

## Rules

# Associated Vespa Clubs of Australia Inc

Trading as

## Vespa Club of Australia



# Rules of the Associated Vespa Clubs of Australia Inc

## PART 1—PRELIMINARY

1. The name of the incorporated association is the “**Associated Vespa Clubs of Australia Incorporated**”.

### 2 Purposes

The Associated Vespa Clubs of Australia Inc is a federation of affiliated Australian Vespa Clubs and its purpose is to:

- Represent Australian Vespa Clubs nationally, and internationally within the Vespa World Club.
- Promote and assist the formation of Vespa Clubs in Australia.
- As a member of the Vespa World Club, to approve and monitor the distribution of the Vespa Club trademark to Affiliated Clubs.
- Assist in the organization of national events to involve Affiliated Clubs.
- Work in association with Vespa Australia to promote the Vespa brand.
- Trade under the name ‘Vespa Club of Australia’ under license.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

### 4 Definitions

In these Rules—

**absolute majority**, of the Committee, means a majority of the committee Club Delegates currently holding office and entitled to vote at the time (as distinct from a majority of committee Club Delegates present at a committee meeting);

**Affiliated Club** means a Club formally affiliated with the Associated Vespa Clubs of Australia Inc.

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

**Committee** means the Committee having management of the business of the Association;

**committee meeting** means a meeting of the Committee held in accordance with these Rules;

**club delegate** means delegate of an Affiliated Club.

**disciplinary appeal meeting** means a meeting of the Club Delegates of the Association convened under rule 23(3);

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the Club Delegates of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Club Delegate entitled to vote** means a Club Delegate who under rule 13(2) is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the Club Delegates voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;

- (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Affiliated Clubs or Club Delegates.
- (2) Subrule (1) does not prevent the Association from paying an Affiliated Club or Club Delegate.
  - (a) reimbursement for expenses properly incurred by the Affiliated Club or Club Delegate; or
  - (b) for goods or services provided by the Affiliated Club or Club Delegate.

## **PART 3—AFFILIATED CLUBS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Affiliation and Club Delegates**

## **7 Affiliation**

The members of the Associated Vespa Clubs of Australia Inc are the financial members of the Affiliated Clubs. They are represented on the Associated Vespa Clubs of Australia Inc by Club Delegates appointed by the elected Committees of each Affiliated Club. Provision is made for representation by the licenced importer, known as Vespa Australia.

### **Appointment of Club Delegates**

Affiliated Clubs appoint a delegate(s) in proportion to their membership number.

Affiliated Clubs with 5 – 50 Club members	1 delegate
Affiliated Clubs with 51 – 100 Club members	2 Delegates
Affiliated Clubs with over 101 Club members	3 Delegates
Vespa Australia	1 Delegate

## **8 Requirements for Affiliation**

Affiliated Clubs:

- Are Vespa Clubs open to the owners of any Vespa Motor Scooter, that is Motor Scooters manufactured and sold with the Vespa brand.
- Organize regular riding and social events on behalf of members.
- Act to promote the Vespa brand, and positively represent the Vespa World Club trademark.
- Support the Purposes of the Associated Vespa Clubs of Australia Inc.

A new Affiliated Club will have a minimum of 5 members and will be formed in their municipality or region of residence, and where there are no other Clubs already affiliated with the Associated Vespa Clubs of Australia.

The new Affiliated Club will have the name of the municipality or region of residence.

The new Affiliated Club is preferred to be an Incorporated Association in their State of residence, or meet the following minimum member accountability requirements:

- Has an elected Committee with minimum of a President, Secretary, and Treasurer.
- Holds an Annual General Meeting where its Committee is elected, financial reports approved.
- Maintains an accurate record of financial Club Members, and issues a Membership Card that identifies membership of the Affiliated Club, and also the Associated Vespa Clubs of Australia Inc.
- Upon affiliation and subsequent re-affiliation presents to the Associated Vespa Clubs of Australia Inc the Minutes of its Annual General Meeting, enrolling the names of its current financial members, and provide the names of its appointed Club Delegate(s).

