



**CONSTITUTION
AND
RULES**

OF THE MG CAR CLUB OF QUEENSLAND INC.

ABN 17 363 680 667

Incorporation Number IA02553

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CONSTITUTION AND RULES OF THE MG CAR CLUB OF QUEENSLAND INC.

1. INTERPRETATION

- (1) In these rules: *Act* means the *Associations Incorporation Act 1981*.
- (2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) Wherever the same appears herein, the singular shall be read to include the plural and vice versa and the masculine shall be read to include the feminine and vice versa.
- (4) *Club* means *Association*.

2. NAME

The Name of the Association shall be the "**MG Car Club of Queensland Inc.**", hereinafter referred to as "**the Club**".

3. OBJECTIVES

The objects for which the Club is established are:

- (1) To promote the sport and pastime of motoring in all its branches, and in particular, to further the interests of the owners and drivers of MG cars.
- (2) To promote, organise and hold all forms of automobile competitions as shall be approved from time to time by the Confederation of Australian Motor Sport Ltd trading as Motorsport Australia (hereinafter referred to as "Motorsport Australia"), and to offer prizes and awards in respect thereof.
- (3) To be affiliated with Motorsport Australia or with such other body as may be approved by the Federation Internationale Automobile (hereinafter referred to as the "FIA") and abide by its rules and regulations from time to time in force.

4. POWERS

The powers of the Club are :-

- (1) To take over the funds and other assets and the liabilities of the present unincorporated Association known as the "**MG CAR CLUB OF QUEENSLAND**";
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 30(11);
- (3) In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises;

(4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being used in connection with, any of the objects of the Club: provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;

(7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Club, or in or about the incorporated Club or promotion of the incorporated Club or in the furtherance of its objects;

(8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(9) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit;

(10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(11) In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities;

(13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (14) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in sub-rule (4);
- (17) To take steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (19) In furtherance of the objects of the Club to amalgamate with any one or more incorporated clubs having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club or by virtue of Rule 30(11); and which is a non-profit company as defined in the Income Tax Assessment Act.
- (20) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated clubs with which the Club is authorised to amalgamate;
- (21) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated clubs with which the Club is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the club.

5. MEMBERS

- (1) The membership of the Club shall consist of:
- (a) Ordinary members being persons, who at the time of joining the Club or upon renewal of their membership, are MG car owners and whose MG car is registered in the Club records;
- together with all or any of the following:-
- (b) Associate Members being persons who do not own an MG car;
- (c) Country Members being persons residing outside a radius of 100kms from the Brisbane General Post Office who otherwise qualify as Ordinary or Associate Members;

(d) Social Members being a person nominated by an ordinary or associate member and may be admitted to membership at a reduced fee. An ordinary or associate member may only nominate one person as a social member at any one time. A social member cannot gain club points, nor vote at meetings, nor move nor second any motion, nor hold Club office;

(e) Life Members being persons elected to Life Membership of the Club by and within the sole discretion of the Management Committee, subject to payment of such fee as the club may from time to time in general meeting determine. Life members shall further pay such capitation fees or levies as the club may be required to disburse on their behalf.

(f) Honorary Members may be elected by the Management Committee and for such period or periods as the Management Committee may in its absolute discretion deem fit. Honorary Members shall be proposed by a Club member which nomination shall be seconded by a Committee member and the proposer shall be responsible for all liabilities incurred by the nominee with the Club. Honorary members shall not be required to pay an annual subscription fee to the Club, nor shall they be obliged to pay any levies imposed by the Club on its members. They shall be required to pay such capitation fees as the Club is required to collect for other bodies. Honorary members shall not be entitled to any voting rights within the club; they shall not be entitled to speak at club or Management Committee Meetings nor hold any club office.

(g) Honorary Life Members being persons of distinguished positions or attainments who may be elected Honorary Members for Life. An ordinary member may propose a person to be a recipient of an Honorary Life Membership. The proposal shall be made to the Management Committee and shall be seconded by a Committee member. The Management Committee may appoint a sub-committee to evaluate any nominee for suitability for this investiture. A recommendation for Honorary Life Membership will be presented to the Annual General Meeting of the Club for approval. Honorary Life Members shall not be required to pay an annual subscription fee to the Club nor shall they be obliged to pay any levies imposed by the Club on its members. They shall be required to pay such capitation fees as the Club is required to collect for other bodies.

