

**ALFA ROMEO OWNERS' CLUB OF  
AUSTRALIA (VICTORIA DIVISION)  
INCORPORATED  
ASSOCIATION NUMBER A18615V  
RULES**

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TABLE OF CONTENTS

PREAMBLE ..... 3

1 NAME ..... 3

2 DEFINITION ..... 3

3 OBJECTS OF THE ASSOCIATION ..... 3

4 ALTERATION OF THE RULES ..... 4

5 MEMBERSHIP ..... 4

6 SUBSCRIPTIONS AND FEES ..... 4

7. QUALIFICATIONS FOR MEMBERSHIP ..... 4

8 GENERAL RIGHTS OF MEMBERS.....5

9 REGISTER OF MEMBERS ..... 5

10 CEASING MEMBERSHIP ..... 5

11 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS ..... 6

12 DISPUTES AND MEDIATION ..... 6

13 ANNUAL GENERAL MEETINGS ..... 7

14 SPECIAL MEETINGS ..... 7

15 SPECIAL BUSINESS ..... 7

16 NOTICE OF GENERAL MEETINGS ..... 7

17 QUORUM AT GENERAL MEETINGS ..... 7

18 PRESIDING AT GENERAL MEETINGS ..... 8

19 ADJOURNMENT OF GENERAL MEETINGS ..... 8

20 VOTING AT GENERAL MEETINGS ..... 8

21 POLL AT GENERAL MEETINGS ..... 8

22 PROXIES ..... 8

23 COMMITTEE ..... 8

24 OFFICEHOLDERS ..... 8

25 ELECTION OF COMMITTEE MEMBERS ..... 9

26 EXECUTIVE MEMBERS OF THE COMMITTEE..... 9

27 PRESIDENT ..... 9

28 VACANCIES ..... 9

29 MEETINGS OF THE COMMITTEE ..... 9

30 QUORUM FOR COMMITTEE MEETINGS ..... 9

31 PRESIDING AT COMMITTEE MEETINGS .....10

32 VOTING AT COMMITTEE MEETINGS. .... 10

33 REMOVAL OF COMMITTEE MEMBER ..... 10

34 MINUTES OF MEETINGS ..... 10

35 FUNDS ..... 10

36 NOTICE TO MEMBERS ..... 10

37 WINDING UP ..... 10

38 CUSTODY AND INSPECTION OF THE BOOKS AND RECORDS ..... 10

39 AUDITOR ..... 11

40 ASSOCIATION MAGAZINE ..... 11

APPENDIX 1 - FORM OF APPOINTMENT OF PROXY ..... 12

# ALFA ROMEO OWNERS' CLUB OF AUSTRALIA (VICTORIA DIVISION) INCORPORATED

## Preamble

The Alfa Romeo Owners' Club of Australia (Victoria Division) Incorporated, the Association, exists to provide a meeting point for those who own or drive Alfa Romeo cars, or have an abiding interest in them. It aims firstly to foster an interest in participation in club motorsport and to help position the marque as an active contender at this level of the sport.

As well, the Association's calendar aims to cater to all likely member interests, be they sporting, or social or more family oriented. It seeks to enhance members' driving skills and road craft and engender pride in ownership of the marque.

The Association is an autonomous body that acts on behalf of its members.

The Association is linked to the other four incorporated state-based divisions to facilitate activities at a national level and represent the common overall interests of all divisions.

## 1 Name

The name of the incorporated association is Alfa Romeo Owners' Club of Australia (Victoria Division) Incorporated (in these Rules called "**the Association**").

## 2 Definition

2.1 In these Rules, unless the contrary intention appears –

"**Absolute Majority**", of the Committee, means a majority of the committee members currently holding office (as distinct from a majority of committee members present at a committee meeting);

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

"**Annual General Meeting**" means a meeting of members convened in accordance with Rule 13;

"**Associate Members**" means those persons appointed as members of the Association under Rule 7.3;

"**Committee**" means the Committee of the Association elected under Rule 25;

"**Committee Member**" means those Officeholders and Ordinary Members elected to the Committee in accordance with Rules 23 and 24;

"**Concessional Member**" means those persons appointed as members of the Association under Rule 7.13.3;

"**Family Member**" means means those persons appointed as members of the Association under rule 7.13.2;

