

**FSR ASSOCIATION OF AUSTRALIA INC**

**RULES OF THE ASSOCIATION (CONSTITUTION)**

**Effective from 1<sup>st</sup> July 2020**

**Table of Contents**

Definitions and Interpretations: ..... 4

1 NAME ..... 5

2 STATEMENT OF PURPOSE, OBJECT and POWERS ..... 5

    2.1 The objects ..... 5

    2.2 Powers ..... 6

3 MEMBERSHIP ..... 6

    3.1 Admission to Membership ..... 6

    3.2 Membership period ..... 6

    3.3 Types of membership: ..... 6

    3.4 Stakeholder membership ..... 7

    3.5 Life Membership ..... 8

    3.6 General membership ..... 8

    3.7 Special stakeholder membership ..... 8

    3.8 Suspension of Membership ..... 9

    3.9 Cessation of Membership ..... 9

    3.10 Ex member of the Association ..... 9

    3.11 Debts ..... 9

    3.12 Using the Associations name ..... 10

    3.13 Membership transfer ..... 10

4 REGISTER OF MEMBERS ..... 10

    4.1 Register ..... 10

5 SUBSCRIPTION & FEES ..... 10

    5.1 Fees ..... 10

    5.2 Payable by ..... 10

    5.3 Unpaid membership fees ..... 11

    5.4 Membership for F1000 cars ..... 11

    5.5 Membership applications ..... 11

6 ASSOCIATION OFFICERS and COMMITTEE MEMBERS and PROCEDURES OF THE  
COMMITTEE ..... 11

    6.1 Affairs of the Association ..... 11

    6.2 Co-Opt powers of the committee ..... 12

    6.3 Obligations of the Committee, ..... 12

|      |  |    |
|------|--|----|
| 6.4  | Commercial or financial interest.....                              | 12 |
| 6.5  | Qualifications of Committee members, .....                         | 12 |
| 6.6  | Role of the President.....   | 12 |
| 6.7  | Role of the Technical Director.....                                | 13 |
| 6.8  | Election of Officers of the association and committee members..... | 13 |
| 6.9  | The Terms of Office of members of the committee.....               | 14 |
| 6.10 | Retirement of the Committee. ....                                  | 14 |
| 6.11 | Vacant positions of office.....                                    | 15 |
| 6.12 | Quorum at meetings of the committee. ....                          | 15 |
| 6.13 | Procedure at meetings of the committee. ....                       | 16 |
| 6.14 | Voting at Committee Meetings .....                                 | 18 |
| 6.15 | Payment to a member of the committee .....                         | 18 |
| 7    | GENERAL MEETINGS .....   | 18 |
| 7.1  | Quorum .....   | 18 |
| 7.2  | AGM business.....  | 18 |
| 7.3  | Chairman AGM and EGM.....  | 19 |
| 7.4  | Voting at an AGM or EGM .....                                      | 19 |
| 7.5  | Meeting minutes.....   | 19 |
| 7.6  | Proxy voting.....  | 19 |
| 8    | MEMBERS TO RECEIVE NOTICE OF MEETINGS.....                         | 20 |
| 8.1  | Right to receive notice .....                                      | 20 |
| 8.2  | Special business .....   | 20 |
| 8.3  | Receive notice .....   | 20 |
| 8.4  | Receive notice .....   | 20 |
| 8.5  | Receive notice .....   | 20 |
| 9    | ISSUING A NOTICES OF MEETINGS .....                                | 20 |
| 9.1  | Notice of AGM .....  | 20 |
| 9.2  | Notice of EGM.....   | 20 |
| 9.3  | Notice of Committee Meeting.....                                   | 20 |
| 10   | MEMBERS REQUEST OF AN EXTRAORDINARY GENERAL MEETING (EGM).....     | 21 |
| 10.1 | EGM Request .....  | 21 |
| 11   | SCHEDULE OF MEETINGS .....   | 21 |
| 11.1 | AGM.....   | 21 |
| 11.2 | EGM .....  | 21 |
| 11.3 | Adjournment of meeting .....                                       | 21 |
| 11.4 | Committee meetings frequency .....                                 | 21 |
| 12   | FUNDS OF THE ASSOCIATION.....                                      | 22 |
| 12.1 | Account .....  | 22 |
| 12.2 | Withdrawals.....   | 22 |

