

Constitution

AUSTRALIAN FORMULA POWERBOAT GRAND PRIX INCORPORATED

NSW INC: 9891984

Compliant with the *Associations Incorporation Act 2009*

*Adopted by Special Resolution at a meeting of the Association on
Saturday 2 November 2013*

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PART 1 - PRELIMINARY

1. Definitions

1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Office-Bearers are those committee members who hold the position of President, Vice President, Assistant Vice President, Secretary or Treasurer

Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.

Ordinary Member of the Association means any financial member who does not hold a committee position.

The Core Committee includes any member of the committee who holds an office-bearer position.

The Committee includes all office-bearers and all other ordinary committee members

Secretary means:

- a) the person holding office under this constitution as secretary of the association, or
- b) if no such person holds that office - the public officer of the association.

Special General Meeting means a general meeting of the association other than an Annual General Meeting.

*Any reference to a **General Meeting** means the provision applies to both Annual and Special General Meetings*

An **Ordinary Resolution** is where the majority of those present in person (or by proxy) and entitled to vote, resolve to pass to a motion that has been put forward.

A **Special Resolution** is where at least 75% of those members present (in person or by proxy) and entitled to vote, resolve to pass the motion which has been put forward.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010*.

The Association means the Australian Formula Powerboat Grand Prix Incorporated

The **Financial Year** for the Association is from 1 July to 30 June (inclusive).

The **Race Year** or **Race Season** as well as all other references to "year" will mean from the 1st September to 31st August (inclusive).

APBA means the Australian Power Boat Association Incorporated

Approved Membership Form means any membership form approved of by The committee at a meeting of the committee members and current for the year of membership to which it applies.

Race Categories describe each class of racing permitted at any Australian Formula Powerboat Grand Prix Event.

Outstanding Fees means any fees that are due to the club and have not been paid by the due date determined in this constitution.

Contract means any agreement between the Association and another party for the supply of goods or performance of services or any other agreement that binds the association and is enforceable at law.

Any reference to a particular “**Clause**” is referring to a clause in this constitution

- 2) In this constitution:
 - a) a reference to a function includes a reference to a power, authority and duty, and
 - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
 - c) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Objectives

The objective of our Association is to:

- 1) Organise and run financially successful & safe Powerboat Events within Australia.
- 2) Promote Powerboat racing in the regions in which our events are held.
- 3) Encourage the expansion of Powerboat racing through the support of Junior and Support classes.
- 4) Employ, engage, appoint or retain the services of servants, agents, assistants, advisors or other persons as may be required for the administration and other general duties involved in the control, running and other activities of the Association.
- 5) Enter contracts, agreements, assignments and any other documents for the sole purpose of purchasing, acquiring, leasing, renting, or otherwise deal with all property and assets for the benefit of the Association and its members.
- 6) Do all other such things as is incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 7) Invest and deal with the money of the Association not immediately required in such a manner as may be considered appropriate. Income and property of the Association as derived to apply solely toward the promotion of the objects of the Association

PART 2 – MEMBERSHIP & FEES

3. Membership Generally

- 1) A person is eligible to be a member of the association if:
 - a) the person is a natural person, and
 - b) the person has applied and been approved for membership of the association in accordance with Clause 5.
- 2) A person is taken to be a member of the association if:
 - a) the person is a natural person, and
 - b) the person was:
 - (a) in the case of an unincorporated body that is registered as the association, a member of that unincorporated body immediately before the registration of the association, or
 - (b) in the case of an association that is amalgamated to form the relevant association, a member of that other association immediately before the amalgamation, or
 - (c) in the case of a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.
- 3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under Section 6(1)(a) of **the Act** was made.

4. Categories of Membership

The categories for membership (referred to as Members) of the Association will be:

1) Licensed Driver Members

All such members must be financial members of the association and hold a current full powerboat racing competition licence appropriately endorsed and issued by the APBA.

Membership will not be approved under this category until the annual membership fee is paid AND a copy of the applicant's current APBA issued licence is lodged with the Secretary of the Association.

Licensed Driver Members of the Association will be required to abide by these Rules of Association, any other general racing & safety Rules adopted by the Association and other directives (as may be issued from time to time) by the Association.

All persons wishing to compete in/enter any event run by the Association, other than a Junior Event, must hold this level of membership in order to enter that event.

Membership fees will be payable annually and will be the fee set each year by the Association at a meeting of the committee.

All Licensed Driver Members **are** entitled to vote at annual general or special general Meetings of the Association.

2) Junior Licensed Driver Members

All such members must be financial members of the association and hold a current junior powerboat racing competition licence appropriately endorsed and issued by the APBA.

Membership will not be approved under this category until the annual membership fee is paid AND a copy of the applicant's current junior APBA issued licence is lodged with the Secretary of the Association.

Junior Licensed Driver Members of the Association will be required to abide by these Rules of Association, any other general racing & safety Rules adopted by the Association and other directives (as may be issued from time to time) by the Association.

All persons wishing to compete in/enter any Junior Event run by the Association must hold this category of membership in order to enter that event.

Membership fees will be payable annually and will be the fee set each year by the Association at a meeting of the committee.

Junior Licensed Driver Members **are not** entitled to vote at an annual general or special general meetings of the Association however their Guardian (as noted on the relevant Junior Licensed Driver's most recent entry form in relation to an AFPGP Event) **are** entitled to vote at annual General or special general meetings of the Association.

Each Guardian will be entitled to one vote for each financial Junior Licensed Driver that they are the Guardian of (as noted on the relevant Junior Licensed Driver's most recent entry form in relation to an AFPGP Event).

NOTE

A person who represents themselves to the AFPGP as the guardian of any Junior Licenced Driver on the Junior Licenced Driver's entry or membership form **MUST** be a current financial member of an APBA affiliated club.

3) Boat Owner Members

Boat Owner Members are defined as owners of powerboats who, as the registered owner, enter that boat in any event or meeting conducted by our Association as the owner only.

Boat Owner Members **are not** entitled to vote at meetings of the Association.

Membership fees will be payable annually and will be the fee set each year by the committee.

