

# *Hunter Ducati Owners Group Incorporated*

## **Objects of the Association**

The Hunter Ducati Owners Group Inc aims to provide a fun social riding focused club for motorcycle riders at all levels who have an interest in the Ducati marque and the Hunter community area.

The Hunter Ducati Owners Group Inc may also provide charitable support to fellow motorcyclists in necessitous circumstances.

## **Rules of Association under the Associations Incorporation Act, 1984**

<b>PART 1 PRELIMINARY .....</b>	<b>2</b>
1 DEFINITIONS .....	2
<b>PART 2 MEMBERSHIP .....</b>	<b>2</b>
2 MEMBERSHIP QUALIFICATIONS .....	2
3 NOMINATION FOR MEMBERSHIP .....	3
4 CESSATION OF MEMBERSHIP .....	3
5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE .....	3
6 RESIGNATION OF MEMBERSHIP .....	4
7 REGISTER OF MEMBERS .....	4
8 FEES AND SUBSCRIPTIONS .....	4
9 MEMBERS' LIABILITIES .....	4
10 RESOLUTION OF INTERNAL DISPUTES .....	5
11 DISCIPLINING OF MEMBERS .....	5
12 RIGHT OF APPEAL OF DISCIPLINED MEMBER .....	6
<b>PART 3 THE COMMITTEE .....</b>	<b>6</b>
13 POWERS OF THE COMMITTEE .....	6
14 CONSTITUTION AND MEMBERSHIP .....	6
15 ELECTION OF MEMBERS .....	7
16 SECRETARY .....	8
17 TREASURER .....	8
18 CASUAL VACANCIES .....	8
19 REMOVAL OF MEMBER .....	9
20 MEETINGS AND QUORUM .....	9
21 DELEGATION BY COMMITTEE TO SUB-COMMITTEE .....	10
22 VOTING AND DECISIONS .....	10
<b>PART 4 GENERAL MEETING .....</b>	<b>11</b>
23 ANNUAL GENERAL MEETINGS – HOLDING OF .....	11
24 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT .....	11
25 SPECIAL GENERAL MEETINGS – CALLING OF .....	11
26 NOTICE .....	12
27 PROCEDURE .....	12
28 PRESIDING MEMBER .....	13
29 ADJOURNMENT .....	13
30 MAKING OF DECISIONS .....	14
31 SPECIAL RESOLUTION .....	14
32 VOTING .....	14
33 APPOINTMENT OF PROXIES .....	15
<b>PART 5 MISCELLANEOUS .....</b>	<b>15</b>
34 INSURANCE .....	15
35 FUNDS – SOURCE .....	15
36 FUNDS – MANAGEMENT .....	15
37 ALTERATION OF OBJECTS AND RULES .....	15
38 COMMON SEAL .....	15
39 CUSTODY OF BOOKS .....	16
40 INSPECTION OF BOOKS .....	16
41 SERVICE OF NOTICES .....	16
42 ADDITIONAL RULES .....	16
43 ASSOCIATION RULES PUBLICATION AND MODEL RULES UPDATES .....	17
44 CHARITY SUPPORT ESTABLISHMENT AND ELIGIBILITY REQUIREMENTS .....	17
45 CHARITY SUPPORT OPERATIONAL REQUIREMENTS .....	18
<b>APPENDICES .....</b>	<b>20</b>
APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF ASSOCIATION .....	20
APPENDIX 2 - FORM OF APPOINTMENT OF PROXY .....	21
APPENDIX 3 - MODIFICATIONS TO MODEL RULES .....	22

## Part 1 Preliminary

### 1 Definitions

- (1) In these rules:

**Commissioner** means the Commissioner of the Department of Fair Trading.

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 1984*.

**the regulation** means the *Associations Incorporation Regulation 1999*.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 Membership

### 2 Membership qualifications

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,  
or
- (b) the person is a natural person:
  - (i) who has been nominated for membership of the association as provided by rule 3, and
  - (ii) who has been approved for membership of the association by the committee of the association.

