

BVRC

Bayside Vehicle Restorers Club Incorporated

Operations Handbook



FEBRUARY 2016

ISSUE 8

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

INCORPORATION

The **BAYSIDE VEHICLE RESTORERS CLUB** is an incorporated body (operating within Queensland *clubs* Incorporation Act 1981-2007). This means that as a corporate body it has legal existence entirely separate from its members and is capable of acting in its own name. A corporate body has perpetual succession (continues on beyond the life of the individual members), a name, a common seal (the stamp with the name of the organisation), and may sue and be sued. It may make contracts and hold property on behalf of the Club.

Liability for debts is limited to the assets of the Club and the amount of the share or contribution the members may have agreed to provide in the rules of the Club. The membership is protected from any further financial responsibility.

In accepting recognition by the law of being an incorporated Club there are attendant conditions placed upon the Club which must be observed by the Committee of Management. These should not be considered unreasonable given the relief of liability that incorporation confers. These essentially require the Club to operate under an approved constitution and rules, with acceptable procedures for the administration of any business and the management of funds. It is also a requirement to submit reports on the operation of the Club to the Registrar. The following sections of this manual describe the responsibilities and duties of the members of the Management Committee and other key officers such that the legal requirements of the Club of Motoring Clubs Incorporated are satisfied.

REQUIREMENTS

The requirements of the Act after Incorporation are relatively simple as listed below. Note that there are additional Bayside Vehicle Restorers Club Inc. specific requirements in the Club's Constitution and Rules.

- The Club must not trade or secure either financial profit for members (or as trustees on behalf of beneficiaries).
- It may not alter its statement of purpose or rules except by special resolution. A special resolution must be passed by a majority of at least three quarters of the members present at the meeting or voting by proxy as permitted in the rules. Notice must be given in accordance with the rules also.
- It must hold its first Annual General Meeting between 1 and 3 months after its incorporation.
- It must hold subsequent Annual General Meetings in each calendar year (within 6 Months of the End of the Financial year).

It must submit to the members at the Annual General Meeting, a statement concerning the finances of the Club.

Below is a copy of the Bayside Vehicle Restorers Club Inc. Incorporation Certificate.



QUEENSLAND

ASSOCIATIONS INCORPORATION ACT 1981

Section 12
Regulation 7

No. **3180**


CERTIFICATE OF INCORPORATION
OF AN ASSOCIATION

This is to Certify

that

..... BAYSIDE VEHICLE RESTORERS CLUB INC.
.....

is, on and from the ~~seventeenth~~ day of ~~September~~, 19 87 ,
incorporated under the Associations Incorporation Act 1981.

.....

Under Secretary,
Department of Justice.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK
AUSTRALIAN BUSINESS REGISTRATION

INTRODUCTION

The Bayside Vehicle Restorers Club is a Registered Australian Business and is recorded on the Australian Business Register with the Australian Business Number (ABN 52 564 097 062)

REQUIREMENTS

An ABN is required to apply for a grant from the Queensland Gaining commission.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

CONSTITUTION

Note this copy of the constitution is included in the handbook for completeness. The Secretary holds the official copy of the club constitution.

1. INTERPRETATION

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. NAME

The name of the incorporated association shall be **Bayside Vehicle Restorers Club Inc.** (in these Rules called the Association").

3. OBJECTS

The objects of the Association are.

- 1) To foster interest in the history, restoration and preservation of Veteran, Vintage, Historic and other recognised categories of motor vehicles.
- 2) To give particular emphasis to the Veteran & Vintage categories, to recognise and emphasise that these vehicles were the pioneers of motorised land transportation;
- 3) To assist members in the acquisition, restoration and maintenance of eligible vehicles;
- 4) To provide for the exchange of information, expertise and parts among members through gatherings and events within the Association and in combination with other Associations with similar objects to facilitate the restoration and use of members' vehicles and to improve the skills of members in the restoration and use of their vehicles,
- 5) To act in any other way which will promote a continued interest and improved expertise in the preservation and use of members' vehicles;
- 6) To promote and conduct competitions, trials and other events in which members' vehicles can compete,
- 7) To conduct events which will directly or indirectly assist charitable institutions and the community within and beyond the Association's geographical area and to participate in such events organised by or to assist charitable institutions and the local community;
- 8) Through displays, parades and in any other way to provide for and assist in the education of the Australian public in its heritage and the part played by motor vehicles in Australia's history, and also to assist in providing the public with a better knowledge and understanding of the development of the automobile and the unique features of the various vehicles.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

4. POWERS

The powers of the Association are..

