee meeting:
- 8.3.1. extend the period in subrule 8.2; or
 - 8.3.2. refund any membership fees paid under subrule 8.1.2.
- 9. Ceasing to be a Member**
- 9.1. A person ceases to be a member when:
- 9.1.1. the person dies; or
 - 9.1.2. the person resigns under rule 11; or
 - 9.1.3. the person is expelled from the Association under rule 12; or
 - 9.1.4. the person ceases to be a member under subrule 10.4.
- 9.2. No membership fees will be repaid when a person ceases to be a member.
- 9.3. Any monies owed to the Association by the member persist after the person ceases to be a member, and may be recovered by the Association in a court of competent jurisdiction as a debt.
- 9.4. The rights of a member are not transferrable and end when membership ceases.
- 10. Membership Fees and Renewals**
- 10.1. The nomination fee, and membership fee, will be recorded in the by-laws.
- 10.2. For new members, both the nomination fee, and membership fee must be paid.
- 10.3. Membership may be renewed at the Annual General Meeting.
- 10.4. If a member has not paid the membership fee within 3 months after the Annual General Meeting, the member ceases to be a member.
- 10.5. If a person who has ceased to be a member under subrule 10.4 offers to pay the annual membership fee:
- 10.5.1. The committee may, at its discretion, accept that payment; and
 - 10.5.2. If the payment is accepted, the person's membership is reinstated from the date the payment is accepted and will persist until the next Annual General Meeting.
- 11. Resignation from Membership**
- 11.1. A member may resign from membership of the Association by giving written notice to the Secretary.
- 11.2. The resignation is effective at the later of:
- 11.2.1. the date the Secretary receives notice;
 - 11.2.2. the date specified in the notice.

12. Expulsion from Membership

- 12.1. In this section, *member*, in relation to a member who is expelled from the Association, includes a former member.
- 12.2. The committee may decide to expel a member from the Association if:
 - 12.2.1. the member contravenes any rules or by-laws; or
 - 12.2.2. the member intentionally, negligently, or recklessly, seriously endangers the health or safety of any person at an Association event; or
 - 12.2.3. the member acts detrimentally to the interests of the Association; or
 - 12.2.4. the member is not of good character.
- 12.3. Under subrule 12.2.1, expulsion is only available if informal dispute resolution or discipline is not reasonably appropriate.
- 12.4. The member must be given written notice of the committee's decision as soon as is practicable.
- 12.5. The member may elect to accept or to appeal the expulsion within 14 days of receipt. If no election is made in that time, the member is deemed to have accepted the expulsion.
- 12.6. The appeal will be heard at the next General Meeting not less than 1 month after the election has been made, and:
 - 12.6.1. it will be determined by resolution;
 - 12.6.2. notwithstanding subrule 20.1.2, 1 month notice of the resolution must be given.
- 12.7. The member may provide written or oral submissions at that meeting. Written submissions will be read aloud by the chairperson.
- 12.8. A member awaiting their appeal retains all benefits of membership, but cannot vote or object to nominations.

Division 2: The Register of Members

13. The Register of Members

- 13.1. The Secretary is responsible for maintaining the register of members compliantly with section 53 of the Act.
- 13.2. The register of members must contain:
 - 13.2.1. Any information required by section 53(2) of the Act;¹ and
 - 13.2.2. The member's e-mail address; and
 - 13.2.3. Any information required in the by-laws.

Division 3: Dispute Resolution

14. Resolving Disputes between Members

- 14.1. Disputes between members will be resolved in the following incremental ways:
 - 14.1.1. Informally, between the members;
 - 14.1.2. Informally, with the assistance of a neutral committee member;
 - 14.1.3. Formally, by a resolution of the committee.
- 14.2. If the dispute involves a committee member, this is a conflict of interest for the purposes of subrule 48.2.
- 14.3. A committee resolution is final and cannot be appealed.

15. Resolving Disputes between Members and the Association

- 15.1. Disputes between members and the Association will be resolved in the following incremental ways:
 - 15.1.1. Informally, between the members and the committee;

¹ As of 14/11/2023 these requirements are the member's name, and a method of contact.

- 15.1.2. Formally, by resolution at a General Meeting.
- 15.2. A dispute between a member and the Association includes when the dispute involves a complaint made against 3 or more committee members.
- 15.3. Notwithstanding rule 20, 21 days' notice must be given of the resolution.
- 15.4. The resolution is final, and cannot be appealed.
- 15.5. If a dispute is settled in favour of a member, it only operates prospectively. Any lawful decisions made by the committee before the resolution are considered valid.

