

# *HQ Racing Australia Inc.*

**Incorporated in Tasmania**

## **RULES OF THE ASSOCIATION**

### **Constitution**

29<sup>th</sup> March 2012

PO Box 630 PARAP NT 0804

## **1. Previous Constitution**

1.1. This Constitution / Rules of the Association replaces all previous constitutions of the Association known as HQ Racing Australia Inc.

## **2. Name**

The name of the incorporated association is **HQ Racing Australia Incorporated** (in these Rules called "the Association"). The Association may be referred to as the HQRA.

## **3. Definitions**

(1) In these Rules, unless the contrary intention appears-

"**Act**" means the **Associations Incorporation Act 1981**;

"**Committee**" means the committee of management of the Association made up of two representatives from each Member Club as formed by the rules of this constitution;

"**Financial year**" means the year ending on 30 June;

"**General meeting**" means a general meeting of members convened in accordance with rule 10;

"**Associate**" means a financial member of a Member Club;

"**State Delegate**" means a member of the committee who is a representative of one of the Member Clubs;

"**Member Clubs**" means one of the State or Territory clubs admitted to membership under rule of this constitution;

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

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

"**Controlling Body**" means that organisation which controls motor sport within Australia and with which the HQRA is affiliated, namely CAMS.

(2) In these Rules, a reference to the Secretary of an Association is a reference,

(a) if 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.

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

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## 5. *Objects*

- 5.1 To foster and promote the sport of circuit motor racing in Australia with particular emphasis on the HQ Holden class as recognised by the Controlling body;
- 5.2 To provide the HQ Holden class as a low cost, properly and well organized circuit motor racing category;
- 5.3 To police the HQ Holden class strongly to provide fair competition for all;
- 5.4 To always keep the regulations of the HQ Holden class simple, straightforward, and adhering to the principal that “The vehicles are to remain standard unless specifically stated otherwise;”

To maintain the regulations of the HQ Holden class in a manner that will not allow the Class to deviate from its roots of providing low cost circuit motor racing;

To seek out its own sponsorships and at all times be self funding and financially independent of any other club or organisation, save for the relationship with each State Association listed in rule number 6.2.1 (six.two.one);

To have a united body of competitors able to negotiate with circuit motor racing promoters and The Confederation of Australian Motor Sport as the Controlling Body of the sport for the benefit of the HQ Holden class;

To provide the means by which anyone wishing to enter, to continue or re-enter circuit motor racing can do so at a cost consistent with entry level motor sport;

To regularly review the suitability of the HQ Holden class for circuit motor racing in Australia, and to be in the position of providing a suitable replacement as and when the need is agreed upon by each Member Association;

- 5.5 To enter into contracts with suppliers of components for the supply of such components on an exclusive basis as control items for the HQ Holden class and to receive from such suppliers sponsorships, in any form whatsoever, to assist in the furtherance of the objects of the Association;
- 5.6 To organise social or fund-raising events from time to time;
- 5.7 The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of The Association;
- 5.8 The buying, selling, and supplying of and dealing in, goods limited to furthering the objects of the association;
- 5.9 The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of The Association;
- 5.10 The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purpose of The Association;

- 5.11 The taking of such steps from time to time as the committee or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funding of The Association, whether by way of donations, subscriptions, levies, or otherwise;
- 5.12 The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee, any subcommittees, or members in General Meeting may think desirable for the promotion of the objects and purposes of The Association;
- 5.13 The borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution at a General Meeting;
- 5.14 Subject to the provisions of the Trustee Act 1898 (Tasmania), the investment of any moneys of The Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- 5.15 The purchase or acquisition, and undertaking of all or any part of the property, assets, liabilities, and engagements of any association or Club with which The Association may at any time become amalgamated in accordance with the provisions of The Associations Incorporation Act 1964 (Tasmania) and the rules of The Association;
- 5.16 The doing of all such other lawful things as are incidental or conducive to the attainment of the objects of The Association.

## **6. Membership**

6.1 Notwithstanding the financial year of the Association runs from the first day of July in one year until the last day of June in the next, membership of The Association for the calendar year commences on the first day of January and ends on the last day of December each year.