4) Committee Members

Committee members are defined as any person holding a position on the Association's Committee, are financial members of the Association and do not hold or qualify for membership under the Licensed Driver Category.

Membership fees will be payable annually and will be the fee set each year by the committee.

Committee members **are** entitled to vote at all meetings of the Association & its Committee.

Special Associate members may also hold memberships under the “Life” or “Honorary” Categories. A Special Associate member who also holds membership under another category **is** entitled to vote at all meetings of the Association & its committee by virtue of their “Special Associate” membership.

5) Associate Members

Associate members are defined as any other person having an interest in the sport of power boat racing, are financial members of the Association and do not qualify for any other form of membership to the Association. Associate members may include event, race and boat sponsors, pit-crew members, course officials, rescue personnel, race control officials, nominated guardians of junior licensed drivers and the like.

Membership fees will be payable annually and will be the fee set each year by the committee.

Associate members **are not** entitled to vote at meetings of the Association except where the matter being put to the vote is to do with the appointment of a committee member. In these matters, they are entitled to vote.

6) Life Members

Following due nomination in writing from a member of the association and received by the Secretary 14 days before the Annual General Meeting, the Annual General Meeting may confer Life Membership of the Association upon a person for having rendered a conspicuous service to the Association. Such a Life Member is entitled to attend any meeting of the Association but will have **no voting rights**, however a life member who is a current AFPGP competitor and / or a committee member shall retain the right to vote while they remain as either a competitor or a committee member.

To have Life Membership conferred; the nomination must be passed by a two-thirds majority of those in attendance an entitled to vote, at the Annual General Meeting of the Association.

The maximum number of Life Members at any one time will be five (5). No membership fee is payable by Life Members.

7) Honorary Members

Honorary Membership may be conferred upon an organization or individual on the nomination of a member and upon acceptance and passing of such a nomination by a two-thirds majority vote at a general meeting of the Association. Such an organization or individual will not be entitled to members' privileges or representation at any meetings (including **no voting rights**) but may have representation by correspondence if, by resolution; such correspondence is received and dealt with.

5. Application for Membership

- 1) An application for membership must:
 - a) Be made by an applicant in writing using a Membership Form approved by the committee and current at the time of its completion;
 - b) Be completed in full, in a legible manner and signed by all relevant parties;
 - c) Be lodged with the Secretary of the association together with the applicable fee.
- 2) Application forms may be lodged with the Secretary by post, facsimile or email (scanned copy of original documents only)
- 3) Membership Fees may be paid by Cheque, Money Order or EFT (Electronic Funds Transfer) into the Association's bank account. All cheques/money orders should be posted with the relevant membership form to the Secretary.
- 4) As soon as practicable after receiving a member's application and entry fee, the Secretary must advise the Treasurer of the member's application submission and fee paid.
- 5) Any membership applications received by any other member of the Association's committee will be on forwarded to the Secretary as soon as practicable. Membership application forms will not be considered to be lodged until they are received by the Secretary.
- 6) Acceptance of the membership will be deemed to have happened upon the issue, by the Secretary, of the membership number for the relevant year. A membership number will NOT be issued until both the application form (completed to the satisfaction of the Secretary) and the relevant membership fee has been paid. The issue of this number will be communicated, in writing, to the member by the Secretary as soon as practicable after it has been issued.
- 7) A meeting of the committee to consider a person's application for membership may be called.
- 8) A meeting of the committee to consider a person's application for membership will not be called by the secretary unless it is requested by any one member of the committee.
- 9) If any one committee member, prior to the acceptance of any person's membership, requests a meeting to consider a person's application for membership - a meeting of the committee (via teleconference or otherwise) must be held within 14 days of that request being received by the secretary. The decision to reject or accept a person's application for membership will be decided by an ordinary resolution of the committee.
- 10) If a person's membership is refused by ordinary resolution of the committee, the secretary will advise that person in writing within 5 days of the decision.
- 11) Any person who has had their membership refused is entitled to a full refund of any monies paid to the association as part of the membership application process.

- 12) All membership numbers will clearly denote the year they are applicable to. *This membership number is for administrative purposes only and is NOT a driver's race number.*
- 13) All memberships, other than Life Memberships, will expire on 31 August and are renewable annually with the submission of the relevant form and fee.
- 14) All memberships are current from the date of issue to the 31 August
- 15) Memberships will not be renewable until any monies due, or outstanding accounts requiring to be paid to the Association, are paid.
- 16) All members who renew their membership on or before 30 September each year will be allocated the same membership number as the previous year.
- 17) There will be no applications for Life or Honorary Membership. Elevation to these categories will only be made on the conditions and processes set out in these rules. The committee may revoke honorary membership at any time upon resolution.

6. Cessation of Membership

- 1) A person ceases to be a member of the association if the person:
 - a) dies, or
 - b) resigns membership, or
 - c) is expelled from the association
- 2) As per Clause 5(13) all memberships, other than Life Memberships, will expire on 31 August

7. Membership Entitlements not Transferable

- 1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - a) Is not capable of being transferred or transmitted to another person, and
 - b) Terminates on cessation of the person's membership.

8. Resignation of Membership

- 1) A member of the association may resign from membership of the association by giving the secretary written notice. The member will cease to be a member 48 hours after the notice is received and acknowledged by the Secretary.
- 2) If a member of the association ceases to be a member under Clause 8(1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members

- 1) The public officer of the association is responsible for ensuring that a register of members of the association is established and maintained - specifying the name,

address and membership category of each person who is a member of the association together with the date on which the person became a member.

- 2) The register of members must be kept in New South Wales:
 - a) at the main premises of the association, or
 - b) if the association has no premises, at the association's official address.
- 3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 5) If a member requests that any information contained on the register about themselves (other than the member's name) not be made available for inspection, then that information must not be made available for inspection.
- 6) A member must not, without permission from that person, use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees

1) Membership

- a) All members wishing to join the association must pay the annual membership fee applicable to the category of membership for which they are applying.
- b) Membership fees for the membership categories for the next race year will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year.

