Constitution
of the

# Brindabella Motor Sport Club Incorporated 

Revised July 2017

Incorporation \#: A00550

http://www.bmsc.com.au

## Constitution of the Brindabella Motor Sport Club Incorporated

## 1 Definitions for constitution of the BMSC

Note: A definition applies except so far as the contrary intention appears (see Legislation Act s 155).
financial year means the year ending on 30 September. member means a member however described of the association.
ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in section 12 (1) (a).
secretary means the person holding office under these rules as secretary of the association or if no such person holds that office the public officer of the association.
the Act means the Associations Incorporation Act 1991.
the regulation means the Associations Incorporation Regulation 1991.

## 2 Name

The name of the association shall be the Brindabella Motor Sport Club Incorporated (hereinafter called "the Club").

## 3. Registered Office

The Registered Office of the Club shall be 50 Hanrahan Crescent Dunlop, in the Australian Capital Territory or such other place as the Committee of the Club may, from time to time, determine. The address for correspondence to the Club shall be PO Box 115, Civic Square, ACT, 2608.
4. Primary Objects and Purposes

The basic objects of the Club are:
(a) To promote friendship and courtesy on the road socially and in competition amongst car owners.
(b) To promote and engender social activities with and between other car clubs.
(c) To conduct competitions, meetings and classes whereby members of the Club may obtain knowledge enabling them to become better drivers and to maintain their vehicles at a high standard of efficiency.
(d) To promote and encourage in every way possible the cause of road safety, and accident prevention.
(e) To associate or affiliate with the Confederation of Australian Motor Sport, acknowledging its constitution and observing the National Competition Rules.
(f) To co-operate with any other constituted body with similar objects.
(g) To do all such things as are incidental or conducive to the attainment of the above objects.

## 5. Additional Objects and Purposes

In addition to the basic objects of the Club, the objects and purposes, of the Club shall be deemed to include:
(a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or property that may be deemed necessary or convenient for any of the objects or purposes of the Club;
(b) the buying, selling and supplying of, and dealing in, goods of all kinds;
(c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of;
(d) accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Club;
(e) the taking of such steps from time to time as the general Committee or the members in a general meeting may deem expedient for the purpose of procuring contributions to the funds of the Club, whether by way of donations, subscriptions, or otherwise;
(f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Club;
(g) the borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the seal personal property subject to the provisions of Trustee Ordinance 1968;
(h) the investment of any moneys of the Club not immediately required for any of its objects or purposes in such manner as the Committee may from time to time determine;
(i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) subsection (1) of section 78 of the Income Tax Assessment Act 1936-1965, as amended, of the Commonwealth relates;
(j) the establishment and support or aiding in the establishment and support of associations, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Club and their dependants, and the granting of pensions, allowances or other benefits to the servants or past servants of the Club and their dependents, and the making of payments towards insurance in relation to any of these purposes;
(k) the establishment and support or aiding in the establishment or support, of any other formed for any of the basic objects of the Club;
(l) the doing of all such other such lawful things as are incidental or conducive to the attainment of the basic objects of the Club or of any of the objects of
the Club or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

## 5 Membership qualifications

A person is qualified to be a member if -
(a) the person is a person mentioned in the Act section 21 (2) (a) or (b) and has not ceased to be a member of the club at any time after incorporation of the club under the Act; or
(b) the person-
(i) has nominated for membership in accordance with section 6 (2); and
(ii) has paid the appropriate payment.

## 6 Nomination for membership (new members)

(1) Membership to the Club is open to everyone, except any person previously expelled from the Club.
(2) A nomination of a person for membership of the club-
(a) must be made in writing on the form set out in appendix 1 , or via the on-line application form available on the Club website: www.bmsc.com.au.
(b) must be lodged with the membership secretary of the club.
(3) The membership secretary must on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection enter the nominee's name in the register of members and on the name being so entered the nominee becomes a member of the club.

7 Membership entitlements not transferable
A right privilege or obligation that a person has because of being member of the club-
(a) cannot be transferred or transmitted to another person; and
(b) terminates on cessation of the person's membership.