|        |  |    |
|--------|--|----|
| 12.3   | Records .....  | 22 |
| 12.4   | Transactions.....  | 22 |
| 12.5   | Payments .....   | 22 |
| 12.6   | In cases of urgency, .....   | 22 |
| 12.7   | Appointment of an accountant and auditor .....                                       | 22 |
| 13     | FINANCIAL YEAR.....  | 22 |
| 13.1   | Financial year .....   | 22 |
| 14     | CONSTITUTION AMENDMENT .....   | 23 |
| 14.1   | Amendments.....  | 23 |
| 15     | COMMON SEAL.....   | 23 |
| 15.1   | Use of .....   | 23 |
| 16     | CUSTODY OF BOOKS AND SECURITIES OF THE ASSOCIATION .....                             | 23 |
| 16.1   | Compliance part 5 of the Act .....   | 23 |
| 16.2   | Compliance part 4 of the Act .....   | 24 |
| 17     | INSPECTION OF RECORDS AND DOCUMENTS BY ASSOCIATION MEMBERS .....                     | 25 |
| 17.1   | By request.....  | 25 |
| 17.2   | By Inspection.....   | 25 |
| 17.3   | Purpose .....  | 25 |
| 17.4   | Reasonable charge.....   | 25 |
| 17.5   | Disclose .....   | 25 |
| 17.5.1 | that is directly related to the affairs of the Association administration : or ..... | 25 |
| 18     | DISCIPLINE OF MEMBERS AND DISPUTE RESOLUTION .....                                   | 25 |
| 18.1   | Expulsion.....   | 26 |
| 18.2   | Upon suspension or expulsion.....  | 26 |
| 18.3   | Procedure for resolving disputed by committee.....                                   | 26 |
| 18.4   | Procedure for resolving disputes by mediation. ....                                  | 27 |
| 19     | CONTRACTS .....  | 27 |
| 19.1   | Manner of Contacts .....   | 27 |
| 20     | ASSOCIATION BADGES.....  | 28 |
| 20.1   | Ownership .....  | 28 |
| 21     | DISSOLUTION OF ASSOCIATION .....   | 28 |
| 21.1   | By resolution .....  | 28 |
| 21.2   | Transfer of property.....  | 28 |
|        | APPOINTMENT OF PROXY FORM .....  | 29 |

## Definitions and Interpretations:

In this constitution, unless contrary intention appears:

‘**Act**’ means the *Associated Incorporations Act 2015* (WA).

‘**Association**’ means the FSR Association of Australia Inc.

‘**Association Year**’ unless otherwise specified by the committee, means the period from the 1 day of January until the 31 day of December in the same year. This will be the “financial year” for the purposes of the Act.

‘**AGM**’ Annual General Meeting

‘**Books**’ includes the following

- a) A register
- b) Financial records, financial statements, financial reports as each of those terms defined in the Act,
- c) A document
- d) Any other record of information.

‘**Casual Vacancy**’ a casual vacancy exists on the committee if the position:

- a) Has become vacant under rule 6.11.1
- b) Was not filled by election at the most recent annual general meeting.

‘**Committee**’ means the committee formed under clause 6.1

‘**Commissioner**’ means the Commissioner appointed to administer the act.

‘**EGM**’ Extraordinary General Meeting

‘**Life Member**’ means a Member approved by the Committee as Life Member under rule 3.5

‘**Log book**’ refers to a vehicle logbook issued by Motorsport Australia.

‘**Member**’ means an individual who becomes a member under clause 3.

‘**Motorsport Australia**’ means the Confederation of Australian Motor Sport Ltd (ABN 55 069 045 665).

‘**Motorsport Australia Manual**’ means the Motorsport Australia Manual of Motor Sport (56<sup>th</sup> Edition) published by Motorsport Australia, as amended from time to time.

‘**Notice**’ means any document or notification issued or published in accordance with these rules and forwarded to the last know email address of the intended recipient by email.

‘**Officer**’ means a member of the management committee of the FSR Association of Australia Incorporated, appointed pursuant to the terms of the Constitution.

‘**President**’ means the committee member performing the duties in accordance with rule 6.6

‘**Property**’ means any legal or equitable estate or interest in, or claim to, real or personal property of any description, whether present or future and whether vested or contingent, and includes

- a) A thing in action and
- b) Money

‘**Rules**’ means the rules of the Association as defined in the Act.

