

# **Secretary's Copy**

## **Renault Car Club of Victoria Inc**

### **Rules of Incorporation**

**Act 1981**

**Inclusive of 1 July 1998 – Amendments**

**RENAULT CAR CLUB OF VICTORIA INC  
INCORPORATION**

**Statement of Purposes.**

1. To arrange an association for the owners and persons interested in the Renault motor car.
2. To promote and engender social, technical and sporting activities.
3. To affiliate with the Confederation of Australian Motor Sport.

**Rules of the Association:**

1. The name of the incorporated association is Renault Car Club of Victoria Incorporated. (in these rules called 'the Association').
- 2.i In these rules, unless the contrary intention appears:-
  - "Committee" means the Committee of management of the Association.
  - "Financial year" means the year ending on 30<sup>th</sup> June.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 14.
  - "Member" means a member of the Association.
  - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 24.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the Act.
  - "The Victorian Renault" is the official journal of the Association. Notice in writing can mean notice given in "The Victorian Renault".
- ii In these Rules, a reference to the secretary of an Association is a reference –
  - a. Where a person holds office under these Rules as secretary of the Association – to that person; and
  - b. in any other case, to the public officer of the Association.
- iii Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.
3.
  - a. The Committee shall, on the resolution of not less than three fourths of those present at a Committee meeting, make, amend and repeal such By Laws as it sees fit, to expedite the internal management of, and to ensure the well being of the Association.
  - b. The rules of the Association take precedence over the By Laws.

**Qualifications of Membership.**

4. i A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership-
  - a. unless they tender to the Secretary their complete application for membership together with the appropriate subscription fee, and
  - b. the application is approved by the Committee, and
  - c. the applicant is a natural person.

#### Qualifications of Membership continued...

- 4. ii A person who applies for membership does not need to be nominated by an existing member of the Association.
- iii The application shall be made on the form set out in Appendix 2.
- iv The Secretary will, as soon as is practicable after the receipt of the application, refer the application to the Committee.
- v The Secretary will notify the applicant in writing of the decision of the Committee within fourteen days of the decision being made.
- vi The Secretary shall enter the approved applicant's name in the register of members kept by him and upon the name being so entered the applicant becomes a member of the Association.

#### **Types of Membership.**

- 5. i The Club shall consist of:
  - 1. Single Members
  - 2. Dual Members
  - 3. Junior Members
  - 4. Life Members
- ii Single members shall be those members not qualifying for either Junior membership or Dual membership.
- iii Two people in a husband and wife relationship shall be eligible for Dual membership and the Committee may, at its discretion, grant Dual membership in other situation.
- iv A Junior member is a person who:
  - a. is under 18 years of age at the beginning of the financial year, and
  - b. has at least one parent who is a member of the Association.
- v subclause iv b may be waived in situations which are deemed to be acceptable by the Committee.
- vi A life member is a member who:
  - a. is assigned the status of Life member by Committee resolution, and
  - b. is not required to pay annual subscription fees for the term of their natural life.
- vii A right, privilege or obligation of a person by reason of his membership of the Association:
  - a. is not capable of being transferred or transmitted to another person
  - b. terminates upon the cessation of his membership whether by death or resignation or otherwise.

#### **Membership Fees.**

- 6. Membership fees of the Association shall be detailed in the By Laws.

#### **Registration of Members.**

- 7. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

### **Resignation of Member.**

8. i A member of the Association who has paid all monies due and payable by them to the Association may resign from the Association by tendering their resignation in writing to the Secretary and shall cease to be a member immediately.
- ii The Secretary shall make an entry in the register of members recording the date on which the member ceased to be a member.

### **Lapsing of Membership.**

9. i A person shall cease to be a member if they allow their subscription to fall in arrears for a period of two calendar months.
- ii No members may have their membership terminated under subclause i unless the Secretary has first given one calendar months notice in writing of the Association's intention to cancel their membership and the member fails to pay all monies outstanding within one month of notification.
- iii An entry in the Register of members that a member has ceased to be such, except in the case of a manifest error, shall be final and conclusive evidence of cessation of their membership.

### **Expulsion and Disciplining of Members.**

10. i Subject to these rules, the Committee may by resolution –
  - a. expel a member from the Association,
  - b. shall invoke such disciplinary measures as it sees fitIf the Committee is of the opinion that the member –
  - c. has refused or neglected to comply with the rules or the By Laws, or
  - d. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- ii A resolution of the Committee under sub-clause i –
  - a. does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause iii confirms the resolution in accordance with this clause, and
  - b. where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

Expulsion and Disciplining of Members continued...