## 8 Cessation of membership

A person ceases to be a member of the club if the person-
(a) dies; or
(b) resigns from membership of the club; or
(c) is expelled from the club; or
(d) fails to renew membership of the club.

## 9 Resignation of membership

(1) A member is not entitled to resign from membership of the club except in accordance with this section.
(2) A member who has paid all amounts payable by the member to
the club may resign from membership of the club by first giving notice (of not less than 1 month or if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and at the end of the period of notice the member ceases to be a member.
(3) If a person ceases to be a member the membership secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

## 10 Fee, subscriptions etc

(1) The entrance fee to the club is $\$ 35$ or if any other amount has been determined by resolution of the committee the other amount.
(2) The annual membership fee of the club is $\$ 35$ or if any other amount has been determined by resolution of the committee that other amount.
(3) The annual membership fee is payable-
(a) except as provided by paragraph (b)-before 31 December in each calendar year; or
(b) if a person becomes a member on or after 1 October in any calendar year-before 31 December in each succeeding calendar year.

## 11 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the club or the costs charges and expenses of the winding up of the club is limited to the amount (if any) unpaid by the member in relation to membership of the club as required by section 10

## 12 Disciplining of members

(1) If the committee is of the opinion that a member-
(a) has persistently refused or neglected to comply with a provision of these rules; or
(b) has persistently and willfully acted in a manner prejudicial to the interests of the club;
the committee may by resolution-
(c) expel the member from the club; or
(d) suspend the member from the rights and privileges of membership of the club that the committee may decide for a specified period.
(2) A resolution of the committee under subsection (1) is of no effect unless the committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3) confirms the resolution in accordance
with this section.
(3) If the committee passes a resolution under subsection (1) the secretary must as soon as practicable serve a written notice on the member-
(a) setting out the resolution of the committee and the grounds on which it is based; and
(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
(c) stating the date place and time of that meeting; and
(d) informing the member that the member may do either or both of the following:
(i) attend and speak at that meeting;
(ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.
(4) Subject to the Act section 50 at a meeting of the committee mentioned in subsection (2) the committee must-
(a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
(b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
(c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).
(5) If the committee confirms a resolution under subsection (4) the secretary must within 7 days after that confirmation by written notice inform the member of that confirmation and of the member's right of appeal under section 13.
(6) A resolution confirmed by the committee under subsection (4) does not take effect-
(a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
(b) if within that period the member exercises the right of appeal-unless and until the club confirms the resolution in accordance with section 13 (4).

## 13 Right of appeal of disciplined member

(1) A member may appeal to the club in general meeting against a resolution of the committee that is confirmed under section 12(4) within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that
effect.
(2) On receipt of a notice under subsection (1) the secretary must notify the committee which must call a general meeting of the club to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
(3) Subject to the Act section 50 at a general meeting of the club called under subsection (2) -
(a) no business other than the question of the appeal may be transacted; and
(b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
(c) the members present must vote by secret ballot on the question of whether the resolution made under section 12(4) should be confirmed or revoked.
(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 12(4) that resolution is confirmed.

## 14 Powers of committee

The committee subject to the Act, the regulation, these rules and to any resolution passed by the club in general meeting -
(a) controls and manages the affairs of the club; and
(b) may exercise all functions that may be exercised by the club other than those functions that are required by these rules to be exercised by the club in general meeting; and
(c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

## 15 Constitution and membership

(1) The committee consists of-
(a) the office-bearers of the club; and
(b) 3 ordinary committee members; each of whom must be elected under section 16 or appointed in accordance with subsection (4).
(2) The office-bearers of the club are-
(a) the President; and
(b) the Vice-President; and
(c) the Treasurer;
(d) the Secretary; and
(e) the Public Officer.
(3) Each member of the committee holds office subject to these rules until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
(4) If there is a vacancy in the membership of the committee the committee may appoint a member of the club to fill the vacancy and the member so appointed holds office subject to these rules until the conclusion of the next annual general meeting after the date of the appointment.

