

Lodged in the office of the
Commissioner for
Consumer Protection on the

13 MAR 2024



The W.A. Sporting Car Club Inc. Rules of the Association (Constitution)

Effective from 15 December 2023

Tabled at the Extraordinary General Meeting conducted
on 15 December 2023 and signed by the Chairman of the
meeting for the purposes of identification.

Signed:

A handwritten signature in blue ink, appearing to read 'R. S. Smith', is written over a white background.



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The W.A. Sporting Car Club Inc. Rules of Association (Constitution)

Part 1 - Preliminary

1. Definitions and interpretations:

1) In the rules, unless the context requires otherwise:

"Act" means the Associations Incorporation Act 2015 (WA).

"Accountant" means the accountant appointed in accordance with rule 49.

"Association" means The W.A. Sporting Car Club Inc. and/or WASCC

"Auditor" means the Auditor appointed in accordance with rule 50.

"Australian Accounting Standards" means the standards approved by the Australian Accounting Standards Board.

"Association Year", unless otherwise specified by the Board, means the period from the 1st day of December until the 30th day of November in the following year.

This will be the "financial year" for the purposes of the Act

"Casual Vacancy" A casual vacancy exists on the Board if the position -

- a) has become vacant under rule 29; or
- b) was not filled by election at the most recent annual general meeting or under rule 30(3)(b).

"CAMS" means the Confederation of Australian Motor Sport Ltd trading as Motorsport Australia.

"Clerk of Course" means a person duly qualified as such by CAMS.

"Commissioner" means the Commissioner appointed to administer the Act.

"General Manager" means the General Manager appointed in accordance with rule 60.

"Board " means the Board of the Association provided for in rules 24 to 35.



"Notice" means any document or notification issued or published in accordance with these rules and forwarded to the last known address of the intended recipient by either ordinary post, facsimile transmission or email.

"President" means the Board member appointed in accordance with rule 23.

"Vice President" means the Board member appointed in accordance with rule 24.

"Treasurer" means the Board member appointed in accordance with rule 24.

"Rules" means the rules of the Association as defined in the Act.

"Special Resolution" means a resolution declared as a special resolution by the presiding Chairperson at a particular meeting of which due notice of the proposed special resolution has been given and at which not less than three fourths of the members present and entitled to vote, vote in person and in favour of the resolution, and in all other respects means a resolution passed in accordance with section 51 of the Act.

2) Acts of Association

A reference to any action which the Board may take means an action resolved upon in accordance with these Rules by a properly convened meeting of the Board.

3) Acts of the Board

A reference to act or action which the Board may take means an act or action resolved upon in accordance with these Rules by a properly convened meeting of the Board.

4) Extension of Meaning

In the Rules, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa



Part 2 – Name, Objects & Powers, Association to be Not-For-Profit Body

2. Name

The name of the Association shall be "The W.A. Sporting Car Club Inc."

3. Objects and powers

1) The Objects of the Association are:

To provide an organisation, property and facilities through which persons may associate for the following purposes:

- a) to represent the sustainable and long-term interests of motorsports, motoring, and motorsport enthusiasts.
- b) to conduct motorsport activities including, racing and non-racing events, driver training, lectures and discussions.
- c) to work towards the development of motorsport participation, motorsport facilities and the improvement of road safety and driving skills.
- d) To provide and maintain a clubhouse and sporting amenities for the use of the members and their guests.
- e) To foster community partnerships by providing a hub for well-being, interaction, and engagement.

2) Powers

The Association may exercise any or all the powers set out below in pursuit of its objects and in particular, the power to.

- a) purchase or take on lease or hire or otherwise acquire and maintain any real or personal property;
- b) sell, exchange, lease, mortgage, hire, dispose of or otherwise deal with all or any part of the real and personal property of the Association;
- c) erect and to improve, repair, pull down and rebuild buildings and other structures in accordance with good building practices and in accord with local authority and statutory approvals.
- d) borrow or raise or secure the payment of money in such manner as the Association may think fit with power to grant mortgages, charges, bill of exchange or any security upon or charging all or any of the property of the Association whether real or person and to redeem or pay off any existing or future security.



- e) invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
- f) affiliate co-operate and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association;
- g) pay prize monies, starting monies, bonuses and to present trophies to competitors in racing events and other competitions conducted by the Association and to appoint employ and pay officials and servants and to dismiss or suspend any officer or servant (or other organisation);
- h) initiate or defend any legal action or process of law arising out of or in the course of activities of the Association either on behalf of the Association or any of its members and to provide a fund which is to be used for such purposes;
- i) grant, apply for, or approve permits or licences including without limitation in respect of liquor and other rights, at properties under the control of the Association;
- j) do all such other things as are incidental or conducive to the attainment of the objects of the Association.

