



**The  
Constitution  
of the  
Pakenham & District  
Aircraft Radio Control  
Society Inc.**

Association number: A0027172K

[ABN 67 455 447 450](#)

[September 2015](#)[June 2022](#)

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# CONSTITUTION OF THE PAKENHAM AND DISTRICT AIRCRAFT RADIO CONTROL SOCIETY INC.

## 1 Name:

- 1.1 The name of the Association shall be "The Pakenham and District Aircraft Radio Control Society Inc.", hereinafter known as P&DARCS or "~~The the~~ Club".
- 1.2 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- 1.3 Rule 1.2 does not prevent the Club from paying a member:
- (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member,
- if this is done in good faith on terms no more favourable than if the member was not a member.

## 2 Definitions:

In this constitution, unless contrary intention appears –

- 2.1 **The Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;
- 2.2 **Committee** means The Committee of management of the Club, which shall consist of President, Vice President, Secretary, Treasurer, Registrar and ~~Ordinary~~ Members of The Committee as defined in the Club By-Laws;
- 2.3 **Darcsfield Co-op** means Darcsfield Co-operative Limited ABN 71 156 273 136 hereinafter referred to as "the Co-op"
- 2.4 **Financial Year** of the Club is each period of 12 months ending on 30 June;
- 2.5 **General Meeting** means a general meeting of members convened in accordance with rule 17.146.1;
- 2.6 **Full Member** means a member of the Club who holds at least one full parcel of shares in Darcsfield Co-op.
- ~~2.7 **Ordinary Member of The Committee** means a member of The Committee as defined in the Club By-Laws.~~
- 2.7 **Associate Member** A person who has been offered Full Membership but who currently does not own a share in the Co-op.
- 2.8 **Non-Shareholding Member** is as defined by the Club By-Laws
- 2.9 **Prospective Member** A person who has submitted an application to the Club for Membership and is awaiting the decision of The Committee to accept/reject their application. (~~This is based on the MAAA definition as used in their MOP~~)

- 2.10 **Probationary Member** A person who has been approved by The Committee to be granted probationary membership of the club but is not yet entitled to purchase a parcel of shares in the Co-Op.
- 2.11 **MAAA** Model Aeronautical Association of Australia Inc. Their website is [www.maaa.asn.au](http://www.maaa.asn.au)
- 2.12 **MOP** MAAA Manual of Procedures. These can be downloaded from MAAA website
- 2.13 **Regulation** means regulation under The Act;
- 2.14 **Relevant Documents** has the same meaning as in The Act;
- 2.15 **Secretary of the Club** In the Rules, is a reference to the person holding the office under these rules and under The Act.

### **3 Operation:**

- 3.1 This Constitution shall be binding on all classes or types of members of the Club.

### **4 Purposes:**

- 4.1 The Purposes of the Club are to foster, stimulate and help provide facilities for the recreation and competitive following of the sport of flying remote controlled models in all its forms and to encourage, promote and to assist all forms of aero modelling and foster comradeship as allowed under the Model Aeronautical Association Australia Manual of Procedures.

### **5 Common Seal:**

- 5.1 The Common Seal of the Club shall be kept in the custody of the Secretary.
- 5.2 The Common Seal shall not be affixed to any instrument except by the authority of The Committee and the affixing of the Common Seal shall be attested by the signatures of the President and one other member of The Committee.

### **6 Funds:**

- 6.1 The funds of the Club shall be derived from annual subscriptions, donations, levies and such other sources as The Committee determines.

### **7 Membership:**

- 7.1 The membership of the Club shall be made up of the following classifications:
- (a) Full Members
  - (b) Associate Members
  - (c) Non-Shareholding Members
  - (d) Probationary Members.