**‘Stakeholder Member’** means a Member approved by the Committee as a Stakeholder Member under clause 3.

**‘Special Resolution’** means a resolution declared as a special resolution by the presiding Chairperson at a particular meeting of which due notice of the proposed special resolution has been given and at which not less than 75% of the members present and entitled to vote, vote in person and in favour of the resolution, and in all other respects means a resolution passed in accordance with *Section 51* of the Act.

**‘Surplus property’** means property remaining after the satisfaction of all

- a) Debts and liabilities of the Association and
- b) The costs, charges and expenses of winding up or cancelling the incorporation of the association

**‘Voting rights’** in relation to this association means the right to vote at general meetings

**‘Written or’** means and includes printing or other means of writing representing or reproducing words in visible form.

In the rules, where necessary, the singular shall include the plural or vice-versa and the masculine gender shall include the feminine gender.

## **1 NAME**

1.1 The name of the association is **‘FSR Association of Australia Inc.’**

## **2 STATEMENT OF PURPOSE, OBJECT and POWERS**

2.1 The objects

- a) Establish an association solely to encourage, promote and advance a class of open cockpit, grass root motorsport as listed in or contemplated by the Motorsport Australia Manual that is attractive and accessible to a broad range of participants.
- b) Keep the classes running in FSR, within the financial reach of the person of moderate means without handicapping ability or compromising the integrity of cars.
- c) Cooperate with appropriate legitimate automobile racing associations in return for their observance and enforcement of the rules of the Association.
- d) The FSR Association is a Not for Profit Body. The property and income of the Association must be applied solely towards the promotion of the objects or purpose of the association and no part of that property or income maybe paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

## 2.2 Powers

- a) The Association shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the purposes of the Association within the rules of the association and the Act
- b) The committee from time to time may make and alter modify or add to regulations in respect of the whole or part of the conduct of the activity of the Association. Such regulations will be tabled at the next General Meeting of the Association or otherwise brought to the notice of the members of the Association. The President will keep records of all such regulations.
- c) Invest and deal with moneys of the Association not immediately required for the purposes of the Association under the terms of the trustees Act 1967 part III or in any other manner authorised by the rules of the association.
- d) Affiliate, co-operate, and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association.
- e) Initiate and defend any legal action or process of law arising out of or in the course of activities of the Association either on behalf of the Association or its members or to report.

## 3 MEMBERSHIP

### 3.1 Admission to Membership

Membership of the Association shall be open to all persons interested in the Association at the discretion of the Committee. Registration as a Member requires submission and acceptance of a current Association membership form and payment of a subscription pertinent at the time of application. Each Member of the Association will be issued with an electronic copy of the rules of the Association as required by *Section 36* of the Act.

### 3.2 Membership period

Membership period is by the Associations financial year rule 13.1; however, new memberships granted during the final quarter of the Associations financial year will be valid for the subsequent Associations financial year.

### 3.3 Types of membership:

- a) Stake holder membership
- b) Life membership
- c) General membership
- d) Special Stakeholder membership

3.4 Stakeholder membership.

- a) Any eligible person may apply to the Association for classification as a Stakeholder Member if that Member is,
- b) the holder of a F1000, Radical, 6SR or other approved open wheeled car log-book or,
- c) has competed as a driver in a minimum of 1(one) Motorsport Australia sanctioned FSR race event in the current membership year or the previous membership year, or
- d) Can provide registration for a Motorsport Australia sanctioned FSR race event in the same year of membership.
- e) Upon approval by the Association, that Member will be classified as a Stakeholder Member and be entitled to:
  - f) vote at a AGM or EGM
  - g) to nominate a proxy to vote on their behalf
  - h) Earn FSR championship points in any ranking system operated privately by the Association. Such a system is additional to any other championships such as may be operated by Motorsport Australia or WASCC.
  - i) Attend any general meeting of the Association.
  - j) Receive notice of any general meeting of the Association.
  - k) Be able to nominate, be nominated and be elected in accordance of the rules as a member of the FSR Association committee.
  - l) (subject to the provisions of the Act) copy or take extract but shall not remove the originals of the following documents and records:
    - a. a register of the members and Email contact details
    - b. rules of the Association
    - c. the names and contact details of the persons who hold offices of the Association provided by the rules, including all offices held by the persons who constitute the committee.

