



Constitution & By-Laws

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

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RULES

1 INTERPRETATION

- 1.1 In these rules—
Act means the Associations Incorporation Act 1981 and subsequent amendments.
present—
1.1.1 at a management committee meeting, see rule 23.6; or
1.1.2 at a general meeting, see rule 37.2.
- 1.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 NAME

The name of the incorporated association shall be Queensland Historic Motoring Council Incorporated. (formally known as the Queensland Combined Council of Historic Vehicle Clubs Inc.) (in these rules called the "Association").

3 OBJECTS

The objects of the Association are..

- 3.1 To foster interest in the history and preservation of old vehicles, as owned by members of affiliated clubs;
- 3.2 To promote and support those organisations whose aims are the preservation, restoration and use of the vehicles in the categories listed under by law 2:
- 3.3 To promote and support the preservation of items associated with motoring.
- 3.4 To collect and disseminate, wherever practicable, information deemed to be to the benefit of the historic vehicle movement.
- 3.5 To cause to be published and/or circulated any information concerning or affecting the development of clubs, and/or the historic vehicle movement, within the Association's geographical area, which the Association may consider will promote the objects of affiliated clubs.
- 3.6 To encourage liaison, communication and co-operation between Member Clubs.
- 3.7 To act on behalf of clubs and/or individual members in negotiations with Federal, State or Local Government, Authorities, Companies, Corporations, or individuals, on matters of interest to the hobby;
- 3.8 To keep & publish among member clubs, an up to date list of projected rally & swap meet dates, in order to assist the clubs to avoid clashing dates, and to attempt to ensure maximum support of all major events by whatever means may be suitable, through the promotion of maximum co-operation between affiliated clubs;
- 3.9 To act a liaison body between the hobby and the general public;
- 3.10 To co-operate and liaise with any other similar State or Federal organisations;

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4 POWERS

The powers of the Association are..

- 4.1 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the rule 46.10;
- 4.2 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises,
- 4.3 To purchase, take on lease or, in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 4.4 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 4.6 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 4.7 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise, assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 4.8 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 4.9 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 4.10 In furtherance of the objects of the Association to lend and advance money or give credit of any person or body corporate to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations

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by any person or body corporate, and otherwise to assist any person or body corporate;

- 4.11 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities,
- 4.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.13 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 4.14 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 4.15 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in rule 4.4;
- 4.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 4.17 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects',
- 4.18 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 46.10;
- 4.19 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 4.20 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.,
- 4.21 To make donations for patriotic, charitable or community purposes;
- 4.22 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 4.23 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

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5 CLASSES OF MEMBERS

- 5.1 The membership of the Association shall consist only of Ordinary Member Clubs.
- 5.2 Membership is available to any properly constituted vehicle club, which can show that their function and aims are in accordance with the association's and can show their membership is broadly representative of the historic vehicle movement.
- 5.3 Membership is unlimited provided member clubs conform to the requirements or rule 5.2 and either rule 6 or rule 7

6 AUTOMATIC MEMBERSHIP

- 6.1 A club that, on the day the association adopted this constitution, was a member of Queensland Combined Council of Historic Vehicle Clubs Inc. will become a member of Queensland Historic Motoring Council, because this amended constitution is concurrent with a change of name from Queensland Combined Council of Historic Vehicle Clubs Inc. to Queensland Historic Motoring Council Inc.

7 NEW MEMBERSHIP

- 7.1 An applicant for membership of the association must be proposed by a member of the association (the **proposer**) and seconded by another member (the **seconder**).
- 7.2 An application for membership must be—
 - 7.2.1 in writing; and
 - 7.2.2 signed by the applicant club's secretary and the applicants proposer and seconder; and
 - 7.2.3 in the form decided by the management committee.

8 MEMBERSHIP FEES

- 8.1 The membership fee for each ordinary membership and for each other class of membership (if any)—
 - 8.1.1 is the amount decided by the members from time to time at a general meeting; and
 - 8.1.2 is payable when, and in the way, the management committee decides.
- 8.2 A member of the old incorporated association (Queensland Combined Council of Historic Vehicle Clubs Inc) who, before becoming a member of the Queensland Historic Motoring Council, has paid the members annual subscription for membership for the 2008/9 financial year is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

9 ADMISSION AND REJECTION OF MEMBERS

At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.

- 9.1 The management committee must consider an application for membership at the next committee meeting held after it receives—
 - 9.1.1 the application for membership; and
 - 9.1.2 the appropriate membership fee for the application.