6.2 Classes of membership

6.2.1 Member Clubs Such membership shall be open to one Club from each State or Territory of Australia which promotes the class of HQ Holden Racing at circuits affiliated with the Controlling Body in that State or Territory. The Association currently recognises the following Member Clubs:

6.2.1.1 HQ Holden Racing NSW Inc. (NSW)

6.2.1.2 HQ Racing Association of Australia (Vic)

6.2.1.3 HQ Racing Association of Australia (Qld)

6.2.1.4 HQ Racing Register of SA

6.2.1.5 HQ Racing Association of Western Australia (WA)

6.2.1.6 Hobart Sporting Car Club (Tas)

6.2.1.7 North Australian Motor Sports Council (NT)

6.2.2 Associates All financial members of member clubs as referred to in the preceding sub-paragraph shall be, on payment of membership fee to HQRA, Associates of the Association in accordance with rule 6.1. Such associates shall not have voting rights in respect of the Association but will be included in the Register of Associates of the Association.

6.2.3 Associate Membership Fees shall be decided upon annually at the Annual General Meeting. Any alteration of such fees, not being at an Annual General Meeting shall be by way of a Special Resolution.

6.2.4 Honorary Members. Such membership shall be available to persons nominated by a member and approved by a general meeting. Such membership shall not carry voting rights.

6.2.5 Life Member Life Membership may be bestowed on a member of the Association who has given continual service to the Association for greater than 10 years and provided meritorious service to the Association during that period. A nomination, put forward by a Delegate and seconded also by a Delegate should be forwarded to the National Administrator for unanimous approval by State Delegates at an Annual General Meeting.

6.3 Associate fees and Nomination fees shall be decided upon annually at the Annual General Meeting. Any alteration to such fees, not being at an Annual General Meeting shall be by way of Special Resolution.

6.4 A Club which is not a member of The Association at the date of the adoption of this Constitution shall not be admitted as a Member Club unless:

6.4.1 The Club is nominated as provided by rule 6.5 (six point five) of this Constitution; and its admission as a Member Club is approved by the National Administrator and by all current Member Clubs.

6.5 A nomination of a club for membership of the Association:

6.5.1 shall be made in writing to the Secretary, signed under seal by two Member Clubs of the Association;

6.5.2 shall be accompanied under seal by the written consent of the Club nominated (which may be endorsed on the form of the nomination); and

6.5.3 shall be lodged with the Secretary with the nomination fee which may from time to time be determined by the Committee.

6.6 As soon as practical after the receipt of a nomination the Secretary shall refer the nomination to the Committee.

6.7 Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, circularise all Member Clubs to obtain their written consent, signed under seal, their agreement for the nominee Club to be accepted as a Member Club of The Association.

6.8 Upon a nomination being accepted by all Member Clubs, the Secretary shall, with as little delay as possible, notify the nominee Club, in writing, that it has been approved for membership of The Association, and, upon receipt of the nomination fee, shall enter the nominee's name in the register of members kept by the Secretary, whereupon the nominee becomes a Member Club of The Association.

6.9 A Member Club of the Association may, at any time, resign from The Association by delivering or by sending by certified post to the Secretary a written notice of resignation.

- 6.10 Upon receipt of notice under rule 6.9 (six point nine) of this Constitution, the Secretary shall remove the name of the Associate by whom the notice was given from the register of Associates, whereupon the Associate ceases to be a member of the Association.
- 6.11 A right, privilege, or obligation of a person by virtue of his membership of the Association;
- 6.11.1 is not capable of being transferred or transmitted to another person; and
- 6.11.2 terminates upon the cessation of his membership, whether by death, resignation or otherwise, save that an Associate is liable to contribute (as described in 6.12.3).
- 6.12 In the event of the Association being wound up;
- 6.12.1 every Associate of the Association; and
- 6.12.2 every person who, within a period of twelve months immediately preceding the commencement of the winding up, was an Associate of the Association;
- 6.12.3 is liable to contribute to the assets of the Association for payment of the debts and liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding the amount of the annual membership for an Associate of the Controlling Body, as may be required, but a former Associate is not liable to contribute in respect to any debt or liability of the Association contracted after he ceased to be member.

## ***7. Membership and Subscription***

- (1) A person who applies for membership as provided in these Rules is eligible to be an Associate of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not an Associate of the Association at the time of the incorporation of the Association (or who was an Associate at that time but has ceased to be an Associate) must not be admitted to membership unless-
- (a) he or she applies for membership in accordance with sub-rule (3).
- (3) An application of a person for Associate of the Association must-
- (a) be made in writing on the form set out in Appendix 1 together with payment of the membership fee.
- (b) be lodged with the Secretary of the Association.
- (4) The Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership.
- (5) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (4), enter the applicant's name in the register of members.

- (6) An applicant for membership becomes an Associate and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (7) A right, privilege, or obligation of a person by reason of Associate of the Association-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (8) The annual subscription is the relevant amount set out in Appendix 4. Each Associate must pay the annual membership fee to the Treasurer on or before the first day of January each year or another date as determined by the Committee from time to time.