## **9 Application for Affiliation**

- (1) To apply to become an Affiliated Club of the Association, a Club must submit a written application to a committee Club Delegate stating that the Club—
  - (a) wishes to become an Affiliated Club of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the Affiliated Club President, and accompanied by:
    - The Minutes of the Affiliated Club Annual General Meeting detailing the election of office bearers, and financial report.
    - A list of current financial members.
    - Proposed name of the Affiliated Club within the Associated Vespa Clubs of Australia Inc.
    - The name of nominated Club Delegate(s)
  - (b) may be accompanied by the joining fee.

#### **10 Consideration of application**

- (1) As soon as practicable after an application for affiliation is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

#### **11 New Affiliation**

- (1) If an application for Club Affiliation is approved by the Committee—
  - (a) the resolution to accept the Club Affiliation must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new Affiliated Club and its Club Delegate(s), and the date of becoming an affiliate, in the register of Affiliated Clubs.
- (2) A Club becomes an affiliate of the Association and, subject to rule 13(2), is entitled to exercise its rights of affiliation from the date, whichever is the later, on which—
  - (a) the Committee approves the Club's affiliation; or
  - (b) the Club pays the joining fee.

#### **12 Annual subscription and fee on joining**

- (1) Affiliated Club annual subscriptions are paid in advance for a Calendar year and are due by February 1 each year. Affiliated Clubs pay their annual subscription upon application to re-affiliate between October and February each year.
- (2) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following calendar year; and
- (3) The Association may determine that any new Club that affiliates after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of an Affiliated Club (including the right of its Club Delegate(s) to vote) that has not paid the annual subscription by the due date are suspended until the subscription is paid.

#### **13 General rights of Affiliated Clubs and Club Delegates**

- (1) An Affiliated Club of the Association who is entitled to appoint a Delegate to vote has the right—
  - (a) to receive notice of general meetings through their Club Delegate(s) and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business, through its Club Delegates(s), for consideration at a general meeting; and
  - (c) to attend, through Club Delegation, and be heard at general meetings; and
  - (d) to vote, via Club Delegation, at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
  - (f) to inspect the register of Affiliated Clubs.
  - (g) to use the Vespa Club trademark, within the guidelines of the Vespa World Club.

#### **14 Rights not transferable**

The rights of an Affiliated Club are not transferable and end when affiliation ceases.

The rights of a Club Delegate are not transferable and end if the person ceases to be a member of their Affiliated Club, or if the person is replaced as a Club Delegate by their Affiliated Club.

An Affiliated Club may replace a Club Delegate at any time by resolution of its Committee and upon written advice to association.

#### **15 Ceasing Affiliation**

- (1) The affiliation of a Club ceases upon resignation, expulsion, or dissolution.
- (2) If a Club ceases to be an affiliate of the Association, the Secretary must, as soon as practicable, enter the date the Club ceased to be an affiliate in the register of Affiliated Clubs.

#### **16 Resigning as an Affiliated Club**

- (1) An Affiliated Club may resign by notice in writing given to the Association.
- (2) An Affiliated Club is taken to have resigned if—
  - (a) the annual subscription is more than 6 months in arrears.

#### **17 Register of Affiliated Clubs**

- (1) The Secretary must keep and maintain a register of Affiliated Clubs that includes—
  - (a) for each current Affiliated Club—
    - (i) the Affiliated Club's name;
    - (ii) the address for notice last given by the Affiliated Club;
    - (iii) the date of becoming an affiliate;
    - (iv) the name of appointed each Club Delegate(s)
    - (v) The list provided of the Affiliated Club's financial Members.
  - (b) for former Affiliated Clubs, the date of ceasing to be an affiliate.
- (2) Any Affiliated Club through their Club Delegate may, at a reasonable time and free of charge, inspect the register of Affiliated Clubs.