PART III: GENERAL MEETINGS

16. Proxies

- 16.1. A member (**appointing member**) may appoint another Association member as their proxy to vote and speak on their behalf at any meeting in this Part.
- 16.2. A proxy may speak and vote on any matter unless otherwise specified in this constitution.
- 16.3. Before the start of the relevant meeting, the appointing member must inform the Secretary of their chosen proxy, and any instructions they have given.
- 16.4. A proxy may only act in accordance with their instructions. If no instructions are given, the proxy may act as they see fit.
- 16.5. A proxy relationship must be recorded in the minutes.
- 16.6. A proxy relationship ends at the close of the meeting.

17. Procedure of General Meetings

- 17.1. The ordinary business of a General Meeting will be:
 - 17.1.1. Any business required by the Act;
 - 17.1.2. Any business required by this Constitution;
 - 17.1.3. Any business set out in the by-laws.

18. Annual General Meetings

- 18.1. The Annual General Meeting will be held on the first Wednesday in March in each year, unless the Committee determines otherwise.
- 18.2. The ordinary business of the Annual General Meeting is as follows:
 - 18.2.1. The business of a General Meeting;
 - 18.2.2. To receive and consider the financial statements of the Association for the preceding financial year, presented under Part 5 of the Act;
 - 18.2.3. The Review or Audit of Financial Statements, if required under section 69 of the Act.²
 - 18.2.4. The election of Association committee members;
 - 18.2.5. To confirm or vary membership and nomination fees;
 - 18.2.6. Any other business.

19. Calling a General Meeting

- 19.1. The President, or their delegate, may convene a general meeting at any time.
- 19.2. The President, or their delegate, must convene a general meeting if at least 20% of the membership require a general meeting to be convened:
 - 19.2.1. In writing to the Secretary; and
 - 19.2.2. Signed by each member; and
 - 19.2.3. Specifying the business to be conducted; and
 - 19.2.4. If the business to be conducted requires a special resolution, its wording.
- 19.3. The meeting must be convened within 28 days, and held within 3 months.

² A General Meeting resolution, or direction by the Commissioner, may require the Association to audit its records. This may guide the Committee's discretion in determining the date of the Annual General Meeting.

19.4. If the meeting is not convened within 28 days, any member who signed the notice to the Secretary may convene the meeting, and must hold it within 3 months. A meeting convened in this way may only consider the business specified in the notice.

19.5. The Association must reimburse any reasonable expenses incurred by the members convening a general meeting under subrule 19.4.

20. Notice of General Meetings

20.1. The Secretary, or the members convening a general meeting under subrule 19.4, must give notice of the general meeting to all members of at least:

20.1.1. 21 days if a special resolution is to be proposed;

20.1.2. 14 days in any other case.

20.2. The notice must:

20.2.1. Specify the date, time and place of the meeting;

20.2.2. If a special resolution is proposed:

20.2.2.1. Set out the wording of the proposed resolution as required by section 51(4) of the Act; and

20.2.2.2. State that the resolution is intended to be proposed as a special resolution.

20.2.3. Notwithstanding subrule 61.2, notice will be delivered by e-mail only. Non-delivery due to an incorrect email address provided will not invalidate the calling of a general meeting.

21. Use of Technology to be considered present at General Meetings

21.1. Attendance at a general meeting must be in person; technology is not permitted.

22. Presiding Member and Quorum

22.1. The President, or in the President's absence, the Vice-President must preside as chairperson at each General Meeting.

22.2. If both the President and Vice-President are absent, or unable to chair the meeting, a committee member present must act as the Chairperson.

22.3. A quorum at a general meeting is 10 members, 3 of which are committee members.

22.4. Members present by proxy do not count towards a quorum.

22.5. No business is to be conducted at a general meeting unless a quorum is present.

22.6. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting is adjourned until the next general meeting.

22.7. If a quorum is not present within 30 minutes after the notified commencement time of an annual general meeting, held under subrule 22.6, those present will constitute a quorum provided there are 2 members present, and one is a committee member.