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- 9.2 The management committee must ensure that, as soon as possible after the a club applies to become a member of the association, and before the management committee considers the club’s application, the club is advised—
 - 9.2.1 whether or not the association has public liability insurance; and
 - 9.2.2 if the association has public liability insurance—the amount of the insurance.
- 9.3 The management committee must decide at the meeting whether to accept or reject the application.
- 9.4 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 9.5 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 WHEN MEMBERSHIP ENDS.

- 10.1 A member club may resign from the association by giving a written notice of resignation to the secretary.
- 10.2 The resignation takes effect at—
 - 10.2.1 the time the notice is received by the secretary; or
 - 10.2.2 if a later time is stated in the notice—the later time.
- 10.3 The management committee may terminate a member club’s membership if the member club—
 - 10.3.1 is delisted as an incorporated association by the Office of Fair Trading; or
 - 10.3.2 does not comply with any of the provisions of these rules; or
 - 10.3.3 has membership fees in arrears for at least 2 months; or
 - 10.3.4 conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
- 10.4 Before the management committee terminates a club’s membership, the committee must give the club a full and fair opportunity to show why the membership should not be terminated.
- 10.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member club a written notice of the decision.

11 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 11.1 A club whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the club’s intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the secretary within 1 month after the club receives written notice of the decision.
- 11.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12 GENERAL MEETING TO DECIDE APPEAL

- 12.1 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

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- 12.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 12.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 12.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 12.5 If a club whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the club appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the club.

13 REGISTER OF MEMBERS

- 13.1 The management committee must keep a register of members of the association.
- 13.2 The register must include the following particulars for each member—
 - 13.2.1 the full name of the member club;
 - 13.2.2 the full names of the two club delegates
 - 13.2.3 the postal or residential address of the member club;
 - 13.2.4 the date of admission as a member club;
 - 13.2.5 the date of resignation of the member club;
 - 13.2.6 details about the termination or reinstatement of membership;
 - 13.2.7 any other particulars the management committee or the members at a general meeting decide.
- 13.3 The register must be open for inspection by members of the association at all reasonable times.
- 13.4 A member must contact the secretary to arrange an inspection of the register.
- 13.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member club's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member club at risk of harm.

14 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 14.1 A member of the association must not—
 - 14.1.1 use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - 14.1.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 14.2 Rule 14.1 does not apply if the use or disclosure of the information is approved by the association.

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15 APPOINTMENT OR ELECTION OF SECRETARY

- 15.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- 15.1.1 a member of the association elected by the association as secretary; or
 - 15.1.2 any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.
- 15.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 15.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 15.4 If the management committee appoints a person mentioned in rule 15.1.2.(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 15.5 However, if the management committee appoints a person mentioned in rule 15.1.2.(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 15.6 (If the management committee appoints a person mentioned in rule 15.1.2.(iii) as secretary, the person does not become a member of the management committee.
- 15.7 In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

16 REMOVAL OF SECRETARY

- 16.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 16.2 If the management committee removes a secretary who is a person mentioned in rule 15.1.2.(i), the person remains a member of the management committee.
- 16.3 If the management committee removes a secretary who is a person mentioned in rule 15.1.2.(ii) and who has been appointed to a casual vacancy on the management committee under rule 15.5, the person remains a member of the management committee.

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17 FUNCTIONS OF SECRETARY

- 17.1 The secretary’s functions include, but are not limited to—
 - 17.1.1 calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - 17.1.2 keeping minutes of each meeting; and
 - 17.1.3 keeping copies of all correspondence and other documents relating to the association; and
 - 17.1.4 maintaining the register of members of the association.

18 MEMBERSHIP OF MANAGEMENT COMMITTEE

- 18.1 The management committee of the association consists of the President, Vice-President, Secretary, Treasurer, and any other members the association members elect at a general meeting.
- 18.2 A member of the management committee, other than a secretary appointed by the management committee under rule 15.1.2.(iii), must be a member of the association.
- 18.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 18.4 A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

19 ELECTING THE MANAGEMENT COMMITTEE

- 19.1 A member of the management committee may only be elected as follows—
 - 19.1.1 any 2 member delegates of the association may nominate another member delegate (the candidate) to serve as a member of the management committee;
 - 19.1.2 the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the member delegates who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - 19.1.3 each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - 19.1.4 if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 19.2 A person may be a candidate only if the person—
 - 19.2.1 is an adult; and
 - 19.2.2 Is an authorised delegate of a member club
 - 19.2.3 is not ineligible to be elected as a member under section 61A of the Act.
- 19.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

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- 19.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 19.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - 19.5.1 whether or not the association has public liability insurance; and
 - 19.5.2 if the association has public liability insurance—the amount of the insurance.

