

**Subaru 4WD Club of Victoria Inc**



# CONSTITUTION

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**Note**

The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of these Rules.  
Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Club and its members.

**PART 1 - PRELIMINARY****1. NAME**

The name of the incorporated association is SUBARU FOUR WHEEL DRIVE CLUB OF VICTORIA INC. (in these rules called "the Club")

**2. PURPOSE OF ASSOCIATION**

- 2a To provide a forum for participation and co-operation in activities associated with ownership and operation of four wheel drive vehicles.
- 2b To promote safe and responsible operation of four wheel drive vehicles.
- 2c To foster enjoyment and protection of the Australian bush.
- 2d To afford members such benefits and privileges as it may be possible to arrange.
- 2e To promote and foster good relations and cooperation with other bodies with similar interests.
- 2f To publicise the Club or promote it in any manner its Committee may deem fit from time to time.

**3. FINANCIAL YEAR**

The financial year of the Club is each period of 12 months ending on 30 June.

**4. INTERPRETATION**

- 4a In these rules, unless the contrary intention appears;

ABSOLUTE MAJORITY of the Committee means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

CHAIRPERSON of a general meeting or committee meeting means the person chairing the meeting as required under Rule 46;

COMMITTEE means the Committee having management of the business of the Club;

COMMITTEE MEETING means a meeting of the Committee held in accordance with these Rules;

COMMITTEE MEMBER means a member of the Committee elected or appointed under Rule 52, 53 or 57;

DISCIPLINARY APPEAL MEETING means a meeting of the members of the Club convened under Rule 23;

DISCIPLINARY SUBCOMMITTEE means the subcommittee appointed under Rule 20;

FINANCIAL YEAR means the 12 month period specified in Rule 3;

GENERAL MEETING means a general meeting of members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

MEMBER means a member of the Club;

MEMBER ENTITLED TO VOTE means a member who under Rule 14b or 14c is entitled to vote at a general meeting;

**SPECIAL RESOLUTION** means a resolution that requires no less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**THE ACT** means The Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**THE CLUB** means The Subaru Four Wheel Drive Club of Victoria Inc;

**THE REGISTRAR** means the Registrar of Incorporated Associations;

**TRIP MEMBER** means a member referred to in subrule 12a(d).

4b Word or expressions contained in these rules shall be interpreted in accordance with the provisions of the "Acts Interpretation Act 1958" and the Act as in force from time to time.

4c Gender specific words or expressions contained in these rules shall be interpreted as referring to all genders.

## **PART 2 – POWERS OF ASSOCIATION**

### **5 POWERS OF ASSOCIATION**

5a Subject to the Act, the Club has power to do all things incidental or conducive to the attainment of its purposes.

5b Without limiting Rule 5a, the Club may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

5c The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 NOT FOR PROFIT ORGANISATIONS**

6a The Club must not distribute any surplus, income or assets directly or indirectly to its members.

6b Rule 6a 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.

**Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **DIVISION 1 – MEMBERSHIP**

#### **7 MINIMUM NUMBER OF MEMBERS**

7a The Club must have at least 5 members.

7b For the purpose of rule 7a a family membership is counted as one member

#### **8 MEMBERSHIP ELIGIBILITY**

Any person who supports the purposes of the Club is eligible for membership.

## 9 APPLICATION FOR MEMBERSHIP

- 9a To apply to become a member of the Club for other than Trip membership, a person must submit a written application on the form as specified by the Committee from time to time to the Secretary stating that the person –
- (a) wishes to become a member of the Club; and
  - (b) indicates the class of membership being applied for; and
  - (c) supports the purposes of the Club; and
  - (d) agrees to comply with these Rules.
- 9b The application must be signed by the applicant.
- 9c To apply to become a Trip member of the Club, a person must submit a written application on the form as specified by the Committee from time to time to the relevant Trip Leader stating that the person –
- (a) wishes to become an Trip member of the Club; and
  - (b) supports the purposes of the Club; and
  - (c) agrees to comply with these Rules.

## 10 CONSIDERATION OF THE APPLICATION

- 10a As soon as is practicable after the receipt of a membership application (other than Trip) and fees, the Secretary shall refer the application to the Committee.
- 10b Upon a membership application being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- 10c Upon a decision by the Committee on the application, the Secretary must notify the applicant in writing of the Committee's decision as soon as practicable after the decision is made.
- 10d If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 10e As soon as practicable after the receipt of an Trip membership application, the relevant Trip Leader shall determine whether to accept or reject the application.
- 10f No reason need be given for the rejection of an application.