2) Event Entry

- a) Event Entry fees for each race category for the next race year will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year.
- b) If a new class is approved by the committee to participate in any event during the race year, the committee must set and approve an entry fee for this class at a meeting of the committee prior to the event.
- c) A penalty fee will apply to all entry fees received after the closing date nominated by the secretary in the event entry notes. The amount of this penalty fee will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year.

- d) The **core committee** may waive this late fee by ordinary resolution in exceptional circumstances however the decision to consider a persons request to do so is entirely at the discretion of the core committee.

3) Turn buoy penalty fee

- a) The **time** penalty for “hitting” a turn buoy will be applied to all drivers as per the APBA rule book current at the time of the incident.
- b) A penalty **fee** for “damaging” a turn buoy will be applied as follows:

- i) Licensed Drivers

The penalty fee for damaging a turn buoy at an event (“the relevant event”) for the following race year will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year. Until such time that such a meeting is held, the previous year’s fee will continue to apply

The fee will be applicable to any Licensed Driver who damages a turn buoy before, during or after a race or practice session or at any other time while on the course and is payable by the licensed driver within 30 days of the relevant event.

The treasurer will issue a tax invoice for the fee to the driver within 7 (seven) days of the event.

The decision about whether or not a turn buoy has been “damaged” by a particular driver will be made by the Grand Marshall using all evidence and footage available.

A protest may be lodged in relation to this decision. Refer Clauses 10(4) and 17(3).

- ii) Junior Licensed Drivers

A penalty fee for damaging a turn buoy at an event (“the relevant event”) for the following race year will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year. Until such time that such a meeting is held, the previous year’s fees will continue to apply

In the event that a turn buoy is damaged by a Junior Licensed Driver, the Guardian of that Junior Licensed Driver (as noted on their entry form) will be given the opportunity to have the damaged turn buoy professionally repaired and returned to a nominated committee member within 3 weeks (or later date if so specified by the committee) of the conclusion of the relevant event.

Where the turn buoy is not repairable OR it is not repaired to the satisfaction of the committee OR it is not returned to the committee within the required time frame, the Guardian will be levied a fee equal to the fee applicable to the “Licensed Driver” (as described in clause 6(b)(i) above).

If levied, the fee will be applicable to the Guardian (as noted on the entry form submitted for the relevant event) of the Junior Licensed Driver who damaged the turn buoy before, during or after a race or practice session or at any other time while on the course and is payable by and is payable by the noted Guardian within 30 days of the relevant event.

The treasurer will issue a tax invoice for the fee to the noted Guardian within 7 (seven) days of the event.

The decision about whether or not a turn buoy has been “damaged” by a particular junior driver will be made by the Grand Marshall using all evidence and footage available.

A protest may be lodged in relation to this decision. Refer Clauses 10(4) and 17(3).

- c) If the Grand Marshall concludes that a turn buoy has been damaged by a driver who had genuine cause to do so (eg. Avoiding an accident) then he/she may rule that no fee is payable by that driver.

A protest may be lodged in relation to the decision reached by the Grand Marshall in these instances. Refer Clauses 10(4) and 17(3).

- d) The amount of the penalty fee applicable under Clause 10(3) will be set and approved by the committee at a meeting of the committee either before the end of the current race year or as soon as possible after the conclusion of the current race year.

Note: This clause overrides any rule specified by the APBA rule book in relation to the cost of repair or replacement of a damaged turn buoy.

4) Protest Fee

The fee levied by the AFPGP on a person wishing to lodge a protest will be the fee nominated in the APBA rule book current at the time of the protest.

5) Failure to Pay any Fees Levied

- a) A person is not permitted to participate in any AFPGP event until all fees due (in relation to that person/their guardian or their boat) have been paid in full. This includes but is not limited to event entry fees, late event entry penalty fees, membership fees & turn buoy penalty fees.
- b) The AFPGP will advise the APBA in writing of any fees that are outstanding in relation to any member of the association with the understanding that that member may be prevented from racing in any other APBA sanctioned event until the outstanding funds are paid in full.

11. Members' Liabilities

- 1) The liability of an ordinary member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association or levied fees as required by Clauses 10(1) to 10(5).
- 2) Every Committee member of the Association, or any person (whether an officer of the Association or not) employed or appointed by the Association, will be indemnified out of the funds of the Association against all liability.
- 3) The liability may arise out of the execution of the duties of office, employment or appointment which may be incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in which relief is granted by the Court.

- 4) The secretary will advise all incoming committee members (in writing) of their need to be aware of the implications of the Act. In particular, but not limited to, Part 6 - Division 4 of the Act "Offences relating to incurring of debts or fraudulent conduct".

12. Resolution of Disputes

- 1) In the first instance, a dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, is to be referred to the committee. The committee will nominate a committee member to discuss the issue with each party in an attempt to resolve the issue.
- 2) In the event all efforts under Clause 12(1) fail, a dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of Members

- 1) A complaint may be made to the committee by any person that a member of the association:
 - a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the association.
- 2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the committee decides to deal with the complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4) The committee may, by ordinary resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- 5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Clause 14.
- 6) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period, the member exercises the right of appeal, unless and until the association confirms the resolution under Clause 14, whichever is the later.

14. Right of Appeal of Disciplined Member

- 1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under Clause 14(1), the secretary must notify the committee which is to convene a special general meeting of the association to be held at the next event held by the AFPGP (or an earlier date if determined by the committee as being convenient for the association and its members) after which the secretary received the notice.
- 4) At a general meeting of the association convened under Clause 14(3):
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the members present are to vote by written ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3 - RACING

15. Racing Categories

- 1) Racing categories are as defined in the AFPGP Supplementary Race Rules.
- 2) The committee may, by ordinary resolution, include additional race categories in any event.
- 3) The association may, by special resolution, exclude from the series calendar or any one event on the racing calendar, a category nominated in Clause 15(1) **except** where there are less than 4 nominations for any one category by the nomination closing date. In these circumstances the committee may, by ordinary resolution, exclude a category nominated by Clause (15)(1) from any event.

Where a category is excluded in these circumstances (after the nomination closing date but prior to the event) a full refund will be offered to those who have already paid their entries in relation to the excluded category.