### **8 Application for Membership:**

- 8.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club on payment at the appropriate time of the annual subscription and levies payable under these Rules.
- 8.2 An application of a person for membership of the Club must—  
(a) be made in writing in the form set out on the Club website; and  
(b) be lodged with the Registrar of the Club with the appropriate monies.
- 8.3 As soon as practicable after the receipt of an application, with the correct monies, the person shall be referred to as a Prospective Member.
- 8.4 The Registrar shall ensure that the Prospective Member's name is published in the Club's Newsletter. This application is subject to clause 9. The Committee shall consider the application at its meeting at least 14 days after the publication of the Newsletter containing the name of the Prospective Member.
- 8.5 The Committee shall determine whether or not to approve or reject the application. This determination shall be by secret ballot. A 2/3 majority of those present in favour of accepting the membership is required for the application to be successful. If the application is approved by The Committee the person shall be granted Probationary membership of the Club.
- 8.6 ~~If the Prospective Member already holds, or has held a full parcel of shares in the Co-op and has been approved in accordance with section 8.5, the applicant will be eligible to become a Full Member. The returning member is required to purchase sufficient shares to bring his or her share value up to the current value as determined by the Co-op. If the Prospective Member already holds, or has held a full parcel of shares in Daresfield Co-Op, upon approval by The Committee the Prospective member will be eligible to become a Full Member. In the case of a returning member who has sold his shares, he must purchase a full share parcel. The Prospective Member maybe required to pay additional funds to bring share up to current value as determined by the Daresfield Co-Op.~~
- 8.7 The Registrar must, within 28 days after approval by The Committee, enter the applicant's name in the register of members and send to the person their proof of membership.
- 8.8 If The Committee rejects an application for Membership, the Registrar must, as soon as practicable, notify the applicant in writing that the application has not been successful and refund all monies paid to the club as part of the application for membership.
- 8.9 A right, privilege, or obligation of a person by reason of membership of the Club is not capable of being transferred or transmitted to another person.
- 8.10 A Probationary Member shall may be eligible for consideration to be offered Full Membership of the Club by The Committee at the May meeting after being a Probationary Member for at least 6-11 months- as of June 30<sup>th</sup>. See also 8.11
- 8.11 The Committee may defer the offer of Full Membership to a Probationary member for an additional amount of time. This member shall then remain as a Probationary member. The Registrar must, as soon as practicable, notify the applicant in writing

that they have not been offered Full membership of the Club but will remain as Probationary Members.

8.10

8.118.12 Prior to the beginning of a new financial year, The Registrar shall advise The Committee of the names of those Probationary Members who are may be eligible to be considered for Full Membership of the Club. Their names shall be published in the May Newsletter. This offer is also subject to is subject to clause 9

8.128.13 The Committee shall determine by secret ballot whether or not to offer Full Membership to those eligible. A 2/3 majority of those present in favour of offering Full Membership is required for those eligible to be successful.

8.138.14 Those approved by The Committee to be offered Full Membership of the Club shall be advised of this and be sent the appropriate forms for them to complete and submit to the Club.

8.148.15 If The Committee does not approve to offer Full Membership to a person the Registrar must, as soon as practicable, notify the applicant in writing that they have not being been offered Full Membership of the Club and therefore their current Probationary Membership will cease on June 30.

8.158.16 A person offered Full Membership of the Club is required to become a Full Member or Associate Member within one year from the date of offer. If the offer to become a Full Member or Associate Member is not taken within one year, then the offer of Full Membership or Associate Membership shall lapse, as shall membership of the Club.

8.168.17 Non-Shareholding Members shall be required to follow the same process as set down in Section 8 & 9 of this document, with the exception they will not be required to purchase a parcel of shares.

## **9 Objections to Membership:**

- 9.1.1 If a Full Member objects in writing for any reason to a person being accepted or offered for any type of membership of the Club they shall make that objection known in writing to the Secretary at least five (5) days before The Committee Meeting which immediately follows the publication of the Club Newsletter in which the name of the Prospective, Probationary, Associate or Non-Shareholding Member was published.
- 9.1.2 The Committee shall invite the Prospective, Probationary, Associate or Non-Shareholding Member to attend this Committee meeting in order to defend himself or herself.
- 9.1.3 After considering all facts The Committee shall vote by secret ballot, a 2/3 majority of those present in favour of the application is required to be successful.

