



BMW CAR CLUB OF VICTORIA INC. CONSTITUTION AND RULES

3/6/2019

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Note

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Club and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "BMW Car Club of Victoria Incorporated", (hereinafter called the "Club").

2 History and Purposes

2.1 The BMW is a special car built with the driver as its focal point. Hence the name of the Club and the slogan "Aus freude am fahren": this means "Sheer driving pleasure" which is universally adopted by the BMW company with its sporting car traditions to describe its product and purpose. On this basis and with the special interests of BMW drivers as a guide, the BMW Car Club of Victoria Inc joined with the BM Motorsport Register Inc to form the Club as a not-for-profit incorporated association.

2.2 The purposes of the Club are –

2.2.1 To bring together people interested in the BMW marque covering BMW cars of all models.

2.2.2 To promote and engender motor-sport and social activities.

2.2.3 To collect and disseminate such technical and mechanical information as shall be of benefit to BMW drivers.

2.2.4 To promote, foster and conduct driver training and motoring generally, in all its facets.

2.2.5 To promote friendship and courtesy on the road, socially and in competition

2.2.6 To preserve BMW Automobiles and their history.

2.2.7 To affiliate with CAMS Ltd and abide by its rules and constitution and those of the Federation Internationale de l'Automobile.

2.2.8 To affiliate with BMW Clubs Australia and other motoring bodies as the Committee may deem appropriate.

2.3 In addition to the purposes in rule 2.2 the Club may undertake charitable activities or make donations for charitable purposes.

3 Financial year

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

4 Definitions and interpretation

In these Rules—

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

associate member means a member referred to in rule 14.4;

By-laws means the By-laws as made by the Committee from time to time;

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

Committee means the committee having management of the business of the Club;

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

committee member means the President, Vice President, Secretary, Treasurer or ordinary committee member elected or appointed under Part 5 Division 3;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 23.3;

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

Disciplinary Subcommittee means the subcommittee appointed under rule 20;

family member means a member referred to in rule 14.3;

financial year means the 12-month period specified in Part 1 rule 3;

full member means a member referred to in rule 14.1;

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

honorary member means a member referred to in rule 14.6;

joint member means a member referred to in rule 14.2;

life member means a member referred to in rule 14.5;

member means a member of the Club;

member entitled to vote means a member who under rule 13.2 is entitled to vote at a general meeting;

Membership Secretary means the Secretary, or if the Secretary delegates a person under rule 47.4 with responsibility for membership records and administration, that person;

ordinary committee member means a member of the Committee elected or appointed under rule 53;

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

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

the Registrar means the Registrar of Incorporated Associations;

written includes by letter, email, or other electronic means; and

words importing the masculine gender include the feminine and neutral genders and words importing the singular number include the plural and vice-versa, unless the context otherwise requires. Where an expression is used in these Rules and that expression is defined in the Act, the definition in the Act will apply.

PART 2—POWERS OF THE CLUB

5 Powers of Club

- 5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting sub-rule 5.1, the Club may—
 - 5.2.1 acquire, hold and dispose of real or personal property;
 - 5.2.2 open and operate accounts with financial institutions;
 - 5.2.3 invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6 appoint agents to transact business on its behalf;
 - 5.2.7 enter into any other contract it considers necessary or desirable.
- 5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- 6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Sub-rule 6.1 does not prevent the Club from paying a member—
 - 6.2.1 reimbursement for expenses properly incurred by the member; or
 - 6.2.2 for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Club must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Club is eligible for membership

9 Application and nomination for membership

9.1 To apply to become a member of the Club, a person must submit a written application to the Membership Secretary stating that the person—

9.1.1 wishes to become a member of the Club; and

9.1.2 supports the purposes of the Club; and

9.1.3 agrees to comply with these Rules and the By-laws.

9.2 The application must be—

9.2.1 in such form as determined by the Committee from time to time;

9.2.2 signed by the applicant; and

9.2.3 accompanied by the applicable fee for that membership category for that membership year under rule 12.

9.3 Any member of the Committee may nominate a person for life membership or honorary membership of the Club.

10 Consideration of application and nomination

10.1 Applications for membership

10.1.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

10.1.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.1.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.