16. Racing Rules

1) The Rules that Apply to AFPGP Events

- a) Except where the Association has:
 - i) Subject to clause 16(2)(a), adopted a rule or set of rules that excludes, overrides or amends a specific rule (or set of rules) set out in the APBA rule book; or
 - ii) added a new rule not previously covered by the APBA rule bookall drivers must abide by the race rules applicable to each class as provided for in the APBA rule book current at the time of the event.
- b) Where the Association has adopted a rule that excludes, overrides or amends a specific rule (or set of rules) set out in the APBA rule book; all drivers must abide by this adopted rule as it is taken to override the APBA rule book for the specific circumstance to which it applies.
- c) Where the association has added a new rule not previously covered in the APBA rule book; all drivers must abide by this additional rule.

2) Changing the Rules

- a) Over-arching Limitations
 - i) Any rule in the APBA rule book that has to do with safety represents the minimum safety standard to apply to all APBA sanctioned events. The association cannot vote to change a rule set out by the APBA in relation to safety UNLESS the act of doing so strengthens/increases the safety of the area to which the current APBA rule relates.
 - ii) Changes to race rules, other than those made under clauses 16(2)(b) cannot be made during an event. That is, changes can only be made between events. The duration of an event will be taken to be the dates and times specified in the water permit obtained for the relevant event.
- b) Change by race committee

- i) At a specific event and subject to Clause 16(2)(a)(i), the race committee may, by ordinary resolution, make a temporary change to any club rule (APBA or otherwise) if it is required for safety or race administration reasons.
 - ii) All drivers must be advised of any such changes made by the race committee at the earliest possible opportunity but at the very latest, at the driver's briefing.
- c) Change proposed by the Class:

The class representative, with approval of the majority of members registered on the AFPGP members register *for that particular class*, may put to the committee that a specific rule or part of a specific rule be excluded, overridden, amended or added *so far as it relates to that class only*.

Any proposed rule change put forward under this clause must be in writing and acknowledged by all class drivers who are in support of the proposed change.

Any opposing class drivers or committee members may submit their reasons in writing to the committee and class representative prior to the voting process so that their opinions/reasoning can be taken into account.

The class representative must be able to satisfy the committee that all class members have been notified of the proposed rule change. They also have a responsibility to ensure any dissenting opinions (and rationale) given to them are passed on to the committee.

i) Change Approved

Where at a meeting of the committee, the committee:

- (1) Is satisfied that all class members have been reasonably notified of the proposed rule change AND
- (2) Is satisfied that the majority of the affected class drivers are in support of it; AND
- (3) the committee resolves by ordinary resolution that the proposed rule change:
 - (a) Does not adversely affect the safety of the competitors, officials or members of the public AND
 - (b) Does not diminish any safety rule in the APBA book AND
 - (c) Does not adversely affect the administration (running of) an event or the club

Then the proposed rule change will be deemed as adopted for that class and effective from the date provided for under Clause 16(2)(e)

ii) Change not approved

Where the committee **does not** pass a resolution as per Clause 16(2)(c)(i) the proposed rule will NOT be adopted. This decision is final however the committee has an obligation to the class to explain the reasons behind its decision.

(Note: the affected class may wish to modify and resubmit their proposed rule change, however in doing so, they must make a material change to their proposal so that the concerns of the committee are addressed).

d) Change proposed by the Committee:

i) With consent of the Class

- (1) The committee can agree by ordinary resolution to propose a rule change to any class. The proposed change must be in writing and acknowledged by all committee members who are in support of the proposed change
- (2) Notice of any such proposed rule change & vote must be given to the committee and members of the affected class or classes in accordance with Clause (30)(1).
- (3) Any opposing committee members may submit their reasons in writing to the committee and class representative prior to the voting process so that their opinions/reasoning can be taken into account
- (4) It is the responsibility of the class representative to ensure any dissenting opinions given to them are circulated to all members of that class and the committee.
- (5) The proposed rule change can be passed the majority of the drivers of that class at a special general meeting of the association.

ii) Without consent of the Class

The committee may only exclude, override, amend or introduce a racing rule (applicable to any class) *without* the majority approval of the class IF:

- (1) It can be justified on the grounds of safety;
OR
- (2) It can be justified by way of being necessary for event administrative reasons

The committee's decision in relation to a rule change under Clause 16(2)(d)(ii) is final however the committee has an obligation to the class to explain the reasons behind its decision.

e) Date change becomes effective

- i) Any rule change adopted under Clauses 16(2)(c) or 16(2)(d)(i) will be effective as at the beginning of the following season EXCEPT where it is unanimously agreed by all financial members of the class to which the rule change relates.... that it should be effective as at some other date that is the next event or some other later date.

It is up to the class representative to provide the committee with evidence of this agreement.

- ii) Any rule change adopted under 16(2)(d)(ii) will be effective immediately unless the committee agree on another date by ordinary resolution,

- f) Minutes, Documentation & Publication
- i) All such rules amended/created under Clauses 16(2)(b) will be recorded by the secretary and stored with the meeting records applicable to that event.
 - ii) All such rules created under Clauses 16(2)(c) and (d) will be documented in a register of "Club Rules". The club secretary will be responsible for maintaining this register.
 - iii) All such decisions will be recorded in the minutes of the respective meetings. If a new rule has been adopted, the Minutes must specifically detail:
 - (1) The rule; and
 - (2) The date it becomes effective
 - iv) A minutes of such meetings will be distributed to all financial members within 30 days of the date of the meeting
 - v) All new rules and their effective date will be published in accordance with Clause 31

17. Race Committee

- 1) The race committee is to be made up of the Grand Marshall, the relevant class representative (except where they are involved in the matter being considered by the race committee), the Rules Officer & the Vice President.
- 2) The Grand Marshall will chair the race committee.
- 3) Where the class representative is a driver involved in the matter being considered, the other class members present must nominate, and resolve by ordinary resolution, another representative from within their class. Alternatively they may resolve that one of the other class representatives (with their consent) be the "stand in" for the matter being considered.
- 4) The Protest and Appeal provisions provided for in the APBA rule book current at the time of the incident apply. In addition the following procedures will be followed:
 - a) The affected driver/s will be given the opportunity to state their case to the Race Committee. The committee may ask further questions of the affected driver/s as required.
 - b) The Race Committee may ask further questions of others (divers, officials or other witnesses) as required or determined by them.
 - c) The Race Committee will consider all the facts and evidence available to them in conjunction with any applicable race rules and decide the outcome of the matter by ordinary resolution. Where a resolution is not reached, all material will be presented to the club president for the casting vote.