(h) Temporary Members being members of any other MG Car Club affiliated with Motorsport Australia or some other National Sporting Authority (known as "ASN") who are visiting Queensland. Temporary Members shall have no Club voting rights whatsoever, nor shall they be entitled to speak at any Club meetings.

(i) Overseas Members being members of the Club living temporarily or permanently overseas.

(j) Junior Members being aged less than 16 years of age (inclusive) shall be entitled to enter such competitions as may be open to their respective age group, but they shall enjoy no other privileges of Club Membership.

(2) All classes of Membership shall be unlimited.

6. MEMBERSHIP

(1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the date of incorporation, agrees in writing to become a member of the Club shall be admitted by the Management Committee to the same class of membership of the Club as that member held in the unincorporated association. Every member of the Club who previously to his agreeing to become a member of the Club has paid his subscription due on the 1st day of January 1987, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the 1st day of January 1988.

(2) Every person who held a Family Membership class of the Club as at December 31 2019 will be classified as a Social Member from that date.

(3) Every application for any class of membership of the Club shall be made in writing, signed by the applicant and shall be in such form as the Management Committee from time to time prescribes.

(4) A corporation shall not be granted membership of the Club.

7. MEMBERSHIP FEES

(1) The Membership Fee and joining fee for each class of membership except Life Membership shall be determined annually by the Management Committee.

(2) All subscriptions shall be payable on application and subsequent subscriptions on 1st January each year, except that

a. in the case of persons first elected on or after 1st July and before 1st December in any year, the subscription payable will be reduced pro-rata for the number of completed whole months of that year. The reduced subscription shall only cover the current year.

b. in the case of persons first elected on or after 1st December in any year, a full subscription is payable and shall cover the ensuing year.

Additional Motorsport Australia Capitation Fee for the ensuing year shall be paid.

(3) Any member whose subscription remains unpaid by the last day of March shall cease to be a member of the Club and the Committee may have his name removed from the membership register. The Committee may reinstate a member on receipt of such subscription.

(4) Upon payment of subscription and joining fee a member agrees to be bound by these Rules and subject thereto is entitled to all the advantages and privileges of the particular class of membership of the Club to which he was elected.

8. ADMISSION AND REJECTION OF MEMBERS

(1) Election to membership of the Club, in all cases except that of Honorary Life Membership, shall be by majority vote of the Management Committee, upon written Application.

(2) Upon the acceptance or rejection of an application for any class of membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

(3) There is no appeal against rejection of membership.

9. TERMINATION OF MEMBERSHIP

(1) A member may resign from the Club at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) No member resigning from the Club or ceasing from any cause to be a member shall be entitled to or have any claim upon any portion whatsoever of the property of the Club. Every member upon ceasing to be a Club member shall forthwith return to the Club any Club property which may be in his or her possession.

(3) No member of the Club shall, without the prior consent of the Committee, take away from the Clubrooms or the Mt. Cotton Hillclimb premises, or such other Club storage place, any property of the Club. Members shall not deface, tear, damage or injure any property of the Club. Members harming or removing any property of the Club shall be liable to expulsion pursuant to a resolution of the Committee or may be deprived of all the rights and privileges of membership for such time and upon such conditions as the Management Committee shall deem fit.

(4) If a member:-

(i) is convicted of an indictable offence; or

(ii) fails to comply with any of the provisions of these Rules or other By-laws or regulations of the Club;

(iii) has membership fees in arrears for a period of three months or more; or

(iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Club or of motor sport generally;

(v) conducts himself in a manner considered to constitute unbecoming behaviour,

the Management Committee shall consider whether his membership shall be terminated.

(5) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.

(6) The member concerned shall be requested to appear before the Management Committee to give an explanation of such conduct. In the absence of an explanation satisfactory to the Management Committee the Management Committee may caution, suspend from Club membership, impose a fine as the Management Committee shall determine by annual review and/or request a resignation from Club membership. In the event of suspension resignation or expulsion no refund of Club Membership fees is

to apply. Should the offending member fail to appear before the Management Committee when requested, the Management Committee may proceed to adjudicate, notwithstanding.

(7) The Management Committee shall be specially summoned to consider questions under Rule 9(4) and written notice shall be sent to the member at his last known address not less than seven (7) days prior to the meeting. Before reaching a decision, the Committee shall hear any explanation which such a member shall desire to give together with any evidence in support of such explanation tendered by him. No member shall be cautioned, suspended, fined, required to resign or expelled, unless the resolution be supported by at least two thirds of the members of the Management Committee present. On resignation or being expelled the member shall forfeit all right (if any) to or claim upon the Club or its property or funds.