4. Association to be not-for-profit body

- 1) The property and income of the Association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.
- 2) Notwithstanding rule 4(1), the Board may approve a payment be made to a member out of the funds of the Association only if it is authorised under rule 4(3).
- 3) The Board may approve a payment to a member out of the funds of the Association if
 - a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business. Such services shall not include that of acting as a member of the Board and as detailed in rules 24 to 35; or
 - b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) the payment of reasonable rent to the member for premises leased by the member to the Association; or



- d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Part 3 - Membership

5. Members and associates

- 1) Types of Membership
 - a) The members and associates of the Association shall be:
 - b) GENERAL MEMBER
 - c) ASSOCIATE MEMBER
 - d) JUNIOR MEMBER
 - e) HONOURARY MEMBER
 - f) LIFE MEMBER

- 2) Associate Members and Honourary Members, shall, except where otherwise stated in the rules, have all the rights and obligations of General and Life Members, except that they shall not have the right to vote at General Meetings nor propose or second new members of any type nor propose any candidate for election as an Officer or member of the Board, nor have the right to hold Office or be elected a member of the Board, nor have the right to view Association financial statements, member register or minutes of any meetings.

6. Eligibility for membership

- 1) Any person who supports the objects or purposes of the Association after attaining their sixteenth (16th) birthday shall be eligible to apply for General Membership or Associate Membership.
- 2) Any person up to their sixteenth (16th) birthday shall be eligible to apply for Junior Membership
- 3) Any company incorporated under the Corporations Act 2001 (Cth) and any incorporated body incorporated under the Act may apply to become a general member and in such case shall nominate a representative to represent the corporation or incorporated body



7. Application for membership or associate membership

Any eligible person who wants to become a member must apply to the Association in writing or use the web-based application portal. The applicant must specify in the application the category of membership.

1) Admission to Membership

- a) An applicant for membership of the Association becomes a member or associate member when —
 - (i) the Board accepts the application; and
 - (ii) the applicant pays any membership fees payable to the Association
- b) The Board must consider each application for new membership of the Association and decide whether to accept or reject the application. Any eligible person who has paid such entrance fee as shall be prescribed by the Board at the time of making application and who is accepted to become a new member or new associate member of the Association shall be admitted to membership and remain so until cessation in accordance with rule 11. In the event of the application being rejected the membership fee and nomination fee, if applicable, shall be refundable.
- c) The process in subrule 1)(b) is not applicable to current members renewing the same category of membership.

2) Subscription and Fees

The annual membership subscription (if any) shall be as determined by member resolution at the annual general meeting of the Association.

8. Election to life membership

A member of the Association may be elected to life membership of the Association by any annual general meeting provided:

- a) the nomination is made by a general or life member of the Association and is endorsed by a second General or life member;
- b) the nomination is approved by the Board at least twenty-eight (28) days before the date of annual general meeting;
- c) notice of the nomination is included in the agenda of the annual general meeting;
- d) that no more than three (3) life members may be elected in any one Association Year.



- e) Any nomination is compliant with the Association's "Life Membership nomination guidelines".

9. Election to honorary membership

- 1) Any person may be selected to honorary membership of the Association by the Board provided that such membership shall only be for a period of one (1) year.
- 2) Any General member may nominate a partner or immediate family member to become an honorary member.

10. Privileges of members

Any General or Life Member may, by virtue of being a General or Life Member, (and no person other than a General or Life Member may, except when specifically permitted by the Board)

- 1) receive (at the last address given to the Association) any notice of any general meeting of members of the Association;
- 2) attend any general meeting of members of the Association, and exercise one vote in respect of any motion put to a vote at any such meeting, EXCEPT ALWAYS that no honorary member, nor junior member or associate member shall have the right to vote at General Meetings nor propose or second new members of any type.
 - a) a new member in their first year of membership shall not have the right to vote at any General Meeting.
- 3) be eligible to be nominated and elected in accordance with the rules as a member of the Board provided they qualify in accordance with rule 25 and , EXCEPT ALWAYS that neither an honorary member, associate member, nor junior member shall be eligible to propose any candidate for election as an Officer or member of the Board, nor have the right to hold Office or be elected a member of the Board;
- 4) attend, or participate in, such functions events or activities for members as the Association, or the Board may organise for members generally;
- 5) utilise such facilities as are prescribed for use by the Board for members of the Association
- 6) be entitled to free admission to all events prescribed by the Board for the category of membership.
- 7) subject to the provisions of the Act, copy or take an extract but shall not remove the originals of the following documents and records:
 - a) a register of members and contact details;
 - b) the rules of the Association;



- c) the names and contact details of the persons who hold the offices of the Association provided for by the rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association; and
 - d) the names and contact details of any persons who are appointed or act as trustees on behalf of the Association,
- 8) submit and discuss any Association issue before the Board and provided that the notice of such submission shall be provided to and received by the General Manager at least seven (7) days prior to the date of the next meeting of the Board.
- 9) view a copy of Board minutes at the club's office subject to 7 days' notice.
- 10) view a copy of approved financial reports and securities at the club's head office subject to 7 days' notice.
- 11) EXCEPT ALWAYS that no honorary member, nor junior member or associate member shall have the right to view Association financial statements, securities, member register or minutes of any meetings.
- 12) Members will be provided with detailed performance indicators of the WASCC at each AGM, these indicators are to include information on workload and the efficiency and effectiveness of the club in meeting its objectives.