## 11 NEW MEMBERSHIP

- 11a If an application for membership is approved by the Committee –
- (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11b A person becomes a member of the Club and, subject to Rule 14b, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which –
- (a) the Committee approves the person's membership; or
  - (b) the person pays the appropriate fees.

## 12 CLASSES OF MEMBERSHIP

- 12a There are four classes of membership.
- (a) SINGLE may be granted to a person.
  - (b) FAMILY/JOINT may be granted to a family or couple.
  - (c) LIFE may be granted at the discretion of the committee in accordance with the nomination procedure to any member of the club who meets the eligibility criteria.

## i. Eligibility Criteria.

The nominee must be a current financial member of the Club who, in areas of the Club, has:

1. made a sustained extraordinary effort,
2. performed beyond the normal obligations of a member,
3. recognised achievement by peers, and
4. at least 10 years of membership.

## ii. Nomination Procedure.

1. The nomination must be made in writing by a member other than the nominee to the Committee listing the reasons why the person nominated is to be considered for life membership.
2. The Committee is to investigate the nomination and decide if life membership is to be awarded.
3. The nomination, until decided upon by the committee, is confidential and the nominee is only known by the nominator and the committee.

- (d) TRIP may be granted at the discretion of the relevant trip leader to a visitor on a club trip or activity. Such a membership is restricted to the duration of the trip or activity.

12b A member shall not be deemed un-financial until his fees are one (1) month in arrears.

12c Membership shall lapse when a member is deemed to be un-financial.

12d The Committee may, in its absolute discretion, waive subrules 12b and 12c requirements when it is satisfied that the circumstances exist which make it appropriate to do so.

### 13 ENTRANCE FEE, ANNUAL SUBSCRIPTION AND LEVIES

13a Entrance and Annual Subscription fees and levies shall be as per a schedule determined at a general meeting held no earlier than three (3) months before such fees are due.

13b Life members of the Club are granted the privilege of being exempt from paying the annual subscription fee.

13c Associate members are required to pay the relevant trip fee or levy.

13d Annual subscription and levies are due for payment by members, other than Associate members, on 31st May.

13e Trip fees and levies are due for payment by Trip members prior to the commencement of the trip or activity.

### 14 GENERAL RIGHTS OF MEMBERS

14a A member of the Club who is entitled to vote has the right –

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of the general meetings and other documents of the Club as provided under Rule 75; and
- (f) to inspect the register of members.

14b A member is entitled to vote if –

- (a) the member is a member other than a trip member; and
- (b) more than 10 business days have passed since he or she became a member of the Club; and
- (c) the member's membership rights are not suspended for any reason.

14c A family/joint membership is entitled to 2 votes provided that:

- (a) more than 10 business days have passed since the family/joint membership was accepted by the Club; and
- (b) the family/joint membership rights are not suspended for any reason.



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**15 RIGHTS NOT TRANSFERABLE**

The rights of a member are not transferable and end when membership ceases.

**16 CEASING MEMBERSHIP**

- 16a The membership of a person ceases on resignation, expulsion, death, or becoming un-financial as per subrule 12c.
- 16b If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

**17 RESIGNING AS A MEMBER**

- 17a A member may resign by notice in writing given to the Club.

**Note**

Rule 74 sets out how notice may be given to the Club. It may include by post or by handing the notice to a member of the committee.

- 17b A member is taken to have resigned if –
- (a) the member's annual subscription is more than 1 month in arrears; or
  - (b) where there is no annual subscription payable –
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within three (3) months after receiving that request, confirmed in writing that he or she wishes to remain a member.

**18 REGISTER OF MEMBERS**

- 18a The Secretary 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 class of membership;
    - (v) any other information determined by the Committee, and
  - (b) for each former member, the date of ceasing to be a member.

- 18b Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that is an offence to make improper use of information about a person obtained from the Register of Members.

**DIVISION 2 – DISCIPLINARY ACTION****19 GROUNDS FOR TAKING DISCIPLINARY ACTION**

The Club may take disciplinary action against a member in accordance with these Rules if it is determined that the member –

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

**20 DISCIPLINARY SUBCOMMITTEE**

- 20a If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to be taken against the member.
- 20b The members of the disciplinary subcommittee –
- (a) may be Committee members, members of the Club or anyone else; but
  - (b) must not be biased against, or in favour, of the member concerned.