"**Financial Year**" means the year ending on 31 December;

"**Full members**" means those persons appointed as members of the Association under Rule 7.2;

"**General Meeting**" means a general meeting of members and may refer to either an Annual General Meeting or a Special Meeting;

"**Honorary Members**" means those persons appointed as members of the Association under Rule 7.9;

"**Junior Members**" means those persons appointed as members of the Association under Rule 7.7;

"**Life Members**" means those persons appointed as members of the Association under Rule 7.6;

"**Day Member**" means those persons appointed as members of the Association under Rule 7.11;

"**Member**" means a member of the Association;

"**Membership Secretary**" means the Officeholder appointed in accordance with Rule 25 who shall be responsible for matters in relation to membership including the maintenance of the register of members.

"**Officeholder**" means the members elected to the positions on the Committee specified in Rule 24;

"**Ordinary Members**" means the members of the Committee who are not Officeholders of the Association under Rule 23;

"**Regulations**" means regulations under the Act;

"**Relevant documents**" has the same meaning as in the Act;

"**Single Member**" means those persons appointed as members of the Association under Rule 7.13.1;

"**Special Meeting**" means a meeting of members convened in accordance with Rule 14;

"**Special Resolution**" means a resolution passed at a General Meeting by no less than three-quarters of the Voting Members who vote in person or by proxy.

"**Voting Member**" means Full Members, Associate Members and Life Members, being the members entitled to vote under these Rules.

2.2 Deleted the old 2.2 – reference to public officer

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

## 3 Objects of the Association

3.1 The objects of the Association are to:

3.1.1 To encourage and promote participation in motor sport in Victoria and throughout Australia;

3.1.2 To associate and affiliate with CAMS Limited;

3.1.3 To promote and control driving events, functions and/or outings for members of the Association;

3.1.4 To foster better acquaintance and social spirit between the various owners of Alfa Romeo cars in Victoria;

3.1.5 To help advance Alfa Romeo owners and ownership in Victoria, and encourage current non-members to join the Association;

- 3.1.6 To educate and instruct members in the maintenance and improvement of their standard of driving and road safety generally;
- 3.1.7 To establish for the Association, and to maintain by example, a high standard of conduct and respect for the laws of the road; and
- 3.1.8 To establish and maintain a register of the various Alfa Romeo vehicles in Victoria.

#### **4 Alteration of the Rules**

These Rules and the statement of purposes of the Association shall not be altered except by Special Resolution.

#### **5 Membership**

- 5.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription and joining fee as determined by the Committee from time to time.
- 5.2 Application for membership shall be made in writing on the Associations approved Membership Application Form and lodged with the Membership Secretary. All applications shall be accompanied by payment of the prescribed fees.
- 5.3 As soon as practicable after the receipt of an application, the Membership Secretary shall refer the application to the Committee.
- 5.4 The Committee shall have full discretionary power to accept or reject any application for membership and its decision in such matters shall be final and absolute.
- 5.5 If the Committee accepts an application, the Secretary shall, with as little delay as possible, notify the applicant in writing that the application has been accepted.
- 5.6 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected, and any fees paid in relation to the rejected application are to be refunded.
- 5.7 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 5.8 A right, privilege, or obligation of a person by reason of membership of the Association -
  - 5.8.1 is not capable of being transferred or transmitted to another person; and
  - 5.8.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

#### **6 Subscriptions and Fees**

- 6.1 The annual subscription shall be determined by the Committee prior to 31 October of each year. All members who pay the annual subscription under Rule 6.3 shall be notified in writing at their last known address of the proposed annual subscription. The proposed annual subscription shall be presented to the following General Meeting for acceptance, rejection or alteration.
- 6.2 The Committee has the power to declare a joining fee for new members. The joining fee is to be no greater than the annual subscription.
- 6.3 The annual subscription must be paid by Full, Associate and Junior Members and is payable:
  - 6.3.1 for members who joined the Association prior to 1 January 1987, on 30 June in each year; and
  - 6.3.2 for all other members on the annual anniversary of the date that member joined the Association.
- 6.4 If a Full, Associate or Junior Member does not pay the annual subscription for more than two months after the due date specified in Rule 6.3 ("**Lapsing Date**") that member ("**Lapsed Member**") shall lose all rights and privileges of membership and:
  - 6.4.1 if the Lapsed Member should rejoin the Association within 6 months of the Lapsing Date, the Lapsed Member shall be liable to a penalty of 10% of the current annual subscription in addition to the annual subscription; and
  - 6.4.2 if the Lapsed Member seeks to be reinstated after the time specified in Rule 6.4.1 the Lapsed Member may only be reinstated on payment of a further joining fee as determined by the Committee in addition to any other fees payable on rejoining the Association under these Rules.
- 6.5 Rule 6.4 may be varied at the discretion of the Committee.