## **10 Rejection of Membership**

10.1 A person who has had their membership application rejected cannot re-apply for membership for a period of 2 Years.

## 11 Register of Members

11.1 The Registrar must keep and maintain a register of Members that includes:

- (a) for each current Member:
  - (i) the member's name;
  - (ii) the address for notice last given by the member;
  - (iii) the date of becoming a member;
  - (iv) ~~†~~The member classification that is: Full, Associate, Probationary or Non-Shareholding Member.
  - (v) any other information determined by the Committee.
- (b) for each former member, the date of ceasing to be a member.

11.2 A list of Members is available for inspection free of charge by any Member upon Request, except where prohibited under rule 40.240.2 or restricted under the Act.

## 12 Ceasing Membership

12.1.1 On the non-payment of the prescribed fees (if any) by ~~July 31~~ June 30

~~12.1.2~~ 12.1.2 If a member pays their renewal within 6 months of June 30, then membership will resume automatically from date of payment. However, after 6 months they must reapply for membership as a Prospective Member.

12.2 A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary or Registrar of his or her intention to resign.

~~12.3~~ After the expiry of the period referred to in sub rule (12.1.12)

- (a) the member ceases to be a member; and
- (~~b~~) the Registrar must record in the register of members the date on which the member ceased to be a member.

## 13 General rights of members



13.1 A member of the Club who is entitled to vote as defined in subrule (13.2) has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- (b) to submit items of business for consideration at a general meeting;
- (c) to attend and be heard at general meetings;
- (d) to vote at a general meeting;
- (e) to have access to the minutes of general meetings and other documents of the Club with the exception of Committee meeting minutes See also rule 40.2; and
- (f) to inspect the register of members (excluding personal information).

13.2 A member is entitled to vote if:

- (a) the member is a Full Member; and
- (b) the member's membership rights are not suspended for any reason.

#### **14 Discipline, suspension and expulsion of Members**

14.1 Subject to these rules, if The Committee is of the opinion that there is a basis for a claim that a member has refused or neglected to comply with these Rules, Club By-Laws, Club or MAAA Safety Rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, The Committee may by resolution—

- (a) Suspend that Member from membership of the Club for a specified period; or
- (b) Expel that Member from the Club;

14.2 A resolution of The Committee under subrule (14.1) does not take effect unless—

- (a) At a meeting held in accordance with subrule (14.3), The Committee confirms the resolution; and
- (b) If the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.

14.3 A meeting of The Committee to confirm or revoke a resolution passed under subrule (14.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (14.4).

14.4 For the purposes of giving notice in accordance with subrule (14.3), the Secretary shall, as soon as practicable, cause to be given to the member a written notice—

- (a) Setting out the resolution of The Committee and the grounds on which it is based; and
- (b) Stating that the member, 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 member 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; and
- (e) Informing the member 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 to the Club in general meeting against the resolution.

14.5 At a meeting of The Committee to confirm or revoke a resolution passed under subrule (14.1), The Committee must—

- (a) Give the member, or his or her representative, an opportunity to be heard; and
- (b) Give due consideration to any written statement submitted by the member; and
- (c) Determine by resolution, by the way of a secret ballot, whether to confirm or to revoke the resolution.

14.6 If at the meeting of The Committee, The Committee confirms the resolution, by secret ballot, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.

14.7 If the Secretary receives a notice under subrule (14.6), he or she must notify The Committee and The Committee must convene a Special General Meeting of the Club to be held within 42 days after the date on which the Secretary received the notice.

14.8 At a Special General Meeting of the Club convened under subrule (14.7)—

- (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 grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

14.9 A resolution is confirmed if, at the Special General Meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## 15 Disputes and Mediation

15.1 The grievance procedure set out in this rule applies to disputes under these Rules between—

- (a) a Member and another Member; or
- (b) a Member and ~~The~~the Club.

15.2 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.

15.3 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.

15.4 The Mediator must be—

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) in the case of a dispute between a member and another member, a person appointed by The Committee of the Club; or

(ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

15.5 A member of the Club can be a Mediator.

15.6 The Mediator cannot be a member who is a party to the dispute.

15.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

15.8 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.

15.9 The Mediator must not determine the dispute.

15.10 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.

## **16 Fees:**

16.1 The fees of the Club shall be set each year at a General Meeting which will be held at least 14 days prior to the end of the financial year. All ~~memberships~~ memberships ~~renewals fall due for renewal on~~ renewals ~~are payable by the~~ 30th June each year.