### **8. Register of Associates**

- (1) The Secretary must keep and maintain a register of members containing-
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

### **9. Ceasing Membership**

- (1) An Associate of the Association who has paid all moneys due and payable by an Associate of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1).
  - (a) the Associate ceases to be a member; and
  - (b) the Secretary must record in the register of Associates the date on which the Associate ceased to be a member.

### **10. Discipline, Suspension and Expulsion of Members**

- (1) Subject to these Rules, if the committee is of the opinion that an Associate has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming to an Associate, acted in a manner unbecoming of an Associate, or prejudicial to the purposes and interests of the Association and/or Sport; or brought the Association, any other Member or Sport into disrepute or prejudicial to the interests of the Association, the committee may by resolution--
  - (a) fine that Associate an amount not exceeding \$500; or
  - (b) suspend that Associate from membership of the Association for a specified period;or

- (c) expel that Associate from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless--
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
  - (b) if the Associate exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Associate in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the Associate a written notice--
- (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the Associate, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Associate that he or she may do one or both 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;
  - (e) informing the Associate that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal against the resolution.
- (5) If the Secretary receives a notice under sub-rule (4e), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (7)
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee may place before the meeting details of the ground for the resolution and the reasons for the passing of the resolution;
  - (c) give the Associate, or his or her representative, an opportunity to be heard; and
  - (d) give due consideration to any written statement submitted by the Associate; and



- (e) the Committee present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) A resolution is confirmed if, at the general meeting, not less than two-thirds of the committee vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- (8) In the event an Associate is suspended from a Member club the Associate may not seek membership from another Member club for the purpose of HQRA Associate membership.
- (9) When an Associate is suspended from a Member Club the suspension will include suspension from the HQRA.

### **11. *Disputes and Mediation***

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
  - (a) an Associate and another Associate; or
  - (b) an Associate 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 of the 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 an Associate and another Associate, a person appointed by the committee of the Association; or
    - (ii) In the case of a dispute between an Associate and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Tasmania (Department of Justice).
- (5) An Associate of the Association can be a mediator.
- (6) The mediator cannot be an Associate 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 or otherwise at law.

## **12. Annual General Meetings**

- (1) The committee may determine the date, time and place of the annual general meeting of the Association. This will be held as early as possible after all State Associations have held their Annual General Meetings and State Office bearers have been elected.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and approve members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

## **13. Special General Meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The administrator or the committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of Associates, convene a special general meeting of the Association.
- (6) The request for a special general meeting must--
  - (a) state the objects of the meeting; and
  - (b) be signed by the Associates requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by Associates in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.
- (9) Committee meetings may be held using the full range of electronic and telecommunications services and equipment available at that time. A vote which is taken where all or some of the members taking part have communicated through such links shall be deemed to be as valid as a vote where all participating members were physically at the meeting provided that a quorum is achieved.

#### **14. *Special Business***

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

#### **15. *Notice of General Meetings***

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each member club and State Delegate of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent--
  - (a) by electronic transmission to the email address appearing in the register of members; or
  - (b) if the member requests, by prepaid post or facsimile transmission.

- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) An associate intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

#### **16. *Quorum at General Meetings***

- (1) No item of business may be conducted at a general meeting unless a quorum of Delegates entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Two thirds of the number of the Member Clubs of the Association personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of Associates--the meeting must be dissolved; and
  - (ii) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 personally present (being not less than 5) shall be a quorum.

#### **17. *Presiding at General Meetings***

- (1) The National Administrator, or in his absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
- (2) If the National Administrator and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **18. *Adjournment of Meetings***

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **19. *Voting at General Meetings***

- (1) Upon any question arising at a general meeting of the Association, a Member Club will be entitled to 2 (two) votes on any subject. At meetings where there are two State Delegates from each member Club, each delegate will have 1 (one) vote.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
- (4) A State Delegate is not entitled to vote at a general meeting unless all moneys due and payable by the Associates to the Association have been paid.

### **20. *Poll at General Meetings***

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **21. *Manner of determining whether resolution carried***

If a question arising at a general meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the Minutes 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.

### **22. *Proxies***

- (1) Each member club is entitled to appoint another Delegate as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be--

(a) for a meeting of the Association convened under rule 8(7), in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

### **23. Committee of Management**

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee--

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as they appear to the committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to section 23 of the Act, the committee shall consist of--

(a) the State Delegates; and

(b) Office Holders as per Rule 24

Office Holders shall be elected at the annual general meeting of the Association in each year. State Delegates will be approved by vote at that meeting.