#### **7 Qualifications for Membership**

- 7.1 The Association's membership shall be divided into the following classes:
  - 7.1.1 Full Member;
  - 7.1.2 Associate Member;
  - 7.1.3 Life Member;
  - 7.1.4 Junior Member;
  - 7.1.5 Honorary Member;
  - 7.1.6 Day Member; and
  - 7.1.7 Temporary Member.
- 7.2 Full Membership shall be confined to:
  - 7.2.1 owners or regular drivers of Alfa Romeo vehicles and their partners; and
  - 7.2.2 members being over 18 years of age
- 7.3 Subject to Rule 7.4, Associate Membership shall be open to:
  - 7.3.1 anyone who does not satisfy the requirements under Rule 7.2 but has a genuine interest in Alfa Romeo; and
  - 7.3.2 is considered by the Committee to be a suitable member of the Association; and
  - 7.3.3 is over 18 years of age.
- 7.4 The Committee cannot accept any new Associate Members if the number of Associate Members currently exceeds 10% of the total Association's membership.

- 7.5 The Committee may recommend any person who has been a member for over 10 years for Life Membership if that person has, in the Committee's opinion rendered special or extraordinary service to the Association. Life Members shall be elected in accordance with Rule 7.6.
- 7.6 Life Membership shall be decided by no less than a 75% majority vote of the Voting Members present at a General Meeting.
- 7.7 Junior Membership shall be open to anyone who is under the age of 18 years. Junior Members shall have no voting rights.
- 7.8 The Committee may recommend Honorary Membership for a period specified by the Committee. Honorary Members shall be elected in accordance with rule 7.9.
- 7.9 Honorary Membership shall be decided by a majority vote of the Voting Members present at a General Meeting.
- 7.10 Honorary Members shall have identical rights, privileges and requirements of Full Members except that they shall have no right to vote.
- 7.11 Day Membership shall be open to anyone who, in the opinion of the nominated member organising a club event, is suitable to participate in that event. The Committee shall specifically authorise that member to accept Day Membership, which shall then be valid for a period not exceeding 24 hours from the time nominated by that member. Day Members have no voting rights.
- 7.12 Temporary Members shall be entitled to all rights and privileges of a full member and participate in all club events except those that require a CAMS or like license necessary to enter such an event. Temporary Members shall have no voting rights.
- 7.13 The Club shall have three membership categories, which shall determine the applicable annual fee where a fee is payable.
  - 7.13.1 Single shall be open to all persons failing to for fill the requirements of the other two categories, the fee payable shall be determined under Rule 6
  - 7.13.2 Family shall be Open to families made up of one, or two adults living in a relationship (married or defacto) and any children of either adult under the age of 18 years, all must be listed on the register of membership. The fee payable shall be determined under Rule 6
  - 7.13.3 Concession shall be open to the holders of the following.
    - 7.13.3.1 A Government Pension Concession Card.,
    - 7.13.3.2 A Government Health Care Card,
    - 7.13.3.3 Full Time Students only.
    - 7.13.3.4 Evidence must be provided at the time of application and with each renewal for all of the above cards. The fee payable shall be determined under Rule 6

## **8 General Rights of Members**

- 8.1 A member of the Association who is entitled to vote has the right—
  - 8.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - 8.1.2 to submit items of business for consideration at a general meeting; and
  - 8.1.3 to attend and be heard at general meetings; and
  - 8.1.4 to vote at a general meeting; and
  - 8.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule 75 of the Act; and
  - 8.1.6 to inspect the register of members.
- 8.2 A member is entitled to vote if—
  - 8.2.1 the member is a member other than an Honorary, Day, Temporary or Junior member; and
  - 8.2.2 more than 10 business days have passed since he or she became a member of the Association; and
  - 8.2.3 the member's membership rights are not suspended for any reason.