10.1.4 No reason need be given for the rejection of an application.

10.2 Nominations

10.2.1 The Committee must, as soon as practicable after a nomination is received for-

10.2.1.1 Life membership, decide by resolution whether the nominee meets the criteria for admission to life membership under rules 14.5.1.1 and 14.5.1.2 and if so, whether to admit the nominee to life membership;

10.2.1.2 Honorary membership, decide by resolution whether

10.2.1.2.1 the nominee meets the criteria for admission to honorary membership under rules 14.6.1.1 and 14.6.1.2; and

10.2.1.2.2 to admit the nominee to honorary membership.

11 New membership

11.1 If an application for membership is approved by the Committee—

11.1.1 the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

11.1.2 the Membership Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

11.2 A person becomes a member of the Club and, subject to rule 13.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

11.2.1 the Committee approves the person's membership; or

11.2.2 the person pays the joining fee.

12 Annual subscription and fee on joining

12.1 At each annual general meeting, the Club must determine—

12.1.1 the amount of the annual subscription/s (if any) for the following year; and

12.1.2 the date for payment of the annual subscription/s.

12.2 The Club may determine that different annual subscriptions are payable by members in different classes of membership.

12.3 The annual subscription will be due on the anniversary of the member joining the Club or an annualised date as determined by the Committee

12.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

13.1 A member of the Club who is entitled to vote has the right—

13.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

- 13.1.2 to submit items of business for consideration at a general meeting; and
 - 13.1.3 to attend and be heard at general meetings; and
 - 13.1.4 to vote at a general meeting; and
 - 13.1.5 to have access to the minutes of general meetings and other documents of the Club as provided under rule 75.
- 13.2 A member is entitled to vote if—
- 13.2.1 the member is a full member, a joint member, or a life member; and
 - 13.2.2 more than 10 business days have passed since he or she became a member of the Club; and
 - 13.2.3 the member's membership rights are not suspended for any reason.

14 Membership Classes

14.1 Full Members

Full members of the Club include any members who are-

- 14.1.1 15 years of age or older ; and
- 14.1.2 the sole owner, joint or several owner, lessee, or owner-nominated driver of a BMW motor vehicle; and
- 14.1.3 not members in another class.

14.2 Joint Members

Joint members of the Club-

- 14.2.1 include two people living at the one address, at least one of whom meets all the requirements for full membership under sub-rules 14.1.1 and 14.1.2, who apply for membership as joint members.
- 14.2.2 enjoy the same benefits and privileges as full members, with the exception that only one Club Magazine or communication per issue will be provided per household.

14.3 Family Members

Family members of the Club-

- 14.3.1 include persons living at the same address as a person who meets all the requirements for full membership, and who, at the request of that financial member are associated with that person's membership
- 14.3.2 must not vote but may have other rights as determined by the Committee.

14.4 Associate Members

14.4.1 Associate members of the Club-

14.4.1.1 include any members who do not meet all the requirements for full membership under sub-rules 14.1.1 and 14.1.2;

14.4.1.2 must not vote but may have other rights as determined by the Committee or by resolution at a general meeting;

14.4.2 The Committee may from year to year determine the maximum number, of associate members of the Club.

14.5 Life Members

Life members of the Club-

14.5.1 include any member who has-

14.5.1.1 completed ten (10) years continuous full and/or joint membership of the Club; and

14.5.1.2 provided meritorious services to the Club during that time; and

14.5.1.3 been appointed a life member by unanimous resolution of the Committee.

14.5.2 enjoy the same benefits and privileges as full members but are exempt from payment of annual subscriptions

14.5.3 can retain their life membership and the exemption from paying fees as long as this is in the best interests of the Club going forward

14.5.4 any change to life membership status will be determined by absolute majority vote of the Committee.