- 1) To take over the funds and other assets and the liabilities of the unincorporated association which was known as the "Bayside Vehicle Restorers Club";
- 2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28 (10);
- 3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises,
- 4) To purchase, take on lease or, in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise, assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 11) In furtherance of the objects of the Association to lend and advance money or give credit of any person or body corporate to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities,

- 13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
- 17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects',
- 19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (10);
- 20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.,
- 22) To make donations for patriotic, charitable or community purposes;
- 23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

5. CLASSES OF MEMBERS

- 1) The membership of the Association shall consist of Ordinary Members, Junior Members, Life Members and Associate Members.
- 2) The number of both Ordinary, Associate and Junior members shall be unlimited.
- 3) Any person who is the intending owner of a motor vehicle, tractor, steam engine, stationary engine, or motor cycle shall be eligible for membership of the Association.
- 4) The spouse of a member shall be eligible for joint membership with voting rights.
- 5) Any person so eligible for membership and who is aged 16 years or under shall be admitted, as a Junior Member with full benefits of membership except the eligibility to vote or to hold any management committee or other office of the Association.
- 6) The number of Life Members shall be limited. Reference, Paragraph 8, Sub-Paragraph 4.
- 7) Associate Membership shall be open to any person who qualifies for ordinary membership, but due to location, age, disability or other reason acceptable to the management committee, is unable to attend or take part in at least 10% of club activities.
- 8) Associate Members will have no voting rights.

6. AUTOMATIC MEMBERSHIP

- 1) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee—
 - (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
 - (b) if there is no equivalent class of membership—as an ordinary member.
- 2) Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the 30th day of June, 1986, as a member of the unincorporated association shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the 30th of June, 1987.

7. NEW MEMBERSHIP

Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

- 1) An applicant for membership of the association must be proposed by a member of the association (the *proposer*) and seconded by another member (the *seconder*).
- 2) An application for membership must be—
 - (a) in writing; and
 - (b) signed by the applicant and the applicant proposer and seconder; and
 - (c) in the form decided by the management committee.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

8. LIFE MEMBERSHIP

Any of the ordinary club members may from time to time nominate an ordinary member for 'life membership'. The following guidelines will be followed for the nomination and election of Life Membership

- 1) The nominee should have been a continuous financial member of the club for not less than 10 years;
- 2) A member should only be nominated after they have shown long and meritorious service and has played an active roll in the club's activities,
- 3) The nominee would have also worked for the advancement of the club and the old car movement generally and regularly attended club meetings and outings.
- 4) The percentage of life members to ordinary members should not exceed 5% except in exceptional circumstances;
- 5) A life member will be accorded complimentary membership and shall enjoy all the privileges associated with ordinary club membership and be bound by all club rules;
- 6) Nominations must be in writing and proposed by an ordinary member of the association (the proposer) and seconded by another ordinary member. Nominations will be accepted by the Management Committee up to 4 weeks prior to the Annual General Meeting each year.
- 7) The management committee will consider each nominee against the above criteria, provided a nominee meets the requirements, that nomination for Life Membership will be considered at the next AGM.
- 8) At each Annual General Meeting all acceptable nominations for Life Membership will be voted upon by secret ballot. To be successful the nominees must receive at least 75% of the vote of members present.

9. MEMBERSHIP FEES

- 1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - a) is the amount decided by the members from time to time at a general meeting; and
 - b) is payable when, and in the way, the management committee decides.
- 2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

10. ADMISSION AND REJECTION OF MEMBERS

At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.

- 1) The management committee must consider an application for membership at the next committee meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person application, the person is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- 3) The management committee must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

11. WHEN MEMBERSHIP ENDS.

- 1) A member may resign from the association by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 3) The management committee may terminate a member membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 4) Before the management committee terminates a member membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

12. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

13. GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person

14. REGISTER OF MEMBERS

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

15. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

16. APPOINTMENT OR ELECTION OF SECRETARY

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

17. REMOVAL OF SECRETARY

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

18. FUNCTIONS OF SECRETARY

The secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

19. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The management committee of the association consists of the President, Vice-President, Secretary, Treasurer, and any other members the association members elect at a general meeting.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

20. ELECTING THE MANAGEMENT COMMITTEE

- (1) A member of the management committee may only be elected as follows—
 - (a) any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
 - (3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
 - (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
 - (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

21. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

22. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 25(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

23. FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the association; or

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

24. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

25. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

26. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) Special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

28. APPOINTMENT OF SUBCOMMITTEES

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) if a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

29. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

30. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

31. FIRST ANNUAL GENERAL MEETING

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

32. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

33. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if the association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the management committee;

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

34. NOTICE OF GENERAL MEETING

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

35. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) the chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

36. PROCEDURE AT GENERAL MEETING

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

37. VOTING AT GENERAL MEETING

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

38. SPECIAL GENERAL MEETING

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (i) at least 33% of the number of members of the management committee when the request is signed; or
- (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

39. PROXIES

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Bayside Vehicle Restorers Club Inc

I,.....of....., being
a member of the association, appointof.....
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the
day.....of..... 20..
and at any adjournment of the meeting.
Signed this day of20... .

.....
Signature
- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

Bayside Vehicle Restorers Club Inc

I,.....of....., being
a member of the association, appointof.....
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the
day.....of.....20..
and at any adjournment of the meeting.
Signed this day of20... .