11. Cessation or suspension of membership

- 1) A member shall cease to be a member
- a) upon death;
 - b) upon written resignation, which resignation shall be effective when accepted at either a Board meeting or general meeting of the Association;
 - c) if convicted of an indictable offence, and the Board so decide;
 - d) upon expulsion in accordance with rule 14;
 - e) if a company which has been approved to be a General Member (being a company in accordance with rule 6(3) ceases to be eligible to apply for membership; or)
 - f) (Unless the Board at any time in a particular case, otherwise determines), upon the expiry of thirty days (30) after the date on which the Association has forwarded to the members last known address, a notice of demand for subscription of membership to the Association,



An ex-member of the Association whose membership ceased by reason of subrule (1)(b) hereof, and no other, shall have the right to make application to re-join the Association within the same Association Year and if accepted the joining fee shall be waived.

- 2) Under extenuating circumstances (e.g.: serious illness or injury) at request of the member, the Board may temporarily suspend a member's membership for a period of between 6 to 12 months. The member must provide a written application for suspension to the Board for consideration, stating the specific circumstances and the requested duration of the suspension.

12. Rights not transferrable

The rights of a member are not transferable and end when membership ceases.

13. Register of members

- 1) The President, or another person authorised by the Board, is responsible for maintaining the register of members and record in that register any change in the membership of the Association.
- 2) The Register shall include each member's name and category of membership, also a residential, postal or email address.
- 3) The Register shall be kept at the WASCC Administration Office.
- 4) A member who wishes to inspect the register of members must provide a written request giving 7 days' notice to the President or the Authorised Delegate.
- 5) If
 - a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register; or
 - b) a member makes a written request to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association or the administration of the Act.

- 6) In the case of subrule 5(b), the Board or Authorised Delegate may determine a reasonable charge, which is to be paid to the Association by the member making the request, for complying with the request.



- 7) A person must not disclose information in the Register except for a purpose –
- a) that is directly related to the affairs of the Association administration; or
 - b) that is related to the administration of the Act

Note for this rule: In the case of persons contravening rule 13 (7), the Act allows for a penalty of \$10,000.

Part 4 – Disciplinary Action, Disputes and Mediation

14. Discipline of members

- 1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - a) the member wilfully breaches a provision of the rules or a condition of membership which they are bound to observe, on two occasions, after being called upon by the Board not to do so, or
 - b) the member acts in a manner, in the opinion of the Board, contrary to the objects and best interests of the Association,
- 2) The Board, or sub-committee appointed for the purpose, may in its absolute discretion, upon,
 - a) its own motion, or
 - b) a written complaint, accompanied by a statutory declaration setting out all the relevant facts, by another member, and
 - c) only after affording the member complained of an opportunity to hear or read the charge and defend or explain, in person, their conduct,

suspend for a period to be determined in the absolute discretion of the Board, and/or expel, that member from membership.

- 3) Upon suspension or expulsion of the membership of any member pursuant to this rule the Board shall give notice in writing thereof to the member concerned. Within fourteen (14) days after receipt of such notice the person to whom the notice was addressed may give to the Board notice in writing of his intention to appeal against such determination and refer the dispute to the grievance procedure as per rule 17.



15. Resolving disputes

The procedure set out in this Division (the grievance procedure) applies to disputes —

- 1) between members; or
- 2) between one or more members and the Association.

16. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

17. How grievance procedure is started

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16, any party to the dispute may start the grievance procedure by giving written notice to the Club President of —
 - i) the parties to the dispute; and
 - ii) the matters that are the subject of the dispute.
- 2) Within 28 days after the President is given the notice, a Board meeting must be convened to consider and determine the dispute.
- 3) The President must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 4) The notice given to each party to the dispute must state —
 - a) when and where the Board meeting is to be held; and
 - b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- 5) If —
 - a) the dispute is between one or more members and the Association; and
 - b) any party to the dispute gives written notice to the President stating that the party —
 - i) does not agree to the dispute being determined by the Board; and
 - ii) requests the appointment of a mediator under rule 20,the Board must not determine the dispute.



18. Determination of dispute by Board

- 1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - b) give due consideration to any submissions so made; and
 - c) determine the dispute.
- 2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- 3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the President requesting the appointment of a mediator under rules 20.
- 4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

19. Mediation

- 1) This process applies if written notice has been given to the President requesting the appointment of a mediator —
 - a) by a member under rule 14(3); or
 - b) by a party to a dispute under rule 17(5)(b)(ii) or 18(3).
- 2) If this process applies, a mediator must be chosen or appointed under rule 20.

20. Appointment of mediator

- 1) The mediator must be a person chosen —
 - a) if the appointment of a mediator was requested by a member under rule 14(3) — by agreement between the Member and the Board; or
 - b) if the appointment of a mediator was requested by a party to a dispute under rule 17(5)(b)(ii) or 18(3) — by agreement between the parties to the dispute.
- 2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- 3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —



- a) a member under rule 14(3); or
 - b) a party to a dispute under rule 17(5)(b)(ii); or
 - c) a party to a dispute under rule 18(3) and the dispute is between one or more members and the Association.
- 4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
- a) have a personal interest in the matter that is the subject of the mediation; or
 - b) be biased in favour of or against any party to the mediation.