14.6 Honorary Members

Honorary members of the Club-

14.6.1 include any members who-

14.6.1.1 in the Committee's opinion, can be of real benefit to the advancement of the Club if admitted to membership of the Club; and

14.6.1.2 have been appointed honorary members by unanimous resolution of the Committee;

14.6.2 must not vote;

14.6.3 are not eligible for election or appointment to the Committee;

14.6.4 cease to hold membership 12 months after their appointment, but may be re-appointed under rule 14.6.1.2;

14.6.5 are not required to pay an annual subscription;

14.6.6 otherwise enjoy the same benefits and privileges as full members;

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

16.1 The membership of a person ceases on resignation, expulsion or death.

16.2 If a person ceases to be a member of the Club, the Membership Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

17.1 A member may resign by notice in writing given to the Club.

17.2 A member is taken to have resigned if—

17.2.1 the member's annual subscription is more than 2 months in arrears; or

17.2.2 where no annual subscription is payable, the Secretary has made a written request to the member to confirm that he or she wishes to remain a member and the member has not, within 2 months after receiving that request, confirmed in writing that he or she wishes to remain a member

17.3 The cessation of membership of the Club in accordance with this rule does not entitle the member to a refund or any membership fee paid for the membership year in which the membership ceased.

18 Register of members

18.1 The Membership Secretary must keep and maintain a register of members that includes—

18.1.1 for each current member—

18.1.1.1 the member's name;

18.1.1.2 the address for notice last given by the member;

18.1.1.3 the date of becoming a member;

18.1.1.4 the member's class of membership;

18.1.1.5 any other information determined by the Committee; and

18.1.2 for each former member, the date of ceasing to be a member.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

19.1 has failed to comply with these Rules; or

- 19.2 refuses to support the purposes of the Club; or
- 19.3 has engaged in conduct prejudicial to the Club.

20 Disciplinary subcommittee

- 20.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 20.2 The members of the disciplinary subcommittee—
 - 20.2.1 may be Committee members, members of the Club or anyone else; but
 - 20.2.2 must not be biased against, or in favour of, the member concerned.

21 Notice to member

- 21.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - 21.1.1 stating that the Club proposes to take disciplinary action against the member; and
 - 21.1.2 stating the grounds for the proposed disciplinary action; and
 - 21.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - 21.1.4 advising the member that he or she may do one or both of the following—
 - 21.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 21.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 21.1.5 setting out the member's appeal rights under rule 23.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- 22.1 At the disciplinary meeting, the disciplinary subcommittee must—
 - 22.1.1 give the member an opportunity to be heard; and
 - 22.1.2 consider any written statement submitted by the member.
- 22.2 After complying with sub-rule 22.1, the disciplinary subcommittee may—
 - 22.2.1 take no further action against the member; or
 - 22.2.2 subject to sub-rule 22.3—

- 22.2.2.1 reprimand the member; or
 - 22.2.2.2 suspend the membership rights of the member for a specified period; or
 - 22.2.2.3 expel the member from the Club.
- 22.3 The disciplinary subcommittee may not fine the member.
- 22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- 23.1 A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 23.2 The notice must be in writing and given—
- 23.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 23.2.2 to the Secretary not later than 48 hours after the vote.
- 23.3 If a person has given notice under sub-rule 23.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 23.4 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—
- 23.4.1 specify the date, time and place of the meeting; and
 - 23.4.2 state—
 - 23.4.2.1 the name of the person against whom the disciplinary action has been taken; and
 - 23.4.2.2 the grounds for taking that action; and
 - 23.4.2.3 that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- 24.1 At a disciplinary appeal meeting—
- 24.1.1 no business other than the question of the appeal may be conducted; and
 - 24.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - 24.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2 After complying with sub-rule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 24.3 A member may not vote by proxy at the meeting.
- 24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- 25.1 The grievance procedure set out in this Division applies to disputes under these Rules between—
- 25.1.1 a member and another member;
 - 25.1.2 a member and the Committee;
 - 25.1.3 a member and the Club.
- 25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- 27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
- 27.1.1 notify the Committee of the dispute; and
 - 27.1.2 agree to or request the appointment of a mediator; and
 - 27.1.3 attempt in good faith to settle the dispute by mediation.
- 27.2 The mediator must be—
- 27.2.1 a person chosen by agreement between the parties; or

27.2.2 in the absence of agreement—

27.2.2.1 if the dispute is between a member and another member—a person appointed by the Committee; or

27.2.2.2 if the dispute is between a member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.

27.3 A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who—

27.3.1 has a personal interest in the dispute; or

27.3.2 is biased in favour of or against any party.