## **9 Register of members**

- 9.1 The Membership Secretary must keep and maintain a register of members containing -
  - 9.1.1 the full name and address of each member;
  - 9.1.2 the type of membership held by each member; and
  - 9.1.3 the date on which each member's name was entered in the register
- 9.2 The register is available for inspection free of charge by any member upon request. Such a request shall be made in writing to the Membership Secretary. Access shall be provided within 14 days of the request being received.

## **10 Ceasing membership**

- 10.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Membership Secretary of his or her intention to resign.
- 10.2 After the expiry of the period referred to in Rule 10.1 -
  - 10.2.1 the member ceases to be a member
  - 10.2.2 the Membership Secretary shall have recorded in the register of members the date on which the member ceased to be a member.

## **11 Discipline, suspension and expulsion of members**

- 11.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution -
- 11.1.1 fine that member an amount not exceeding \$500; or
  - 11.1.2 suspend that member from membership of the Association for a specified period; or
  - 11.1.3 expel that member from the Association.
- 11.2 A resolution of the Committee under Rule 11.1 does not take effect unless -
- 11.2.1 the Committee, at a meeting held in accordance with Rule 11.3, confirms the resolution; and
  - 11.2.2 where the member exercises a right of appeal to the Association under Rule 11.6, the Association confirms the resolution at a Special Meeting.
- 11.3 A meeting of the Committee to confirm or revoke a resolution passed under Rule 11.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Rule 11.4.
- 11.4 If the Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, caused to be served on the member a notice in writing -
- 11.4.1 setting out the resolution of the Committee and the grounds on which it is based; and
  - 11.4.2 stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice; and
  - 11.4.3 stating the date, place and time of that meeting; and
  - 11.4.4 informing the member that he or she may do none or one or more of the following -
    - 11.4.4.1 attend that meeting;
    - 11.4.4.2 give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - 11.4.5 not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in Special Meeting against the resolution.
- 11.5 At a meeting of the Committee to confirm or revoke a resolution passed under Rule 11.2, the Committee must -
- 11.5.1 give the member, or his or her representative, an opportunity to be heard; and
  - 11.5.2 give due consideration to any written statement submitted by the member; and
  - 11.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 11.6 If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in Special Meeting against the resolution.
- 11.7 If the Secretary receives a notice under Rule 11.6 he or she must notify the Committee and the Committee must convene a Special Meeting of the Association in accordance with Rule 16.
- 11.8 At a Special Meeting of the Association convened under Rule 11.7:
- 11.8.1 no business other than the question of the appeal may be conducted; and
  - 11.8.2 the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - 11.8.3 the member, or his or her representative, must be given an opportunity to be heard; and
  - 11.8.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 11.9 A resolution is confirmed if, at the Special Meeting, not less than 75% of current Voting Members present, or represented by proxy, vote in favour of the resolution. In any other case, the resolution is revoked.

## **12 Disputes and mediation**

- 12.1 The grievance procedure set out in this Rule applies to disputes under these Rules between
- 12.1.1 a member and another member; or
  - 12.1.2 a member and the Association
- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be -
- 12.4.1 a person chosen by agreement between the parties; or
  - 12.4.2 in the absence of agreement -
    - 12.4.2.1 in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - 12.4.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.5 A member of the Association can be a mediator.
- 12.6 The mediator cannot be a member who is a party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must -
- 12.8.1 give the parties to the mediation process every opportunity to be heard; and

- 12.8.2 allow due consideration by all parties of any written statement submitted by any party; and
- 12.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

12.9 The mediator must not determine the dispute.

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

### **13. Annual General Meetings**

13.1 The Association shall each calendar year convene an Annual General Meeting of its members.

13.2 The Annual General Meeting shall be held on such a day as the Committee determines.

13.3 The Annual General Meeting shall be specified as such in the notice convening it.

13.4 The ordinary business of the Annual General Meeting shall be -

13.4.1 to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting

13.4.2 to receive from the Committee reports upon the transactions of the Association during the last preceding financial year

13.4.3 to elect Officeholders and the Ordinary Members of the Committee

13.4.4 to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act

13.4.5 to confirm or vary the amounts (if any) of the annual subscription and joining fee.