### **24. Office Holders**

(1) The officers of the Association shall be--

(a) National Administrator;

(b) Technical Officer;

(c) Treasurer;

(d) Secretary.

(2) The provisions of rule 25, 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 offices referred to in sub-rule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

### ***25. State Delegates of the Committee***

- (1) Subject to these Rules, each Delegate of the committee shall hold office until the annual general meeting.
- (2) In the event of a casual vacancy occurring in the office of a State Delegate, the State Member Club of the vacating Delegate may appoint an Associate of the Member Club to fill the vacancy and the Associate appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

### ***26. Election of Officer Holders***

- (1) Nominations of candidates for election as officers of the Association of the committee must be—
  - (a) 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) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

### ***27. Vacancies***

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; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

## **28. Collective responsibility of Committee**

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Club complies with the Act and regulations made under the Act.

### **The National Administrator**

The role of the National Administrator shall be to:

- (1) Manage the Association in the manner in which he/she sees fit, however, he/she will refer major decisions to each State Delegate jointly for their consideration, he/she will copy all correspondence for distribution to each State Delegate;
- (2) Represent the Association to authorities i.e. Government, CAMS, Sponsors;
- (3) Provide the direction and guidance to the Club;
- (4) Cast the deciding vote when resolutions etc are deadlocked;
- (5) Carry out the directions of the Club;
- (6) Monitor compliance with the Objects of the Club;
- (7) Be the Chairperson at meetings and ensure both the smooth running and the conduct according to generally accepted rules of order and debate.

### **The Treasurer**

- (1) The Treasurer shall:
  - (a) Pay all moneys received into the account of the Association within 5 working days after receipt;
  - (b) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (c) Produce financial reports to the executive committee on special request;
  - (d) Present a financial report and statements to the Association at General meetings;
  - (e) Receive all monies paid to or received by the Association and issue receipts for those moneys in the name of the Association;
  - (f) Pay all expenses incurred by petty cash/cheque or EFT authorised by two (2) authorized signatories of whom there shall be no more than four (4);
  - (g) Record receipts and payments and other financial transactions, the records of which shall be available for inspection by any Associate of the Association at a normal general meeting given (14) days notice;
  - (h) These duties may be delegated.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

### **The Secretary**

The secretary shall:

- (a) Keep records (minutes) and files of meetings;
- (b) Keep a register of Association members in which is registered the names, contact address, phone numbers and joining date of each member;
- (c) Arrange general, special and Annual General Meetings of the Association, including providing notice in accordance with the Association constitution;
- (d) Carry out the duties as directed by the executive and the Club;
- (e) Compile and distribute minutes of meetings as soon as practical after meetings;



- (f) These duties may be delegated.

### **The Technical Officer**

Will perform his role as described in CAMS Manual

### **The Public Officer**

The Public Officer of the Association shall be duly elected by the Delegates of the Association. This position will be occupied by an existing executive Member of the Committee. In the event of the Public Officer being unable to carry out the duties as required under the Association Incorporation Ordinance, another Public Officer shall be appointed by the committee forthwith, and shall hold office until the next Annual General Meeting of the Club at which time he/she shall be eligible for permanent appointment.

### **Committee Members**

A committee member, member or official of the association should have no connection with any particular trader's or manufacturer's business which might benefit in a direct or indirect way from the result of a decision made for the running of the category. In the event of a vote on decisions affecting the category, a person with any pecuniary interest **MUST** abstain from voting on that decision.

A member who derives a regular income from the category must declare that interest and also any dealings with other members who receive a benefit from that business by way of any direct or indirect assistance. These persons will not be entitled to vote on issues which may then affect that business.

A declaration of a pecuniary interest would extend to family, staff members or recipients of favours, in cash or kind, from a particular business or trader.

### ***29. Meetings of the Committee***

- (1) The Committee must meet at least 1 time in each year at such place and such times as the committee may determine.
- (2) Special meetings of the Committee may be convened by the Administrator or by any 4 members of the Committee.

### ***30. Notice of Committee Meetings***

- (1) Written notice of each Committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### ***31. Quorum for Committee Meetings***

- (1) Any 5 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - (i) in the case of a special meeting--the meeting lapses;
  - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Committee may act notwithstanding any vacancy on the committee.

### ***32. Presiding at Committee Meetings***

At meetings of the Committee-

- (a) the Administrator or, in the Administrator's absence, the Secretary presides; or
- (b) if the Administrator and the Secretary are absent, or are unable to preside, the members present must choose one of their number to preside.