20 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 20.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 20.2 resignation takes effect at—
 - 20.2.1 the time the notice is received by the secretary; or
 - 20.2.2 if a later time is stated in the notice—the later time.
- 20.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 20.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.5 A member has no right of appeal against the member’s removal from office under this rule.
- 20.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 VACANCIES ON MANAGEMENT COMMITTEE

- 21.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 21.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 21.3 However, if the number of committee members is less than the number fixed under rule 25.1 as a quorum of the management committee, the continuing members may act only to—
 - 21.3.1 increase the number of management committee members to the number required for a quorum; or
 - 21.3.2 call a general meeting of the association.

22 FUNCTIONS OF MANAGEMENT COMMITTEE

- 22.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 22.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any

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interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- 22.3 The management committee may exercise the powers of the association—
- 22.3.1 to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - 22.3.2 to secure the amounts mentioned in paragraph 22.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - 22.3.3 to purchase, redeem or pay off any securities issued; and
 - 22.3.4 to borrow amounts from members and pay interest on the amounts borrowed; and
 - 22.3.5 to mortgage or charge the whole or part of its property; and
 - 22.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - 22.3.7 to provide and pay off any securities issued; and
 - 22.3.8 to invest in a way the members of the association may from time to time decide.
- 22.4 For rule 22.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- 22.4.1 the financial institution for the association; or
 - 22.4.2 if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

23 MEETINGS OF MANAGEMENT COMMITTEE

- 23.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 23.2 The management committee must meet at least once every 4 months to exercise its functions.
- 23.3 The management committee must decide how a meeting is to be called.
- 23.4 Notice of a meeting is to be given in the way decided by the management committee.
- 23.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 23.6 A committee member who participates in the meeting as mentioned in rule 23.5 is taken to be present at the meeting.
- 23.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 23.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in

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the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- 23.9 The president is to preside as chairperson at a management committee meeting.
- 23.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 24.1 At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 24.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 24.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - 24.3.1 the meeting is to be adjourned for at least 1 day; and
 - 24.3.2 the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 24.4 If, at an adjourned meeting mentioned in rule 24.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 25.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 25.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 25.3 A request for a special meeting must state—
 - 25.3.1 why the special meeting is called; and
 - 25.3.2 the business to be conducted at the meeting.
- 25.4 A notice of a special meeting must state—
 - 25.4.1 the day, time and place of the meeting; and
 - 25.4.2 the business to be conducted at the meeting.
- 25.5 Special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

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Treasurer

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26 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- 26.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 26.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27 APPOINTMENT OF SUBCOMMITTEES

- 27.1 The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 27.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 27.3 A subcommittee may elect a chairperson of its meetings.
- 27.4 if a chairperson is not elected, or if the chairperson is not present within Ten (10) minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 27.5 A subcommittee may meet and adjourn as it considers appropriate.
- 27.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 28.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 28.2 Rule 28.1 applies even if the act was performed when—
 - 28.2.1 there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - 28.2.2 a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 29.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 29.2 A resolution mentioned in rule 29.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

30 FIRST ANNUAL GENERAL MEETING

- 30.1 The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

31 SUBSEQUENT ANNUAL GENERAL MEETINGS

- 31.1 Each subsequent annual general meeting must be held—
- 31.1.1 at least once each year; and
 - 31.1.2 within 6 months after the end date of the association's reportable financial year.

32 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS

- 32.1 This rule applies only if the association is—
- 32.1.1 a level 1 incorporated association; or
 - 32.1.2 a level 2 incorporated association to which section 59 of the Act applies; or
 - 32.1.3 a level 3 incorporated association to which section 59 of the Act applies.
- 32.2 The following business must be conducted at each annual general meeting of the association—
- 32.2.1 receiving the association's financial statement, the audit report, for the last reportable financial year;
 - 32.2.2 presenting the financial statement and audit report to the meeting for adoption;
 - 32.2.3 electing members of the management committee;
 - 32.2.4 for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - 32.2.5 for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS

- 33.1 This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- 33.2 The following business must be conducted at each annual general meeting of the association—
- 33.2.1 receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - 33.2.2 presenting the financial statement and signed statement to the meeting for adoption;
 - 33.2.3 electing members of the management committee;
 - 33.2.4 appointing an auditor, an accountant or an approved person for the present financial year.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

34 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS

- 34.1 This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- 34.2 The following business must be conducted at each annual general meeting of the association—
 - 34.2.1 receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - 34.2.2 presenting the financial statement and signed statement to the meeting for adoption;
 - 34.2.3 electing members of the management committee.