28 Mediation process

28.1 The mediator to the dispute, in conducting the mediation, must—

28.1.1 give each party every opportunity to be heard; and

28.1.2 allow due consideration by all parties of any written statement submitted by any party; and

28.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

28.2 The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE CLUB

30 Annual general meetings

30.1 The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

30.2 Despite sub-rule 30.1, the Club may hold its first annual general meeting at any time within 18 months after its incorporation.

30.3 The Committee may determine the date, time and place of the annual general meeting.

30.4 The ordinary business of the annual general meeting is as follows—

30.4.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

30.4.2 to receive and consider—

30.4.2.1 the annual report of the Committee on the activities of the Club during the preceding financial year; and

- 30.4.2.2 the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- 30.4.3 to elect the members of the Committee;
- 30.4.4 to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 30.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- 31.1 Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 31.2 The Committee may convene a special general meeting whenever it thinks fit.
- 31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- 32.1 The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 32.2 by at least 5% of the members entitled to vote, or 25 members entitled to vote, whichever the fewer.
- 32.2 A request for a special general meeting must—
 - 32.2.1 be in writing; and
 - 32.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 32.2.3 include the names and signatures of the members requesting the meeting; and
 - 32.2.4 be given to the Secretary.
- 32.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 32.4 A special general meeting convened by members under sub-rule 32.3—
 - 32.4.1 must be held within 3 months after the date on which the original request was made; and
 - 32.4.2 may only consider the business stated in that request.
- 32.5 The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 32.3.

33 Notice of general meetings

- 33.1 The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Club—
 - 33.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 33.1.2 at least 14 days' notice of a general meeting in any other case.
- 33.2 The notice must—
 - 33.2.1 specify the date, time and place of the meeting; and
 - 33.2.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 33.2.3 if a special resolution is to be proposed—
 - 33.2.3.1 state in full the proposed resolution; and
 - 33.2.3.2 state the intention to propose the resolution as a special resolution; and
 - 33.2.4 comply with rule 34(5).
- 33.3 This rule does not apply to a disciplinary appeal meeting.

34 Proxies

- 34.1 A member may appoint another member who has full membership rights as his or her proxy to vote and speak on his or her behalf at an annual general meeting, but not at a general meeting or a disciplinary appeal meeting.
- 34.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 34.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 34.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 34.5 Notice of an annual general meeting given to a member under rule 33 must—
 - 34.5.1 state that the member may appoint another member as a proxy for the meeting; and
 - 34.5.2 include a copy of any form that the Committee has approved for the appointment of a proxy.
- 34.6 A form appointing a proxy is of no effect unless it is received by the Secretary no later than 48 hours before the commencement of the meeting
- 34.7 All forms appointing proxies must be given to the Chairperson of the meeting before or at the commencement of the meeting.

35 Use of technology

- 35.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 35.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 35.3 The use of technology to permit a member not physically present at a general meeting to participate in the meeting is subject to the availability of appropriate facilities that permit compliance with rule 35.1. The Club is not obligated to provide appropriate facilities or technology, or to utilise available facilities or technology to permit members not physically present at a general meeting to participate in that general meeting.
- 35.4 Failure to provide or utilise appropriate facilities or technology, or failure of available facilities or technology to operate effectively, or at all, will not affect the validity of a general meeting or be cause to delay the meeting proceeding as scheduled.

36 Quorum at general meetings

- 36.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 36.2 The quorum for a general meeting is the presence (physically, or by proxy – if permitted or as allowed under rule 35) of 5% of the members entitled to vote, or 25 members entitled to vote, whichever the fewer.
- 36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
- 36.3.1 in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
- Note**
- If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.
- 36.3.2 in any other case—
- 36.3.2.1 the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- 36.3.2.2 notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 36.3.2.1, the members present at

the meeting (if not fewer than 5, of which at least 2 are committee members) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- 37.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 37.2 Without limiting sub-rule 37.1, a meeting may be adjourned—
 - 37.2.1 if there is insufficient time to deal with the business at hand; or
 - 37.2.2 to give the members more time to consider an item of business.
- 37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 37.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- 38.1 On any question arising at a general meeting—
 - 38.1.1 subject to sub-rule 38.3, each member who is entitled to vote has one vote; and
 - 38.1.2 members may vote either-
 - 38.1.2.1 at the meeting or by proxy (if permitted); or
 - 38.1.2.2 prior to the meeting by such process as is permitted under rule 38.5;