### **3 Nomination for membership**

- (1) To become a member of the association a person must:
  - (a) Apply for membership in writing on the association's membership form, as amended by the committee from time to time; and
  - (b) Pay the fee/s prescribed by the committee; and
  - (c) Lodge the form and the fee/s with the committee's nominated representative in accordance with the instructions provided.
- (2) As soon as practicable after receiving an application for membership, the committee or their nominated representative must determine whether to approve or to reject the application, or to request further information or to take further action to assist in their determination.
- (3) As soon as practicable after the membership application has been determined, the committee or their nominated representative must notify the applicant of the determination. In the event that the application is rejected the fee/s received with the application are to be returned.
- (4) At the same time as the committee's nominated representative notifies the applicant that their application has been approved, the applicant's name must be entered in the register of members and, on the name being so entered, the applicant becomes a member of the association.

### **4 Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association, or
  - (d) fails to pay their membership fee within one calendar month of the due date.
- (2) If, at the time of cessation of membership, the member has an unexpired period of paid membership fee/s in excess of one year the fee/s shall be returned to the departing member on a pro-rata basis unless the amount is below \$5 or the committee determines to do otherwise for any reason.

### **5 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **6 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## **8 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **9 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

## **10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The committee**

### **13 Powers of the committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14 Constitution and membership**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) such other members or officer bearers as the president may determine, each of whom is to be elected at the annual general meeting of the association under rule 15.

- (2) The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer, and
  - (d) the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) Pluralism of duties is permitted at the president's discretion subject to the committee being comprised of at least three actual members at all times.

## **15 Election of members**

- (1) Nomination of members for election to the committee may be made to the secretary at any time in the month prior to the annual general meeting provided that it is accompanied by the acceptance of the nominee. Any form of written (including electronic) communication that is acceptable to the secretary may be utilised. The nomination period is taken to extend up to the point during the annual general meeting at which time the determination is to be made as to whether a ballot is required.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

**16 Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

**17 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,  
and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

**18 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

**19****Removal of member**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**20****Meetings and quorum**

- (1) The committee must meet at least once in a period of 12 months at such place, time and methodology (including electronic) as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

**21****Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

**22****Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 General meeting**

### **23 Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **24 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the *Act* and to rule 23, to be convened on such a date and at such place and time and such methodology (including electronic) as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **26**

### **Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date, time and methodology (including electronic) of the meeting. The meeting may be held in conjunction with other activities of the association and may embrace any topic or purpose deemed of merit by the members in attendance.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27**

### **Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved,  
and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.
- (5) In the event that the committee determines that a meeting is to be held utilising an electronic methodology, an appropriate written procedural instruction is to be provided to members at least 14 days prior to the date fixed for the holding of the first such meeting. Meetings convened in this way shall give effect to the general procedures and outcomes required of physical meetings as defined elsewhere in these rules. This includes attendance, proper control, appropriate information dissemination, discussion amongst the members, controlled polling and appropriate determination of actions to be taken. The general exceptions are that:
  - (a) no proxies are permitted.
  - (b) the period the meeting is convened over may extend to several days.
  - (c) an electronic record may exist in place of minutes.

**28 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

**29 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**30****Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**31****Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

**32****Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**33 Appointment of proxies**

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

**Part 5 Miscellaneous**

**34 Insurance**

The association may effect and maintain insurance.

**35 Funds – source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**36 Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) The committee may without notice determine, implement, review and revise an appropriate procedure to manage funds using internet banking.

**37 Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

**38 Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.

- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**39 Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

**40 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

**41 Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**42 Additional rules**

- (1) The committee may post additional rules on the association's website. These may relate to conduct of members, association activities and/or use of the association's website or other resources. They may be amended by the committee from time to time. Breach of any of these rules may be grounds for disciplinary procedures which can include automatic expulsion or any other penalty nominated in the additional rules.

### **Association rules publication and model rules updates**

- (1) For the convenience of its members the committee is to provide and maintain a consolidated rules of association document, being the current model rules with the rules modifications included. The modifications are to be attached as a separate appendix; in the event of any error in the compilation of the consolidated document the appendix is to take precedence.
- (2) In the event that the model rules are later revised by the responsible authority the committee at its discretion may recompile the consolidated rules of association document using the new rules. Should the revised model rules contain changes or additions partially or completely similar to those contained in the then current model rules modifications the committee can determine at its discretion to what extent the new model rules are to supercede the then rule modifications. Any adjustments required to maintain the clear intent of the then current model rule modifications may be made. The committee may take this action purely for the purpose of partially or completely adopting the new model rules without the requirement for a special resolution, providing that the intent of the new rules are similar to that of the modifications they replace or that new model rules cover areas / issues not previously provided for. Once the replacement rules are published and advice provided to all members they become formally adopted by the association one calendar month after their publication. This process may be repeated in the event that errors are found but it is then limited to delaying the effect of only the components in error.
- (3) Nothing in this section is to prevent a special resolution being made to change the rules of the association in accordance with the Act.