PART 4 - THE COMMITTEE

18. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in a general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

19. Composition of the Committee

- 1) The committee is to consist of:
 - a) the office-bearers of the association (also known as the “core” committee), and
 - b) at least 4 ordinary committee members,
each of whom is to be elected at the annual general meeting of the association under Clause 20 or subsequent special general meeting as provided for in Clause 21(4).
- 2) The office-bearers of the association are as follows:
 - a) the president
 - b) the vice-president
 - c) the assistant vice-president
 - d) the treasurer
 - e) the secretary
- 3) The committee must list and describe the expected role of each office bearer and ordinary committee members in the agenda of the AGM each year.
- 4) The number of ordinary committee members is limited to the positions nominated by the committee in the AGM agenda.
- 5) The committee, with the consent of the affected ordinary committee member/s filling the position at that time, may alter the job description of the role of any one of the “ordinary” committee members during the year as required.
- 6) The committee may create a new “ordinary committee member” position as required throughout the year however the procedure outlined in Clause 20 must be followed in order to fill this position.
- 7) Any candidate nominated must be financial member of the Association before they can consent to their nomination for any position on the committee (Office Bearer, Ordinary Member or any other kind prescribed in these rules).
- 8) A committee member may hold up to 2 offices (other than 2 office bearer positions).

- 9) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

20. Election of Committee Members

1) Qualifications

- a) All committee members must have their own email address & be able to access it regularly.
- b) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a financial member of the association prior to them being elected (at closing date) or any vote being conducted at the AGM.

2) Nominations

- a) Nominations of candidates for election as office-bearers of the association or as ordinary committee members in the respective designated roles (as listed and described by the committee in the Annual General Meeting (AGM) agenda) must:
 - i) be made in writing and signed by at least 1 financial member;
 - ii) be accompanied by the written consent of the candidate (which may be written on the form of the nomination or given directly by email), and
 - iii) be delivered (by fax, email, post or in person) to the secretary of the association at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place ('the closing date').

Example

If AGM is scheduled for 6pm on a Friday, the closing date and time for nominations will be 6pm on the Wednesday of that same week.

- b) Prior to the AGM the secretary must confirm (by contacting them in person) each candidate's consent upon receipt of the nomination.

3) Where only 1 Nomination is received prior to the meeting

- a) If only 1 nomination is received by the closing date for any one position, that person will be taken to be elected to that position *providing their appointment is endorsed* at the AGM by the association members.
 - i) In order for an appointment to be endorsed as described in Clause 20(3)(a), the association must resolve by ordinary resolution under a written ballot that the appointment is supported.
 - ii) In the event that a vote is taken and the appointment is not supported by at least 50% of those present and entitled to vote (ordinary resolution), the nominated person is taken to have been unsuccessful in their run for the position and further nominations for the position in question may be taken from the floor.
- b) If after a failed endorsement, only 1 further nomination is received at the AGM then the association must follow the endorsement procedure set out under Clause 20(3) until such time that a candidate is endorsed or it is determined that a position can't be filled at that time.

- c) If more than 1 further nomination is received at the AGM (eg. after a failed endorsement or in the absence of any nominations for a particular position received prior to the AGM), then a vote will be conducted in accordance with Clause 20(4).
- d) If no nominations were received prior to the meeting and only 1 nomination is taken from the floor at the meeting, then the association must follow the endorsement procedure set out under Clause 20(3) until such time that a candidate is endorsed or it is determined that a position can't be filled at that time.

4) Where Multiple Nominations are received prior to the meeting

- a) If more than 1 nomination is received for any one committee position by the closing date, a written ballot is to be conducted at the AGM to determine the outcome. The person receiving the most votes under the written ballot process will be the successful candidate.
- b) In the event of a tie between 2 or more candidates for any one position, the vote will be re-run (by written ballot) between those candidates that tied for first place (in the original vote). If the vote is still tied after the second voting process, the other newly elected committee members and in accordance with 27(5) will resolve, by their majority, as to who will be the successful candidate.

5) Where No Nominations for a position prior to the meeting

- a) If there are no nominations for any one position, further nominations can be received for that position at the annual general meeting.
- b) If no nominations were received prior to the meeting and only 1 nomination is taken from the floor at the meeting, then the association must follow the endorsement procedure set out under Clause 20(3) until such time that a candidate is endorsed or it is determined that a position can't be filled at that time.
- c) Where multiple nominations are received from the floor, the procedure set out in Clause 20(4) will apply.
- d) Committee positions that remain unfilled after the AGM will be taken to be casual vacancies on the committee.

21. Casual Vacancies

- 1) A casual vacancy in the office of a member of the committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the association, or
 - c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under Clause 22, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- 2) A casual vacancy also occurs if the position is not filed at an AGM - as stated in Clause 20(5)(d).
- 3) In the event of a casual vacancy occurring in the membership of the committee, the committee may, at their next committee meeting, appoint a member of the association to fill the vacancy on a temporary basis.
- 4) The member so appointed by the committee in accordance with clause 21(3) is to hold office, subject to this constitution, until a formal nomination and voting process can occur at the next Special General meeting and following the procedures set out in Clause 20.

Note

As part of the formal nomination and voting process, the committee must call for nominations for the casual vacancy so that they can (subject to this constitution) be voted upon at the next special general meeting of the association that follows the event that caused the “casual vacancy” to occur.

