

HISTORIC RALLY ASSOCIATION (INCORPORATED)

STATEMENT OF PURPOSES

RULES AND BY-LAWS

February 2008

STATEMENT OF PURPOSES

The purposes of the Historic Rally Association Incorporated are: -

- 1. To promote, represent, encourage, support, control and manage issues relating to historic rallying.**
- 2. To promote the use of historic motor vehicles in alternative forms of motor sport.**
- 3. To collect data on the Association's activities and disseminate information to members and other appropriate bodies.**
- 4. To arrange social functions for members.**
- 5. To raise money for the advancement of the Association and to provided better and further facilities for members.**
- 6. To do such things as are incidental or conducive to the attainment of the above objects and the exercise of the powers of the Association.**

RULES

1. NAME

- 1.1 The name of the incorporated association is the Historic Rally Association Incorporated (in these rules called "the Association").

2. INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears: -

"Committee" means the Committee of Management of the Association.

"Financial Year" shall mean the period in respect of which the accounts are kept and shall be the period from the 1st day of January of any calendar year, to the 31st day of December in the same calendar year.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of Association under Rule 23.

"The Act" means the Associations Incorporation Act 1981. "The Regulations" means regulations under the Act.

- 2.2 In these Rules, a reference to the Secretary of the Association is a reference: -

- (a) Where a person holds office under these Rules as Secretary of the Association - to that person; and
- (b) In any other case, to the public officer of the Association.

- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP

- 3.1 The classes of membership shall be
- (a) Junior Membership (under 18 years of age)
 - (b) Single Membership (aged 18 years or over)
 - (c) Double Membership
 - (d) Family Membership (father and/or mother and any number of children under 18 years of age)
 - (e) Honorary Membership
 - (f) Life Membership
- 3.2 The committee may appoint Honorary Members. Honorary Members shall not be required to pay annual subscriptions and shall have no power to vote. The committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore
- 3.3 On the recommendation of the committee, any member of the Club may, in consideration of valuable special services rendered to the Club, be appointed as a Life Member of the Club at the Annual General Meeting of the Club without any special payment for such Life Membership. Every Life Member shall be entitled to all the privileges of a Single member of the Club during the Member's lifetime without any further payment of subscription, levy, special fee or otherwise.
- 3.4 Any member over the age of 18 years who is required to pay an annual subscription and Life Members shall have the power to vote.

4. APPLICATION FOR MEMBERSHIP

- 4.1 A natural person who is nominated and approved for membership as provided in these rules, is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- 4.2 A person who is not a member of the Association at the time of the incorporation of the Association (or, who was such a member at that time but has ceased to be a member) shall not be admitted to membership: -
- (a) Unless he is nominated as provided in clause 4.3; and
 - (b) His admission as a member is approved by the Committee.
- 4.3 A nomination of a person for membership of the Association:
- (a) Shall be made in writing in the form set out in Appendix 1; and
 - (b) Shall be lodged with the Membership Secretary of the Association.
- 4.4 As soon as is practicable after the receipt of a nomination, the Membership Secretary shall refer the nomination to the Committee.
- 4.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

- 4.6 Upon a nomination being approved by the Committee, the Membership Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- 4.7 The Membership Secretary shall, upon payment of the amounts referred to in clause 4.6 within the period referred to in that clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association
- 4.8 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, resignation or otherwise.

5. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 5.1 The entrance fee and annual subscription for the next calendar year shall be set by the Committee prior to December 31 in each year.
- 5.2 The annual subscription is due and payable in advance, 12 months after the date of entry of a member and then annually thereafter.

6. REGISTER OF MEMBERS

- 6.1 The Membership Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the public officer.