### **Division 2—Disciplinary action**

#### **18 Grounds for taking disciplinary action**

The Association may take disciplinary action against an Affiliated Club in accordance with this Division if it is determined that the Club or its Delegate —

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

## 19 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against an Affiliated Club, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Affiliated Club.
- (2) The Club Delegates of the disciplinary subcommittee—
  - (b) must not be biased against, or in favour of, the Affiliated Club concerned.

## 20 Notice to Affiliated Club

- (1) Before disciplinary action is taken against an Affiliated Club, the Secretary must give written notice to the Affiliated Club—
  - (a) stating that the Association proposes to take disciplinary action against the Affiliated Club; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the Affiliated Club that it may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the Affiliated Club's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the Affiliated Club an opportunity to be heard; and
  - (b) consider any written statement submitted by the Affiliated Club.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the Affiliated Club; or
  - (b) subject to subrule (3)—
    - (i) reprimand the Affiliated Club; or
    - (ii) suspend the Affiliated Club rights of affiliation for a specified period; or
    - (iii) expel the Affiliated Club from the Association.
- (3) The disciplinary subcommittee may not fine the Affiliated Club.
- (4) The suspension of affiliation rights or the expulsion of an Affiliated Club by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 22 Appeal rights

- (1) A Club whose affiliation rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the Club is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a Club has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Club Delegate of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—

- (i) the name of the Affiliated Club against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the Club Delegates present must vote on whether the decision to suspend or expel the Club should be upheld or revoked.

### **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the Affiliated Club and the reasons for taking that action; and
  - (c) the Club whose affiliation has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the Club Delegates present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the Club should be upheld or revoked.
- (3) A Club Delegate may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of Club Delegates voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

#### **24 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) an Affiliated Club and another Affiliated Club;
  - (b) an Affiliated Club and the Association;
- (2) An Affiliated Club must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **25 Parties must attempt to resolve the dispute**

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

#### **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between an Affiliated Club or their delegate and another Affiliated Club or their Delegate—a person appointed by the Committee; or
    - (ii) if the dispute is between an Affiliated Club and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a Club Delegate or former Club Delegate of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **29 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the Committee, and to appoint a representative to the Vespa World Club.
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## **30 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

## **31 Special general meeting held at request of Affiliated Clubs**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of its Affiliated Clubs.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the Club Delegate names and signatures of the Affiliate Clubs requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the Club Delegates making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by Club Delegates under subrule (3)—



- (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Club Delegates convening a special general meeting under subrule (3).

### **32 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the Club Delegates convening the meeting) must give to each of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### **33 Proxies**

- (1) A Club Delegate may appoint another Club Delegate as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting. Alternatively, an Affiliated Club may appoint another of its members to attend the meeting if its designated Club Delegate(s) is unable to attend.
- (2) The appointment of a proxy must be in writing and signed by the Club Delegate or the Affiliated Club making the appointment.
- (3) The Club Delegate or the Affiliated Club appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Club Delegate in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the Club Delegate or the Affiliated Club may use any other form that clearly identifies the person appointed as the Club Delegate or the Affiliated Club proxy and that has been signed by the Club Delegate or the Affiliated Club.
- (5) Notice of a general meeting given to Affiliated Clubs and Club Delegate under rule 33 must—
- (a) state that the Club Delegate or the Affiliated Club may appoint another member or Club Delegate as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **34 Use of technology**

- (1) A Club Delegate not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Club Delegates and those present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Club Delegate participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Club Delegate votes at the meeting, is taken to have voted in person.

### **35 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of Club Delegates is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) Of a majority of Affiliated Clubs.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, Club Delegates under rule 32—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Affiliated Clubs as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the Club Delegates present at the meeting may proceed with the business of the meeting as if a quorum were present.

