

RULES OF THE IMPREZA WRX CLUB OF QLD INC

1. NAME

- 1.1. The name of the incorporated Association shall be the Impreza WRX Club of Qld Inc (in these Rules called the 'Association')

2. OBJECTS

- 2.1. The objects for which the Association is established are:

- (a) the establishment of a non-profit association for the benefit of members;
- (b) the promotion and development of WRX car ownership; car competitions and other club and community-based events;
- (c) the promotion of good fellowship between members and friendship and courtesy on the road;
- (d) to provide assistance in organising car competitions; and other similar services and benefits;
- (e) to promote, train and develop members as better drivers and enable them to maintain their cars to a high standard; and
- (f) to support and aid other associations or institutions with similar purposes to the Association for the benefit of members.

- 2.2. Each of the objects set out in Rule 2.1 is an independent object and not limited in any way by any of the other objects.

3. POWERS

- 3.1. The Association has, in the exercise of its affairs, all the powers of an individual.

- 3.2. The Association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs or reasonably incidental to achieving its objects and the exercise of its powers.

- 3.3. The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.

4. CLASSES OF MEMBERS

- 4.1. The membership of the Association shall consist of ordinary members, and may include any of the following:

- (a) associate members;
- (b) life members; and
- (c) honorary members.

- 4.2. Subject to satisfaction of the requirements for membership, the number of ordinary and

associate members of the Association is unlimited.

5. MEMBERSHIP

- 5.1. Every person who at the date of incorporation of the Association was a member of the unincorporated association known as the WRX Club of Qld and who on or before the date fixed by the Management Committee for the purpose, agrees in writing to become a member of the Association shall be admitted by the Management Committee as an ordinary member of the Association.
- 5.2. Every member of the Association who before agreeing to become a member of the Association has paid the member's subscription due on or before the date fixed by the Management Committee for the purpose, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association before the date fixed by the Management Committee as the date the next annual subscription becomes due.
- 5.3. Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall complete an application in writing and shall be proposed by one member and seconded by another member of the Association.
- 5.4. Any person owning a Subaru Impreza WRX or Subaru Liberty RS Turbo or other vehicle as determined by the Management Committee from time to time may apply for membership.
- 5.5. The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- 5.6. Membership is not restricted on the basis of race, nationality, gender, age, religion or political views.

6. MEMBERSHIP FEES

- 6.1. The membership fees for each class of membership shall be determined by the Management Committee and may vary from class to class.
- 6.2. The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1. 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.
- 7.2. Any applicant for membership who receives the votes at a meeting of the Management Committee at which such application is being considered of at least two thirds in number of the present members of the Management Committee shall be accepted as a member to the class of membership applied for.
- 7.3. Upon the acceptance or rejection of an application for any class of membership the secretary shall give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- 8.1. A member may resign from the Association at any time by giving notice in writing to the secretary.
- 8.2. A resignation shall take effect at the time the notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

- 8.3. A member who has resigned or whose membership is terminated is not entitled to a refund of any membership fees.
- 8.4. If a member:
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for a period of two months or more; or
 - (d) causes disharmony in the Association; or
 - (e) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, or
 - (f) places the name or reputation of the Association in jeopardy,
- the Management Committee shall consider whether his membership shall be terminated.
- 8.5. The member shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- 9.2. Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting of ordinary members to determine the appeal.
- 9.3. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 9.4. The appeal shall be determined by a two-thirds majority vote of the members present at the meeting.
- 9.5. Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- 10.1. The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 10.2. Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 10.3. The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

11. SECRETARY

- 11.1. If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within 1 month after incorporation.
- 11.2. If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 month after the vacancy happens.
- 11.3. The secretary must be an individual residing in the State who is:
 - (a) a member of the Association elected by the Association as secretary; or
 - (b) a member of the Association's management committee appointed by the committee as secretary; or
 - (c) appointed by the management committee as secretary (whether or not the individual is a member of the Association).
- 11.4. The management committee may appoint and remove the secretary at any time.

12. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 12.1. The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and such number of other Members as the members of the Association at any general meeting may from time to time elect or appoint, all of whom shall be members of the Association.
- 12.2. At the first and each subsequent annual general meeting of the Association the members of the Management Committee shall retire from office. A retiring member of the Management Committee shall be eligible for re-election.
- 12.3. The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) any two ordinary members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
 - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
 - (c) a list of the candidates' names in alphabetical order, shall 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;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from ordinary members from the floor of the meeting.

13. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 13.1. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 13.2. Any member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.
- 13.3. The question of removal shall be determined by the vote of the ordinary members present at a general meeting.

13.4. There is no right of appeal against a member's removal from office under this section.

14. VACANCIES ON MANAGEMENT COMMITTEE

14.1. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

14.2. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or under these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

15.1. Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

15.2. The Management Committee may exercise all the powers of the Association:

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Management Committee may from time to time determine.

For 15.2(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on the money lent by the financial institution for the Association.