**21 NOTICE TO MEMBER**

- 21a Before disciplinary action is taken against a member, the Secretary must give written notice to the member –
- (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following –
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;  
and
  - (e) setting out the member's appeal rights under Rule 23.
- 21b The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

**22 DECISION OF SUBCOMMITTEE**

- 22a At the disciplinary meeting, the disciplinary subcommittee must –
- (a) give the member an opportunity to be heard, and
  - (b) consider any written statement submitted by the member.
- 22b After complying with Rule 22a, the disciplinary subcommittee may –
- (a) take no further action against the member, or
  - (b) subject to Rule 22c –
    - (i) reprimand the member, or
    - (ii) suspend the membership rights of the member for a specified period, or
    - (iii) expel the member from the Club.
- 22c The disciplinary subcommittee may not fine the member.
- 22d The suspension of membership rights, or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

**23 APPEAL RIGHTS**

- 23a A person whose membership rights have been suspended or who has been expelled from the Club under Rule 22 may give notice to effect that he or she wishes to appeal against the suspension or expulsion.
- 23b The notice must be in writing and given –
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- 23c If a person has given notice under subrule 23b, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- 23d Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must –
- (a) specify the date, time and place of the meeting, and
  - (b) state –
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

**24 CONDUCT OF DISCIPLINARY APPEAL MEETING**

- 24a At a disciplinary appeal meeting –
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given the opportunity to be heard.

24b After complying with subrule 24a, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

24c A member may not vote by proxy at the meeting.

24d The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **DIVISION 3 – GRIEVANCE PROCEDURE**

#### **25 APPLICATION**

25a The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member;
- (b) a member and the Committee; or
- (c) a member and the Club.

25b A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **26 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE**

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

#### **27 APPOINTMENT OF MEDIATOR**

27a if the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within ten (10) days –

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

27b The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
  - (i) if the dispute is between a member and another member – a person appointed by the Committee; or
  - (ii) if the dispute is between a member and the Committee or Club – a person appointed or employed by the Dispute Settlement Centre of Victoria.

27c A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who –

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

#### **28 MEDIATION PROCESS**

28a The mediator to the dispute, in conducting the mediation, must –

- (a) give each party 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 throughout the mediation process.

28b The mediator must not determine the dispute.

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**29 FAILURE TO RESOLVE DISPUTE BY MEDIATION**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

**PART 4 – GENERAL MEETINGS OF THE CLUB****30 ANNUAL GENERAL MEETING.**

- 30a The committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- 30b The Committee may determine the date, time and place of the annual general meeting.
- 30c The ordinary business of the annual general meeting shall be;
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to received and consider –
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to receive and consider the Statement submitted by the Club in accordance with Section 30(3) of the Act.
- 30d The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 30e The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

**31 GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- 31a Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a general meeting.
- 31b The committee may convene a general meeting whenever it thinks fit.
- 31c No business other than that set out in the notice under rule 33 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

**32 SPECIAL GENERAL MEETINGS HELD AT REQUEST OF MEMBERS**

- 32a The Committee must convene a special general meeting if a request to do so is made in accordance with subrule 32b by at least twenty percent (20%) of the total number of members or five (5) members, whichever is the greater.
- 32b A request for a special general meeting must –
- (a) be in writing, and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- 32c If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 32d A special general meeting convened by members under subrule 32c –
- (a) must be held with three (3) months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- 32e The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 32c.

### 33 NOTICE OF GENERAL MEETINGS

- 33a The Secretary (or, in the case of a special general meeting convened under subrule 32c, the members convening the meeting) must give to each member of the Club –
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- 33b The notice must –
- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed –
    - (i) state in full the proposed special resolution; and
    - (ii) state the intention to propose the resolution as a special resolution.
- 33c This rule does not apply to a disciplinary appeal meeting.

### 34 PROXIES

A member cannot appoint another member as his or her proxy to vote and speak on his or her behalf at a meeting of the Club.

### 35 USE OF TECHNOLOGY

- 35a A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 35b For the purpose of annual general meetings, special general meetings and general meetings, a member participating as permitted under subrule 35a is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 36 QUORUMS AT GENERAL MEETINGS

- 36a No business may be conducted at a general meeting unless a quorum of members is present.
- 36b The quorum for a general meeting is the presence (physically or as allowed under rule 35) of 10% of the members entitled to vote.
- 36c If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
- (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in the case of an annual general meeting – on the date of the next general meeting;
- (c) in any other case the business of the meeting is to be held over to the next general meeting.

