



CONSTITUTION of the GOLD COAST MG CAR CLUB INC

1. Interpretation

- (1) In these rules:
Act means the *Associations Incorporation Act 1981*.
- (2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) *Club* means *Association*.

2. Name

The name of the incorporated association is Gold Coast MG Car Club.

3. Objects

The objects of the Association are as follows:

- (1) To promote the sport and pastime of motoring in all its branches and in particular to further the interests of owners and drivers of MG cars.
- (2) To foster the restoration, preservation and maintenance of MG cars and to encourage their display and use.
- (3) To promote and organise motorcar race meetings, competitions, motorkhanas, reliability trials, speed trials, hill climbs and similar events, especially those involving MG cars.
- (4) To extend to owners and drivers of MG cars and their friends and to all persons interested in motoring sport the hospitality, privileges and conveniences enjoyed in connection with the Club.

4. Powers

- (1) The Club has the powers of an individual.
- (2) The Club may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

5. Membership

General Qualification. Membership of the Club is open to all people of good character who have a continuing interest in the MG marque and who share the objects of the Club as listed above. Membership of the Club has no territorial limits.

- (1) The Gold Coast MG Car Club has four (4) classes of membership:
 - (a) Ordinary member. A person who is not less than 18 years of age who pays the prescribed fees and agrees to abide by this constitution can be accepted by the Committee as an Ordinary Member of the Club.
 - (b) Family Member. A person who is a partner, spouse, or child under the age of 18 of an Ordinary Member or Life Member shall be eligible for membership as a Family Member.
 - (c) Life Member. Any person of good standing who has rendered meritorious service to the Club may be awarded Life Membership of the Club. The rules for electing a Life Member shall be set out in a By Law.
 - (d) Honorary Member. The Management Committee may, at its discretion, elect as an Honorary Member any person deemed to have served the Club with distinction or otherwise contributed in a significant way to the continuance of the MG marque. At the discretion of the Management Committee this class of membership can be extended to short term interstate or overseas visitors. Honorary Members shall have no voting rights and be subject to annual ratification of their membership by the Management Committee.

6. New Membership

- (1) An applicant for membership of the Club must apply in the form decided by the Management Committee.
- (2) Applicants may be given interim membership subject to final approval by the Management Committee.

7. Membership fees

The membership fee for each ordinary membership and for each other class of membership is:

- (a) the amount approved by the members from time to time at a General Meeting; and
- (b) payable when and in the way the Management Committee decides.

8. Admission and Rejection of New Members

- (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 applicant will be given notice of the Committee's decision as soon as practicable.

9. When Membership Ends

- (1) A member may resign from the Club 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) The Management Committee may terminate any 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 more than 3 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (4) Before the Management Committee terminates a 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 written notice of the decision.

10. 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 person's intention to appeal against the decision.
- (2) The notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Management Committee must include the appeal on the agenda of a committee meeting within 90 days of receipt of the appeal.
- (4) 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.
- (5) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

11. Register of members

- (1) The Management Committee must keep a register of members of the Club.
- (2) The register should record the names, addresses, vehicle details and other relevant information as determined from time to time by the Management Committee of all persons admitted to membership of the Club.
- (3) The register must be open for inspection by members of the Club at all reasonable times.
- (4) A member seeking an inspection of the register must apply to the Secretary and provide reasons for any such inspection.

- (5) The Management Committee may withhold information about individual members if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk or harm.

12. Prohibition on use of information on register of members

- (1) A member of the Club must not:
- (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club 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 Club 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 Club.

13. Appointment or election of secretary

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 60 km from the Queensland border, who is:
- (a) a member of the Club elected by the Club as secretary; or
 - (b) any of the following persons appointed by the Management Committee as secretary:
 - (i) a member of the Club's Management Committee;
 - (ii) another member of the Club;
 - (iii) another person.
- (2) 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 Club within one month after the vacancy happens.

14. Removal of secretary

The Management Committee of the Club may at any time remove a person appointed by the Committee as the Secretary.

15. Functions of secretary

The Secretary's functions include, but are not limited to, responsibility for:

- (a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and
- (b) keeping accurate minutes of each meeting; and
- (c) all correspondence and other documents relating to the Club; and
- (d) ensuring that the register of members of the Club is maintained.

16. Membership of Management Committee

- (1) The Management Committee of the Club consists of a President, Treasurer, Secretary and other members the Club elected by the membership as specified in the By Laws.
- (2) A member of the Management Committee, other than a secretary appointed by the Management Committee under Rule 13 (1) (b) (iii), must be a member of the Club.
- (3) At each Annual General Meeting of the Club, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

17. Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - (a) any two members of the Club may nominate another member (the candidate) to serve as a member of the Management Committee;
 - (b) the nomination must be:
 - (i) in writing;
 - (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;
 - (c) each member of the Club present and eligible to vote at the Annual General Meeting may vote for one 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 eligible to be a member of the Club; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
 - (c) is at least 18 years of age.
- (3) A list of the candidates' names 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 Club for at least seven days immediately preceding the Annual General Meeting. Where practicable, the list should be also promulgated electronically and in any other means the Committee determines (for example, in the Club magazine).

18. 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 Club 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

19. Vacancies on the Management Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Club 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 22 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 Club.

20. Functions of the Management Committee

- (1) Subject to these rules or a resolution of the members of the Club 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 Club.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Club 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 Club's rules are inconsistent with the Act—see section 1B of the Act.