- d. the names and contact details of any persons who are appointed or act as trustees on behalf of the Association.
- e. view a copy of the minutes of committee meetings subject to 7 days' notice.
- f. view a copy of the financial reports and securities of the Association subject to 7 days' notice

### 3.5 Life Membership.

- a) A Member may apply to the Committee (or be nominated by a Committee Member) for classification as a Life Member if that Member has:
  - b) made an extraordinary contribution to the Association and
  - c) been a type of Member other than a General Member of the Association for a period in excess of five years.
  - e) Upon approval by the Committee, that Member will be classified as a Life Member and be entitled to:
    - f) free membership for life or until resignation;
    - g) be elected to hold office as a committee Member with committee voting rights; and
    - h) vote at AGM or EGM subject to *Section 7* of the Act.
  - i) No more than one Life Member may be admitted in any one calendar year and no additional Life Memberships may be created if the number of existing Life Members totals greater than 10% of the overall membership at that time.

*Note: For the avoidance of doubt, a Member can be both a Stakeholder Member and a Life Member.*

### 3.6 General membership.

General membership is available to individuals not qualified for stakeholder membership. This category of membership carries no privileges of a stakeholder member, a life member or that of a special stakeholder member; general members may serve on subcommittees appointed by the committee clause 6.13.4

### 3.7 Special stakeholder membership.

The committee may from time to time, upon application and subscription, award special stakeholder membership to a person with the same privileges as stakeholder membership.



The number of special stakeholder memberships created by the committee shall not exceed 20% of the stakeholder membership at that time and shall not be valid for greater than one year without the assent of voting Members at AGM or EGM.

### 3.8 Suspension of Membership

A Member will cease to be a Member of the Association if a Member (of any class) under suspension by Motorsport Australia will be concurrently suspended by the Association for the period of the suspension action by Motorsport Australia and will also have their voting rights (if applicable) suspended during this time.

### 3.9 Cessation of Membership

- a) Any Member ceasing to be a Member of the Association for any reason whatsoever shall not be entitled to a refund of all or any portion of any monies paid to the Association, the rights of a member are not transferable and the member shall not be entitled to any rights or privileges of membership if:
  - b) that Member resigns from membership of the Association by delivering a letter or Email of resignation to the Secretary of the Association.
  - c) by failure to renew their membership or not paying their membership fees within 30 days after the date that the Association has forwarded notice to the members last known email address of notice of demand for membership subscriptions.
  - d) that Member is expelled from the Association under *Section 18* of this constitution.
  - e) upon death of that member.
  - f) convicted of an indictable offence, and the committee so decide.
  - g) under extenuating circumstances (eg: serious illness or injury) at request of the member the committee may suspend a members membership for a period of between 6 and 12 months. The member must provide a written application to the committee for consideration, stating the specific circumstances and the requested duration of the suspension.

### 3.10 Ex member of the Association.

A ex-member of the Association who's membership ceased by reason of sub rule 3.9.1 a) hereof, and no other, shall have the right to make application to re-join the Association within the same Association year and if accepted the joining fee will be waived.

### 3.11 Debts

The Association shall not be liable for any debts contracted by its officers or Members unless authorised by due process in Committee.

3.12 Using the Associations name

A Member of the Association shall not use the name of the Association;

- a) in any advertisement or business announcement save with the written authority of the committee, or
- b) as an address for the purpose of identification in any legal proceedings save where the Association is cited as the plaintiff or defendant, or
- c) in any social media save with the written authority of the committee.

3.13 Membership transfer.

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

**4 REGISTER OF MEMBERS**

4.1 Register

The President, or another person authorised by the committee, is responsible for maintaining the register of members and record in that register any change in the membership of the Association in line with *Section 53* of the Act

- a) The register shall include each members name and category of membership, also a residential, postal or email address.
- b) The register shall be kept electronically on the FSR data base. A back up copy of the register will be kept by the president.

**5 SUBSCRIPTION & FEES**

5.1 Fees

The annual membership subscription (if any) or any fees or other levies payable by members of the Association and the time for and manner of the payment shall be as determined by member resolution at the annual general meeting (AGM) of the Association.

5.2 Payable by

The annual subscriptions shall be payable on or before the first day of January in each year.

5.3 Unpaid membership fees.

Any Member whose annual subscription is unpaid will no longer enjoy the entitlements of membership.