### 37 ADJOURNMENT OF GENERAL MEETING

- 37a The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 37b Without limiting subrule 37a, a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- 37c No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 37d Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### 38 VOTING AT GENERAL MEETINGS

- 38a On any question arising at a general meeting—  
(a) subject to subrule 38c and 14c, each member who is entitled to vote has one vote; and  
(b) members may vote personally; and  
(c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 38b If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38c If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 38d This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### 39 SPECIAL RESOLUTION

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office; and  
(b) to alter these Rules, including changing the name or any of the purposes of the Association.

### 40 DETERMINING WHETHER RESOLUTION CARRIED

- 40a Subject to subrule 40b, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—  
(a) carried; or  
(b) carried unanimously; or  
(c) carried by a particular majority; or  
(d) lost—  
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40b If a poll (where votes are cast in writing) is demanded by three or more members on any question—  
(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and  
(b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 40c A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40d A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### 41 MINUTES OF GENERAL MEETING

- 41a The Committee must ensure that minutes are taken and kept of each general meeting.
- 41b The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41c In addition, the minutes of each annual general meeting must include—  
(a) the names of the members attending the meeting; and  
(b) the financial statements submitted to the members in accordance with rule 30c(b)(ii); and  
(c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and  
(d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**PART 5 – COMMITTEE****DIVISION 1 – POWERS OF COMMITTEE****42 COMMITTEE ROLE AND POWERS**

- 42a The business of the Club must be managed by or under the direction of a Committee.
- 42b The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- 42c The Committee may—  
(a) appoint and remove staff;  
(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

**43 DELEGATION**

- 43a The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—  
(a) this power of delegation; or  
(b) a duty imposed on the Committee by the Act or any other law.
- 43b The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 43c The Committee may, in writing, revoke a delegation wholly or in part.

**DIVISION 2 – COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS****44 COMPOSITION OF COMMITTEE**

- The Committee consists of—  
(a) a President; and  
(b) a Vice-President; and  
(c) a Secretary; and  
(d) a Treasurer; and  
(e) ordinary members (if any) elected under rule 53.

**45 GENERAL DUTIES OF COMMITTEE**

- 45a As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 45b The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- 45c Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45d Committee members must exercise their powers and discharge their duties—  
(a) in good faith in the best interests of the Club; and  
(b) for a proper purpose.
- 45e Committee members and former committee members must not make improper use of—  
(a) their position; or  
(b) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

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- 45f In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 PRESIDENT AND VICE-PRESIDENT**

- 46a Subject to subrule 46b, the President or, in the President's absence, the Vice-President, is the Chairperson for any general meetings and for any committee meetings.
- 46b If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **47 SECRETARY**

- 47a The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- 47b The Secretary must—
- (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 70c, all books, documents and securities of the Club in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- 47c The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 TREASURER**

- 48a The Treasurer must—
- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- 48b The Treasurer must—
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- 48c The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

### **DIVISION 3 – ELECTION OF COMMITTEE AND TENURE OF OFFICE**

#### **49 WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is an adult; and
- (b) is entitled to vote at a general meeting.



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**50 POSITIONS TO BE DECLARED VACANT**

- 50a. This rule applies to—  
(a) the first annual general meeting of the Club after its incorporation; or  
(b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- 50b. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

**51 NOMINATIONS**

- 51a. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 51b. An eligible member of the Club may—  
(a) nominate himself or herself; or  
(b) with the member's consent, be nominated by another member.
- 51c. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

**52 ELECTION OF PRESIDENT, ETC**

- 52a. At the annual general meeting, separate elections must be held for each of the following positions—  
(a) President;  
(b) Vice-President;  
(c) Secretary;  
(d) Treasurer.
- 52b. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 52c. If more than one member is nominated, a ballot must be held in accordance with rule 54.
- 52d. On his or her election, the new President may take over as Chairperson of the meeting.

**53 ELECTION OF ORDINARY MEMBERS**

- 53a. The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- 53b. A single election may be held to fill all of those positions.
- 53c. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 53d. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

**54 BALLOT**

- 54a. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 54b. The returning officer must not be a member nominated for the position.
- 54c. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 54d. The election must be by secret ballot.