23. Voting at a General Meeting

23.1. All resolutions will be passed by show of hands by those present at the meeting and eligible to vote by the following majorities:

23.1.1. In the case of a special resolution, a three-fourths majority;

23.1.2. In all other cases, a simple majority.

23.2. Members may abstain from voting.

23.3. Special resolutions are required in the following circumstances:

23.3.1. To affiliate the Association with another body;

23.3.2. To change the Association's name or objects;

23.3.3. To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager;

23.3.4. To approve the terms of an amalgamation with one or more other incorporated associations;

- 23.3.5. To be voluntarily wound up, wound up by the Supreme Court, or to cancel the Association's incorporation;
 - 23.3.6. To apply for registration or incorporation as a body corporate prescribed under section 93(1) of the Act.
 - 23.3.7. To alter this Constitution.
 - 23.4. Subrule 23.3 does not limit the matters which may be proposed as a special resolution.
 - 23.5. All members have one vote for any resolution, regardless of the class of membership.
- 24. Minutes of General Meetings**
- 24.1. The Chairperson must ensure that minutes are taken and kept of each General Meeting, and must record the following:
 - 24.1.1. The names of all members in attendance;
 - 24.1.2. Any proxies present at the meeting;
 - 24.1.3. All business considered;
 - 24.1.4. Any resolution on which a vote was taken, whether it was a special resolution, and the result of that vote;
 - 24.1.5. Any other information specified in the by-laws.
 - 24.2. The minutes must be entered into the Association minute book within 1 month after the meeting is held.
 - 24.3. The minutes must be reviewed and confirmed as correct by two members who were present at the meeting where the minutes were taken within 2 months of entry into the minute book.
 - 24.4. When the minutes of a general meeting have been confirmed as correct, they are, until the contrary is proved, evidence that:
 - 24.4.1. The meeting to which the minutes relate was duly convened and held;
 - 24.4.2. The matters recorded as having taken place at the meeting took place as recorded;
 - 24.4.3. Any appointment was validly made.

PART IV: THE COMMITTEE

Division 1: Constitution of the Committee

25. Committee's Role

- 25.1. The Association is operated by consent of the membership. The Committee are to exercise their powers and responsibilities with this principle in mind.
- 25.2. All Committee Members are officers of the Association, and must comply with the duties proscribed in sections 44, 45, 46 and 47 of the Act.

26. Committee Members

- 26.1. The committee members consist solely of:
 - 26.1.1. Statutory Office Holders; and
 - 26.1.2. General Office Holders.
- 26.2. The Statutory Offices of the Association are:
 - 26.2.1. The President;
 - 26.2.2. The Vice-President;
 - 26.2.3. The Secretary;
 - 26.2.4. The Treasurer.
- 26.3. The General Offices of the Association are:
 - 26.3.1. The Tourmaster;
 - 26.3.2. The Editor;
 - 26.3.3. The Webmaster.

27. The President

- 27.1. The President holds the power to call and preside over both committee meetings, and general meetings.
- 27.2. The President has any other powers and duties specified in the by-laws.

28. The Vice President

- 28.1. The Vice-President may exercise all of the powers and duties of the President if and when:
 - 28.1.1. The President cannot attend a committee or general meeting, for the duration of that meeting; or
 - 28.1.2. The President is incapable of performing their duties due to illness or injury, until their recovery;
 - 28.1.3. The President delegates the powers of their office to the Vice-President for a specified time; or
 - 28.1.4. The Office of the President is vacant.
- 28.2. The Vice-President has any other powers and duties specified in the by-laws.

29. The Secretary

- 29.1. The Secretary has the following duties:
 - 29.1.1. Dealing with the Association's correspondence;
 - 29.1.2. Preparing the notices required for meetings and for the business to be conducted at meetings;
 - 29.1.3. Maintaining an up-to-date copy of this constitution, as required under section 35(1) of the Act.
 - 29.1.4. Any duties imposed on the Secretary under the Act;
 - 29.1.5. Unless another member is authorised by the committee to do so, maintaining the register of members, and doing all required under section 53(1) of the Act;
 - 29.1.6. Unless another member is authorised by the committee to do so, maintaining the register of office holders, and doing all required under section 58(2) of the Act;
 - 29.1.7. Ensuring safe custody of the Association's documents, other than financial documents;
 - 29.1.8. Maintaining full and accurate minutes of committee and general meetings.
- 29.2. The Secretary has any other powers and duties specified in the by-laws.