### **Charity Support Establishment and Eligibility Requirements**

- (1) It is intended that the association where possible and required will provide charitable purposes support to a motorcyclist/s and/or their immediate family after an accident, but eligibility for charitable support may include other circumstances at the discretion of the committee.
- (2) The charitable purposes support activities when provided will be known as the Fallen Riders In Extreme Need - Ducati Supporters Charity Fund (F.R.I.E.N.D.S. Charity Fund), or such other name as the committee may determine.
- (3) The provision of charitable support is a secondary purpose of the association and is only to be undertaken where the primary purpose of the association is unlikely to be adversely affected.
- (4) The committee at its sole discretion can determine whether a specific purpose is eligible for the association to provide charitable support. The committee in making this decision should consider the following:
  - (a) Opinions of members, either informally or at a general or special meeting.
  - (b) Status of currently approved charitable purposes work.
  - (c) Resources available for charitable purposes work.
  - (d) Any other matters deemed important by the committee.
- (5) The committee is to regularly review charitable purposes work being undertaken at periods not exceeding 6 months and determine if the status should change or any aspect requires attention.

**Charity Support Operational Requirements**

Where it is determined by the committee that the association will provide charitable support for a specific purpose the following will apply:

- (1) A sub-committee will be formed to manage all activities associated with the generation and provision of charitable support. The sub-committee may include any or all members of the committee subject to the following provisos:
  - (a) There shall be at least three persons at all times.
  - (b) A majority shall have a degree of responsibility to the general community as accepted by the Australian Taxation Office (ATO). This can include church authorities, school principals, judges, clergymen, solicitors, doctors, and other professional persons, mayors, councillors, town clerks and members of parliament (refer to ATO ruling TR 95/27 for other acceptable persons).
- (2) The sub-committee shall report to the committee at a frequency, manner and method as determined / varied by the committee.
- (3) At all times charitable purposes work must be undertaken fully compliant with the requirements of the statutory approving authorities. This is to include the conditions of any permits, authorities, tax deductibility status and/or other directly applicable legal requirements.
- (4) The income and property of the association that is derived as a function of charitable purposes work shall be clearly identified as such and, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of the association's charitable objects and in the exercise of powers conferred upon it by the rules.
- (5) No portion of the charitable purposes income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association. This requirement shall not, however, prevent the payment in good faith of:
  - (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the association, or otherwise owing by the association to the member; or
  - (b) any remuneration to any officers or servants of the association or other person in return for any services genuinely rendered to the association.
- (6) No member of the committee or sub-committee shall be appointed to any salaried office of the association or any office of the association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except repayment of reasonable out-of-pocket expenses.
- (7) The sub-committee shall ensure appropriate books of account and record are maintained, including those required to be maintained under the Charitable Fundraising Act 1991.
- (8) All accounts shall be presented to and passed for payment at a sub-committee meeting and full details of all such approvals shall be entered in the Minute Book.

- (9) The statutory required auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months. The following additional requirements apply:
- (a) An auditor shall not be a member or closely related to a member of the committee or sub-committee.
  - (b) Subject to paragraph (c) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.
  - (c) Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph (b) hereof shall not apply.
- (10) In the event that the ATO has accepted the fund as a public fund and granted deductible gift recipient status the ATO is to be notified of any changes to the fund's constitution.
- (11) In the event of the fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.

# **APPENDICES**

## **Appendix 1 - Application for Membership of Association**

(Rule 3 (1))

(published separately)

**Appendix 2 - Form of Appointment of Proxy**

(Rule 32 (2))

I,.....of .....  
*(full name)* *(address)*

being a financial member of .....  
*(name of incorporated association)*

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a financial member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....  
*(month and year)*

and at any adjournment of that meeting.

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

\* Further instructions to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.