21. Mediation process

- 1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 3) In conducting the mediation, the mediator must —
 - a) give each party to the mediation every opportunity to be heard; and
 - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 4) The mediator cannot determine the matter that is the subject of the mediation.
- 5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 7) If the mediation fails, or if both parties agree mediation is not appropriate in the circumstances then either party may call for an extraordinary general meeting under rule 37.

Note for this rule: Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.



22. If mediation results in decision to suspend or expel being revoked

If —

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 14(3); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

Part 5 – President and Board

23. Role of the president

- 1) The President shall represent the Association in a ceremonial and honorary role as and when reasonably required by the board;
- 2) In all other respects other than subrule (1) the President shall be an ordinary Board member participating equally with other Board members in the management of the Association.
- 3) Any General or life member but not including employees of the Association may stand for President if they are currently serving, or have previously served, as a Board member;
- 4) The President's term of office shall be two (2) years; but upon retirement they may offer themselves for re-election as President.

24. Composition of the board

- 1) The affairs of the Association shall be managed by a board consisting of General members or life members, who shall consist of not less than six (6) and not more than ten (10) inclusive of the President;
- 2) The Board shall have the power to co-opt from time to time for such period of time, but not past, the subsequent annual general meeting, for such purpose as it sees fit a Clerk of Course or other subject-matter expert who shall have no voting rights at Board meetings.
- 3) The board may as required, elect board members to act as a "Vice-President" and a "Treasurer". Election of these positions will be for a term within the current Financial Year. Vice President will assume the role of President (as per 23.1 & 23.2) should the President be unavailable at the express wish of the Board.



25. Qualifications of the Board members

- 1) It is in the Associations best interests to have a committee made up of members who have attained the age of 18 years and have the appropriate experience in business, finance, management, law, commerce, marketing, facility maintenance and motorsport however, any member with voting rights but not including full time employees of the Association may stand for the Board unless they:
 - a) are an undischarged bankrupt or whose affairs are under insolvency law;
 - b) have been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; (which term shall not include convictions under the provisions of the Road Traffic Act); or
 - c) have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties under the new law.
 - d) have been disciplined under the provisions of rule 14 of the rules.
- 2) Limitation: Rule 25 applies to a person referred to in subrule (1)(b), in relation to that person's conviction of an offence, that person cannot be a board member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a Board member for five years from their release from custody.

26. Obligations of Board members

Board members are required to act honestly and with reasonable diligence in the discharge of their duties. They are prohibited from making improper use of their position to gain directly or indirectly an advantage for themselves or any other person. They are not to cause detriment to the Association.

- 1) Board members must acquaint themselves with all material contracts of the Association;
- 2) A Board member who has a material personal interest in a matter being considered at a management Board meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management Board.
- 3) A Board member who has a material personal interest in a matter being considered at a management Board meeting must disclose the nature and extent of the interest at the next general meeting of the association.
- 4) Subrules (2) and (3) do not apply in respect of a material personal interest —
 - a) that exists only because the member —
 - i) is an employee of the incorporated association; or



- ii) is a member of a class of persons for whose benefit the association is established;
or
 - b) that the member has in common with all, or a substantial proportion of, the members of the association. This would include deliberations or decisions in respect of garages, carports, private boxes and racing categories in which a Board member discloses an interest.
- 5) If a Board member discloses a material personal interest in a contract or proposed contract in accordance with this section, and the member has complied with subrule (8) or the member's interest is not required to be disclosed because of subrule (4) —
- a) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member and the association; and
 - b) the member is not liable to account for profits derived from the contract.
- 6) A disclosure of a material personal interest required by subrule (2) or (3) must give details of —
- a) the nature and extent of the interest; and
 - b) the relation of the interest to the activities of the association.
- 7) The details referred to in subrule (6) must be recorded in the minutes of the meeting of the management Board at which the disclosure is made.
- 8) A Board member who has a material personal interest in a matter being considered at a meeting of the management Board must not —
- a) be present while the matter is being considered at the meeting; or
 - b) vote on the matter.

27. Election of Board

Notification for nominations for elected Board positions shall be called for forty-nine (49) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided.

Nominations for election as a member of the Board inclusive of the President shall be proposed and seconded by members entitled to vote and in writing, certified by the nominee expressing their willingness to accept the position for which they are nominated and lodged with the Board not less than twenty eight (28) days before the annual general meeting.