10. iii Where the Committee passes a resolution under sub-clause i, the Secretary shall, as soon as possible, cause to be served on the member a notice in writing -
  - a. setting out the resolution of the Committee and the grounds on which it is based;
  - b. stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
  - c. stating the date, place and time of that meeting;
  - d. informing the member that he may do one or more of the following:
    - (i) Attend that meeting;
    - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association at a Special General Meeting against the resolution.
- iv At a meeting of the Committee held in accordance with sub-clause ii, the Committee –
  - a. shall give to the member an opportunity to be heard;
  - b. shall give due consideration to any written statement submitted by the member, and
  - c. shall by resolution determine whether to confirm or to revoke the resolution.
- v Where the Secretary receives a notice under sub-clause iii, he shall notify the Committee and the Committee shall convene a Special General Meeting of the Association to be held within 45 days after the date on which the Secretary received the notice.
- vi At a Special General Meeting of the Association convened under sub-clause v
  - a. no business other than the question of the appeal shall be transacted;
  - b. the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - c. the member shall be given an opportunity to be heard; and
  - d. the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- vii If at the Special General Meeting –
  - a. two-thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
  - b. in any other case, the resolution is revoked.

### **Annual General Meetings.**

11. i The Association shall in July of each year convene an Annual General Meeting of its members.
- ii The Annual General Meeting shall be held on such day as the Committee determines.
- iii The Annual General Meeting shall be specified as such in the notice convening it.
- iv The ordinary business of the Annual General Meeting shall be –
  - a. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - b. to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - c. to elect officers of the Association and the ordinary members of the Committee, and
  - d. to receive and consider the statement submitted by the Association in accordance with Section 30 iii of the Act.
- v The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

### **General Meetings.**

12. i All meetings other than Annual General Meetings, Special General Meetings, Committee Meetings, Special Committee Meetings and Sub-Committee Meetings, shall be called General Meetings.
- ii General Meetings can be convened at any time, date and place during the year as the Committee sees fit.
- iii The Annual General Meeting and Special General Meetings shall be an addition to any other General Meetings that may be held in the same year.

### **Special General Meetings.**

13. i Special General Meetings may be convened by the Committee upon the requisition, in writing to the Secretary, of not less than ten members. The requisition shall state clearly the purpose for which the meeting is required to be held.
- ii If the Committee does not cause a Special General Meeting to be held in accordance with sub-clause i, within 45 days after the date on which the requisition is sent to the address of the Secretary, then, the members making the requisition or any of them, may convene a Special General Meeting to be held not later than 90 days after the date of the requisition being sent to the Secretary.
- iii A Special General Meeting convened by members in pursuance sub-clause ii 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.

Special General Meetings continued...

- 13.iv Special General Meetings may also be called at the discretion of the Committee.
- v A Special General Meeting must be called to change either the Statement of purposes of the Rules of the Association.

**Meeting Notice.**

- 14. i The Secretary of the Association shall, at least 7 (seven) days before the date fixed for holding an Annual General, Special or General Meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- ii Business other than set out in the notice covering General Meeting shall be called for as the first item of the Meeting and shall be included at the discretion of the Chairman of the Meeting.
- iii Any business not included according to sub-clause (ii) shall be included in the business of the next General Meeting.
- iv No business other than that set out in the notice convening an Annual General Meeting or Special General Meeting shall be transacted at the meeting.

**Procedure.**

- 15. i All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be Special Business.
- ii No item of business shall be transacted at a meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- iii A quorum for –
  - a. an Annual General Meeting, Special General Meeting or General Meeting shall consist of ten members being present.
  - b. a Committee meeting shall consist of five members being present.
  - c. any sub-committee shall be a majority of the members present of such sub-committee.
- iv If, within half an hour after the appointed time for the commencement of an Annual General Meeting, Special General Meeting or General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned.
- v If a meeting is adjourned in accordance with sub-clause iv the adjourned meeting shall be held within 45 days and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

### **Chairman.**

16. The President shall be chair-person at all meetings of the Club, Committee or Sub-Committee. If the President is not present within ten minutes of the set time for the meeting to commence, the members then present shall elect a chair-person.

### **Adjournment.**

17. i The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place.
  - ii No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - iii Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
  - iv Except as provided in sub-clauses i and iii it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting.**

18. A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or in the declaration of the show of hands a poll is demanded, a declaration by the Chairman that the 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.
19. i Upon any question arising at a General Meeting of the Association, a member has one vote only.
  - ii In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
20. i If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at the meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - ii A poll that is demanded on the election of a Chairman or on a question of any adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

Voting continued...

21. A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**Proxies.**

22. No member shall be entitled to appoint another member as their proxy.

**Committee – Powers.**

23. i the affairs of the Association shall be managed by a Committee of management constituted as provided in Rule 24.
- ii The Committee –
  - a. shall control and manage the business and affairs of the Association;
  - b. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than by General Meetings of the members of the Association, and
  - c. subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and the affairs of the Association.