22. Removal of Committee Members

- 1) The association in a special general meeting may, by ordinary resolution, remove any member of the committee from the office of member before the expiration of the member’s term of office and may by ordinary resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) The motion to remove a committee member may be put forward by any financial member of the association. The member putting the motion forward must provide a reason in support of their motion.
- 3) Any such motion can be submitted to any member of the committee and it is the responsibility of that committee member to lodge it with the Secretary in time for it to be added to the special general meeting agenda.
- 4) If a member of the committee to whom a proposed resolution referred to in Clause 22(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Secretary

- 1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 2) It is the duty of the secretary to:
 - a) Prepare and circulate general and committee meeting agendas

- b) Keep minutes of:
 - i) all appointments of office-bearers and members of the committee, and
 - ii) the names of members of the committee present at a committee meeting or a general meeting, and
 - iii) all proceedings at committee meetings and general meetings.
- c) Keep a register of all club equipment and who is holding it as well as conduct a physical stock take at the end of each race season.
- d) Keep a register of all club rules (racing and administrative) and a full copy of each (current & historical). The Register must include the date the rule/s were adopted and their effective date.
- e) Keep in their possession the source disc of any software purchased by the club together with the authorisation codes.
- f) Circulate (by email) the minutes of any meeting to the members attending (or entitled to attend) that meeting within 21 days of the meeting. Those members who do not have email must request a copy to be posted to them. All members are responsible for keeping their email address up to date with the secretary.
- g) Support the public officer of the association by establishing and maintaining a register of members of the association specifying the name, address and membership category of each person who is a member of the association together with the date on which the person became a member.
- h) Keep copies of all contracts entered into by the association and all applications (funding or otherwise) submitted to third party organisations/government bodies.
- i) Keep copies of all reports given to third parties by the association

24. Treasurer

- 1) It is the duty of the treasurer of the association to:
 - a) Prepare and regularly circulate (to the committee) a budget & cash flow report prior to each event - updating it as figures are confirmed in the lead up to the event.
 - b) Ensure all financial transactions are transparent and documented.
 - c) Ensure that all money due to the association is collected and received and that all payments authorised by the association are made,
 - d) Ensure accurate books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and
 - e) Give a report on the association's financial position at each committee and general meeting.
 - f) Completed & submit the association's BAS and other financial reports in a timely manner and before the due date.
 - g) Keep a copy of all bank statements, BAS and other financial records on file.
 - h) Keep a copy of all financial reports given to external parties (ATO, Accountants, Council's etc).

- i) Prepare financial reports as required by other Authorities or by Statute (eg. NSW Office of Fair Trading)
- j) Where the Act requires an official audit, have the association's financial records audited by a qualified accountant within 6 months of the end of the association's financial year.
- k) Where the Act does not require an official audit, arrange for the associations financial records to be reviewed by a club member that:
 - i) does not hold a position on the committee (or did not hold a position on the committee during the year that relates to those financial records; AND
 - ii) has sufficient knowledge in the area of financial records to give a reasonable assessment of the accuracy of the records.

Note: Where there are sufficient funds, the association or committee may request (by ordinary resolution) that an official audit be completed by a qualified professional – even if the Act does not require one.

- 2) The associations financial records include but are not limited to:
 - a) The Balance Sheet and Profit & Loss reports
 - b) Bank & BAS Statements
 - c) Supporting/Source documentation (receipts/invoices etc)
 - d) Information kept electronically in any Accounting Software Package used by the association.

25. Delegation by Committee to Sub-committee

- 1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the committee by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7) A sub-committee may meet and adjourn as it thinks proper.

PART 5 – COMMITTEE MEETINGS

26. Calling of Meetings

- 1) The committee must meet at least 2 times in each period of 12 months at such place and time as the committee may determine.
- 2) Additional meetings of the committee may be convened by the president or by any other member of the committee.

27. Procedural Requirements

1) Notice & Business Conducted

- a) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 7 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- b) Notice of a meeting given under Clause 27(1)(a) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting except
 - i) for business which the committee members present at the meeting unanimously agree to treat as urgent business; OR
 - ii) where all committee members are present

2) Manor of Attendance

- a) Committee members should attend committee meetings in person however where this is not practical, and when the facilities are available, they may attend by teleconference or by proxy.
- b) The secretary must make all reasonable steps to facilitate a committee member's attendance by teleconference if they advise the secretary that they are unable to attend in person but wish to attend by teleconference.

3) Quorum

- a) Any seven (7) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- b) No business is to be transacted by the committee unless a quorum is present and if, within a half hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and date to be negotiated by the committee.
- c) If at the adjourned meeting a quorum is not present within a half hour of the time appointed for the meeting, the meeting is to be dissolved.

4) Presiding Member

- a) At a meeting of the committee:
 - i) the president or, in the president's absence, the vice-president is to preside, or

- ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

5) Voting and Decisions

- a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by ordinary resolution.
- b) Each question that is submitted to the Meeting of the Committee should be decided, in the first instance, by a show of hands. The secretary must record, in the minutes, the names of any individuals who abstain or vote against a motion that has been put forward.
- c) If a committee member requests it, a decision can be made by way of a secret ballot.
- d) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Those members who hold more than one committee role are still only entitled to one vote.
- e) Subject to clause 27(3), the committee may act despite any vacancy on the committee.
- f) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

6) Appointment of Proxies

- a) Each committee member is to be entitled to appoint another committee member as 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. The Committee can agree, by ordinary resolution, to accept a proxy after this time but they are not obligated to do so.
- b) It is the responsibility of the committee member to ensure the Secretary receives notice of their proxy.
- c) The notice appointing the proxy is to be in the form nominated by the committee.

7) Minutes

- a) The minutes of all such Committee meetings will be circulated electronically to all members of the committee within 30 days of any committee meeting.
- b) A summary of the minutes referenced at Clause 27(6)(a) will be circulated electronically to all financial members of the club who have given their email address to the Secretary, within 30 days of any committee meeting.
- c) A financial member of the club without access to an email address may request a hardcopy of the summary referenced in Clause 27(6)(b) as per Clause 39(2).