.....
Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—
[*List relevant resolutions*]

40. MINUTES OF GENERAL MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

41. BY-LAWS

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

42. ALTERATION OF RULES

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

43. COMMON SEAL

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

44. FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

45. GENERAL FINANCIAL MATTERS

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

46. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

47. FINANCIAL YEAR

The end date of the association's financial year is 30th June in each year.

48. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members

CONSTITUTION CHANGES.

A Resolution was presented to General Meeting on 13th November 2015. It was again presented at General Meeting on 11th December 2015 and approved.

---ooo000o

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

BY-LAWS

These By-Laws are laid down by the management committee of the BAYSIDE VEHICLE RESTORERS CLUB Incorporated by the authority vested in them under Clause 23 of the Constitution, and are subject to change at the discretion of the Committee.

BY-LAWS OF THE BAYSIDE VEHICLE RESTORERS CLUB (INC)

BY LAW 1

MEMBERSHIP

Any person who is the owner or intending owner of a motor vehicle, tractor, steam engine, stationary engine, motor cycle, hereafter called vehicles as defined, shall be eligible for membership of the 'Club'.

- A. **Veteran.**
Any vehicle manufactured up to December, 31st,1918.
- B. **Vintage.**
Any vehicle manufactured from January 1st 1919 to December 31st,1930.
- C. **Post Vintage**
Any vehicle manufactured from January 1st, 1931 to up to December 31st, 1949.
- D. **Historic 50's, 60's, & 70's** *Any vehicle manufactured each of the 1950's, 1960's, 1970's decades and classic vehicles 30 years and over.*

BY-LAW 2

SAFETY.

All vehicles must be road worthy before taking part in Club activities,

BY LAW 3

The following alterations are acceptable in the interest of road safety,

- 1. Improved brake system (eg. hydraulic brakes),
- 2. Improved shock absorbers,
- 3. Modified electrical system (eg. sealed beam headlights, in the original shells, and turn indicators, etc.).

BY LAW 4

CLUB EMBLEM.

The club shall have an emblem featuring the Old Cleveland Lighthouse.

BY-LAW 5

COMMITTEE

The 'Club shall appoint such committees as it finds desirable, and shall outline the duties of such committees and their responsibilities.

BY-LAW 6

MEMBERSHIP YEAR

The club membership year starts on the 1st of July each year and ends on the 30th June. However members joining the club after 1st January each year will have their membership continue until the 30th June in the following year.

BY-LAW 7

CLUB PROPERTY

Any member breaking or damaging property belonging to the Club, shall pay to the Treasurer, necessary costs of replacing or repairing such property. costs to be determined by the committee

BAYSIDE VEHICLE RESTORERS CLUB OPERATIONS HANDBOOK

BY-LAW 8

HANDBOOK

The club's management committee develop, adopt and maintain a "club handbook" that will be used as a resource to help manage and guide the club's Management Committee in the ongoing management of the club. The Incorporation Act 1981 as amended, the club's Constitution and club's By-laws prevail if the Handbook is inconsistent with the Act, constitution or by-laws."

BY-LAW 9

PUBLIC LIABILITY INSURANCE

The Management Committee will insure that the club continues to have an appropriate level of Public Liability Insurance.

BY-LAW 10

DATING CERTIFICATE

Members must be financial for 3 months and attend 3 meetings or 4 outing before a dating certificate will be issued.

BY-LAW 11

FINANCIAL EXPENDITURE CONTROL,

- A) A general meeting of the Bayside Vehicle Restorers Club Inc. must approve all expenditure transactions for amounts in excess of \$1,500. The \$1,500 dollar limit applies to an event total cost or product/service total costs. The Club's management committee powers in all individual event expenditure or product/service purchase shall be limited to an amount of One Thousand Five Hundred Dollars (\$1500) unless a general meeting of the club has pre-authorized expenditure of amounts in excess of the \$1,500 for the event expenditure or product/service purchase.
- B) Any proposals, moved by other than a Management Committee member at general meetings, to authorise immediate or future expenditure shall not be put to vote of the members at that meeting, until the club's Management Committee (Treasurer) has reported on the budget & cash flow impacts of the proposed expenditure. (This may mean that any such proposal can not be voted on, until the next general meeting to ensure that the management committee has had time to consider & prepare a report on the budget and cash flow impacts of the proposed expenditure.)
- C) All financial expenditure approvals at both general or committee meetings shall be recorded in the meeting minutes with a reference number and the same reference number shall be recorded in the club's general ledger & on cheque book stubs or in the petty cash book. Approval for future authorising of payments for recurring expenditure items (membership name badges, magazine printing & postage, meeting room rent, photocopier maintenance, etc.) will be approved at the general meeting when the Treasurer presents the proposed club's annual expenditure budget, or at subsequent general meetings when the future regular payments are first identified.

BY-LAW 12

MANAGEMENT COMMITTEE

President
Vice President
Secretary
Vice Secretary
Treasurer
Vice Treasurer

By-Laws approved by management committee on the 4th of November 2015, and adopted by a vote of members at the general meeting on the 13th of November 2015