5.4 Membership for F1000 cars

Any stakeholder member who races in one (1) sanctioned Motorsport Australia FSR race event in a F1000 log booked car shall have 35% of their membership fee paid to the Aus F1000 Association of Australia Inc. to become a member of that association under FSR rules.

5.5 Membership applications

5.5.1 All membership applications shall submit a completed application form and pay to the Treasurer of the Association such sum by way of a subscription. the Treasurer shall:

- a) be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and must issue receipts for those moneys in the name of the Association.
- b) pay all moneys referred to in paragraph 12.1 into such account or accounts of the Association as the Committee may from time to time direct.

**6 ASSOCIATION OFFICERS and COMMITTEE MEMBERS and PROCEDURES OF THE COMMITTEE.**

6.1 Affairs of the Association

The affairs of the Association shall be managed by a committee consisting of stakeholder and special stakeholder members.

Officers and committee members of the FSR association shall consist of:

- a) President,
- b) Vice president
- c) Secretary
- d) Treasurer
- e) Technical Director (State Technical Representative and Eligibility Adviser)
- f) appointed Committee Members, or such officers as may be determined from time to time by the membership at an Annual General Meeting (AGM).

g) not less than four (4) and no more than eight (8) committee members inclusive of the president.

6.2 Co-Opt powers of the committee

6.2.1 The committee shall have the power to co-opt from time to time for such period but not past, the subsequent annual general meeting, for such purpose as it sees fit a clerk or subject matter expert who shall have no voting rights at committee meetings.

6.3 Obligations of the Committee,  
Committee members are:

- a) required to act honestly and with reasonable diligence in the discharge of their duties,
- b) prohibited from making improper use of their position to gain directly or indirectly an advantage for themselves or any other person,
- c) not to cause detriment to the association,

6.4 Commercial or financial interest

Any Member of the Committee having any commercial or financial interest of a personally beneficial nature in any matter considered by the Committee shall declare their interest and abstain from taking part in the discussion and from voting on any resolution on the matter.

6.5 Qualifications of Committee members,

6.5.1 Association members may stand for committee positions unless they:

- a) are an undischarged bankrupt or whose affairs are under insolvency law.
- b) have been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; (which term shall not include convictions under the provisions of the traffic act).
- c) have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties under new law.

6.5.2 Rule 6.5 applies to a person referred to in subrule 6.5.1(a) in relation to that persons conviction of an offence, that person cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.

6.6 Role of the President.

The President shall:

- a) represent the association in a ceremonial and honorary role as and when reasonably required by the committee.
- b) in all other respects other than subrule 6.6 a) the president shall be an ordinary committee member participating equally with other committee members in the management of the Association.

6.6.1 Any stakeholder or special member may stand for president.

6.6.2 The President shall be elected for a term of two (2) years and on completion of the term be eligible to stand for a further term. No President can retain office for more than three (3) consecutive terms (ie 6 years).

6.6.3 The President and in his absence the Vice-President, shall take the chair at all meetings of the Committee and in the absence of both such persons the members present may elect their own chairman. The Chairman shall have a deliberative role and also a casting vote.

## 6.7 Role of the Technical Director

The Technical Director shall:

- a) chair the meetings of any appointed Technical Panel (as may be appointed from time to time by the Committee). In addition to advising the Committee on technical matters, the Technical Director will advise Members regarding eligibility and Motorsport Australia Officials regarding scrutineering to ensure that all FSR cars comply with the rules set down by Motorsport Australia and the Association.
- b) be appointed by the Committee. The Technical Director may be an advisor to the Committee and / or be a Committee Member with associated committee voting rights.

## 6.8 Election of Officers of the association and committee members.

6.8.1 With notice convening the AGM the Secretary shall send to all Members a paper (via email) for nomination for the office bearers. Members desiring to make nominations for one or more of the positions shall return the paper with nominations to the Secretary not later than seven (7) clear days before the AGM after which time no nominations will be received.