16.2 New members joining the Club during the Club's financial year shall pay Club fees at a pro- rata rate adjusted at ~~three~~ six & ~~six~~ nine monthly intervals, plus the appropriate MAAA & State affiliation fees.

## **17 Meetings:**

17.1 A General Meeting shall be held as determined by The Committee. The location, date and time of General Meeting shall be published in the Club website & Newsletter.

## **18 Annual General Meetings:**

18.1 The Annual General Meeting of the Club shall be held in August each year.

18.2 The notice convening the Annual General Meeting shall specify that the meeting is an Annual General Meeting of the Club.

18.3 Business of the Annual General Meeting shall be:

18.3.1 To receive and confirm the minutes of the previous Annual General Meeting.

18.3.2 To receive from The Committee reports upon the transactions of the Club during the last preceding financial year.

18.3.3 To receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.

18.3.4 To appoint the Auditor of all Club accounts.

18.3.5 To elect office ~~bearers~~ holders for the ensuing 12 months.

18.3.6 To deal with any special business of which notice has been given in accordance with these Rules.

## 19 Special General Meeting

19.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

19.2 All Meetings other than the Annual General Meeting or General Meetings are Special General Meetings.

19.3 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

19.4 The Committee must, on the request in writing of Full Members representing not less than 5-(10) per cent of the total number of Full Members, convene a Special General Meeting of the Club.

19.5 The request for a Special General Meeting must—

19.5.1 State the objects of the meeting; and

19.5.2 Be signed by the Members requesting the meeting; and

19.5.3 Be sent to the address of the Secretary.

19.6 Voting at Special Meeting

19.6.1 Only current financial Full Members may vote

19.6.2 Neither Proxy Voting nor Postal Voting shall be allowed.

19.6.3 A member has one vote only.

19.7 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.

19.8 If a Special General Meeting is convened by members 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 Club to the persons incurring the expenses.

## 20 Notice of General Meetings

20.1 The Secretary of the Club, at least 7 days before the date fixed for holding a General Meeting of the Club, ~~must publish in the Club Newsletter, a give~~ notice in accordance with clause 38, stating the place, date and time of the meeting and the nature of the business to be conducted at the Meeting or if a Special Resolution has been proposed at least 21 days before. ~~Quorums at General Meetings:~~

### 21 Quorums at General Meetings:

~~20.2~~21.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item

~~20.3~~21.2 Fifteen (15) Members 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

~~20.4~~21.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present—

~~20.4.1~~21.3.1 In the case of a meeting convened upon the request of members—the meeting must be dissolved; and

~~20.4.2~~21.3.2 In any other case—the meeting shall stand adjourned ~~to the same day in the next week at the same time and place unless another date, place & time is specified by the Chairperson at the time of the adjournment~~ to the next General Meeting

~~20.5~~21.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members (being members entitled under these Rules to vote at a General Meeting) present being not less than 10 shall be a quorum.

## 2122 Presiding at General Meetings

~~21.1~~22.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.

~~21.2~~22.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, The Committee Members present shall appoint a Chairman from their ranks for that meeting.

## 2223 Adjournment of General Meetings

22.123.1 The person presiding may, with the consent of a majority of Members present (being members entitled under these Rules to vote at a General Meeting) at the meeting, adjourn the meeting to another date, time & place.

22.223.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

22.323.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be published on the club website ~~homepage~~ & members notified electronically.

22.423.4 Except as provided in subrule (23.322.3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **2324 Voting at General Meetings**

23.124.1 Only current financial Full Members may vote at General Meetings.

23.224.2 Neither Proxy Voting nor Postal Voting shall be allowed.

23.324.3 A member entitled to vote has one vote only.

23.424.4 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

### **2425 Poll at General Meeting**

24.125.1 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.

24.225.2 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.