## **Appendix 3 - Modifications to Model Rules**

### **Part 2 – Membership**

#### **3. Nomination for membership**

*The text of this section is replaced in entirety with the following:*

- (1) To become a member of the association a person must:
  - (a) Apply for membership in writing on the association’s membership form, as amended by the committee from time to time; and
  - (b) Pay the fee/s prescribed by the committee; and
  - (c) Lodge the form and the fee/s with the committee’s nominated representative in accordance with the instructions provided.
- (2) As soon as practicable after receiving an application for membership, the committee or their nominated representative must determine whether to approve or to reject the application, or to request further information or take further action to assist in their determination.
- (3) As soon as practicable after the membership application has been determined, the committee or their nominated representative must notify the applicant of the determination. In the event that the application is rejected the fee/s received with the application are to be returned.
- (4) At the same time as the committee’s nominated representative notifies the applicant that their application has been approved, the applicant’s name must be entered in the register of members and, on the name being so entered, the applicant becomes a member of the association.

#### **4. Cessation of membership**

*The following addition is made to this section:*

or (d) Fails to pay their membership fee within one calendar month of the due date.

- (2) If, at the time of cessation of membership, the member has an unexpired period of paid membership fee/s in excess of one year the fee/s shall be returned to the departing member on a pro-rata basis unless the amount is below \$5 or the committee determines to do otherwise for any reason.

### **Part 3 – The Committee**

#### **14. Constitution and membership**

*The text of section (1) (b) is replaced with the following:*

- (b) such other members or officer bearers as the president may determine, each of whom is to be elected at the annual general meeting of the association under rule 15.

*The following addition is made to this section:*

- (5) Pluralism of duties is permitted at the president’s discretion subject to the committee being comprised of at least three actual members at all times.

#### **15. Election of members**

*The text of section (1) is replaced in entirety with the following:*

- (1) Nomination of members for election to the committee may be made to the secretary at any time in the month prior to the annual general meeting provided that it is accompanied by the acceptance of the nominee. Any form of written (including electronic) communication that is acceptable to the secretary

may be utilised. The nomination period is taken to extend up to the point during the annual general meeting at which time the determination is to be made as to whether a ballot is required.

## **20. Meetings and quorum**

*The text of section (1) is replaced with the following:*

- (1) The committee must meet at least once in a period of 12 months at such place, time and methodology (including electronic) as the committee may determine.

## **Part 4 – General Meeting**

### **24. Annual general meetings – calling of and business at**

*The text of section (1) is replaced with the following:*

- (1) The annual general meeting of the association is, subject to the *Act* and to rule 23, to be convened on such a date and at such place and time and such methodology (including electronic) as the committee thinks fit.

### **26. Notice**

*The text of section (1) is replaced with the following:*

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date, time and methodology (including electronic) of the meeting. The meeting may be held in conjunction with other activities of the association and may embrace any topic or purpose deemed of merit by the members in attendance.

### **27. Procedure**

*The following addition is made to this section:*

- (5) In the event that the committee determines that a meeting is to be held utilising an electronic methodology, an appropriate written procedural instruction is to be provided to members at least 14 days prior to the date fixed for the holding of the first such meeting. Meetings convened in this way shall give effect to the general procedures and outcomes required of physical meetings as defined elsewhere in these rules. This includes attendance, proper control, appropriate information dissemination, discussion amongst the members, controlled polling and appropriate determination of actions to be taken. The general exceptions are that:
  - (a) the period the meeting is convened over may extend to several days.
  - (b) no proxies are permitted.
  - (c) an electronic record may exist in place of minutes.

## **Part 5 – Miscellaneous**

### **36. Funds management**

*The following addition is made to this section:*

- (3) The committee may without notice determine, implement, review and revise an appropriate procedure to manage funds using internet banking.

*The following rules are added:*

#### **42. Additional rules**

- (1) The committee may post additional rules on the association's website. These may relate to conduct of members, association activities and/or use of the association's website or other resources. They may be amended by the committee from time to time. Breach of any of these rules may be grounds for disciplinary procedures which can include automatic expulsion or any other penalty nominated in the additional rules.