6.8.2 Nominations shall be signed by Members proposing and the candidate shall sign acceptance of such nomination.

6.8.3 Each candidate must be either a Stakeholder Member or Life Member at the date of the AGM.

6.8.4 If there are more vacancies than nominations to be filled, Members nominated shall be deemed to be elected.

- 6.8.5 If nominations number more than vacancies, an election by secret ballot shall be held, upto two (2) persons shall be appointed as reserves and shall replace in order of their appointment a committee member during the term up to the next annual general meeting in the event that a sitting committee member is unwilling or unable to act in the role.
  - 6.8.6 If insufficient nominations are received to fill the vacancies then nominations shall be taken at the AGM or EGM called specifically for the election of office bearers.
  - 6.8.7 A Member may be elected to more than one position as an Officer but the holding of more than one office will not entitle any person to more than one vote at Committee Meetings. Although a person may hold multiple titles, the number of persons on committee shall be not less than four (4). Any shortfall will be made good by the establishment of an appropriate number of committee positions.
  - 6.8.8 The appointment of officers shall not take effect until the conclusion of the AGM at which they are elected.
- 6.9 The Terms of Office of members of the committee.
- 6.9.1 With the exception of the Technical Director, the officers of the Committee shall be elected at the Annual General Meeting (AGM) and shall hold office until the subsequent AGM when each but the President shall retire but shall be eligible for re-election.
  - 6.9.2 The President shall be elected for a period of two (2) years and on completion of the term be eligible to stand for a further term. No President can retain office for more than three (3) consecutive terms (ie 6 years).
  - 6.9.3 The Vice-President will hold office for twelve months and will immediately assume the office of President should the incumbent die or resign. The Vice-President will then hold the office of President for the remaining term of that office.
- 6.10 Retirement of the Committee.
- 6.10.1 At each Annual General Meeting the committee members with exception of the president will retire. The president will hold office in accordance with sub rule 6.7.2
  - 6.10.2 Each member shall be deemed to have retired before the annual general meeting for the purpose of re-election but for all other purposes shall be deemed to hold office until the close of the annual general meeting or until the new candidates are declared elected, whichever is the later.
  - 6.10.3 If a resolution of no confidence is passed at any AGM or EGM by a majority of 75% of the Members voting obliging the Committee to resign summoned to consider such resolution the Committee shall thereupon be deemed to have tendered resignations and a new Committee to be elected by an Extraordinary Election to be declared at a General Meeting on a day to be determined forthwith by the Meeting which shall appoint a

Returning Officer and two Scrutineers who shall not be elected officers nor paid servants of the Association.

6.11 Vacant positions of office

- 6.11.1 Any Officer of the Association may resign by tendering their resignation to the Committee or:
- a) any Member of the Committee, Panel or Sub-Committee who fails to attend three consecutive meetings of which the person has been given notice from which that Member serves, and without having notified the committee of the absence, except through illness or granted leave of absence, shall automatically be deemed to have resigned from that body.
  - b) a committee member(s) who become permanently unable to act as a committee member because of a mental or physical disability.
  - c) a committee member who during the term of office becomes non-compliant with rule 6.3 or rule 18.1.
  - d) a committee members who during the term of office becomes compliant with rule 6.5.1
- 6.11.2 Should the President retire during the term of his office then the office shall be automatically filled by the Vice-President.
- 6.11.3 In the event of all Members of the Committee desiring to resign an Extraordinary Election of a new Committee shall be conducted in accordance with this Constitution at AGM or EGM subject to timing practicality.
- 6.11.4 The Members may at any AGM or EGM by a majority of 75% of the Members voting remove any officer before expiration of their period of office by resolution of which notice has been given and may proceed to appoint another Member in their stead, such appointee to hold office until the next AGM.
- 6.11.5 Any other vacancy in the position of officers shall be deemed a 'casual vacancy' and be filled by the Committee, any Member so appointed shall retain office only until the next AGM but shall be eligible for re-election.

6.12 Quorum at meetings of the committee.

- 6.12.1 No business is to be conducted at a committee meeting unless a quorum is present
- 6.12.2 Fifty percent (50%) of the elected committee to be present and entitled to vote shall form a quorum of the Committee.
- 6.12.3 If at any meeting there be no quorum within one hour of the time appointed for the meeting to commence, the meeting shall lapse.

6.12.4 If a quorum of the Committee fails to attend two consecutive meetings summoned in writing on seven days' notice the Secretary shall assume all the Members of the Committee wish to resign and forthwith proceed as directed by this Constitution.

6.13 Procedure at meetings of the committee.

6.13.1 The Committee shall conduct, control and manage all the affairs and undertakings of the Association provided however, that except in the case of extreme urgency, the Committee shall not take any action contrary to the resolutions made by the Membership at AGM or EGM.