### **2526 Manner of determining whether resolution carried**

25.126.1 If a question arising at a General Meeting of the Club is determined on a show of hands a declaration by the Chairperson that the resolution has been—

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

and an entry to that effect in the minutes of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **2627 Committee:**

26.1.27.1 The Committee—

26.1.1.27.1.1 Shall control and manage the business and affairs of the Club;  
and

26.1.2.27.1.2 May, subject to these Rules, the Act and the Regulations,  
exercise all such powers and functions as may be exercised by the  
Club other than those powers and functions that are required by these  
Rules to be exercised by General Meetings of the Full Members of the  
Club; and

26.1.3.27.1.3 Subject to these Rules, the Act and the Regulations, has power  
to perform all such acts and things as appear to The Committee to be  
essential for the proper management of the business and affairs of the  
Club.

26.1.4.27.1.4 Subject to these Rules, the Committee has power to make by-  
laws to further the Purposes of the Club.

26.2.27.2 The Committee shall consist of—

26.2.1.27.2.1 (a) the Officers of the Club; and

26.2.2.27.2.2 (b) Ordinary-other Committee Members as defined by the club  
by-laws.

26.2.3.27.2.3 In the event of a vacancy for Ordinary-other Committee  
Members, The Committee may appoint a Full Member to the vacant  
office and the Full Member appointed may continue in office up to and  
including the conclusion of the next Annual General Meeting after the  
date of his or her election but is eligible for re-election.

26.3.27.3 Office Holders

26.3.1.27.3.1 The Officers of the Club shall be:  
A President, a Vice President, a Secretary, a Treasurer, and Registrar  
and Ordinary Members as defined by the club by-laws.

26.3.2.27.3.2 Each Officer of the Club shall hold office until the next Annual  
General Meeting after the date of his or her election but is eligible for  
re-election.

26.3.3.27.3.3 Nominees for all Office Holders Committee Positions shall be  
Full Members of the Club.

## **27.28 Election of Officers and Ordinary-other Committee Members**

27.1.28.1 Nominations of Candidates for election as Officers of the Club or as Ordinary  
other Members of The Committee will be accepted from the Full Members attending  
the Annual General Meeting.

27.2.28.2 A candidate may only hold one Officer Position.



27.328.3 A candidate may be nominated for & hold more than one ~~Ordinary other~~ Member position, but shall only have one vote on The Committee.

27.428.4 If insufficient nominations are received to fill all Officer positions on The Committee. The candidates nominated shall be deemed to be elected at the AGM. The unfilled position(s) shall remain vacant.

27.528.5 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.

27.628.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held. Only Full Members will be entitled to participate in the ballot.

27.728.7 The ballot for the election of ~~Officers and Ordinary Members of~~ The Committee must be conducted at the Annual General Meeting in such manner as The outgoing Committee may direct.

27.828.8 If a ~~Club~~ Officer position becomes vacant during the year, nominations for that position may be received & voted on at a General Meeting. Only Full Members will be entitled to participate in the vote.

### **2829 Vacancies**

The position of ~~Committee Member an Officer of the Club, or of an Ordinary Member of The Committee,~~ becomes vacant if ~~The Officer or the~~ Member—

- (a) Ceases to be a Full Member of the Club; or
- (b) Becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) Resigns from office by notice in writing given to the Secretary.
- (d) Absent themselves from 3 consecutive meetings of The Committee without acceptable reason

### **2930 Meetings of The Committee**

29.130.1 The Committee shall meet at least four times a year and such times as The Committee may determine.

29.230.2 Special Meetings of The Committee may be convened by the President or by any 4 members of The Committee.

### **3031 Notice of Committee Meetings**

30.131.1 Notice of each Committee meeting must be provided electronically or by mail to each Member of The Committee at least 2 business days before the date of the meeting.

30.231.2 Notice must be provided electronically or by mail 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.



### **3132 Quorum for Committee Meetings**

~~31.132.1~~ A quorum of The Committee will consist of at least 50% of The Committee including at least 1 Officer Member. ~~2 Officer Members of The Committee and 3 Ordinary Members of the Committee.~~

~~31.232.2~~ No business may be conducted unless a quorum is present.

~~31.332.3~~ 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 a place and time determined by the Chairman.

### **3233 Presiding at Committee Meetings**

~~32.133.1~~ At meetings of The Committee—

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

### **3334 Voting at Committee Meetings**

~~33.134.1~~ Questions arising at a meeting of The Committee, or at a meeting of any subcommittee 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.