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- 54e The returning officer must give a blank piece of paper to each member present in person.
- 54f If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 54g If the ballot is for more than one position—  
(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;  
(b) the voter must not write the names of more candidates than the number to be elected.
- 54h Ballot papers that do not comply with subrule 54g(b) are not to be counted.
- 54i Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 54j The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 54k If the returning officer is unable to declare the result of an election under subrule 54j because 2 or more candidates received the same number of votes, the returning officer must—  
(a) conduct a further election for the position in accordance with subrules 54d to 54j to decide which of those candidates is to be elected; or  
(b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**55 TERM OF OFFICE**

- 55a Subject to subrule 55c and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 55b A committee member may be re-elected.
- 55c A general meeting of the Club may—  
(a) by special resolution remove a committee member from office; and  
(b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- 55d A member who is the subject of a proposed special resolution under subrule 55c(a) 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.
- 55e 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 at which the special resolution is to be proposed.

**56 VACATION OF OFFICE**

- 56a A committee member may resign from the Committee by written notice addressed to the Committee.
- 56b A person ceases to be a committee member if he or she—  
(a) ceases to be a member of the Club; or  
(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or  
(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

**57 FILLING CASUAL VACANCIES**

- 57a The Committee may appoint an eligible member of the Club to fill a position on the Committee that—  
(a) has become vacant under rule 56; or  
(b) was not filled by election at the last annual general meeting.
- 57b If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

57c Rule 55 applies to any committee member appointed by the Committee under subrule 57a or 57b.

57d The Committee may continue to act despite any vacancy in its membership.

## **DIVISION 4 – MEETINGS OF COMMITTEE**

### **58 MEETINGS OF COMMITTEE**

58a The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.

58b The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

58c Special committee meetings may be convened by the President or by any 4 members of the Committee.

### **59 NOTICE OF MEETINGS**

59a Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

59b Notice may be given of more than one committee meeting at the same time.

59c The notice must state the date, time and place of the meeting.

59d If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

59e The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **60 URGENT MEETINGS**

60a In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

60b Any resolution made at the meeting must be passed by an absolute majority of the Committee.

60c The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **61 PROCEDURE AND ORDER OF BUSINESS**

61a The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

61b The order of business may be determined by the members present at the meeting.

### **62 USE OF TECHNOLOGY**

62a A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

62b For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule 62a is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**63 QUORUM**

- 63a No business may be conducted at a Committee meeting unless a quorum is present.
- 63b The quorum for a committee meeting is the presence (in person or as allowed under rule 62) is when there is the greater of:  
(a) any 4 members of the committee; or  
(b) a majority of the committee members.
- Example**  
If the total committee has 8 members, then the quorum is 5 [as per part b]. However, if the committee has only 5 members, then the quorum is 4 [as per part a].
- 63c If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting -  
(a) in the case of a special meeting - the meeting lapses;  
(b) in any other case - the meeting is adjourned to the next committee meeting.

**64 VOTING**

- 64a On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 64b A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 64c Subrule 64b does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 64d If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 64e Voting by proxy is not permitted.

**65 CONFLICT OF INTEREST**

- 65a A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 65b The member—  
(a) must not be present while the matter is being considered at the meeting; and  
(b) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 65c This rule does not apply to a material personal interest—  
(a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or  
(b) that the member has in common with all, or a substantial proportion of, the members of the Club.

**66 MINUTES OF MEETINGS**

- 66a The Committee must ensure that minutes are taken and kept of each committee meeting.
- 66b The minutes must record the following—  
(a) the names of the members in attendance at the meeting;  
(b) the business considered at the meeting;  
(c) any resolution on which a vote is taken and the result of the vote;  
(d) any material personal interest disclosed under rule 65.

**67 LEAVE OF ABSENCE**

- 67a The Committee may grant a committee member leave of absence from committee meetings.
- 67b The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 – FINANCIAL MATTERS**

### **68 SOURCES OF FUNDS**

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **69 MANAGEMENT OF FUNDS**

- 69a The Club must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 69b Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 69c The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 69d All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 69e (a) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.  
(b) Any variation in working days in subrule 69e(a) must be agreed to beforehand by the Committee.
- 69f With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **70 FINANCIAL RECORDS**

- 70a The Club must keep financial records that—  
(a) correctly record and explain its transactions, financial position and performance; and  
(b) enable financial statements to be prepared as required by the Act.
- 70b The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70c The Treasurer must keep in his or her custody, or under his or her control—  
(a) the financial records for the current financial year; and  
(b) any other financial records as authorised by the Committee.