PART 6 – GENERAL MEETINGS

28. Procedural Requirements - Annual General Meeting (AGM)

1) Frequency & Calling of

- a) The association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- b) The association must hold its Annual General Meeting:
 - i) within 6 months after the close of the association's financial year, or
 - ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- c) The annual general meeting of the association is, subject to the Act and to this Constitution, to be convened on such date and at such place and time as the committee thinks fit.

2) Business that must be conducted

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- b) to receive from the committee reports on the activities of the association during:
 - i) the last preceding financial year,
 - ii) the last race year.
- c) to elect office-bearers of the association and ordinary committee members,
- d) to receive and consider any financial statement or report required to be submitted to members under the Act.

3) Notice Requirements

- a) the secretary must, **at least 21 days** before the date fixed for the holding of the Annual General Meeting, cause notice to be given to each member specifying:
 - i) the meeting being convened is the associations Annual General Meeting
 - ii) the place, date and time of the meeting and
 - iii) the nature of the business proposed to be transacted at the meeting.
- b) Such notice, as referenced in clause 28(3), can be issued (by the Association) by facsimile, post or email and it is the responsibility of each member to keep the Association's secretary abreast of their current contact details.

29. Procedural Requirements - Special General Meetings

1) Frequency & Calling of

- a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- b) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- c) A requisition of members for a special general meeting:
 - i) must state the purpose or purposes of the meeting, and
 - ii) must be signed by the members making the requisition, and
 - iii) must be lodged with the secretary, and
 - iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the committee fails to convene a special general meeting within 30 days of the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after the date the request for the special general meeting was lodged with the secretary.
- e) A special general meeting convened by a member or members as referred to in Clause 29(1)(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

2) Notice Requirements

a) No Special Resolution

Were the nature of the business proposed to be dealt with at a special general meeting requires only ordinary resolutions of the association, the secretary must, **at least 14 days** before the date fixed for the holding of the special general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

b) Special Resolution

If the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the secretary must, **at least 21 days** before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Such notice referred to in clause 30(1)(a) & (b) can be issued (by the Association) by facsimile, post or email and it is the responsibility of each member to keep the Association's Secretary abreast of their current contact details.

30. Procedural Requirements for both Annual & Special General Meetings

1) Limitations on Business that can be Conducted

- a) No business other than that specified in the notice convening an annual or special general meeting is to be transacted at the meeting except:
 - i) business which may be transacted under Clause 28(2)
OR
 - ii) business where all members present unanimously agree that;
 - (1) the business item in question should be dealt with AND
 - (2) no particular member or group of members not present will be disadvantaged or unfairly affected in any way if the matter is dealt with.
OR
 - iii) where the committee unanimously agrees that the matter is necessary from a safety or event administration perspective.
- b) A member desiring to bring any business before an annual or special general meeting must give notice (verbally or in writing) of that business to the secretary who must include that business in the next notice calling an annual general meeting given after receipt of the notice from the member.

2) Manor of Attendance

Members may attend in person or by proxy (in accordance with Clause 30(10)). Teleconference facilities will not be provided for annual general meetings.

3) Quorum

- a) No item of business is to be transacted at an annual or special general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- b) Fifteen (15) members present (being members entitled under this constitution to vote at an annual or special general meeting) constitute a quorum for the transaction of the business of an annual or special general meeting.
- c) If within a half hour after the appointed time for the commencement of a annual or special general meeting a quorum is not present, the meeting:
 - i) if convened on the requisition of members, is to be dissolved, and
 - ii) in any other case, is to stand adjourned to a date and time to be determined by those present and circulated to all members in accordance with the association's meeting rules (Clauses 29 & 30).
- d) If at the adjourned meeting a quorum is not present within a half hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.

4) Presiding Member

- a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each annual or special general meeting of the association.

- b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

5) Adjournment

- a) The chairperson of an annual or special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) If an annual or special general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in Clauses 30(5)(a) and (b), notice of an adjournment of an annual or special general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

6) Making Decisions

- a) A question arising at an annual or special general meeting of the association is to be determined by either:
 - i) a show of hands, or
 - ii) if this constitution specifically provides for a written ballot, then a written ballot; or
 - iii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, then by a written ballot.
- b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- c) If the question is to be determined by a written ballot, the written ballot is to be conducted in accordance with Clause 30(7) of this constitution.

7) Written ballot

- a) Only those members entitled to vote are able to participate in a vote by written ballot;
- b) At the meeting, the secretary will distribute the relevant form to be used;
- c) There will be only one motion/vote allowed on any one form and the form must NOT identify the voting member (unless the voting member wishes to identify themselves by marking the form accordingly);
- d) The form will provide for:
 - i) In the vote of a committee position, the candidate's name/s
 - ii) In a vote relating to a particular proposal, the details of that proposal

- iii) In all cases, a place where the member can mark whether or not they are in support of the motion/proposal
- e) A separate ballot box will be provided for each motion/proposal being put forward;
- f) The secretary must record the number of votes cast and certify that each person who voted was entitled to do so;
- g) Once all votes have been lodged, a member of the committee will count the votes in the presence of a financial member of club who has volunteered to do so from the floor.
 - i) The committee member who counts the vote cannot be the person who is the subject of the vote;
 - ii) Where possible, the volunteer member from the floor cannot be a person to whom the outcome of the vote directly relates (eg. if the vote is in relation to a specific class, the volunteer member should not be a person from within or who is associated with, that class)
- h) The committee member charged with the counting of the votes will announce the result by way of numbers for and numbers against.
- i) Where there is no single committee member that is deemed suitable in accordance with 30(7)(g)(i) - 2 financial members of the association will be asked to volunteer from the floor to count the votes and make the subsequent announcement in accordance with 30(7)(g)(h).

8) Special Resolutions

A special resolution may only be passed by the association in accordance with Section 39 of **the Act**.

9) Voting

- a) On any question arising at a general meeting of the association a member who is entitled to vote has one vote only.
- b) In the case of an equality of votes on a question at an annual or special general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c) A member is not entitled to vote at any annual or special general meeting of the association unless all money due and payable by the member to the association has been paid.