~~33.234.2~~ Each member present at a meeting of The Committee, or at a meeting of any subcommittee appointed by The Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **3435 Removal of Committee Member**

~~34.135.1~~ The Club 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.

~~34.235.2~~ A member who is the subject of a proposed resolution referred to in subrule (35.14) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

~~34.335.3~~ The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

~~34.4~~35.4 Only Full Member may vote on the proposed resolution referred to in subrule ~~(35.14)~~

### **3536 Minutes of Meetings**

~~35.1~~36.1 The Secretary of the Club 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.

### **3637 Funds**

~~36.1~~37.1 The Treasurer of the Club must—

- (a) Collect and receive all moneys due to the Club and make all payments authorised by the Club; and
- (b) Keep correct accounts and books in accordance with the by-laws showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

~~36.2~~37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of The Committee.

~~36.3 The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as The Committee determines.~~

### **3738 Notice to Members**

~~37.1~~38.1 Subject to the requirement in rule 20, any notice that is required to be given to a member, by or on behalf of the Club, under these Rules may be given by—

- (a) Notice on the Club Website or
- ~~(b)~~ Publication in the Club newsletter; or
- ~~(c)~~ Delivering the notice to the member personally; or
- ~~(d)~~ Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- ~~(e)~~ Electronic transmission.

### **3839 Winding-up**

~~38.1~~39.1 In the event of the winding up or the cancellation of the Incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act.

### **3940 Custody and inspection of books and records**

~~39.1~~40.1 Except as otherwise provided in these Rules, the Secretary, Treasurer and Registrar must keep in ~~his or her~~ their custody or under ~~his or her~~ their control all ~~books,~~ documents and securities of the Club.

~~39.2~~40.2 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request, except where the information is deemed Private & Confidential by The Committee.

## **4041 Audit/Review:**

40.141.1 An audit or review of all accounts shall take place at the end of each Financial Year or when required by The Committee and subject to the Act & relevant Club By-Laws.

## **4142 Constitution:**

41.142.1 This Constitution and the statement of purposes of the Club must not be altered except in accordance with the Act.

41.242.2 Amendments to the Constitution may only be considered as a Special Resolution considered at a General Meeting of the Club

41.342.3 The notice of a Special Resolution must:

41.3.142.3.1 Set out the full details of the proposed Special Resolution

41.3.242.3.2 Provide at least 21 days notice (in accordance with the rules) to Full Members entitled to vote

41.3.342.3.3 Specify the intention to propose The Resolution as a Special Resolution at that meeting.

41.442.4 A Special Resolution is passed at a meeting if:

41.4.142.4.1 at least 21 days notice has been given (in accordance with the rules) to all members entitled to vote, specifying the intention to propose the resolution as a special resolution at that meeting

41.4.242.4.2 A quorum of members attend the meeting

41.4.342.4.3 At least three quarters of the Full Members at the meeting who are entitled to vote, vote in favour of the resolution in person.

41.4.442.4.4 Any additional requirement of the rules of the incorporated Club relating to the passing of a Special Resolution have been met; and

41.4.542.4.5 The Chairperson declares the resolution has been carried, unless a poll is demanded

41.542.5 Changes to the Constitution will take effect only after the amended rules have been approved by Consumer Affairs Victoria in accordance with the Act.

## **4243 Indemnities**

42.143.1 In respect of acts affecting the Club:

42.1.143.1.1 No person being a Member of The Committee or authorised by The Committee and acting within the general scope of such authority shall be liable for any loss or damage occasioned to the Club by the exercise of any power or discretion actually or impliedly conferred on him or by any alleged failure to exercise any such power or discretion or

alleged breach of duty to the Club unless the same shall have been committed made or omitted in bad faith.

42.243.2 In respect of acts affecting the Member:

42.2.143.2.1 Each such person shall be entitled to full indemnity by the Club and the members and to be held harmless by them against any loss incurred by such person arising out of his exercise or failure to exercise any such power duty or discretion unless the same shall have been committed made or omitted in bad faith or unless any such loss shall accrue to his benefit.

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