(8) The Management Committee may refuse to accept the application for renewal of the membership of any Club member without giving any reasons therefore and may thereupon remove that members name from the register. No person whose name has been removed from the Register of Members in accordance with this Rule shall be nominated as a candidate for membership without the sanction of the Management Committee of the Club. Any person whose application for renewal of membership is so rejected may exercise the same rights of appeal as a person whose membership is terminated provided for in Rule 10.

(9) Any member who fails to pay any fine imposed upon him pursuant to these Rules within one month of notice thereof shall thereupon cease to be a member of the Club and shall thereupon forfeit all right to or claim (if any) upon the Club or its property or funds but shall remain liable for all moneys then due by him to the Club. The Committee may in its discretion reinstate any member whose name has been removed from the Register of Members pursuant to these Rules.

(10) The Committee shall have power to fine or remove from office any of the paid Officers of the Club for neglect of duty, breach of confidence or other misconduct.

10. APPEAL AGAINST TERMINATION OF MEMBERSHIP

(1) A person whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

(2) Upon receipt of such notification of intention to appeal against termination of membership the Secretary shall convene an appeals committee, which shall consist of three persons who are (a) members of the legal profession and/or (b) members or ex-members of the Club of 10 years membership who are not office bearers and are no longer active competitors. The Management Committee shall determine the date and place of hearing before the appeals committee. At any such hearing the applicant shall be given the opportunity to fully present his case and the Management Committee likewise shall have the opportunity of presenting its case. The appeal shall be determined by a majority vote of the appeals committee. There shall be no right of legal representation before the appeals Committee.

11. REGISTER OF MEMBERS

(1) The management committee must keep a register of members of the club.

- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) details of MG Marque or other vehicle types owned by a member
 - (g) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk or harm.
- (6) A roll of the names and addresses of current Club members shall be kept and upon reasonable notice shall be available for inspection in the Club Rooms.

12. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

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

13. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The affairs of the Club shall be directed by a Management Committee of not more than ten (10) and not less than six (6) Club members of whom not more than two shall be related by consanguinity or affinity to the third degree. The Management Committee shall consist of the President, Vice-President, Secretary, Treasurer and not more than six (6) and not less than two (2) ordinary Committee members. The

Management Committee may appoint Club members to the position of Assistant or pro-tempore Secretary, Assistant or pro-tempore Treasurer or any other officer for special duties and may revoke such appointments at any time. The immediate Past President being a financial member of the Club may attend Management Committee meetings but may not vote at Management Committee Meetings.

- (2) At the Annual General Meeting of the Club,
 - (a) all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
 - (b) the positions of all Office bearers, Club Officials, and sub-committee members shall be declared vacant,
- (3) (a) The election of office bearers and other Management Committee members shall take place as follows:-
 - (i) President: The President shall be elected at the Annual General Meeting.
 - (ii) Management Committee Members: All Management Committee members shall be elected at the Annual General Meeting.
 - (iii) Office Bearers: Office Bearers other than President shall be appointed by the Management Committee
- (b) The election of members of the Management Committee including President shall take place in the following manner:-
 - (i) Nominations shall be in writing in the prescribed form set out in Appendix A and shall be signed by the proposer, seconder and the nominee all of who must be club Members.
 - (ii) All Nominations shall be received by the Secretary fourteen (14) days prior to the Annual General Meeting of the Club.
 - (iii) All valid nominations shall be accepted at the next subsequent Committee meeting after closure of nominations and may thereafter be made known to all Club members.
- (c) Election shall take place:-
 - (i) if the nominations do not exceed vacancies then the nominees shall be declared by the chairman to be duly elected.
 - (ii) if the nominations exceed the vacancies then voting shall be by ballot: PROVIDED HOWEVER that where at the close of voting any vacancies shall remain then the election of additional committee members shall be within the province of the incoming Management Committee.
- (d) Where voting is by Secret Ballot, Balloting lists shall be prepared by the Secretary listing the candidates alphabetically. Each voting member present shall be entitled to complete one ballot sheet, voting for any number of nominees not exceeding the number of vacancies; any ballot paper including votes exceeding the number of vacancies shall be invalid PROVIDED

HOWEVER that the withdrawal of any nominee shall not affect the validity of any ballot paper.

(4) The issue and or distribution of any propaganda, ticket or any printed matter in support or otherwise of any nominee or group of nominees for an election is not permitted and any person breaching or assisting another in breach of this sub-rule shall be guilty of a grave breach of Club rules which shall be dealt with pursuant to the provisions of Rule 9 hereof.