provided that where a member votes prior to the meeting under rule 38.1.2.2, the member will be ineligible to vote at the meeting; and
 - 38.1.3 except in the case of a special resolution, the question must be decided on a majority of votes.
 - 38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
 - 38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
 - 38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.
 - 38.5 The Committee may make By-laws permitting alternative processes, forms, or methods of voting, including by electronic or postal means, in an election, poll, or ballot from time to time.
 - 38.6 Where the Committee makes By-laws permitting alternative processes, forms, or methods of voting under sub-rule 38.5, it must take reasonable steps to bring those By-laws to the attention of the members.
-

- 38.7 If a member has not provided the Club with current contact information sufficient for the purpose of utilising a particular process, form, or method of voting, or has notified the Club that he or she does not have the means of utilising a particular process, form, or method of voting, the Club will use reasonable endeavours to provide that member with a process, form, or method of voting which will permit the member to exercise his or her right to vote;
- 38.8 Failure of the Club to successfully provide a member with a process, form, or method of voting which will permit the member to exercise his or her right to vote, will not affect the validity of an election, poll, or ballot taken in good faith or be cause to delay an election, poll, or ballot proceeding as scheduled.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or, if permitted, by proxy or another process, form, or method of voting under rule 38.5) vote in favour of the resolution.

Note

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

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

40 Determining whether resolution carried

- 40.1 Subject to sub-rules 38.5, 40.2, and 40.5 the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- 40.1.1 carried; or
 - 40.1.2 carried unanimously; or
 - 40.1.3 carried by a particular majority; or
 - 40.1.4 lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- 40.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 40.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.
- 40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

- 40.5 The Chairperson will advise the meeting of the votes cast prior to the meeting under rule 38.1.2.2 which will be counted as if they were cast at the meeting by the member/s in person

41 Minutes of general meeting

- 41.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3 In addition, the minutes of each annual general meeting must include—
- 41.3.1 the names of the members attending the meeting; and
 - 41.3.2 proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - 41.3.3 the financial statements submitted to the members in accordance with rule 30.4.2.2; and
 - 41.3.4 the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - 41.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- 42.1 The business of the Club must be managed by or under the direction of a Committee.
- 42.2 The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- 42.3 The Committee may—
- 42.3.1 appoint and remove staff;
 - 42.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.
 - 42.3.3 make, revoke, or amend By-laws for the administration of the Club. In the case of inconsistency between the By-laws and these Rules, these Rules take precedence.

43 Delegation

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

Division 2—Composition and Duties of Committee

44 Composition of Committee and Duties

The Committee consists of—

- 44.1 a President; and
- 44.2 a Vice-President; and
- 44.3 a Secretary; and
- 44.4 a Treasurer; and
- 44.5 ordinary members (if any) elected under rule 53

45 General Duties

- 45.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 45.2 The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- 45.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Committee members must exercise their powers and discharge their duties—
 - 45.4.1 in good faith in the best interests of the Club; and
 - 45.4.2 for a proper purpose.
- 45.5 Committee members and former committee members must not make improper use of—
 - 45.5.1 their position; or
 - 45.5.2 information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

45.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45.7 The Committee-

45.7.1 shall effect and maintain public liability insurance;

45.7.2 shall effect and maintain officer's indemnity insurance; and

45.7.3 may effect and maintain such other insurance policies as the Committee may deem appropriate;

for the Club, in such sums as the Committee considers appropriate.

46 President and Vice-President

46.1 Subject to sub-rule 46.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

46.2.1 in the case of a general meeting—a member elected by the other members present; or

46.2.2 in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

47.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

47.2 The Secretary must—

47.2.1 maintain the register of members in accordance with rule 18; and

47.2.2 keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 70.3, all books, documents and securities of the Club in accordance with rules 72 and 75; and

47.2.3 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

47.2.4 perform any other duty or function imposed on the Secretary by these Rules.

47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47.4 The Secretary may delegate in writing administration of membership records, including maintenance of the register of members under rule 47.2.1 to a member.