16. MEETINGS OF MANAGEMENT COMMITTEE

16.1. The Management Committee shall meet at least once every two calendar months to exercise its functions.

16.2. The Management Committee must decide how a meeting is to be called.

16.3. Notice of a meeting is to be given in the way decided by the Management Committee.

16.4. A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

16.5. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

- 16.6. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit.
 - 16.7. However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - 16.8. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
 - 16.9. The secretary shall give not less than 14 days notice to members of the Management Committee of any special meeting of the Management Committee.
 - 16.10. Such notice shall clearly state the nature of the business to be discussed thereat.
 - 16.11. The President shall preside as Chairman at every meeting of the Management Committee or, if there is no President or, if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, then the ordinary members may choose one of their number to be Chairman of the meeting.
 - 16.12. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
 - 16.13. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
17. DELEGATION OF POWERS
- 17.1. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit.
 - 17.2. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
 - 17.3. A sub-committee may elect a Chairman of its meetings.
 - 17.4. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
 - 17.5. A sub-committee may meet and adjourn as it thinks proper.
 - 17.6. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
18. VALIDITY OF ACTS
- 18.1. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
19. CIRCULAR RESOLUTIONS

- 19.1. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee particulars duly convened and held.
- 19.2. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.
- 19.3. A meeting of the Management Committee may be held by the members communicating with each other by telephone or videoconference or by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

20. ANNUAL GENERAL OR GENERAL MEETINGS

- 20.1. The first annual general meeting must be held within 18 months after the incorporation of the Association, and at such place as the Management Committee may determine.
- 20.2. Subsequent annual general meetings must be held at least once every year and within three months of the end of the previous financial year.
- 20.3. The business to be transacted at every annual general meeting shall be -
 - (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
 - (b) the receiving of the auditor's report on the financial affairs of the Association for the last financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) the election of members of the Management Committee; and
 - (e) the appointment of an auditor.

21. SPECIAL GENERAL MEETING

- 21.1. The secretary shall convene a special general meeting:
 - (a) when directed to do so by the Management Committee; or
 - (b) on the requisition in writing signed by not less than one-third of the ordinary members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

22. QUORUM AT GENERAL MEETING

- 22.1. At any general meeting the number of members required to constitute a quorum shall be four ordinary members.
- 22.2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 22.3. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time

appointed for the meeting, the members present shall be a quorum.

- 22.4. The Chairman may, with the consent of any at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 22.5. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

23. NOTICE OF GENERAL MEETING

- 23.1. The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the ordinary members of the Association.
- 23.2. The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee shall be given in writing.
- 23.3. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. PROCEDURE AT GENERAL MEETING

- 24.1. Unless otherwise provided by these Rules, at every general meeting:
- (a) the President shall preside as Chairman, or if the President is, not present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act, then the ordinary members present shall elect one of their number to be Chairman of the meeting;
 - (b) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (c) except as otherwise provided in these rules, every question, matter or resolution shall be decided by a majority of votes of the ordinary members present;
 - (d) every ordinary member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. Associate members shall not be entitled to a vote on any resolution including a special resolution;
 - (e) voting shall be by show of hands or a division, unless not less than one-fifth of the ordinary members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two ordinary members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (f) an ordinary member may vote in person or by proxy or by attorney and on a show of hands every person present who is an ordinary member or a representative of an ordinary member shall have one vote and in a secret ballot every ordinary member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
 - (g) the instrument appointing a proxy shall be in writing, in the common or usual form, and the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

- (h) where it is desired to afford ordinary members an opportunity of voting for or against a resolution the instrument appointing the proxy shall be in the following form or a form as near thereto as circumstances permit:

IMPREZA WRX CLUB OF QLD INC

I, _____ of _____
 being an ordinary member of the above named Association, hereby appoint
 of _____, or failing him,
 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 19____, and at
 any adjournment thereof.

Signed this _____ day of _____, 19____.
 Signature.

This form is to be used *in favour of the resolution.
 *against

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);

- (i) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (j) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that general meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

24.2. For the purposes of ensuring the accuracy of the recording of such minutes, the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy shall sign the minutes of every management committee meeting.

24.3. Similarly, the chairperson of that meeting or the chairperson of the next succeeding general meeting shall sign the minutes of every general meeting.

24.4. However, the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting shall sign the minutes of any annual general meeting.

25. BY-LAWS

25.1. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and a general meeting of members may set any by-law aside.

26. ALTERATION OF RULES

26.1. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

26.2. However an amendment, rescission or addition is valid only if the chief executive registers it.

27. COMMON SEAL

- 27.1. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

28. FUNDS AND ACCOUNTS

- 28.1. The funds of the Association shall be banked in the name of the Association in such financial institution as the Management Committee may from time to time direct.
- 28.2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 28.3. All moneys shall be banked as soon as practicable after receipt thereof.
- 28.4. All amounts required to be paid by cheque shall be signed by any two of the president, vice-president, secretary, treasurer or other person authorised from time to time by the Management Committee.
- 28.5. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 28.6. The Management Committee shall determine the amount of petty cash, which shall be kept on the imprest system.
- 28.7. All expenditure shall be approved or ratified at a Management Committee meeting.
- 28.8. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 28.9. The auditor who shall present his report upon such audit to the secretary prior to the next annual general meeting following the financial year in respect of which such audit was made shall examine all such statements.
- 28.10. The income and property of the Association must be used solely in promoting its objects and in the exercise of its powers. No portion 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. Nothing in these rules prevents payment in good faith of interest to any member on any moneys advanced by him to the Association or otherwise owing by the Association to him, or of remuneration to any officers, servants or any member of the Association or other person in return for services rendered to the Association. Nothing in these rules 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.

29. DOCUMENTS

- 29.1. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

30. FINANCIAL YEAR

- 30.1. The financial year of the Association shall close on 30 June in each year.

31. DISTRIBUTION OF SURPLUS ASSETS

- 31.1. This section applies if the association is wound up under the Associations Incorporation Act 1981 and there are surplus assets.
- 31.2. The surplus assets must not be distributed among the members but must be given to another entity
- (a) that has objects similar to the Association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 31.3. In this section
- 'surplus assets' has the meaning given by the Associations Incorporation Act 1981.

32. CLUB PROPERTY

- 32.1. No member shall take away or permit to be taken away from its location or shall injure or destroy any newspaper, pamphlet, book or other article, which is the property of the Association.

33. COMPLAINTS

- 33.1. All complaints shall be made in writing to the secretary, who shall deal with the complaint. If the secretary is unable to deal with the complaint, the Management Committee, whose decision shall be final, will deal it with.**