- 1) if the number of nominations does not exceed the number of vacancies the chairperson of the annual general meeting shall declare the nominated candidates duly elected;
- 2) in the event there are more candidates than vacancies



- a) Up to four (4) shall be appointed as reserves and shall replace (in the order of their appointment) a Board member during the term up to the next annual general meeting in the event that a sitting Board member is unwilling or unable to act in the role.
 - b) In the event that there are more candidates inclusive of four (4) chosen as reserves a written ballot shall be held at the annual general meeting at which the vacancies have occurred.
- 3) voting shall be by the preferred method of marking a ballot paper against the names of the candidates preferred;
 - 4) in the event of an equality of votes for all candidates then a second election shall be held in which voting shall be by the preferential voting method, that is candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preferences with the remaining preferences on the eliminated candidates being distributed amongst the remaining candidates until all candidates except the remaining number requiring to be elected remain;
 - 5) the Board shall appoint a general or life member to act as the returning officer of the election who shall have an absolute discretion to disregard any discrepancy in procedure which they regard as insubstantial. Upon completion of the election, they shall convey the results to the chairperson of the annual general meeting (whether or not the meeting shall have concluded) and the chairperson shall declare the poll;
 - 6) if a casual vacancy occurs on the Board and no reserves are available in accordance with subrule (2)(a) then the Board may appoint any general or life member of the Association to fill the vacancy.

28. Terms of appointment of the Board

The Board shall be elected for a two-year period, but all or any may retire and offer themselves for re-election each Association Year. Members of the Board may stand for the Board at any subsequent election including the election immediately after expiry of their previously elected term.



29. Retirement of Board

- 1) At each annual general meeting the following members of the Board shall retire;
 - a) Board members appointed subsequent to the previous annual general meeting to fill a casual vacancy;
 - b) by rotation those members of the Board who have completed a two (2) year term since their election or re-election to the Board;
- 2) unless a retiring member has signified to the Board the desire not to offer themselves for re-election, the respective member shall be deemed to have nominated for re-election in that office;
- 3) a Board member shall be deemed to have retired before the annual general meeting for the purpose of the elections referred to in this sub rule, but for all other purposes shall be deemed to hold office until the close of the annual general meeting or until the new candidates are declared elected, whichever is the later.
- 4) A person ceases to be a Board member if the person —
 - a) dies or otherwise ceases to be a member; or
 - b) resigns from the Board or is removed from office under rule 30; or
 - c) becomes ineligible to accept an appointment or act as a Board member under rule 25;
 - d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - e) fails to attend 2 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

30. Resignation and removal from office

- 1) A Board member may resign from the Board by written notice given to the President or, if the resigning member is the President, given to the Board.
- 2) The resignation takes effect —
 - a) when the notice is received by the President; or
 - b) if a later time is stated in the notice, at the later time.
- 3) At a general meeting, the Association through a motion in accordance with rule 39, may by resolution —
 - a) remove a Board member from office; and
 - b) elect a member who is eligible under rule 25 to fill the vacant position.



- 4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the President and may ask that the representations be provided to the members.
- 5) The President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.
- 6) A member of the Board shall cease to be a member of the Board and the respective position shall become vacant upon the passing of such a resolution by three fourths majority of Board members present and voting at a duly convened Board meeting to which each member of the Board has seven (7) days' notice of the proposed resolution.
- 7) Where a person ceases to be a member of the Board , as soon as practicable after their membership ceases, deliver to a member of the Board all of the relevant documents and records they hold pertaining to the management of the association's affairs.

31. Meetings of the Board

- 1) The Board shall, meet at least ten (10) time per Association Year and any two (2) members of the Board may convene a meeting of the Board .
- 2) A quorum at any meetings of the Board shall be one half of the number of Board members at the time of the meeting.
- 3) The procedure in relation to questions of quorum, chairpersonship, chairperson's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Board with such changes as may be necessary.
- 4) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board .
- 5) A person invited under subrule (4) to attend a Board meeting —
 - a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - c) cannot vote on any matter that is to be decided at the meeting.
- 6) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.



- 7) A member who participates in a Board meeting as allowed under subrule (6) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

32. Voting at Board meetings

- 1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- 2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- 5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

33. Minutes of Board meetings

- 1) The Board must ensure that minutes are taken and kept of each Board meeting.
- 2) The minutes must record the following —
 - a) the names of the Board members present at the meeting;
 - b) the name of any person attending the meeting under rule 31 (5);
 - c) the business considered at the meeting;
 - d) any motion on which a vote is taken at the meeting and the result of the vote.
- 3) The minutes of a Board meeting must be entered in the Association's minute file within 30 days after the meeting is held.
- 4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - a) the chairperson of the meeting; or
 - b) the chairperson of the next Board meeting.
- 5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any appointment purportedly made at the meeting was validly made.



34. Subcommittees and subsidiary offices

- 1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
 - a) appoint one or more subcommittees;
 - b) create one or more subsidiary offices and appoint people to those offices.
- 2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 3) A person may be appointed to a subsidiary office whether or not the person is a member.
- 4) Subject to any directions given by the Board —
 - a) a subcommittee may meet and conduct business as it considers appropriate; and
 - b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

35. Delegation to subcommittees and holders of subsidiary offices

- 1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- 2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - a) the power to delegate; and
 - b) a non-delegable duty.
- 3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board .
- 7) The Board may, in writing, amend or revoke the delegation.