### ***33. Voting at Committee Meetings***

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

### ***34. Removal of Committee Member***

- (1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Administrator of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the Administrator may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

### **35. Minutes of Meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

### **36. Funds**

(1) The Treasurer of the Association must-

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) 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.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

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

### **37. Income and Property of the Association**

37.1 The income and property of The Association, however derived, shall be applied solely towards the promotion of the objects and purposes of The Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of The Association.

37.2 The Association shall not:-

- 37.2.1 Appoint a person who is a member of the Committee to any office in of The Association to the holder of which there is payable any remuneration by way of gift, salary, fees or allowances; or
- 37.2.2 Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

37.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of The Association of-

- 37.3.1 Remuneration in return for services actually rendered to The Association by the servant or member in the course of ordinary business:
- 37.3.2 Interest at a rate not exceeding the highest interest rate payable by the four national trading banks operating within Australia (i.e. Westpac, ANZ, NAB, Commonwealth) for a (12) twelve month investment within that financial year.
- 37.3.3 A reasonable and proper sum by way of rent for premises let to The Association by the servant or member.

### **38. Auditor**

- 38.1 At each general meeting of The Association, the members present shall appoint a person as the auditor of The Association.
- 38.2 A person so appointed shall hold office until the Annual General meeting next after that which he is appointed, and is eligible for re-appointment.
- 38.3 If an appointment is not made at the Annual General Meeting the Committee shall appoint an auditor of The Association for the then financial year.
- 38.4 The auditor may only be removed by special resolution.
- 38.5 If a casual vacancy occurs in the office of auditor during the course of the financial year of The Association, the Committee may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

### **39. Audit of Accounts**

- 39.1 At least once in each financial year, the accounts of The Association shall be examined by the Auditor.
- 39.2 The Auditor shall certify as to the correctness of the accounts of The Association and shall report thereon to the State Delegates at the Annual General Meeting
- 39.3 In his report, and in certifying the accounts, the auditor shall state:
  - 39.3.1 whether he/her has obtained all of the information required by him;
  - 39.3.2 whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of The Association according to the information at his/her disposal and the explanations given to him/her and as shown by the books of The Association; and
  - 39.3.3 whether the rules relating to the administration of the funds of The Association have been observed.
- 39.4 The Treasurer of The Association shall cause to be delivered to the Auditor a list of all the accounts, books, and records of The Association.
- 39.5 The Auditor:
  - 39.5.1 has a right of access to the accounts, books, records, vouchers and documents of The Association;
  - 39.5.2 may require from the servants of The Association such information and explanations as may be necessary for the performance of his duties as auditor;
  - 39.5.3 may employ persons to assist him in investigating the accounts of The Association; and
  - 39.5.4 may, in relation to the accounts of the Association, question any member of the committee or any servant of The Association.

### **40. Seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.

- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

#### **41. *Notice to Associates***

Except for the requirement in rule 15, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by electronic transmission to the member at that member's email address shown in the register of members; or
- (c) prepaid post, if the member has requested that the notice be given to him or her in this manner; or
- (d) facsimile transmission, if the member has requested that the notice be given to him or her in this manner.

#### **42. *Winding Up***

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

#### **43. *Custody and inspection of books and records***

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.



**MEMBERSHIP APPLICATION**

*Surname*.....

*Given Names* .....

*Address* .....

.....

*Phone* .....(W) .....(H)

*Mobile* .....

*E-Mail* .....

I hereby apply to become a member of HQ Racing Australia Inc., and agree to abide by the regulations for HQ racing as defined by CAMS and the HQ Racing Sporting and Technical Regulations.

I also agree to abide by the constitution of HQRA Inc. and support the spirit and objectives of HQ racing.

*Membership Fee: 1<sup>st</sup> January – 31<sup>st</sup> December or part thereof ..... TBN*

*I enclose the amount of .....as set at AGM.....TBN*

*Membership entitles the holder to the use of HQRA property and discounts made available by HQRA.*

*Signature* ..... *Date* .....

**Please return form to PO Box 630 PARAP NT 0804**

**Cheques to be made payable to HQRA Inc.**

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 8(7)**

I.....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 8(7), to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 8(1)).

.....  
Signed  
Date

APPENDIX 3

**FORM OF APPOINTMENT OF PROXY**

I, .....[Name]

of .....[Address]

member number. \_\_\_\_\_ of the HQ Racing Australia Inc.

hereby appoint \_\_\_\_\_[Name of Proxy]

being member number \_\_\_\_\_ of the Association, as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on .....[Date of Meeting].  
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against [Delete as Appropriate] the following resolution (insert details of resolution).

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

*APPENDIX 4*

**SCHEDULE OF FEES**

<i>Fee</i>	<i>Amount</i>
Full Associate Membership	\$50.00