## 16 Election of committee members

(1) Nominations of candidates for election as office-bearers of the club or as ordinary committee members -
(a) must be made in writing signed by one member of the club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
(b) must be given to the Public Officer of the club not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
(2) If insufficient nominations are received to fill all vacancies on the committee the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
(3) If insufficient further nominations are received any vacant positions remaining on the committee are taken to be vacancies.
(4) If the number of nominations received is equal to the number of vacancies to be filled the people nominated are taken to be elected.
(5) If the number of nominations received exceeds the number of vacancies to be filled a ballot must be held.
(6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
(7) A person is not eligible to simultaneously hold more than 1 position on the committee.

## 17 Secretary

(1) The secretary of the club must as soon as practicable after being appointed as secretary notify the club of his or her address.
(2) The secretary must keep minutes of -
(a) all elections and appointments of office-bearers and ordinary committee members; and
(b) the names of members of the committee present at a committee meeting or a general meeting; and
(c) all proceedings at committee meetings and general meetings.
(3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## 18 Treasurer

(1) The treasurer of the club must-
(a) collect and receive all amounts owing to the club and make all payments authorised by the club; and
(b) keep correct accounts and books showing the financial affairs of the club with full details of all receipts and expenditure connected with the activities of the club.

## 19 Vacancies

For these rules a vacancy in the office of a member of the committee happens if the member-
(a) dies; or
(b) ceases to be a member of the club; or
(c) resigns the office; or
(d) is removed from office under section 20
(Removal of committee members); or
(e) becomes bankrupt or personally insolvent; or
(f) suffers from mental or physical incapacity; or
(g) is disqualified from office under the Act section 63 (1); or
(h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## 20 Removal of committee members

The club in a general or Committee meeting may by resolution subject to the Act section 50 remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## 21 Committee meetings and quorum

(1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
(2) Additional meetings of the committee may be called by any member of the committee.
(3) Oral, written or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
(4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and
no business other than that business may be transacted at the meeting except business that the committee members present at the meeting unanimously agree to treat as urgent business.
(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
(6) No business may be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or any other time that may be agreed on by the members of the committee.
(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the meeting is dissolved.
(8) At meetings of the committee-
(a) the president or in the absence of the president the vice president presides; or
(b) if the president and the vice-president are absent-1 of the remaining members of the committee may be chosen by the members present to preside.

## 22 Delegation by committee to subcommittee

(1) The committee may in writing delegate to 1 or more subcommittees (consisting of the member or members of the club that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument other than-
(a) this power of delegation; and
(b) a function that is a function imposed on the committee by the Act by any other Territory law or by resolution of the club in general meeting.
(2) A function the exercise of which has been delegated to a subcommittee under this section may while the delegation remains unrevoked be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
(3) A delegation under this section may be made subj ect to any conditions or limitations about the exercise of any function or about time or circumstances that may be specified in the instrument of delegation.
(4) Despite any delegation under this section the committee may continue to exercise any function delegated.
(5) Any act or thing done or suffered by a subcommittee acting in the
exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
(6) The committee may in writing revoke wholly or in part any delegation under this section.
(7) A subcommittee may meet and adjourn as it considers appropriate.

## 23 Voting and decisions

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but if the votes on any question are equal the person presiding may exercise a second or casting vote.

## 24 Annual general meetings-holding of

The club must at least once in each calendar year and within 5 months after the end of each financial year of the club, call an annual general meeting of its members.

## 25 Annual general meetings-calling of and business at

(1) The annual general meeting of the club must subject to the Act be called on the date and at the place and time that the committee considers appropriate.
(2) In addition to any other business that may be transacted at an annual general meeting the business of an annual general meeting is -
(a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
(b) to receive from the committee reports on the activities of the club during the last financial year; and
(c) to elect members of the committee including office-bearers; and
(d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act section 73 (1).
(3) An annual general meeting must be specified as such in the notice calling it in accordance with section 27 (Notice).
(4) An annual general meeting must be conducted in accordance with the provisions of this part.

## 26 General meetings-calling of

(1) The committee may whenever it considers appropriate call a general meeting of the club.
(2) The committee must on the requisition in writing of not less than 5 of the total number of members call a general meeting of the club.
(3) A requisition of members for a 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 1 or more of the members making the requisition.
(4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
(5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the club for any reasonable expense so incurred.