Part 6 – General Meetings of Association

36. Annual general meeting

- 8) The Annual General Meeting of members shall be held every calendar year within six (6) months after the end of the Club's financial year, with the Committee to determine the date, time, and place. An extension may be requested via the Commissioner for permission under the Act if required. The quorum for the Annual General Meeting shall be a minimum of 3% of all current General and/or Life Members of the Association.
- 9) The ordinary business of the annual general meeting is as follows:
 - a) reading of the Notice of the meeting;
 - b) recording of apologies;
 - c) confirmation (by resolution) of the minutes of the previous annual general and extraordinary general meetings (if any) held since then if the minutes of that meeting have not yet been confirmed.
 - d) To receive and consider:
 - i) a report of the General Manager on the activity of the Association during the preceding Association Year;
 - ii) the financial report of the Association for the preceding association year presented under rule 48
 - iii) a copy of the report of the auditor's report on the financial statements or financial report
 - iv) any special resolutions which must be submitted twenty-eight (28) days prior to the date of the meeting.
 - e) election of members of the Board in place of those retiring;
 - f) announcement of the Board for the following Association Year;
 - g) any business that the Chairperson allows at their absolute discretion.

37. Extraordinary general meetings

- 1) The Board may at any time convene an extraordinary general meeting of members in accordance with rule 38.
- 2) The Board must convene an extraordinary general meeting if a minimum of 3% of general and/or life members of the Association entitled to vote require an extraordinary general meeting to be convened.
- 3) The members requiring an extraordinary general meeting to be convened must:



- a) make the requirement by written notice, framed as a motion, given to the President;
and
 - b) state in the notice the business to be considered at the meeting; and
 - c) each sign the notice.
- 4) The extraordinary general meeting must be convened within twenty-eight (28) days after notice is given in subrule (3)(a).
 - 5) In the event of the Board failing to convene an extraordinary general meeting within that 28-day period meeting, the members requisitioning the meeting may call and convene the meeting.

38. Notice of general meetings

- 1) The Board shall give notice to each member of at least forty-nine (49) days prior the date of the annual general meeting
- 2) In the case of an extraordinary general meeting convened under rule 37(5), the members must give to each member at least 14 days' notice of a general meeting
- 3) Notices of any general meeting shall be forwarded to all members who have given the Association a postal or an email address.
- 4) The Annual General Meeting Agenda, President's Report (if required) and items to be voted on including Notices of Special Resolution, Elections and Financial details shall be sent to members 14 days prior to the meeting.
 - a) In the case of an Extraordinary General Meeting, details shall be sent 7 days prior.
- 5) All members have the right to attend any general meeting of the Association

39. Notices of motion

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Association no less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the general meeting.

40. Quorum at general meetings of members

- 1) No business is to be conducted at a general meeting unless a quorum is present.
- 2) The quorum for the Annual General Meeting or an Extraordinary General Meeting shall be a minimum of 3% of all current General and/or Life Members of the Association.



- 3) If within fifteen (15) minutes from the meeting time appointed no quorum shall be present,
 - a) at the annual general meeting or at an extraordinary general meeting convened by the Board shall be adjourned until the same time on the same day of the following week, at which adjourned meeting 2 General or life members are present to constitute a quorum; or
 - b) at an extraordinary general meeting convened under rule 37(2) or 37(5), then it shall lapse.

41. Chairperson of general meetings of association

- 1) A member of the Board elected by the Board shall act as chairperson of any annual general meeting or extraordinary meeting of members of the Association.
- 2) The appointment of Board member as chairperson shall be only for the respective meeting of members.
- 3) The chairperson of any annual general meeting or extraordinary meeting of members of the Association shall:
 - a) have a casting vote (in addition to their own vote) in the case of an equality of votes;
 - b) decide the order of business (other than as is set out in the rules);
 - c) decide all points of order;
 - d) decide whether a vote (except election of members) shall be on voices alone or also on show of hands except that any member at the meeting and entitled to vote may demand a written ballot.

42. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 38.



43. Voting at meetings of members

- 1) Any ordinary resolution at a meeting of members whether annual or extraordinary shall, except where otherwise provided in these rules, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.
- 2) Any Special Resolution at a meeting of members whether annual or extraordinary shall be carried if voted for in accordance with the procedure as detailed in the definition of Special Resolution as appears in rule 1(1).
- 3) All votes shall be given personally.
- 4) If the question is whether to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 5) For a person to be eligible to vote at a general meeting as a General or life member, the member —
 - a) must have been a General or life member at the time notice of the meeting was given under rule 38; and
 - b) must have paid any fee or other money payable to the Association by the member.
- 6) A General or life member shall have one vote at general meetings
- 7) Spectator and YCOT Associate Members and Honorary Members shall not have the right to vote at General Meetings.

44. Minutes of general meeting

- 1) The President, or a person authorised by the Board, must take and keep minutes of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must record —
 - a) the names of the General and life members attending the meeting; and
 - b) the financial statements or financial report presented at the meeting, as referred to in rule 36(4)(d)(ii); and
 - c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 36(4)(d)(iii).
- 4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - a) the chairperson of the meeting; or
 - b) the chairperson of the next general meeting.



- 6) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any election or appointment purportedly made at the meeting was validly made.

Part 7 – Financial Matters

45. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, facility hire, race and event fees, sponsorships, donations, fund-raising activities, grants, interest and any other sources approved by the Board .