7. RESIGNATION AND EXPULSION OF MEMBERS

- 7.1 If the subscription of a member shall remain unpaid for a period of three calendar months after it becomes due then the member may, after notice of the default has been sent to him by the Membership Secretary, be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.
- 7.2 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving 28 days notice in writing to the Membership Secretary of his intention to resign and on the expiration of that period of notice, the member shall cease to be a member
- 7.3 Upon the expiration of a notice given under clause 7.2, the Membership Secretary shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

8. RESOLUTIONS

- 8.1 Subject to these rules, the Committee may by resolution: -
- (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 interests of the Association.
- 8.2 A resolution of the Committee under clause 8.1: -
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under clause 8.3 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- 8.3 Where the Committee passes a resolution under clause 8.1, the Membership Secretary shall, as soon as practicable, cause to be served on the member a notice in writing: -
- (a) Setting out the resolution of the Committee and the grounds on which it is based;
 - (b) Stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) Stating the date, place and time of that meeting;
 - (d) Informing the member that he may do one of the following;
 - (i) Attend that meeting,
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution,
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Membership Secretary a notice that he wishes to appeal to the Association in general meeting against the resolution.
- 8.4 At a meeting of the Committee held in accordance with clause 8.2 the Committee: -
- (a) Shall give the member an opportunity to be heard,
 - (b) Shall give due consideration to any written statement submitted by the member; and
 - (c) Shall by resolution determine whether to confirm or revoke the resolution.
- 8.5 Where the Membership Secretary receives a notice under clause 8.3, he shall notify the Committee, and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Membership Secretary received the notice.

- 8.6 At a general meeting of the Association convened under clause 8.5: -
- (a) No business other than the question of the appeal shall be transacted,
 - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution,
 - (c) The member shall be given an opportunity to be heard; and
 - (d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.7 If at the general meeting: -
- (a) Two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) In any other case, the resolution is revoked.

9. ANNUAL GENERAL MEETING

- 9.1 The Association shall in each calendar year convene an annual general meeting of its members.
- 9.2 The annual general meeting shall be held on such day as the Committee determines but shall not be later than February 28.
- 9.3 The annual general meeting shall be specified as such in the notice convening it.
- 9.4 The ordinary business of the annual general meeting shall be: -
- (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting,
 - (b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) To elect officers of the Association and the ordinary members of the Committee; and
 - (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 9.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

10. SPECIAL GENERAL MEETING

- 10.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 10.2 The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of members of the Association, convene a special general meeting of the Association.

- 10.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 10.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 10.5 A special general meeting convened by the members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

11. NOTICE OF MEETING

- 11.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 11.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12. PROCEEDINGS AT MEETINGS

- 12.1 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.
- 12.2 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.
- 12.3 5% of the total members of the Association personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- 12.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and 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 not less than 3% of the total members of the Association) shall be a quorum.

13. CHAIRPERSON

- 13.1 The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
- 13.2 If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

14. ADJOURNMENT OF MEETINGS

- 14.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14.3 Except as provided in 14.1 and 14.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. VOTE BY SHOW OF HANDS

- 15.1 A question arising at a general meeting of the Association shall be determined 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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.

16. VOTING RIGHTS

- 16.1 Upon any question arising at a general meeting of the Association, a member has one vote only. All votes shall be given personally or by proxy.
- 16.2 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

17. POLLING

- 17.1 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

18. ENTITLEMENT TO VOTE

- 18.1 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription in respect of the current financial year.

19. PROXY

- 19.1 Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 19.2 The notice appointing a proxy shall be in the form set out in Appendix 2.

20. COMMITTEE OF MANAGEMENT

- 20.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- 20.2 The Committee: -
- (a) Shall control and manage the business and affairs of the Association.
 - (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (c) Subject to these rules, the regulations and the Act, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

21. OFFICE BEARERS

- 21.1 The officers of the Association shall be: -
- (a) A President;
 - (b) A Vice-President;
 - (c) A Treasurer; and
 - (d) A Secretary.
- 21.2 Each officer of the Association shall hold office until the annual general meeting next after the date of his election. An officer is eligible for re-election provided he has not held the same office for each of the two preceding years. However that period may be extended by an additional 12 months if there are no nominations received from the membership to fill the vacating office
- 21.3 In the event of a casual vacancy occurring in the office referred to in 21.1, the Committee may appoint one of its members to fill the vacancy and the member so appointed may continue in office, subject to these rules, up to and including the conclusion of the next annual general meeting following the date of his appointment.