## 27 Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club the secretary must at least 7 days before the date fixed for the holding of the general meeting send notice to each members at specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club the secretary must at least 21 days before the date fixed for the holding of the general meeting send notice to each member in the way provided in subsection (1) specifying in addition to the matter required under that subsection the intention to propose the resolution as a special resolution.
(3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except for an annual general meeting business that may be transacted under section 25 (2).
(4) A member desiring to bring any business before a general meeting may give written notice 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.

## 28 General meetings-procedure and quorum

(1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
(2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
(3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting the members present (being not less than 3) constitute a quorum.

## 29 Presiding member

(1) The president or in the absence of the president the vicepresident presides at each general meeting of the club.
(2) If the president and the vice-president are absent from a general meeting the members present must elect 1 of their number to preside at the meeting.

## 30 Adjournment

(1) The person presiding at 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
(2) If a general meeting is adjourned for 14 days or more the secretary must give written, oral or electronic notice of the adjourned meeting to each member of the club stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.
(3) Except as provided in subsections (1) and (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.

## 31 Making of decisions

(1) A question arising at a general meeting of the club is to be decided on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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 club is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
(2) At a general meeting of the club a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
(3) If the poll is demanded at a general meeting the poll must be taken-
(a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
(b) in any other case-in the way and at the time before the close of the meeting that the person presiding directs and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 32 Voting

(1) Subject to subsection (3) on any question arising at a general meeting of the club a member has 1 vote only.
(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
(3) If the votes on a question at a general meeting are equal the person presiding is entitled to exercise a second or casting vote.
(4) A member or proxy is not entitled to vote at any general meeting of the club unless all money due and payable by the member or proxy to the club has been paid other than the amount of the annual subscription payable for the then current year.

## 33 Appointment of proxies

(1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
(2) The notice appointing the proxy must be in the form set out in appendix 2.

## 34 Funds-source

(1) The funds of the club must be derived from entrance fees and annual subscriptions of members donations and subj ect to any resolution passed by the club in general meeting and subject to the Act section 114 any other sources that the committee decides.
(2) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank account.
(3) The club must as soon as practicable after receiving any money issue an appropriate receipt.

## 35 Funds-management

(1) Subject to any resolution passed by the club in general meeting the funds of the club must be used for the objects of the club in the way that the committee decides.
(2) All cheques, drafts, bills of exchange promissory notes, electronic transfers and other negotiable instruments must be signed or authorised by any 2 members of the committee or employees of the club being members of the committee or employees authorised to do so by the committee.

## 36 Alteration of objects and rules

Neither the objects of the club mentioned in the Act section 29 nor these rules may be altered except in accordance with the Act.

## 37 Common seal

(1) The common seal of the club must be kept in the custody of the secretary.
(2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

## 38 Custody of books

Subject to the Act, the regulation and these rules, the treasurer must keep in his or her custody or under his or her control all records books and other documents relating to the club.

## 39 Inspection of books

The records books and other documents of the club must be open to inspection at a place in the ACT free of charge by a member of the club at any reasonable hour.

## 40 Service of notice

For these rules the club may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members, or by electronic means (e-mail or SMS) as provided on the membership application
Note for how documents may be served see the Legislation Act pt 19.5.

## 41 Surplus property

If on the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to any branch or affiliated club.

If no branch or affiliated club is in existence then it shall be transferred to the Confederation of Australian Motor Sport or should the Confederation decline the transfer then to a worthy charity that shall be determined by the Committee.

## Appendix 1

(see s 3 (1))


## Appendix 2

(see s 30 (2))

## Form of appointment of proxy

I
(full name)
of
(address)
a member of
(name of incorporated association)
appoint
(full name of proxy)
of
(address)
a member the Brindabella Motor Sport Club Incorporated, as my proxy to vote for me
on my behalf at the general meeting of the association (annual general meeting or other general meeting as the case may be) to be held on

```
And at any adjournment of that meeting.
*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
```

(Signature of member appointing proxy)
(*To be inserted if desired.)
Date
Note A proxy vote may not be given to a person who is not a member of the association.