13.5 The Annual General Meeting may transact any special business of which notice has been given in accordance with these Rules.

### **14 Special Meetings**

14.1 All General Meetings other than the Annual General Meeting shall be called Special Meetings.

14.2 The Committee may, whenever it thinks fit, convene a Special Meeting of the Association and, where, but for this Rule, more than fifteen months would elapse between Annual General Meetings, shall convene a Special Meeting before the expiration of that period.

14.3 The Committee shall, on the requisition in writing of Voting Members representing not less than 25 per cent of the total number of Voting Members, convene a Special Meeting of the Association.

14.4 The requisition for a Special Meeting shall state the objects of the meeting and shall be signed by the Voting Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.

14.5 If the Committee does not cause a Special Meeting to be held within two months after the date on which the requisition is sent to the address of the Secretary, the Voting Members making the requisition, or any of them, may convene a Special Meeting to be held not later than three months after that date.

14.6 A Special Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### **15 Special business**

All business that is conducted at a Special Meeting and all business that is conducted at the Annual General Meeting are deemed to be special business, except for business conducted under the rules as ordinary business of the Annual General Meeting.

### **16 Notice of General Meetings**

16.1 The Secretary of the Association, at least 21 days before the date fixed for holding a General Meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

16.2 Notice may be sent -

16.2.1 by prepaid post to the address appearing in the register of members; or

16.2.2 if the member requests, by facsimile transmission or electronic transmissions.

16.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

16.4 A Voting Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

### **17 Quorum at General Meetings**

16.1 No item of business may be conducted at a General Meeting unless a quorum of Voting Members is present at the time when the meeting is considering that item.

16.2 Twenty Voting Members personally present constitute a quorum for the conduct of the business of a General Meeting.

16.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present -

16.3.1 in the case of a General Meeting convened upon the request of members - the General Meeting must be dissolved; and

16.3.2 in any other case - the General Meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

16.4 If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Voting Members personally present (being not less than 10) shall be a quorum.

### **18 Presiding at General Meetings**

18.1 The President, or in the President's absence, the Vice-President, or Immediate Past President (as the case may be), shall preside as Chairperson at each General Meeting of the Association.

18.2 If the President and the Vice-President or Immediate Past President (as the case may be) are absent from a Meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **19 Adjournment of General Meetings**

- 19.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Members present at the General Meeting, adjourn the General Meeting from time to time and place to place.
- 19.2 No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.
- 19.3 If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with Rule 16.
- 19.4 Except as provided in Rule 19.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

#### **20 Voting at General Meetings**

- 20.1 Upon any question arising at a General Meeting of the Association, Voting Members have one vote only in respect of any one motion.
- 20.2 All votes must be given personally or by proxy.
- 20.3 In the case of an equality of voting on a question, the Chairperson of the General Meeting is entitled to exercise a second or casting vote.
- 20.4 A member who is not a Voting Member is not entitled to vote at any General Meeting of the Association.

#### **21 Poll at General Meetings**

- 21.1 A question arising at a General Meeting of the Association shall 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, and 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.
- 21.2 If at a General Meeting a poll on any question is demanded by not less than 25% of the Voting Members present it must be taken at that General Meeting by a secret ballot and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.

#### **22 Proxies**

- 22.1 Each Voting Member is entitled to appoint another member as a 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.
- 22.2 The notice appointing the proxy must be in the form set out in Appendix 1.

#### **23 Committee**

- 23.1 The affairs of the Association shall be managed by the Committee.
- 23.2 The Committee -
  - 23.2.1 shall control and manage the business and affairs of the Association
  - 23.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings
  - 23.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts; things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
  - 23.2.4 has the power to invest the Association funds only in approved trustee type securities and shall also have the power to purchase, lease or rent property or chattels for the use of the Association and/or its members and to effect such insurances as it may deem necessary to cover loss or damage to any property of the Association.
- 23.3 The Committee shall consist of -
  - 23.3.1 the Officeholders; and
  - 23.3.2 two Ordinary Members - each of whom shall be elected at the Annual General Meeting of the Association in each year.