### **71 FINANCIAL STATEMENTS**

- 71a For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 71b Without limiting subrule 71a, those requirements include—  
(a) the preparation of the financial statements;  
(b) if required, the review or auditing of the financial statements;  
(c) the certification of the financial statements by the Committee;  
(d) the submission of the financial statements to the annual general meeting of the Association;  
(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**PART 7 – GENERAL MATTERS****72 COMMON SEAL**

- 72a The Club may have a common seal.
- 72b If the Club has a common seal—
- (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

**73 REGISTERED ADDRESS**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

**74 NOTICE REQUIREMENTS**

- 74a Any notice required to be given to a member or a committee member under these Rules may be given—
- (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members;
- or
- (c) by email or facsimile transmission or other directed electronic means.
- 74b Subrule 74a does not apply to notice given under rule 60.
- 74c Any notice required to be given to the Club or the Committee may be given—
- (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Club or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Club.

**75 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 75a Members may on request inspect free of charge—
- (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule 75b, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

**Note**

See note following rule 18 for details of access to the register of members.

- 75b The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- 75c The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 75d Subject to subrule 75b, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- 75e For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;

- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

## 76 WINDING UP AND CANCELLATION

- 76a The Club may be wound up voluntarily by special resolution.
- 76b In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- 76c Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- 76d The body to which the surplus assets are to be given must be decided by special resolution.

## 77 CLUB ACTIVITIES AND TRIPS

- 77a The Committee, or its delegate, shall appoint a trip leader to each club activity or trip, other than meetings of the club as specified in Division 2 of Part 3, or Part 4.
- 77b A Trip Leader or his or her assistant(s) is empowered to take whatever measures he or she may deem necessary to secure the safety of members or the Club's interests. Any significant occurrence must be reported by the Trip Leader or his or her assistant(s) at the Committee meeting closest in point of time, following such occurrence.
- 77c No firearms shall be taken on any Club trip or function unless otherwise permitted at the Trip Leader's absolute discretion.
- 77d Any person attending at any Club trip or function and who is not currently –  
(a) a member of the Club; or  
(b) a member of a four wheel drive club affiliated with the Victorian Association of Four Wheel Drive Clubs Inc  
–  
shall apply for Trip membership of the Club.
- 77e All members of the Club or any other person attending any Club trip or function are deemed to have agreed that any action at law which may exist as a result of an Club trip or function will be brought against the Club only, and not against any of the Club's members, whether representing the Club or not, save and except for;  
(a) an action arising from a criminal act; or  
(b) an action when the member or members who would otherwise have been personally liable save for this rule have insurance cover in relation to such action, in which case any member against whom an action may be brought is liable only to the extent of such policy; or  
(c) an action arising from breach of rules 77f, or 77g.
- 77f All members shall obtain and maintain at least Third Party Property insurance or equivalent in relation to any vehicle taken by them on any Club trip or function.
- 77g Any vehicle taken by a member of the Club or any other person, on any Club trip or function must be road registered and in a roadworthy condition.

## 78 CONSERVATION

- 78a Members shall conduct themselves at all times in such a manner as to conserve fauna and flora and the natural environment, and should encourage others to do so.
- 78b Vehicles shall be restricted to travelling on defined roads and tracks where practicable.
- 78c Track clearing shall, at the discretion of the Trip Leader, be confined to the removal of any obstacle upon the track for a width such that vehicular traffic flow is not impeded or caused to unnecessarily deviate from the track.

- 78d (a) Members taking animals on Club events shall maintain proper control over them at all times.  
 (b) The Trip Leader has the right to have the member or owner remove any animal he or she deems to be a nuisance from the vicinity of other members, either temporarily or for the remainder of the trip,  
 (c) The Committee reserves the right to have the member or owner remove any animal it deems to be a nuisance from the vicinity of other members on all future occasions.

## 79 BY-LAWS

- 79a The Committee may establish By-Laws to further the good governance of the Club and its activities.
- 79b All members of the Club are required to comply with all By-Laws of the Club.
- 79c A motion at a committee meeting relating to the adoption, amendment or abolition of a by-law requires a two-third absolute majority of the Committee to vote in favour of the motion for the motion to be carried.
- 79d A By-Law may be amended or abolished by the members of the Club by the passing of a special resolution in accordance with Rule 39.
- 79e All By-Laws are subservient to the Act and to the Club's Rules

## 80 ALTERATION OF RULES

These Rules may only be altered by special resolution of a general meeting of the Club.

**Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

## CHANGE HISTORY

Date	Rule	Description of Change
21/5/2013	Entire constitution	Special resolution passed unanimously by members to adopt the new constitution
8/7/2013	Entire constitution	Approval of new constitution by Consumer Affairs Victoria