35 NOTICE OF GENERAL MEETING

- 35.1 The secretary may call a general meeting of the association.
- 35.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 35.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 35.4 The management committee may decide the way in which the notice must be given.
- 35.5 However, notice of the following meetings must be given in writing—
 - 35.5.1 a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - 35.5.2 a meeting called to hear and decide a proposed special resolution of the association.
- 35.6 A notice of a general meeting must state the business to be conducted at the meeting.

36 DELEGATES

- 36.1 Delegates may be appointed by each member club, and the appointee notified to the Secretary on the letterhead of the club that the delegate represents.
- 36.2 Member clubs may send a maximum of two (2) delegates to any meeting. However a club shall have only one vote on all matters.
- 36.3 The Chairman may exclude observers who are not appointed in writing on the letterhead of the organisation they represent.
- 36.4 Delegates may speak on any matter before a meeting, but observers may be invited to speak at the discretion of the meeting.
- 36.5 An attendee claiming to be a delegate will be treated as an observer unless they present written authority from their club.
- 36.6 A delegate may represent more than one club at any meeting.
- 36.7 A delegate who represents more than one club is able to act on behalf of each club the delegate represents.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

37 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 37.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one delegate.
- 37.2 However, if all member delegates of the association are members of the management committee, the quorum is the total number of members less one.
- 37.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 37.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 37.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - 37.5.1 the meeting is to be adjourned for at least 7 days; and
 - 37.5.2 the management committee is to decide the day, time and place of the adjourned meeting.
- 37.6 the chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 37.7 If a meeting is adjourned under rule 37.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 37.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 37.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

38 PROCEDURE AT GENERAL MEETING

- 38.1 Each club may appoint up to two delegates to represent the member club at the associations meetings.
- 38.2 Both of the club's appointed delegates can speak at the meetings, however the club through its delegates or other proxies shall have only a single vote on matters.
- 38.3 A member club may take part and vote in a general meeting in person, through the appointed delegate at the meeting, by proxy, by attorney or by using any technology that reasonably allows the member club's authorised representative to hear and take part in discussions as they happen.
- 38.4 A member club who participates in a meeting as mentioned in rule 38.1 is taken to be present at the meeting.
- 38.5 At each general meeting—
 - 38.5.1 the president is to preside as chairperson; and
 - 38.5.2 if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act. The vice president is to preside as chairperson. However there is no vice president present at the

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

- meeting at that time the members present must elect 1 of their number to be chairperson of the meeting; and
- 38.5.3 the chairperson must conduct the meeting in a proper and orderly way.

39 VOTING AT GENERAL MEETING

- 39.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the member club's representatives present.
- 39.2 Each member club present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 39.3 A member club is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 39.4 A delegate who represents more than one club shall be entitled to cast a vote for each club the delegate represents provided no other delegate is casting a vote on behalf of one of the clubs represented by the delegate.
- 39.5 The method of voting is to be decided by the management committee.
- 39.6 However, if at least 20% of the financial member club's delegates present demand a secret ballot, voting must be by secret ballot.
- 39.7 If a secret ballot is held, the chairperson must appoint 2 member club delegates to conduct the secret ballot in the way the chairperson decides.
- 39.8 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40 SPECIAL GENERAL MEETING

- 40.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- 40.1.1 being directed to call the meeting by the management committee; or
- 40.1.2 being given a written request signed by—
- (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
- being given a written notice of an intention to appeal against the decision of the management committee—
- (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- 40.2 A request mentioned in rule 40.1.2 must state—
- 40.2.1 why the special general meeting is being called; and
- 40.2.2 the business to be conducted at the meeting.
- 40.3 A special general meeting must be held within 3 months after the secretary—
- 40.3.1 is directed to call the meeting by the management committee; or
- 40.3.2 is given the written request mentioned in rule 40.1.2; or
- 40.3.3 is given the written notice of an intention to appeal mentioned in rule 40.1.3.
- 40.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

41 PROXIES

41.1 Each club upon joining the association may appoint two delegates to represent the club at all general meetings. These delegates, provided they are correctly nominated shall be deemed to hold proxies for the member club until the member club formally advises a change to the proxy

41.2 An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of association]:

I, of , being

the secretary of

(club) which is member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20

and at any adjournment of the meeting.