**Constitution.**

24. i The Officers of the Association shall be –
    - a. a President;
    - b. a Secretary; and
    - c. a Treasurer.
  - ii The provisions of Rule 26 so far as they are applicable and with the necessary modifications, apply to and in relation to, the election of persons to any of the officers mentioned in sub-clause i.
  - iii In the event of a casual vacancy of one of the Officers of the Association, the Committee shall elect a caretaker from one of the ordinary Committee members to the position and the position shall be filled by the election of a member at the next General Meeting for which 7 days notice can be given.
25. i Subject to section 23 of the Act, the Committee shall consist of –
    - a. the officers of the Association; and
    - b. seven ordinary members, one of whom shall be the editor of the official journal of the Association.
  - ii Each member of the Committee shall subject to these rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
  - iii In the event of casual vacancy on the Committee the position shall be filled by the election of a member at the next General Meeting for which 7 days notice can be given and they shall hold office until the next Annual General Meeting.

### **Election of Committee Members.**

26. i Nomination of Candidates for election as Officers of the Association or as ordinary members of the Committee –
  - a. shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and
  - b. shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- ii If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- iii If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- iv If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- v The ballot or ballots for the election of Officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- vi If the number of nominations exceed the number of vacancies to be filled, then a member may be nominated for more than one position and separate ballots shall be held for each of the positions of; and shall be held in the order of President, Secretary and Treasurer.
- vii Once a member who has been nominated for more than one position is elected to the Committee then any subsequent nominations of that member at that election shall become void.

### **Grounds for Termination of Office.**

27. For the purposes of these rules, the Office of an Officer of the Association or of an ordinary member of the Committee becomes vacant if the Officer or member -
  - a. ceases to be a member of the Association;
  - b. becomes an insolvent under Administration within the meaning of the Companies (Victoria) Code; or
  - c. resigns his Office by notice in writing given to the Secretary.

### **Quorum and Procedure at Meetings.**

28. i The Committee shall meet at least 3 times in each year at such place and such time as the Committee may determine.
- ii Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- iii Notice shall be given to members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.

Quorum and Procedure at Meetings continued...

28. iv No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- v Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- vi Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- vii Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- viii The Committee may act whilst there is a vacancy on the Committee.

**Minutes.**

29. i The Secretary of the Association shall keep minutes of the resolutions and proceedings of each meeting in books provided for that purpose together with a record of the names and persons present at Committee and sub-Committee meetings.
- ii In the absence of the Secretary, the Chairman of the meeting shall appoint a minute clerk.

**Treasurer.**

30. i The Treasurer of the Association –
  - a. shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
  - b. shall 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.
- ii The accounts and books referred to in sub-clause (i) shall be available for inspection by members.

### **Removal of Committee Members.**

31. i The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of Office and appoint another member in his stead to hold Office until the expiration of the term of the first-mentioned member.
  - ii Where the member to whom a proposed resolution referred to in sub-clause (i) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.
32. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Officers of the Association.

### **Common Seal.**

33. i The Common Seal of the Association shall be kept in the custody of the Secretary.
- ii The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### **Alterations of Statements of Purposes and Rules.**

34. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

### **Service of Notices.**

35. i A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- ii Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **Winding Up.**

36. In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

**Custody of Books and Other Documents.**

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

**Sources of Funds.**

38. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

Typed June 2003

**ASSOCIATIONS INCORPORATION ACT 1981**  
**Amendments commencing 1 July 1998**

Changes relevant to the Renault Car Club of Victoria Inc Incorporation are as follows:

Associations Incorporation Act 1981 – Changes effective from 1 July 1998  
Office of Fair Trading and Business Affairs  
Department of Justice Victoria

**7. Grievance Procedure**

The rules of an incorporated association must set out a grievance procedure for dealing with any dispute under the rules between a member and another member, or a member and the incorporated association.

The revised model rules contain a grievance procedure. If an incorporated association has not made provision for a grievance procedure in its own rules, the procedure contained in the model rules shall be deemed to apply.

Associations Incorporation Act 1981  
Schedule .5  
**MODEL RULES for an  
INCORPORATED ASSOCIATION**  
**Inclusive of 1<sup>st</sup> July 1998 – Amendments**

**8. Disputes and Mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between –
  - a. a member and another member; or
  - b. a member and the Association
- (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 parties.
- (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.
- (4) The mediator must be –
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement –

- (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) 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 or Victoria (Department of Justice).
5. A member of the Association can be a mediator.
  6. The mediator cannot be a member who is a party to the dispute.
  7. The parties to the dispute must, in good faith attempt to settle the dispute by mediation.
  8. The mediator, in conducting the mediation, must –
    - a. give the parties to the mediation process 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 to the dispute throughout the mediation process.
  9. The mediator must not determine the dispute.
  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 otherwise at law.