48 Treasurer

- 48.1 The Treasurer must—
 - 48.1.1 receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - 48.1.2 ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - 48.1.3 make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
 - 48.1.4 ensure cheques are signed by at least 2 committee members.
- 48.2 The Treasurer must—
 - 48.2.1 ensure that the financial records of the Club are kept in accordance with the Act; and
 - 48.2.2 coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- 48.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

Division 3—Election of Committee members and tenure of office

49 Who is eligible and ineligible to be a Committee member

- 49.1 Subject to rule 49.2, a member is eligible to be elected or appointed as a committee member if the member—
 - 49.1.1 is 18 years or over; and
 - 49.1.2 is entitled to vote at a general meeting.
- 49.2 The following members are ineligible to hold office —
 - 49.2.1 employees of BMW Australia;
 - 49.2.2 BMW dealer principals and their employees;
 - 49.2.3 persons who themselves or their family or relatives, whether a Club member or not, derive income or any advantage from BMW service, spares, or accessories;
 - 49.2.4 persons who are either on the committee of, founding members of, or have in the last 12 months held office in, a similar car club;
 - 49.2.5 persons who have not been financial members of the Club for the 12 months preceding the particular election date;

PROVIDED THAT the Committee may by an absolute majority resolve that in exceptional circumstances the restrictions under this rule 49.2 will not apply to a particular member or group of members for a specified limited period of time.

50 Positions to be declared vacant and retirement of committee members

- 50.1 This rule applies to—
 - 50.1.1 the first annual general meeting of the Club after its incorporation; or
 - 50.1.2 any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- 50.2 Subject to sub-rules 50.3 & 50.4, the Chairperson of the meeting must declare all relevant positions on the Committee vacant and hold elections for those positions in accordance with rules 52 & 53.
- 50.3 At the first annual general meeting of the Club the Vice-President, the Secretary, and half (or in the case of there being an odd number of ordinary committee members, a number rounded up to the nearest whole number above half) must retire and at the next annual general meeting the President, Treasurer, and the balance of the ordinary committee members must retire and this pattern of rotation is to continue in ensuing years.
- 50.4 The ordinary committee members to retire in any one year are, subject to the provisions as to the filling of casual vacancies, those that have been longest in office since their last election and if there are 2 or more committee members who became committee members on the same day, those who retire must be determined by lot unless they otherwise agree among themselves.

51 Nominations

- 51.1 An eligible member of the Club may—
 - 51.1.1 nominate himself or herself; or
 - 51.1.2 with the member's consent, be nominated by another member.
- 51.2 A nomination must be-
 - 51.2.1 signed by the nominator and the nominee;
 - 51.2.2 accompanied by a statement (200 word maximum) in support of the nominee's candidature including details of the qualifications and experience of the nominee;
- 51.3 A member may be nominated for only one Committee position.

52 Election of President etc.

- 52.1 The Club at the annual general meeting at which the President, Vice President, Secretary, or Treasurer retires may fill the vacated office by electing a person in accordance with this rule.
- 52.2 Separate elections must be held for each of the following positions —
 - 52.2.1 President;
 - 52.2.2 Vice President;
 - 52.2.3 Secretary;
 - 52.2.4 Treasurer.

- 52.3 If only one member is nominated for the position, the Returning Officer must declare the member be elected to the position;
- 52.4 If more than one member is nominated, a ballot must be held in accordance with rule 54;

53 Election of ordinary members

- 53.1 The annual general meeting may by resolution decide the number of ordinary committee members (if any) it wishes to hold office. In the absence of a resolution, the number of ordinary committee members will remain unchanged.
- 53.2 The Club at the annual general meeting at which an ordinary committee member retires, or at which one or more ordinary committee member position/s are to be filled, may fill the position/s by electing one or more eligible member/s in accordance with this rule.
- 53.3 A single election may be held to fill all of the ordinary committee member positions;
- 53.4 If the number of members nominated for the position of ordinary committee member is fewer than or equal to the number to be elected, the returning officer must declare each of those members to be elected to the position;
- 53.5 If the number of members nominated for the position of ordinary committee member exceeds the number to be elected, a ballot must be held in accordance with rule 54.

Note

The drafters of these Rules, having considered the operations and needs of the Club, recommend that the number of ordinary committee members not be fewer than 5.