14. RESIGNATION FROM MANAGEMENT COMMITTEE

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Club where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

15. VACANCIES ON MANAGEMENT COMMITTEE

(1) The Management Committee shall have power at any time to appoint any member of the Club to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Club, but for no other purpose.

16. FUNCTIONS OF THE MANAGEMENT COMMITTEE

(1) Except as otherwise provided by these rules the Management Committee:-

(a) shall have the general control and management of the administration of the affairs, property and funds of the Club; and

(b) shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent; but any interpretation must have regard to the Act, including any regulation made under the Act.

Note:- The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

(2) The Management Committee may exercise all the powers of the Club:-

(a) to borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the

Club's property, both present and future , and to purchase, redeem or pay off any such securities;

(b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and

(c) to invest in such manner as they or the members of the Club may from time to time determine.

17. MEETINGS OF MANAGEMENT COMMITTEE

(1) The Management Committee shall meet at least once every calendar month to exercise its functions.

(2) At the first meeting of the Management Committee held subsequent to the Annual General Meeting the following officers shall be elected by the Management Committee: Vice-President, Secretary, Treasurer, Club Captain and Motorsport Australia Delegate. In the event of a contest in the election of such Office Bearers voting shall be by ballot in accordance with subrule (5) hereof.

(3) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(4) A quorum of the Management Committee shall be six (6) members of the Committee.

(5) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: PROVIDED that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(6) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

(7) Not less than two days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

(8) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

(9) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

(10) The Secretary shall attend all meetings of the Management Committee when required by the Management Committee so to do with the necessary books and papers, receive nominations for membership, keep or cause to be kept correct minutes of the proceedings of all meetings in books provided for the purpose, keep a record of the number of members voting at any election of the Committee, keep at the Registered Office of the Centre a correct roll of the names and addresses of members, have charge of all books excepting the books of account, documents, papers and records connected with or pertaining to the affairs of the Club, conduct the correspondence of the Club and act generally on behalf of the Club. He may receive any moneys due to the Club and give receipts therefore, but any moneys so received must as soon thereafter as possible be handed to the Treasurer. He shall receive all complaints in relation to any matter connected with the Club and all such complaints shall be in writing and signed by the complainant and shall be submitted by the Secretary to the Management Committee if incapable of immediate reply or remedy by him.

18. APPOINTMENT OF SUB-COMMITTEES

(1) The Management Committee shall have the power to appoint sub-committees for any special purpose. The decisions and actions of such sub-committees shall be subject to ratification by the Management Committee. Sub-committees may not:

- (a) enter into any agreements or contracts
- (b) take out any permits whatsoever
- (c) have access to Club funds or operate on any of the Club's accounts

(2) Membership of all sub-committees shall be declared vacant at the first Management Committee meeting following the AGM.

19. ACTIONS OF COMMITTEES

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

20. WRITTEN RESOLUTIONS

A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall

be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

21. INAUGURAL GENERAL MEETING

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club, and at such place as the Management Committee may determine.

22. ANNUAL GENERAL MEETING

(1) The Annual General meeting shall be held on a day between 15th September and 30th September, at such time and place as the Management Committee shall determine. The notice convening the meeting shall state the time and place of such meeting and the business to be transacted thereat and shall be posted to members at least fourteen days prior to the date of such meeting. Any member may appoint proxy votes in the form prescribed by these rules.

(2) The business to be transacted shall be:-

(a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year;

(b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;

(c) the election of members of the Management Committee;

(d) the appointment of an auditor; and

(e) the accepting of nominations for Honorary Life Membership.

23. SPECIAL GENERAL MEETINGS

(1) A Special General Meeting is a meeting open to all members convened to consider a matter or matters not within the Management Committee's power or in the event that the Management Committee is no longer able to carry on Club business.

(2) The Secretary shall convene a Special General Meeting:-

(a) when directed to do so by the Management Committee or

(b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than ten (10) Club Members.

(c) In the case of 23 (2)(a) and 23 (2)(b) such requisition shall clearly state the reason why such Special General Meeting is convened and the nature of the business to be transacted thereat and the Secretary shall forward notice of such meeting to all members at their last known address, at least fourteen days prior to the date set for the meeting. Votes at the meeting may be by proxy in the form prescribed by these rules.

(3) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting PROVIDED HOWEVER that it shall not be otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. GENERAL MEETINGS

(1) A general meeting is a meeting which is held from time to time and is open to all members.