#### **24 Officeholders**

- 24.1 The Officeholders of the Association shall be -
  - 24.1.1 a President;
  - 24.1.2 a Vice President;
  - 24.1.3 a Treasurer;
  - 24.1.4 a Secretary;
  - 24.1.5 a Competition Secretary;
  - 24.1.6 a Membership Secretary
  - 24.1.7 a Social Secretary;
  - 24.1.8 an Editor; and
  - 24.1.9 the Immediate Past President if at least 75% percent of the Voting Members present at the Annual General Meeting approve his/her nomination.
- 24.2 If the Immediate Past President is approved in accordance with Rule 24.1.9 he/she will remain an Officeholder for a twelve month period immediately following completion of his/her term as President. In any other case the position of the Immediate Past President shall remain vacant.

24.3 The Secretary elected under Rule 24 below must perform any duty or function required under the Act and live in Australia.

## **25 Election of Committee Members**

25.1 Subject to Rule 32, each Committee Member shall hold office until the Annual General Meeting next after the date of his or her election and is not eligible for re-election for that position for more than two successive years, except as provided for in 24.4.

24.2 Old clause 24.2 deleted replaced by 28

25.2 Nominations of candidates for election as Committee Members must be -

25.2.1 made in writing, signed by two Voting Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)

25.2.2 delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the Annual General Meeting.

25.3 If insufficient nominations are received to fill any vacancy on the Committee, further nominations may be received at the Annual General Meeting, including any Committee Member who has completed 3 years service in that position.

25.4 If more than one nomination is received for any one position, a ballot must be held.

25.5 The President, Vice President, Secretary and Treasurer shall be Full Members. Remaining Committee members may be Full Members or an Associate Member. Only one Committee position may be filled by an Associate Member. Should a nomination of an Associate Member be the only nomination received for that position, endorsement will be required by the majority vote of Voting Members present at the meeting. To be eligible for nomination Associate Members shall have been an Associate or Full Member for a continuous period of not less than 3 years prior to nomination.

25.6 The ballot for the election of Committee Members must be conducted at the Annual General Meeting in such manner as the Committee may direct.

25.7 At the conclusion of all business being dealt with at the Annual General Meeting, the President shall announce the appointment of a Chairperson to conduct the election of the Committee for the forthcoming year and shall then formally vacate the Presidency and the Chair.

25.8 On the election of a Chairperson under rule 25.8 he/she shall:

25.8.1 assume the Chair;

25.8.2 appoint a returning member to record the voting in respect of each Committee position;

25.8.3 conduct a formal election of the Committee Members in the order as set out in Rule 23

25.8.4 on the completion of the election hand the Chair over to the newly elected President, who shall complete the necessary business of the Annual General Meeting.

## **26 Executive Members of the Committee**

The Executive of the Committee shall consist of the President, Secretary and the Treasurer.

## **27 President**

The President of the Association shall act as the primary contact between the Association, and the authorised Alfa Romeo Dealers in Victoria.

## **28 Committee Vacancies**

28.1 A committee position becomes vacant if the Committee Member holding that position: -

28.1.1 ceases to be a member of the Association; or

28.1.2 becomes an insolvent under the administration within the meaning of the Corporations Law; or

28.1.3 resigns from office by notice in writing given to the Secretary; or

28.1.4 is removed from that position, under Rule 32.

28.2 The Committee may appoint an eligible member of the Association to fill a position on the Committee that—

28.2.1 has become vacant under rule 28.1; or

28.2.2 was not filled by election at the last annual general meeting.

28.3 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

28.4 Rule 24 applies to any committee member appointed by the Committee under Rule 28.2 or 28.3.

28.5 The Committee may continue to act despite any vacancy in its membership.

## **29 Meetings of the Committee**

The Committee may meet as often as the Committee may determine but no less than 6 times in any financial year.

## **30 Quorum for Committee meetings**

30.1 Any 5 Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.

30.2 No business may be conducted unless a quorum is present.

30.3 If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same time and day in the following week.

30.4 The Committee may act notwithstanding any vacancy on the Committee.

## **31 Presiding at Committee meetings**

- 31.1 At the meetings of the Committee -
  - 31.1.1 the President or in the Presidents absence, the Vice President, or Immediate Past President presides; or
  - 31.1.2 if the President, the Vice President and the Immediate Past President are absent, or are unable to preside, the Committee Members present must choose a Committee Member to preside.