30. The Treasurer

- 30.1. The treasurer has the following duties:
 - 30.1.1. Ensuring all incoming and outgoing monies are properly and promptly processed, recorded, and accounted for;
 - 30.1.2. Managing the Association's bank accounts;
 - 30.1.3. Ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - 30.1.4. Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
 - 30.1.5. Coordinating the preparation of the Association's financial statements before their submission to the annual general meeting;
 - 30.1.6. Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- 30.2. The Treasurer has any other powers and duties specified in the by-laws.

31. General Office Holders

31.1. General office holders have the powers and duties specified in the by-laws.

Division 2: Becoming and Ceasing to be a Committee Member

32. Eligibility for Office

32.1. A person is eligible to hold any office if the person:

- 32.1.1. Is a member; and
- 32.1.2. Is not a person specified in section 39 of the Act; and
- 32.1.3. Has been a financial member for a full financial year or more at any time; and
- 32.1.4. Satisfies any other criteria set out in the by-laws.

32.2. A person must not hold two or more Statutory Offices at the same time.

33. Becoming a Committee Member and Term of Office

33.1. A member becomes a committee member, and their term of office begins, if and when the member is:

- 33.1.1. Elected to the committee at a general meeting; or
- 33.1.2. Is appointed to the committee by the committee to fill a casual vacancy under rule 39

33.2. A committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.

34. Electing a Committee Member

34.1. At any general meeting when there is a committee vacancy, any eligible member may verbally nominate themselves for a vacant committee position.

34.2. An eligible member may nominate for multiple committee positions; however, if elected to a Statutory Office all of the member's nominations for other Statutory Offices lapse.

34.3. This nomination must be verbally supported by at least two members, present in person, to be a valid nomination.

34.4. The Chairperson must declare a member elected to the position if:

- 34.4.1. There is only one nominee for a position;
- 34.4.2. The nomination is a valid nomination;
- 34.4.3. No objection is made, or if an objection is made it is withdrawn.

34.5. In any other case, the committee member will be elected by simple majority of the members present.

34.6. All elections and appointments take effect from the close of the meeting.

35. Objecting to a Nomination

35.1. Any member present may object to a nomination at the meeting the nomination is made.

35.2. An objection may be made if the member reasonably believes that the nominee:

- 35.2.1. does not meet the eligibility criteria; or
- 35.2.2. does not have a sufficient connection to the Association; or
- 35.2.3. should not become a member for any other compelling reason.

35.3. An objection may be withdrawn.

35.4. The grounds of the objection must be considered if the nominee is later re-nominated.

36. Voting

36.1. Voting shall take place by a show of hands.

36.2. A nominee may vote for themselves.

37. Resignation and Removal from Office

37.1. A committee member may resign from the committee by giving written notice to the Secretary or, if the resigning member is the Secretary, to the President.

37.2. The resignation takes effect at the later of the following dates:

- 37.2.1. When the notice is received by the appropriate person; or
- 37.2.2. At a time specified in the notice.
- 37.3. The Association may remove a committee member from office by resolution at a general meeting.
- 37.4. Notice of at least 21 days is required for a resolution under this section.
- 37.5. A committee member who is the subject of a resolution may make written representations to the President or Secretary. These representations will be read aloud at the general meeting where the resolution is being considered.

38. Ceasing to be a Committee Member

- 38.1. A person ceases to be a committee member if the person:
 - 38.1.1. Ceases to be a member;
 - 38.1.2. Resigns from the committee, or is removed from the committee under rule 37;
 - 38.1.3. Becomes ineligible to be a committee member under the Act;
 - 38.1.4. Is permanently unable to continue to act as a committee member because of illness, injury, or disability.

39. Casual Vacancies

- 39.1. The committee may appoint an eligible member to fill a committee position which:
 - 39.1.1. Has become vacant under rule 38; or
 - 39.1.2. Was not filled by election at the annual general meeting.
- 39.2. If the position of Secretary becomes vacant, the committee must appoint an eligible member to fill the position within 14 days of the vacancy arising.
- 39.3. The committee can continue to act, notwithstanding any vacancies, so long as there is a quorum.
- 39.4. If there is not a quorum, the committee may only act to:
 - 39.4.1. Appoint committee members under this rule; or
 - 39.4.2. Convene a general meeting.