10) Appointment of Proxies

- a) Each member is to be entitled to appoint another member as 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. The Committee can agree, by ordinary resolution, to accept a proxy after this time but they are not obligated to do so.
- b) It is the responsibility of the member to ensure the Secretary receives their proxy, particularly if it possible that the Secretary may be travelling to a race

meeting and no longer to have access to email/faxes. Members should take steps to confirm that the secretary has received their proxy.

- c) The notice (form) appointing the proxy is to be in the form nominated by the committee and distributed with the notice of the meeting.

11) Minutes

- a) The minutes of all such Annual or Special General Meetings will be circulated electronically (email) by the Secretary to all financial members who have provided their email address to the Secretary, within 30 days from the date of that meeting.
- b) A financial member of the club without access to an email address may request a hardcopy of the minutes referenced in Clause 30(1)(a) as per Clause 39(2).

PART 7 - MISCELLANEOUS

31. Publication of Club Rules

- 1) The Secretary will ensure:
 - a) An electronic copy of the current Club Constitution is available on the AFPGP website.
 - b) A link to the APBA rulebook or the APBA website address will be made available on the AFPGP website.
 - c) An electronic copy of all other rules (administrative or racing) adopted by the AFPGP but not included in the publications referenced at Clause 31(1)(a)&(b) are available on the AFPGP website within 30 days of them being adopted.
 - d) An electronic copy of all superseded rules (administrative and racing) will be stored as a separate list in chronological order on the AFPGP website.

32. Postal Ballots

- 1) The association is not permitted under these rules to hold a postal ballot to determine any issue or proposal.

33. Electronic (email or facsimile) Voting

- 1) The association may hold an electronic ballot to determine any issue or proposal (other than an appeal under clause 14) **if, and only if:**
 - a) The matter to be dealt with only requires an ordinary resolution;
 - b) The committee has determined by ordinary resolution that matter in question cannot be held over until the next scheduled general meeting of the club.
- 2) Subject to the contents of Clause 33, notification of such an electronic ballot must be conducted in the same manner that is required for a special general meeting.
- 3) An electronic ballot is to be defined as a process whereby a vote to determine a motion (that has been put forward) is conducted and received by email and/or facsimile.
- 4) The procedure for an electronic vote is as follows:
 - a) The secretary must notify all financial members of the club of the matter to be dealt with as well as why an electronic vote must be conducted (as opposed to dealing with it at the next special general meeting of the club);
 - b) Notification must be sent to:
 - i) The primary email address of each financial member (or last noted Guardian in the case of each Junior Licensed Driver) who has registered an email address with the club secretary; and
 - ii) The postal address of any financial member (or last noted Guardian in the case of each Junior Licensed Driver) who has not registered an email address with the club secretary.

- c) Notification must be sent by email or post a minimum of 14 days from the closing date of the vote and must include:
 - i) The email address for votes submitted by email;
 - ii) The facsimile number for votes submitted by facsimile;
 - iii) The closing date and time for all voting on the matter in question.
 - d) Only those members with voting rights are to cast a vote and only ONE vote is permitted per voting member.
 - e) If the secretary is unclear on the intention of any one vote received, they must telephone the club member in question and clarify their vote. Any such clarification must be recorded in writing by the secretary.
- 5) A minimum of 15 votes must be received by the secretary before the electronic ballot can be considered as being valid and binding (essentially the Quorum provision)
 - 6) If a member found to be voting more than once, or voting under the guise of another club member – their vote/s will be excluded from the voting process relating to the matter at hand.
 - a) Any required assessment of this will be based on evidence presented to and assessed by the core committee.
 - b) Any affected member will be consulted by one of the core committee prior to a decision being made.
 - c) The core committee's decision is final and any affected member will be notified in writing of the core committee's decision.

34. Insurance

- 1) The association may effect and maintain insurance.

35. Funds & Bank Account

- 1) The funds of the association are to be derived from event entrance fees, annual membership fees, penalty fees, document inspection fees, sponsorships, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 4) Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 5) Unless otherwise authorised by the committee or this constitution, all drafts, bills of exchange, promissory notes and other negotiable instruments (other than association cheques) must be signed by any 2 members of the committee or

employees of the association, being members or employees authorised to do so by the committee.

- 6) The Association's bank account is to be opened with the Treasurer and one other committee member ("other authorised officer"), as voted by the committee, as authorised signatories.

The nominated signatories will be given "either/or" access to the account (permitting internet transactions and only one signature to be required on association cheques) however the "other authorised officer" may only sign cheques and make payments over the internet (using their own internet access client code)

IF:

- a) the Treasurer is absent; or
- b) the Treasurer is unable to perform their duties

AND

- c) they have gained written approval from two other core committee members before signing any cheques or making any payments using their internet access.

Note

In seeking the other core committee members authority, the "other authorised officer" should set down who the payment is being made to, what the payment is for and why it must be paid without further delay.

36. Entering into Contracts

- 1) Any contract that the Association enters into must be signed by either the President or the Vice President and at least one other core committee member.
- 2) The parties referenced in Clause 36(1) are not permitted to sign any contract until the final draft of the contract has:
 - a) Been circulated to all committee members by the Secretary;
 - b) Been approved in writing by all of the committee members. *Approval from each committee member must be in writing and convey that they are in favour of the contract being executed. The Secretary is responsible for keeping copies of all such correspondence.*

37. Change of Name, Objects and Constitution

- 1) These rules of the Association may be altered by a special resolution passed at an Annual General Meeting or at a General Meeting specifically called for that purpose.
- 2) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

38. Custody of Books

- 1) Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

39. Inspection of Books

- 1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a) records, books and other financial documents of the association,
 - b) this constitution,
 - c) minutes of all committee meetings and general meetings of the association.
 - d) Any racing rules adopted by the association not already published by the APBA
- 2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

40. Service of Notices

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission (Eg. Email) to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41. Financial Year

- 1) The financial year of the association is:
 - a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
 - b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

42. Non-Profit

- 1) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'
- 2) As a non-profit organisation this Association can still make a profit, but this profit must be used to carry out its purposes and must not be distributed to owners, members or other private people.

43. Dissolution

- 1) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.