#### **43. Model Rules Application and Updates**

- (1) For the convenience of its members the committee is to provide and maintain a consolidated rules of association document, being the current model rules with the rules modifications included. The modifications are to be attached as a separate appendix; in the event of any error in the compilation of the consolidated document the appendix is to take precedence.
- (2) In the event that the model rules are later revised by the responsible authority the committee at its discretion may recompile the consolidated rules of association document using the new rules. Should the revised model rules contain changes or additions partially or completely similar to those contained in the then current model rules modifications the committee can determine at its discretion to what extent the new model rules are to supercede the then rule modifications. Any adjustments required to maintain the clear intent of the then current model rule modifications may be made. The committee may take this action purely for the purpose of partially or completely adopting the new model rules without the requirement for a special resolution, providing that the intent of the new rules are similar to that of the modifications they replace or that new model rules cover areas / issues not previously provided for. Once the replacement rules are published and advice provided to all members they become formally adopted by the association one calendar month after their publication. This process may be repeated in the event that errors are found but it is then limited to delaying the effect of only the components in error.
- (3) Nothing in this section is to prevent a special resolution being made to change the rules of the association in accordance with the Act.

#### **44. Charity Support Establishment and Eligibility Requirements**

- (1) It is intended that the association where possible and required will provide charitable purposes support to a motorcyclist/s and/or their immediate family after an accident, but eligibility for charitable support may include other circumstances at the discretion of the committee.
- (2) The charitable purposes support activities when provided will be known as the Fallen Riders In Extreme Need - Ducati Supporters Charity Fund (F.R.I.E.N.D.S. Charity Fund), or such other name as the committee may determine.
- (3) The provision of charitable support is a secondary purpose of the association and is only to be undertaken where the primary purpose of the association is unlikely to be adversely affected.
- (4) The committee at its sole discretion can determine whether a specific purpose is eligible for the association to provide charitable support. The committee in making this decision should consider the following:
  - (a) Opinions of members, either informally or at a general or special meeting.
  - (b) Status of currently approved charitable purposes work.
  - (c) Resources available for charitable purposes work.
  - (d) Any other matters deemed important by the committee.

- (5) The committee is to regularly review charitable purposes work being undertaken at periods not exceeding 6 months and determine if the status should change or any aspect requires attention.

#### **45. Charity Support Operational Requirements**

Where it is determined by the committee that the association will provide charitable support for a specific purpose the following will apply:

- (1) A sub-committee will be formed to manage all activities associated with the generation and provision of charitable support. The sub-committee may include any or all members of the committee subject to the following provisos:
  - (a) There shall be at least three persons at all times.
  - (b) A majority shall have a degree of responsibility to the general community as accepted by the Australian Taxation Office (ATO). This can include church authorities, school principals, judges, clergymen, solicitors, doctors, and other professional persons, mayors, councillors, town clerks and members of parliament (refer to ATO ruling TR 95/27 for other acceptable persons).
- (2) The sub-committee shall report to the committee at a frequency, manner and method as determined / varied by the committee.
- (3) At all times charitable purposes work must be undertaken fully compliant with the requirements of the statutory approving authorities. This is to include the conditions of any permits, authorities, tax deductibility status and/or other directly applicable legal requirements.
- (4) The income and property of the association that is derived as a function of charitable purposes work shall be clearly identified as such and, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of the association's charitable objects and in the exercise of powers conferred upon it by the rules.
- (5) No portion of the charitable purposes income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association. This requirement shall not, however, prevent the payment in good faith of:
  - (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the association, or otherwise owing by the association to the member; or
  - (b) any remuneration to any officers or servants of the association or other person in return for any services genuinely rendered to the association.
- (6) No member of the committee or sub-committee shall be appointed to any salaried office of the association or any office of the association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except repayment of reasonable out-of-pocket expenses.
- (7) The sub-committee shall ensure appropriate books of account and record are maintained, including those required to be maintained under the Charitable Fundraising Act 1991.
- (8) All accounts shall be presented to and passed for payment at a sub-committee meeting and full details of all such approvals shall be entered in the Minute Book.

- (9) The statutory required auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months. The following additional requirements apply:
- (a) An auditor shall not be a member or closely related to a member of the committee or sub-committee.
  - (b) Subject to paragraph (c) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.
  - (c) Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph (b) hereof shall not apply.
- (10) In the event that the ATO has accepted the fund as a public fund and granted deductible gift recipient status the ATO is to be notified of any changes to the fund's constitution.
- (11) In the event of the fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.