Signed this day of 20 .

Signature

41.3 The instrument appointing a proxy must—

41.3.1 if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

41.3.2 if the appointor is a club incorporated club or a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

41.4 A proxy may be a member club's delegate to the association or another person.

41.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

41.6 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

41.7 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

41.8 If a member club wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]:

I, of , being

the secretary of

(club) which is member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20

and at any adjournment of the meeting.

Signed this day of 20 .

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

42 MINUTES OF GENERAL MEETINGS

42.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

42.2 To ensure the accuracy of the minutes—

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

.....
Secretary

- 42.2.1 the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- 42.2.2 the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 42.3 If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - 42.3.1 make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - 42.3.2 give the member copies of the minutes of the meeting.
- 42.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

43 BY-LAWS

- 43.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 43.2 A by-law may be set aside by a vote of members at a general meeting of the association.

44 ALTERATION OF RULES

- 44.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 44.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

45 COMMON SEAL

- 45.1 The management committee must ensure the association has a common seal.
- 45.2 The common seal must be—
 - 45.2.1 kept securely by the management committee; and
 - 45.2.2 used only under the authority of the management committee.
- 45.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - 45.3.1 the secretary; or
 - 45.3.2 another member of the management committee; or
 - 45.3.3 someone authorised by the management committee.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

46 FUNDS AND ACCOUNTS

- 46.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 46.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 46.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 46.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 46.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following—
 - 46.5.1 the president;
 - 46.5.2 the secretary;
 - 46.5.3 the treasurer;
 - 46.5.4 any one of three other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 46.6 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 46.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 46.8 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 46.9 All expenditure must be approved or ratified at a management committee meeting.
- 46.10 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of the Association's objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

47 GENERAL FINANCIAL MATTERS

- 47.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 47.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

48 DOCUMENTS

48.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

49 FINANCIAL YEAR

49.1 The end date of the association's financial year is 30th June each year in each year.

50 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

50.1 This rule applies if the association—

50.1.1 is wound-up under part 10 of the Act; and

50.1.2 has surplus assets.

50.2 The surplus assets must not be distributed among the members of the association.

50.3 The surplus assets must be given to another entity—

50.3.1 having objects similar to the association's objects; and

50.3.2 the rules of which prohibit the distribution of the entity's income and assets to its members.

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Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary

BY-LAWS

These by-laws are laid down by the management committee of the Queensland Historic Motoring Council Incorporated by the authority vested in them under rule 43 of the association's Constitution, and are subject to change at the discretion of the management committee.

BY-LAWS OF THE Queensland Historic Motoring Council Inc. (INC)

BY-LAW 1 MANAGEMENT COMMITTEE MEMBERSHIP

(Ex AGM 25.3.2009) There is no limit as to how many years a delegate may serve as a member of the Management Committee, save that no delegate shall hold the same committee position for more than four (4) years in a row.

BY LAW 2 VEHICLE CLASSES

(Ex AGM 23.8.2006) The Association will adopt the following naming conventions for classes of historic vehicles
Classes are:.

- A. **Veteran.**
Any vehicle manufactured up to December, 31st,1918.
- B. **Vintage.**
Any vehicle manufactured from January 1st 1919 to December 31st,1930.
- C. **Post Vintage**
Any vehicle manufactured from January 1st, 1931 to up to December 31st, 1949.
- D. **Historic 50's, 60's, & 70's**
Any vehicle manufactured in each of the 1950's, 1960's, 1970's etc. decades provided that the start of each decade is at least 30 years before current date.

BY-LAW 3 COMMITTEE

The association shall from time to time appoint such committees as it finds desirable, and shall outline the duties of such committees and their responsibilities.

BY-LAW 4 PROPERTY

If a delegate breaks or damages property belonging to the association, the club which the delegate represents shall pay to the association all necessary costs of replacing or repairing such property. Cost to be determined by the Committee.

BY-LAW 5 HANDBOOK

The association's management committee will develop, adopt and maintain a *Council Handbook* which will be used as a resource to help manage and guide the association's Management Committee in the ongoing management of the association. Should the *Council Handbook* be inconsistent with any part of the Incorporations Act 1981 as amended, the association's Constitution, or the association's by-laws, the said Act, constitution and by-laws will prevail.

BY-LAW 6 PUBLIC LIABILITY INSURANCE

The Management Committee will ensure that the club continues to have an appropriate level of Public Liability Insurance.

Adopted by vote of members at the general meeting on 22/1/09.

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President

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Treasurer

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Secretary