### **32 Voting at Committee meetings.**

- 32.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 32.2 Each Committee Member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **33 Removal of Committee Member**

- 33.1 The Association in General Meeting may, by resolution, give notice of intent to remove any Committee Member before the expiration of the Committee Member's term of office and appoint another Committee Member in his or her place to hold office until the expiration of the term of the first mentioned Committee Member.
- 33.2 A Committee Member who is the subject of a proposed resolution referred to in Rule 32.1 may make representations in writing to the Secretary or the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 33.3 The Secretary or the President may give a copy of the representations to each Voting Member of the Association or, if they are not so given, the Voting Members may require that they be read out at the Special Meeting called for that purpose.
- 33.4 The Committee must call a Special Meeting of the Association, in accordance with Rule 15, to either confirm or revoke the Voting Member's resolution. The resolution is confirmed if 75% of Voting Members present or represented by Proxy, vote in favour of the resolution. In any other case the resolution is revoked.
- 33.5 If a Committee Member is absent for more than 3 consecutive Committee Meetings, without acceptable explanation, he or she may be removed from office by a resolution of the Committee.

### **34 Minutes of Meetings**

- 34.1 The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting, together with a record of the names of persons present at **both** meetings.
- 34.2 Members may inspect minutes of General and or Committee meetings upon written request to the Secretary.

### **35 Deleted Common Seal – we don't have one**

### **35 Funds**

- 35.1 The Treasurer of the Association must -
  - 35.1.1 collect and receive all moneys due to the Association, make all payments authorised by the Association and operate such bank account or other account in the name of the Association as may be required;
  - 35.1.2 keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the Association;
  - 35.1.3 account to the Committee for all expenditure and present all accounts to the Committee for approval
  - 35.1.3 prepare the Financial Statements for audit and subsequent publication in the Association's magazine prior to the Annual General Meeting and present those Financial Statements and a Treasurer's report at the Annual General Meeting.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Executive Members of the Committee.
- 35.3 The funds of the Association shall be derived from joining fees, annual subscriptions, donations, charges which the Committee may impose for attendance at or participation in the Association functions and sporting events and such other sources as the Committee determines.

### **36 Notice to members**

- 36.1 Except for the requirement in Rule 16, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by -
  - 36.1.1 delivering the notice to the member personally; or
  - 36.1.2 sending it by prepaid post addressed to the member at the member's address shown in the register of members; or
  - 36.1.3 facsimile transmission, if the member has agreed that the notice be given to him or her in this manner; or
  - 36.1.4 electronic transmission, if the member has agreed that the notice be given to him or her in this manner.

### **37 Winding up**

- 37.1 The Association may only be dissolved on a resolution passed by 75% of the Voting Members, present at a Special Meeting called for that purpose.
- 37.2 In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **38 Custody and inspection of the books and records**

- 38.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

- 38.2 All accounts, books, securities and any other relevant documents of the Association except confidential or commercial in nature, must be available for inspection free of charge by any member upon request. This request must be made seven days prior to requirement.
- 38.3 A member may make a copy of such documents under 38.2 after 14 days notice to the Secretary.

**39 Auditor**

- 39.1 An auditor, who shall not be a member of the Association, shall be appointed by the Committee and the Association's accounts shall be audited prior to the Financial Statement being presented to the Annual General Meeting and an Auditor's Report shall be appended to and form part of the Financial Statement.
- 39.2 An audit, other than an annual audit undertaken in accordance with Rule 39.1 may be called for:
- 39.2.1 at the discretion of the Committee; or
  - 39.2.2 if a majority of the members present at a Special Meeting called for the purpose of recommending an audit, resolve that such an audit be carried out.

**40 Association Magazine**

The Association shall publish a periodical to be issued at least quarterly and distributed by mail to the last known address of all members.

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I,

**(name)**

of

**(address)**

being a member of the Alfa Romeo Owners' Club of Australia (Victoria Division) Incorporated, appoint

**(name of proxy holder)**

of

**(address of proxy holder)**

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the Annual/Special\* General Meeting of the Association to be held on **(date of meeting)** and at any adjournment of that meeting. My proxy, Member Number: is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

Signed Date

\*Delete if not applicable

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**FORM OF APPOINTMENT OF PROXY**

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Signed Date