### **36 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Club Delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Club Delegates more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **37 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each Club Delegate who is entitled to vote has one vote; and
  - (b) Club Delegates may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Club Delegates who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **38 Special resolutions**

A special resolution is passed if not less than three quarters of the Club Delegates voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee Club Delegate from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **39 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Club Delegates on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **40 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the Club Delegates attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the Club Delegates in accordance with rule 30(4)(b)(ii); and
  - (d) the certificate signed by two committee Club Delegates certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—COMMITTEE**

#### **Division 1—Powers of Committee**

#### **41 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Club Delegates of the Association.
- (3) The Committee may—
- (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **42 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
- (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

#### **Division 2—Composition of Committee and duties of Committee Members**

#### **43 Composition of Committee**

The Committee consists of -

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Other positions (if any) as determined by the Annual General Meeting.

#### **44 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee Members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee Members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other member or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **45 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a Club Delegate elected by the other Club Delegates present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **46 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of Affiliated Clubs in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide Affiliated Clubs and Club Delegates with access to the register of Affiliated Clubs, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **47 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and

- (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee Members and tenure of office**

#### **48 Who is eligible to be a Committee Member**

A Club Delegate is eligible to be elected or appointed as a committee member if the Club Delegate—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

#### **49 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **50 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible Club Delegate of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the Club Delegate's consent, be nominated by another Club Delegate.
- (3) A Club Delegate who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **51 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one Club Delegate is nominated for the position, the Chairperson of the meeting must declare the Club Delegate elected to the position.
- (3) If more than one Club Delegate is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **52 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Club Delegate to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Club Delegate nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each Club Delegate present ; and
  - (b) each proxy appointed.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

### **53 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible Club Delegate of the Association to fill the vacant position in accordance with this Division.
- (4) A Committee Member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Club Delegates of the Association.
- (5) The Secretary or the President may give a copy of the representations to each Club Delegate of the Association or, if they are not so given, the Committee Member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **54 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A Committee member ceases to be a committee member if he or she—
  - (a) ceases to be a Club Delegate of an Affiliated Club, or their Affiliated Club ceases to be affiliated with the Associated Vespa Clubs of Australia inc, or their Affiliated Club withdraws its support as a Club Delegate; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

#### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

### **55 Filling casual vacancies**

- (1) The Committee may appoint an eligible Club Delegate of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Club Delegate to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).

- (4) The Committee may continue to act despite any vacancy in its composition.

#### **Division 4—Meetings of Committee**

##### **56 Meetings of Committee**

- (1) The Committee meets as required during the year at the dates, times and places determined by the Committee, and for the Annual General Meeting.
- (2) The Committee may use electronic media to facilitate meetings.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or at the request of any Affiliated Club.

##### **57 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

##### **58 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

##### **59 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

##### **60 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

##### **61 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person) or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

##### **62 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

### **63 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

#### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the Affiliated Clubs of the Association.

### **64 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

### **65 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **66 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **67 Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.



- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### **68 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

#### **69 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

### **PART 7—GENERAL MATTERS**

#### **70 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

#### **71 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

#### **72 Notice requirements**

- (1) Any notice required to be given to a Club Delegate or a committee member under these Rules may be given—
  - (a) by handing the notice to the person personally; or
  - (b) by sending it by post to the person at the address recorded for the Club Delegate on the register of Affiliated Clubs; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.

- (3) Any notice required to be given to the Association or the Committee may be given—
- (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

### **73 Custody and inspection of books and records**

- (1) Club Delegates may on request inspect free of charge—
- (a) the register of Affiliated Clubs;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

#### **Note**

See note following rule 18 for details of access to the register of Club Delegates.

- (2) The Committee may refuse to permit a Club Delegate to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to Affiliated Clubs, Club Delegates, and applicants for affiliation free of charge.
- (4) Subject to subrule (2), a Club Delegate may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its affiliation records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

### **74 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Affiliated Clubs or former Affiliated Clubs of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Affiliated Clubs.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

### **75 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