40. Validity of Acts

- 40.1. The acts of the committee, or a committee member, are valid despite any errors later found regarding that committee member's election or eligibility.

41. Payments to Committee Members

- 41.1. Payments to committee members may only be made in accordance with Part V of this constitution.

Division 3: Committee Meetings

42. Committee Meetings

- 42.1. The committee are not required to meet, other than required by the Act or this Constitution.
- 42.2. A committee meeting may be convened by the President or any 2 committee members.
- 42.3. A committee meeting may be conducted in person, by telephone, VOIP, or video conference. Details must be provided in the notice.

43. Notice of Committee Meetings

- 43.1. Notice of the meeting, must be given to each committee member at least 48 hours before the meeting, and must include:
 - 43.1.1. The time, date, and place of the meeting (including connection information); and
 - 43.1.2. The general nature of the business to be conducted.

44. Procedure and Order of Business

- 44.1. The President, or in the President's absence, the Vice-President must preside as chairperson at each committee meeting.

- 44.2. If both the President and Vice-President are absent, the committee members present must elect a chairperson.
 - 44.3. The chairperson will decide the order of business and procedure to be followed.
 - 44.4. A member who is not a committee member may only attend a committee meeting if invited to do so by the committee, and cannot vote.
- 45. Use of Technology to be considered Present at Committee Meetings**
- 45.1. A committee member is considered present for all purposes at an in-person committee meeting, if they have connected through any instantaneous two-way communication technology.
- 46. Quorum for Committee Meetings**
- 46.1. A quorum for the committee meeting is the lower of:
 - 46.1.1. 4 committee members;
 - 46.1.2. 2 committee members less than the total number of committee members.
 - 46.2. If a committee member holds multiple offices, they only count as one member for the purposes of a quorum, and for determining the total number of committee members.
 - 46.3. Other than specified in this constitution, no business is to be conducted at a committee meeting unless a quorum is present.
 - 46.4. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting lapses.
- 47. Voting at Committee Meetings**
- 47.1. All resolutions will be made by simple majority of the committee members present, by show of hands, with the chairperson having the deciding vote in case of a tie.
- 48. Personal Interests and Conflicts of Interests**
- 48.1. If a committee member has a material personal interest, they must:
 - 48.1.1. Comply with section 42 of the Act; and
 - 48.1.2. Not be present while matters concerning that interest are being discussed;
 - 48.1.3. Not vote on committee resolutions concerning that interest.
 - 48.2. If a committee member has a conflict of interest that is not a material personal interest, they must:
 - 48.2.1. Not be present while matters concerning that interest are being discussed;
 - 48.2.2. Not vote on committee resolutions concerning that interest.
- 49. Minutes of Committee Meetings**
- 49.1. The committee must ensure that minutes are taken and kept of each committee meeting, and must record the following:
 - 49.1.1. The names of all parties present, and their role;
 - 49.1.2. The business considered;
 - 49.1.3. Any motion on which a vote was taken, and the result of that vote.
 - 49.2. The minutes must be taken by the Secretary, or if the Secretary is not present, another committee member present at the meeting who is not the chairperson.
 - 49.3. The minutes must be entered into the Association minute book within 30 days after the meeting is held.
 - 49.4. The minutes must be reviewed and confirmed as correct by the chairperson of that meeting as soon as is practicable after entering them in the minute book.
 - 49.5. When the minutes of a committee meeting have been signed as correct, they are, until the contrary is proved, evidence that:
 - 49.5.1. The meeting to which the minutes relate was duly convened and held;
 - 49.5.2. The matters recorded as having taken place at the meeting took place as recorded;
 - 49.5.3. Any appointment at the meeting was validly made.

50. Ad Hoc Committee Resolutions

- 50.1. When necessary or convenient, the committee may make resolutions by e-mail.
- 50.2. These decisions are validly made when the same number of committee members as would constitute a quorum have agreed to the resolution.
- 50.3. Any decisions made in this way must be recorded on the minutes of the next committee meeting, or if one is not held, the annual general meeting.
- 50.4. The following resolutions may not be made under this section:
 - 50.4.1. Deciding whether to uphold or dismiss a membership nomination objection under subrule 6.4;
 - 50.4.2. Resolving a dispute under subrule 14.1.3.
 - 50.4.3. Appointing a member to fill a casual vacancy under rule 39;
 - 50.4.4. Any resolutions the Act requires to be made at a committee meeting;
 - 50.4.5. Any resolutions specified in the by-laws.