22. THE COMMITTEE

- 22.1 Subject to section 23 of the Act, the Committee shall consist of: -
- (a) The officers of the Association; and
 - (b) Up to six ordinary members - each of whom shall be elected at the annual general meeting of the Association in each year.
- 22.2 Each ordinary member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting next after the date of his election but is eligible for re-election.
- 22.3 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

23. ELECTION OF OFFICERS AND VACANCIES

- 23.1 Nominations of candidates for election as officers of the Association or as ordinary members of Committee: -
- (a) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 23.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

24. VACANCY OF OFFICE

- 24.1 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member: -
- (a) Ceases to be a member of the Association;
 - (b) Becomes an insolvent under Administration within the meaning of the Companies (Victoria) Code; or
 - (c) Resigns his office by notice in writing given to the Secretary.

25. PROCEEDINGS OF COMMITTEE

- 25.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- 25.2 Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- 25.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 25.4 Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25.5 No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 25.6 At meetings of the Committee: -
 - (a) The President or in his absence the Vice-President shall preside; or
 - (b) If the President and Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside,
- 25.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 25.8 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 and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- 25.10 Subject to 25.4 the Committee may act notwithstanding any vacancy on the Committee.

26. SECRETARY

- 26.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

27. TREASURER

27.1 The Treasurer of the Association: -

- (a) Shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

27.2 The accounts and books referred to in 27.1 shall be available for inspection by members.

28. REMOVAL OF MEMBER OF COMMITTEE

28.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office the expiration of the term of the first-mentioned member.

28.2 Where the member to whom a proposed resolution referred to in 28.1 makes representations in writing to the Secretary or President of the association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

29. CHEQUES

29.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable Instruments, shall be signed by one officer of the Association.

30. SEAL

30.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

30.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the Association.

31. ALTERATION OF RULES AND STATEMENT OF PURPOSES

31.1 These rules and the statement of purposes of the Association shall not be altered except at an annual general meeting at which notice is given or at a special general meeting convened in accordance with these rules.

31.2 At the annual general meeting or special general meeting, a majority of not less than three fourths (3/4) of those members entitled to vote under these rules, voting in person or by proxy must resolve to amend the rules or the statement of purposes as set out in the notice.

32. NOTICES

- 32.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- 32.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

33. WINDING UP OR CANCELLATION

- 33.1 The Association shall be wound up voluntarily if, at a special general meeting convened in accordance with these rules, a majority of not less than three-fourths (3/4) of the members entitled to under these rules, voting in person or by proxy so resolve.
- 33.2 In the event of the winding up or cancellation of the Association, the assets of the Association, payment of all expenses and liabilities, shall be disposed of to: -
- (a) Such other Association having objects similar to those in the statement of purposes of the Association; or
 - (b) A registered charity as the majority of the members present at the special general meeting may decide.

34. CUSTODY OF RECORDS

- 34.1 Except as provided otherwise in these rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

35. FUNDS

- 35.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

36. DISPUTES AND MEDIATION

- 36.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association.
- 36.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 36.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 36.4 The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 36.5 A member of the Association can be a mediator.
- 36.6 The mediator cannot be a member who is a party to the dispute.
- 36.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 36.8 The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 36.9 The mediator must not determine the dispute.
- 36.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Appendix 1

**Application for membership of the HISTORIC RALLY ASSOCIATION
INCORPORATED.**

I, desire to become a member of the HISTORIC
RALLY ASSOCIATION INCORPORATED.

In the event of my admission as a member, I agree to be bound by the rules of the
Association for the time being in force.

Date Signature of Applicant

Appendix 2

FORM OF APPOINTMENT OF PROXY

I, being a member of the HISTORIC RALLY
ASSOCIATION INCORPORATED, hereby appoint

being a member of that Incorporated Association, as my proxy to vote for me on my behalf
at the general meeting of the Association (annual general meeting or special general
meeting, as the case may be) to be held on the day of
20.... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution
(insert details).

Signed

The..... day of20....