54 Ballot

- 54.1 Subject to rule 38, the procedure set out in this rule applies to the conduct of elections at annual general meetings .
- 54.2 The Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 54.3 The returning officer may be any person, whether or not a member, except a member nominated for the position.
- 54.4 The returning officer must ensure that each member present in person and entitled to vote has a ballot paper
- 54.5 If the ballot is for a single position, the voter must write or place a mark on the ballot paper against the name of the candidate for whom they wish to vote.
- 54.6 If the ballot is for more than one position-
 - 54.6.1 the voter must write or place a mark on the ballot paper against one or more names of candidate/s for whom they wish to vote;
 - 54.6.2 the voter must not write or place a mark against the names of more candidates than the number to be elected.

- 54.7 The election must be by secret ballot.
- 54.8 Ballot papers that do not comply with rules 54.5 and 54.6 are not to be counted.
- 54.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 54.10 The returning officer will advise the Chairperson of the votes cast prior to the meeting under rule 38.1.2.2 which will be counted as if they were cast at the meeting by the member/s in person.
- 54.11 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 54.12 If the returning officer is unable to declare the result of an election under rule 54.9 because 2 or more candidates received the same number of votes, the returning officer must—
 - 54.12.1 conduct a further election for the position in accordance with sub-rules 54.4 to 54.10 to decide which of those candidates is to be elected; or
 - 54.12.2 with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

- 55.1 Subject to sub-rules 53.2 & 55.3 and rule 56, a committee member holds office until the end of the annual general meeting at which they retire under sub-rules 50.3 or 50.4.
- 55.2 A committee member may be re-elected.
- 55.3 A general meeting of the Club may—
 - 55.3.1 by special resolution remove a committee member from office; and
 - 55.3.2 elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- 55.4 A member who is the subject of a proposed special resolution under sub-rule 55.3.1 may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 55.5 The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- 56.1 A committee member may resign from the Committee by written notice addressed to the Committee.
- 56.2 A person ceases to be a committee member if he or she—
 - 56.2.1 ceases to be a member of the Club; or
 - 56.2.2 fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - 56.2.3 otherwise ceases to be a committee member by operation of section 78 of the Act.
 - 56.2.4 becomes ineligible under rule 49.2.

57 Filling casual vacancies

- 57.1 The Committee may appoint an eligible member of the Club to fill a position on the Committee that—
 - 57.1.1 has become vacant under rule 56; or
 - 57.1.2 was not filled by election at the last annual general meeting; or
 - 57.1.3 has been created under rule 53.1.
- 57.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 57.3 Sub-rules 50.3 & 50.4 and rule 55 apply to any committee member appointed by the Committee under sub-rules 57.1 or 57.2.
- 57.4 The Committee may continue to act despite any vacancy in its membership.
- 57.5 Where the Committee appoints a person to fill a casual vacancy under this rule, the person appointed will be subject to retirement at the same time as if the member had become a committee member on the day on which the committee member in whose place the member is appointed (if any) was last elected a committee member.

Division 4—Meetings of Committee

58 Meetings of Committee

- 58.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 58.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- 58.3 Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- 59.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- 59.2 Notice may be given of more than one committee meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.
- 59.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the special committee meeting is convened.

60 Urgent meetings

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

61 Procedure and order of business

- 61.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 61.2 The order of business may be determined by the members present at the meeting.

62 Use of technology

- 62.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 62.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- 63.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 63.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.

63.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—

63.3.1 in the case of a special meeting—the meeting lapses;

63.3.2 in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

64.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.

64.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

64.3 Sub-rule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64.5 Voting by proxy is not permitted.

65 Conflict of interest

65.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

65.2 The member—

65.2.1 must not be present while the matter is being considered at the meeting; and

65.2.2 must not vote on the matter.

Note

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

65.3 This rule does not apply to a material personal interest—

65.3.1 that exists only because the member belongs to a class of persons for whose benefit the Club is established; or

65.3.2 that the member has in common with all, or a substantial proportion of, the members of the Club.

66 Minutes of meeting

66.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

- 66.2 The minutes must record the following—
- 66.2.1 the names of the members in attendance at the meeting;
 - 66.2.2 the business considered at the meeting;
 - 66.2.3 any resolution on which a vote is taken and the result of the vote;
 - 66.2.4 any material personal interest disclosed under rule 65.