46. Custody of book and securities of the association

- 1) Except as otherwise decided by the Board , the books and securities of the Association must be kept in the custody or control of the General Manager.
- 2) The books of the Association must be retained for at least 7 years.

47. Control of funds

- 1) the Board may approve expenditure on behalf of the Association.
- 2) The Board may authorise the General Manager to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

48. Accounts

- 1) The General Manager and the Accountant during each Association Year shall cause all records to be kept of all financial transactions of the Association and shall keep such records;
 - a) Which meet the requirements imposed on the Association under Part 5 of the Act
 - b) correct detail so that the financial transactions and financial position of the Association can be readily explained.
 - c) in such manner as will enable true and fair accounts of the Association to be prepared on no less than a quarterly basis;



- d) in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited by the Auditor.
- 2) At the culmination of each quarter during an Association Year, the General Manager and Accountant shall cause financial reports (comprising as a minimum the profit and loss account and balance sheet for the relevant month and Association Year to date) to be made of all assets and financial affairs of the Association for review and approval by the Board .
 - 3) The Board shall review the Association quarterly financial reports and such reports shall form part of the agenda of meetings of the Board and upon approval, the chairperson of the respective Board meeting shall sign a copy of the financial reports as so approved by the Board ;
 - 4) Upon approval of the quarterly financial reports by the Board as contemplated by subrule (3) such reports shall upon request be available for viewing by members;
 - 5) All financial reports prepared by the Accountant in consultation with the General Manager must include details of any related party transactions involving members, employees and consultants of the Association.

49. Annual accounts

Until otherwise decided by the Board such annual accounting reports shall include a statement of all receipts and expenditure during each Association Year, together with a comparison with the figures produced from the previous Association Year and a projected budget for the coming Association Year, and a statement of all of the assets and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall subject to prior approval of the Board be submitted to the annual general meeting for approval.

50. Appointment of accountant

- 1) Appointment

The Accountant shall be appointed by the Board .

- 2) Qualifications of Accountant

The Accountant shall have the appropriate qualifications to conduct the role as an Accountant to the Association and at a minimum shall be a Chartered Accountant or Certified Practising Accountant.



3) Duties of the Accountant

The duties of the Accountant shall be;

- a) to monitor the deposit of funds which have been collected from any source and banked into the Associations bank accounts;
- b) to monitor reconciliation of all bank accounts operated by the Association;
- c) to oversee the financial reporting as contemplated by rule 47;
- d) to present annual financial statements and reports to the members at the annual general meeting;
- e) to reconcile the payment of all accounts due or amounts payable by the Association upon authorisation from the General Manager and the Board .
- f) to prepare quarterly financial reports to the General Manager and the Board for their approval;
- g) to ensure proper books of accounts and records are being maintained in accordance with rule 46;
- h) to carry out all other duties as directed by the General Manager and/or the Board and as detailed in a job description prepared by the Board .

4) Accountant to be Independent

No Accountant appointed by the Board shall be related to, or associated in anyway with the General Manager, a Board member, an employee of the Association or any contractor or sub-contractor providing services to the Association unless disclosed and approved unanimously by the Board prior to the appointment.

51. Appointment of auditor

1) Auditor

The Association shall appoint an auditor of such recognised professional standing, and on such terms as the Association shall think fit provided that the Auditor appointed is either a member of the Australian Society of Certified Practising Accountants or Institute of Chartered Accountants in Australia.

2) Auditor to be Independent

No Auditor appointed by the Association shall be related to, or associated in anyway with the General Manager, a Board member, an employee of the Association or any contractor or sub-contractor providing services to the Association unless disclosed and approved unanimously by the Board prior to the appointment.



3) Auditor to report to Board

The Auditor shall upon engagement be instructed to report to the Board on all significant matters that come to their attention during their audit and if nothing requires such communication the Auditor must confirm so in writing.

4) Vacancy of Auditor

In the event the position of auditor becomes vacant prior to an annual general meeting the Board if it deems necessary, may appoint an Auditor until the next general meeting at which time the appointment for the next Association Year shall be made by the Association.

5) Audit

The Board shall submit the statements referred to in rule 47 to the Auditor of the Association to be audited once in each year prior to the annual general meeting and shall attach the report of the Auditor to the accounts when tabling the same at the annual general meeting.

Part 8 – Management of the Association

52. Association managed by Board

The Board shall have supervening management and control of all of the business of the Association except that which shall in accordance with the rules be dealt with by general meetings of the members.

53. Powers of the Board

The Board may exercise all of the powers exercisable by the Association under the rules and the Act.

54. Regulations

The Board may from time to time make and alter modify or add to regulations in respect of the whole or any part of the conduct of the activity of the Association. Such regulations shall be tabled at the next meeting of the Association or otherwise brought to the notice of members and the General Manager shall keep a record of all such regulations.



55. Regulations to the rules

All regulations made under rule 53 shall be consistent with the provisions of these rules and in the event of inconsistency the rules shall prevail.