21. Meetings of the Management Committee

- (1) Subject to this rule, the Management Committee must meet and conduct its proceedings as it considers appropriate and as specified in the By Laws.
- (2) The Management Committee may decide how a meeting is to be called and the form in which it is called.
- (3) 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.
- (4) A committee member who participates in the meeting as mentioned in Sub-rule (4) is taken to be present at the meeting.

- (5) 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.
- (6) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Club 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.
- (7) The President is to preside as chairman at a management committee meeting.
- (8) 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 one of their number to preside as chairman at the meeting.

22. Quorum for, and adjournment of, management committee meetings

- (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, the meeting lapses.
- (3) At the discretion of the Management Committee, individual presence at meetings can be by telephone or other means that allow the absent committee member to participate effectively.

23. Special meeting of the 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) A 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.

24. 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 kept.
- (2) The minutes of each management committee meeting must be endorsed by the Management Committee and signed by the Chairman of the meeting, or the Chairman of the next management committee meeting, verifying their accuracy.

25. Appointment of sub-committees

- (1) The Management Committee may appoint a sub-committee consisting of members of the Club considered appropriate by the Committee to help with the conduct of the Club's operations.
- (2) A member of the sub-committee who is not a member of the Management Committee is not entitled to vote at a management committee meeting.
- (3) A sub-committee may elect a chairman of its meetings.
- (4) If a chairman is not elected, or if the Chairman is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairman of the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a sub-committee 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.

26. 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 be validly performed.
- (2) Sub-rule (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, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

27. Resolutions of the 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 Sub-rule (1) may consist of several documents in like form, each signed by one or more members of the Committee.
- (3) At the discretion of the Management Committee other forms of communication may be accepted.

28. Annual General Meeting

- (1) An Annual General Meeting must be held within three months of the close of the financial year.
- (2) The following business must be conducted at each annual general meeting of the Club:
 - (a) receiving the Club'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;
 - (d) appointment of an auditor; and
 - (e) any general business deemed appropriate.

29. Notice of General Meeting

- (1) The Secretary may call a General Meeting of the Club.
- (2) The Secretary must give at least 14 days notice of the meeting to each member of the Club.
- (3) A notice of a General Meeting must state the business to be conducted at the meeting.
- (4) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (5) The Management Committee may decide the way in which the notice must be given.
- (6) However, formal 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 Club; or
 - (ii) to terminate the person's membership of the Club;
 - (b) a meeting called to hear and decide a proposed special resolution of the Club.

30. Quorum for, and adjournment of, a General Meeting

- (1) The quorum for a General Meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Club's last general meeting.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) 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 Club, the meeting lapses.
- (4) In any other case it will stand adjourned to such time and place as the Management Committee might determine and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum for that meeting.
- (5) The Chairman 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.
- (6) If a meeting is adjourned under sub-rule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) 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.
- (8) 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.

31. Procedure at a 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 chairman; 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 Vice President shall be the Chairman, or if he/she is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

32. 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 eligible members present.
- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the Chairman 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 more than one month in arrears at the date of the meeting.
- (4) Voting shall be by show of hands or a division of members, unless not less than 20% of the members present request a secret ballot, in which case there will be a secret ballot.
- (5) If a secret ballot is held, the Chairman must appoint two members to conduct the secret ballot in the way the Chairman decides.
- (6) The result of a secret ballot as declared by the Chairman is taken to be a resolution of the meeting at which the ballot was held.

33. Proxies

- (1) A member may vote by proxy or by personal representative.
- (2) A proxy may be an ordinary member of the Club or another person.
- (3) No more than two proxies may be held by any individual ordinary member or representative attending.
- (4) The form of notice appointing the proxy shall be set out in a By Law. The instrument appointing a proxy shall be in writing.
- (5) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (6) 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.

34. Special General Meeting

- (1) The Secretary must call a Special General Meeting by giving each member of the Club 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:
 - (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 Club equal to double the number of members of the Club on the Management Committee when the request is signed;
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee to reject an application for membership or 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.

35. Special Resolutions

- (1) Written notice of a proposed Special Resolution and of the time and place of the General Meeting at which it is proposed to move the resolution must be given to each member of the Club who has a right to vote on the resolution.
- (2) Members must be given at least 14 days notice of the time of the meeting.
- (3) The notice must state the terms of the proposed Special Resolution.
- (4) A declaration by the person presiding that a resolution has been passed by the votes of $\frac{3}{4}$ of the members present and entitled to vote on the resolution is conclusive evidence of the fact.

36. 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 recorded.
- (2) To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the Chairman of the meeting, or the Chairman of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each Annual General Meeting must be signed by the Chairman of the meeting, or the Chairman of the next meeting of the Club that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Club, the Secretary must, within 28 days after the request is made:
 - (a) make the minutes 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 Club may require the member to pay the reasonable costs of providing copies of the minutes.

37. By-laws

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (2) A by-law may be set aside by a vote of members at a General Meeting of the Club.

38. Alteration of the 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.

39. Common seal

- (1) The Management Committee must ensure the Club 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.

40. Funds and accounts

- (1) The funds of the Club must be kept in an account in the name of the Club 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 Club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Club 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 or electronic transfer, the cheque or electronic transfer must be signed by any 2 of the following:
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 members of the Club who have been authorised by the committee to sign cheques issued by the Club.
- (6) 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.
- (7) All expenditure must be approved or ratified at the following management committee meeting.

41. 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 Club must be used solely in promoting the Club's objects and exercising the Club's powers.

42. Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

43. Financial year

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

44. Distribution of surplus assets to another entity

- (1) This rule applies if the Club:
 - (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 Club.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to the Club's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule, *surplus assets* has the meaning described in section 92(3) of the Act.



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