67 Leave of absence

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

PART 6—FINANCIAL MATTERS

68 Source of funds

- 68.1 The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- 68.2 The income and property of the Club however derived, will be applied solely towards the promotion of the objects of the Club as set forth in these Rules and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise how so ever by way of profit, to the Members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, on terms no less favourable to the Club than would be offered by the officer, servant, or member to members of the public.

69 Management of funds

- 69.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 69.2 Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 69.3 The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 69.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.

- 69.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- 70.1 The Club must keep financial records that—
- 70.1.1 correctly record and explain its transactions, financial position and performance; and
 - 70.1.2 enable financial statements to be prepared as required by the Act.
- 70.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3 The Treasurer must keep in his or her custody, or under his or her control—
- 70.3.1 the financial records for the current financial year; and
 - 70.3.2 any other financial records as authorised by the Committee.

71 Financial statements

- 71.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 71.2 Without limiting sub-rule 71.1, those requirements include—
- 71.2.1 the preparation of the financial statements;
 - 71.2.2 if required, the review or auditing of the financial statements;
 - 71.2.3 the certification of the financial statements by the Committee;
 - 71.2.4 the submission of the financial statements to the annual general meeting of the Club;
 - 71.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- 72.1 The Club may have a common seal.
- 72.2 If the Club has a common seal—
- 72.2.1 the name of the Club must appear in legible characters on the common seal;
 - 72.2.2 a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - 72.2.3 the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Club is—

- 73.1 the address determined from time to time by resolution of the Committee; or
- 73.2 if the Committee has not determined an address to be the registered address—
the postal address of the Secretary.

74 Notice requirements

74.1 Any notice required to be given to a member or a committee member under these Rules may be given—

- 74.1.1 by handing the notice to the member personally; or
- 74.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or
- 74.1.3 by email or facsimile transmission.

74.2 Sub-rule 74.1 does not apply to notice given under rule 60.

74.3 Any notice required to be given to the Club or the Committee may be given—

- 74.3.1 by handing the notice to a member of the Committee; or
- 74.3.2 by sending the notice by post to the registered address; or
- 74.3.3 by leaving the notice at the registered address; or
- 74.3.4 if the Committee determines that it is appropriate in the circumstances—
 - 74.3.4.1 by email to the email address of the Club or the Secretary;
or
 - 74.3.4.2 by facsimile transmission to the facsimile number of the Club.

75 Custody and inspection of books and records

75.1 Members may on request inspect free of charge—

- 75.1.1 the minutes of general meetings;
- 75.1.2 subject to sub-rule 75.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

75.2 The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

75.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

75.4 Subject to sub-rule 75.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.

75.5 For purposes of this rule—

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

75.5.1 its membership records;

75.5.2 its financial statements;

75.5.3 its financial records;

75.5.4 records and documents relating to transactions, dealings, business or property of the Club.

76 Winding up and cancellation

76.1 The Club may be wound up voluntarily by special resolution.

76.2 In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.

76.3 Subject to rule 76.4, the Act, or any court order made under section 133 of the Act, the surplus assets must be given to a-

76.3.1 body that is not carried on for the profit or gain of its individual members; or

76.3.2 registered charity nominated by absolute majority of the Committee.

76.4 The body or registered charity to which the surplus assets are to be given must be decided by special resolution of a general meeting of the Club.

77 Alteration of Rules

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

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Constitution/ Rules document history

The Clubs Constitutions and Rules have all been based on the Model Rules for an incorporated Association, either under the Associations Incorporation Act (1981) Victoria or the Associations Incorporation Reform Act 2012.

Date	Constitutions and Rules	Relevant Acts
19 th June 1981	First constitution presented to and approved by members of the Club at a general meeting on 19 th June 1981	Associations Incorporation Act 1981
	Amendments at extraordinary general meetings occurred on 21 st October 1996, 3 rd September 2001, 6 th September 2004, 21 st June 2010, 2 nd October 2017	
1 st July 2019	The existing BMWCCV Constitution was approved to be deleted and substituted with the Rules dated 3/6/2019 by members of the Club at an extraordinary general meeting held on 1 st July 2019	Associations Incorporation Reform Act 2012