(2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy.

(3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall lapse.

(4) The Secretary shall convene all general meetings of the Club by giving not less than 14 days notice of any such meeting to the members of the Club.

(5) The manner by which such notice shall be given shall be determined by the Management Committee: PROVIDED that the notice of any meeting or hearing convened for the purpose of hearing and determining the appeal of a member against the termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

25. QUORUM

A quorum for all Annual General Meetings, Special General Meetings and General Meetings shall be twice the number presently on the Management Committee plus one.

26. GENERAL MEETING PROCEDURE

Unless otherwise provided by these Rules, at every general meeting:-

(1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

(2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;

(3) every question, matter or resolution shall be decided by a majority of votes of the members present;

(4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. No member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting;

(5) voting shall be by show of hands or a division of members, unless any member present demands a ballot, in which event there shall be a ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

(6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy shall have one vote;

(7) the instrument appointing a proxy shall be in writing and shall be in the form prescribed by these rules under the hand of the appointer or of his attorney. If an attorney signs a proxy the relevant Power of Attorney must be produced at the beginning of the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(8) the instrument appointing a proxy shall be in the following form;

MG CAR CLUB OF QUEENSLAND INC.

I, _____ Club No _____

being a financial member of the abovenamed Club, hereby

appoint _____ Club No. _____

to vote for me at the *annual/*special general meeting of the Club to be held on the

day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

Signature

This form is to be used *in favour of/ *against the resolution.

* Strike out whichever is not desired (unless otherwise instructed the proxy may vote as he thinks fit)

(9) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(10) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy.

(11) Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: PROVIDED that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

27. BY LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Club.

28. ALTERATION OF RULES

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

(3) Notice of motion for any such change must be received by the Management Committee at least 21 days prior to the meeting at which it is to be discussed and must be signed by 10 percent of the financial members of the Club.

(4) The Management Committee shall review these rules biennially.

29. COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

30. FUNDS AND ACCOUNTS

(1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the management committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.

- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
- (a) the treasurer and
 - (b) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the club.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (7) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (8) All expenditure must be approved or ratified at a Management Committee meeting.
- (9) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- (10) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (11) The income and property of the club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club, and provided that nothing herein contained shall prohibit an authorised distribution in accordance with Clause 32 hereof and the provisions of the Associations Incorporation Act 1981.

(12) The treasurer shall have the custody of all the finances of the Club. The treasurer shall supply to the Management Committee upon request such information as they shall from time to time require.

(13) The payment of any officer or employee of the club of any amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or receipts of the club is prohibited.

31. AFFILIATION

The Club shall affiliate each year with Motorsport Australia or if Motorsport Australia ceases to exist then with any body created in substitution thereof and approved by the FIA.

32. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

33. FINANCIAL YEAR

The financial year of the Club shall close on the 30th day of June in each year.

34. DISTRIBUTION OF SURPLUS ASSETS

If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 as amended and there remains after satisfaction of all debts and liabilities any property whatsoever, PROVIDED Motorsport Australia complies with the definition of a non-profit company for the purposes of the Income Tax Assessment Act, then such property shall be paid to Motorsport Australia upon condition that such funds are to be used to assist in the establishment of a motor sporting hill climb venue in the State of Queensland. Should Motorsport Australia not be prepared to accept the property upon the condition referred to, then such property shall be paid to such non-profit company (as defined in the Income Tax Assessment Act) as the members may by special resolution determine, such resolution to be passed by not less than three fifths of the eligible voting members of the Club present at a general meeting of the Club due notice of the proposed resolution having been given.

APPENDIX A

FORM OF NOMINATION FOR PRESIDENT OR MANAGEMENT COMMITTEE

MG CAR CLUB OF QUEENSLAND INC.

We, as financial members of the MG Car Club of Queensland Inc., hereby nominate

.....

For the position of

President or Management Committee member

(tick only **ONE** box)

Proposed by Club No

Seconded by Club No

I hereby signify my willingness to act in the capacity as per the above nomination

Signed Club No

APPENDIX B

FORM OF PROXY

MG CAR CLUB OF QUEENSLAND INC.

I, Club No

Being a financial member of the abovenamed Club, hereby appoint

..... Club No

to vote for me at the *annual / *special general meeting of the Club to be held on

the day of 20 and at any adjournment thereof.

Signed this day of 20

Signature

This form is to be used *in favour of/ *against the resolution.

*strike out whichever is not desirable (unless otherwise instructed, the proxy may vote as he thinks fit).