56. Appointment of Board etc.

The Board may constitute, sub committees, committees or other bodies under such titles or styles as the Board sees fit consisting of such members of the Board, Association members or others as the Board sees fit, for the purpose of carrying out any business of the Board .

57. Delegation of functions

The Board may delegate to whole or in part any power or function of the Board to any Sub-committee, the General Manager or other body constituted by the Board for that purpose under rule 54 save and except the right to vote at Board meetings

58. Property

The Association shall acquire and hold all property (real or personal) it chooses in its own name.

59. Common seal

The Association shall have a common seal and the General Manager shall provide for custody of it and keep a record of all instruments and documents to which the seal is affixed.

60. Manner in which contracts made

- 1) Contracts may be made by or on behalf of the Association as follows;
 - a) a contract which if made between natural persons and would be required to be in writing under seal may be made by having the common seal of the Association affixed pursuant to a resolution of the Board , in the presence of two (2) Board members or the General Manager and one Board member who shall attest the affixing;



- b) a contract which if made between natural persons, would be required to be in writing signed by the parties may be made on behalf of the Association in writing by two (2) Board members or the General Manager and one Board member provided that they have been duly authorised to do so by resolution of the Board ;
- 2) A contract may be varied or rescinded by or on behalf of the Association in the same manner as it is authorised to be made;
- 3) All deeds and instruments executed in accordance with subrule (1) shall be provided in duplicate copy to the General Manager for safe keeping.

61. General Manager

A General Manager shall be appointed by the Board as and when required and receive such salary and such terms of employment as is determined by the Board .

62. Duties of General Manager

The General Manager shall cause to

- 1) take minutes of all meetings of the Association and keep them in a permanent minute book;
- 2) issue all notices calling meetings of the Association or the Board in accordance with the provisions of the rules or the direction of the Board .
- 3) keep an up to date Register of members;
- 4) conduct the official correspondence of the Association;
- 5) keep and maintain a record of all Association property and its location;
- 6) notify any member that his subscription is in arrears for thirty (30) days of this fact and the provisions of rule 11(1)(f);
- 7) carry out all other duties imposed by these rules or as directed by the Board ;
- 8) deposit funds which have been collected from any source and bank them to the credit of the Association;
- 9) receive any cheques or other monies for the payment of accounts and shall pay such accounts and keep receipts of the payments;
- 10) draw cheques for payment of all monies due by the Association upon authorisation from the Board and shall pay accounts;
- 11) in consultation with the Accountant keep maintain proper books of accounts and records;



- 12) be responsible for the overall management of all staff employed by the Association;
- 13) be responsible for the day to day management of the Association facilities;
- 14) provide a written report detailing matters being attended to for the Board to read at each Board meeting;
- 15) produce copies of material contracts to new incoming Board members;
- 16) use his/her best endeavours to sell advertising space, arrange sponsorship, promote the Association facilities and its activities;
- 17) use his/her best endeavours to provide a sound communication link between the Association and all members and sponsors.
- 18) undertake any other reasonable obligations of the General Manager as detailed in the General Manager's formal terms of employment;

Part 9 – General Matters

63. Alteration to the rules

The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedures set out in Part 3, Division 2 of the Act.

64. Validation of Act

- 1) No alteration or addition to the rules as contemplated in rule 62 shall have validity or effect unless within one month of the passing of a Special Resolution altering the Associations Rules the Board shall lodge with the Commissioner notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform with the Act.
- 2) Save and except as previously provided for and subject to the provisions of the Act, every act of the Association and the Board and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of members called for that purpose within one month of the act or appointment concerned.



65. Voluntary dissolution of the association

- 1) The Association may at any time by special resolution be voluntarily dissolved, provided that a copy of the special resolution is lodged with the Commissioner within twenty-eight (28) days after the passing of the special resolution.
- 2) Dissolution in accordance with subrule (1) shall not have validity or effect until expiry of the statutory time periods outlined in the Act.

66. Surplus property after dissolution

- 1) If, after the dissolution or winding up of the Association, there remains after the satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association any surplus property of the Association, it shall not be lawful for any part of the surplus property of the Association to be distributed among the members or former members of the Association or otherwise. But it shall be lawful to distribute such surplus to an incorporated association or to an organisation that holds a current licence under the Charitable Collections Act 1946.
- 2) The Association may by resolution of the members authorise and direct the Board to prepare a distribution plan for the distribution of surplus property of the Association. The Board shall lodge by application the plan with the Commissioner.

67. Association

All association badges, whether car, lapel or pocket badges, membership card, identity of membership or any other shall remain the property of the association. On payment of a charge prescribed from time to time by the Board, an association badge shall be issued to any financial member or ant honorary member making formal application for same. On being issued with a badge, a member shall become responsible for its preservation and shall not under any circumstances transfer it in any manner whatsoever to another person. An authorised officer of the association may demand the return of a badge from any person to whom it has not been legitimately issued and should such demand not be complied with he may remove or otherwise take possession of the badge.

68. Liquor License

The Board can, apply for, licences including without limitation in respect of liquor and other rights, at properties under the control of the Association. The Board will also maintain appropriate harm minimisation documents including House Management Policy, Code of Conduct and Management Plan.