PART V: ASSOCIATION FINANCIALS

51. Not for Profit Body

- 51.1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member except in good faith in the promotion of those objects or purposes.

52. Source of Funds

- 52.1. The association may derive funds from nomination fees, annual membership fees, donations, fund-raising activities, lawful raffles, grants, interest, and any other sources approved by the committee.

53. Control of Funds

- 53.1. The Association must open an account in the name of the Association with an Australian financial institution.
- 53.2. The Treasurer has discretion whether to keep Association funds in that account, or in cash.
- 53.3. All expenditure must be made in accordance with this Part.

54. Authorising Expenditure

- 54.1. Any expenditure, including payments to members and committee members under this rule, may only be made if:
 - 54.1.1. It is approved by a resolution at a general meeting; or
 - 54.1.2. It is an approved regular expenditure in the by-laws.
- 54.2. A payment to a member may only be made if it is in good faith as:
 - 54.2.1. Reasonable remuneration for services provided or goods supplied to the Association; or
 - 54.2.2. Payment of interest on money borrowed by the Association from the member, at a rate not greater than the Reserve Bank of Australia cash rate at that time; or
 - 54.2.3. Payment of reasonable rent for premises leased by the member to the Association; or
 - 54.2.4. Reimbursement for reasonable expenses properly incurred by the member by the member on behalf of the Association.

55. Financial Statements and Financial Reports

- 55.1. For each financial year, the committee must ensure that the requirements imposed on the Association under Part V of the Act relating to financial statements are met.

PART VI: ASSOCIATION BOOKS AND RECORDS

56. Custody of Books and Securities

- 56.1. The books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control, unless the committee otherwise decides.
- 56.2. Notwithstanding subrule 56.1, the financial records, statements and reports must be kept in the treasurer's custody or under the treasurer's control, unless the committee otherwise decides.
- 56.3. The books of the Association must be retained for at least 7 years.

57. Record of Office Holders

- 57.1. The Secretary must keep the Record of Office Holders in their custody or control.
- 57.2. The Record of Office Holders must be kept compliantly with section 58 of the Act.

58. Inspection of Records and Documents by Members

- 58.1. The Association will make the following documents available to a member who requests to inspect them:
 - 58.1.1. The register of members;
 - 58.1.2. The record of office holders;
- 58.2. The Association may make any other Association document available to a member who requests to inspect them at the Secretary's discretion.
- 58.3. Members must contact the Secretary to make the necessary arrangements.
- 58.4. A member must not use or disclose information made available under this rule except for:
 - 58.4.1. Affairs directly connected to the Association; or
 - 58.4.2. Complying with a requirement of the Act.

PART VII: GENERAL MATTERS

59. By-Laws

- 59.1. The Association may make, amend, or revoke by-laws at a general meeting.
- 59.2. By-laws may:
 - 59.2.1. Provide for anything this Constitution states may be specified in the by-laws;
 - 59.2.2. Impose restrictions on the committee's power;
 - 59.2.3. Provide for any other matter the Association considers necessary or convenient.
- 59.3. A by-law is of no effect to the extent that it is inconsistent with the Act, regulations, or this constitution.
- 59.4. The by-laws must be made available to any member who requests them.

60. Executing Documents

- 60.1. The Association may execute a document without using a common seal if the document is signed by 2 committee members.
- 60.2. The Association does not use a Common Seal.

61. Giving Notices to Members

- 61.1. In this rule, *recorded* means recorded in the register of members.
- 61.2. Unless a contrary intention applies, notice or other document that is to be given to a member under these rules is only effective if:
 - 61.2.1. It is given by hand to the member;
 - 61.2.2. It is delivered by hand or by prepaid post to the recorded postal address of the member;
 - 61.2.3. It is sent by e-mail to the recorded e-mail address of the member.

62. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

- 62.1. In this rule, *surplus property*, in relation to the Association, means property remaining after the satisfaction of:

- 62.1.1. The debts and liability of the Association; and
 - 62.1.2. The costs, charges and expenses of winding up or cancelling the incorporation of the Association; and
 - 62.1.3. Does not include books relating to the management of the Association.
 - 62.2. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.
- 63. Alteration of Rules**
- 63.1. If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.³

³ Any change must be lodged, a certificate must be produced, and does not take effect until lodged.