6.13.2 The Committee shall hold committee meetings bi-monthly and as necessary. Any two Members of the Committee shall have the power to instruct the Secretary to call a meeting of the Committee.

6.13.3 The Committee may enact rules or by-laws relating to the operations of the association, provided that they are not inconsistent with this constitution. The rules and by-laws shall be binding on all Members.

6.13.4 The Committee shall have power to appoint sub-committees and panels and delegate them such power as though fit in the terms of reference. Such bodies shall report to the Committee and their decisions shall be subject to confirmation except when given power to act. They shall appoint their own Chairman who shall be a temporary ex-officio Member of the Committee. Appointees may include persons who are not Members of the Committee or of the Association. A quorum for a sub-committee or panel shall consist of two thirds of the total membership of that sub-committee or panel.

6.13.5 If any act of a Member of the Committee becomes a matter for consideration by the Committee the Member concerned shall take no part in any discussion thereof save to state his or her position in the matter and shall not vote on any resolution concerning the same.

6.13.6 The President and in his absence the Vice-President, shall take the chair at all meetings of the Committee and in the absence of both such persons the Members present may elect their own chairman.

6.13.7 At all committee meetings the Chairman's decisions on points of order shall be final.

6.13.8 Unless the Committee by resolution otherwise determine, the procedure at all meetings of the Committee shall be governed by the rules ordinarily observed in the conduct of the meeting in Committee.

6.13.9 In case of doubt the Chairman shall give a ruling as to the procedure to be followed and such ruling shall be final.

6.13.10 A Member of the Committee having any commercial or financial interest of a personally beneficial nature in any matter considered by the Committee shall declare



their interest and abstain from taking part in the discussion and from voting on any resolution on the matter.

- 6.13.11 The president or a person authorised by the committee must record the business considered at the meeting, any resolution on which a vote was taken and the result of the vote.
- 6.13.12 The President or a person authorised by the committee shall keep or cause to keep full and correct minutes of all resolutions and proceedings of the Committee and general meetings in the electronic folder kept for this purpose, the minutes must record the following:
- a) a record of the names of committee members present at the meeting,
  - b) the names of any person attending the meeting under subrule 6.18.16
  - c) the business considered at the meeting
  - d) any motion on which a vote is taken at the meeting and the result of the vote,
- 6.13.13 The minutes of the committee meeting shall be entered into the Associations minute file within 30 days after the meeting is held.
- 6.13.14 Present the minutes of the committee meeting at the next committee meeting for review by the committee. The chairperson must ensure that the minutes at the committee meeting are reviewed and signed as correct, by:
- a) the chairperson at the meeting or,
  - b) the chairperson of the next committee meeting.
- 6.13.15 When the minutes of the committee meeting are signed as correct by the chairperson of the next committee meeting they are until the contrary is proved, evidence that:
- a) the meeting to which the committee meeting minutes relate was duly convened and held and,
  - b) the matters recorded as having taken place at the meeting took place as recorded and,
  - c) any appointment purportedly made at the meeting was validly made.
- 6.13.16 A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 6.13.17 A person invited to attend a committee meeting under rule 6.18.16:
- a) has no right to any agenda, minutes or other documents circulated at the committee meeting,
  - b) must not comment about any matter discussed at the meeting unless invited to do so by the committee

c) is not allowed to vote on any matter that is to be decided at the meeting.

#### 6.14 Voting at Committee Meetings

6.14.1 Each committee member present at a committee meeting has one (1) vote on any question arising at the meeting.

6.14.2 A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.

6.14.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

6.14.4 A vote may take place by the committee members present indicating their agreement or disagreement or by show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.

6.14.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### 6.15 Payment to a member of the committee

6.15.1 All Officers of the Association shall be honorary, provided that this clause shall not debar any officer from receiving such remuneration as may be authorised by resolution of the association by Members at an AGM for services rendered or value received.

6.15.2 The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

## 7 GENERAL MEETINGS

### 7.1 Quorum

A general Meeting Quorum is Twenty-five per cent of the total voting membership for an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM).

7.1.1 If at any AGM or EGM there be no quorum within sixty minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the Members present decide to adjourn the meeting for a period not exceeding fourteen days. If there be no quorum within sixty minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

### 7.2 AGM business

The business of the Annual General Meeting (AGM) shall be:

a) to confirm a quorum.

- b) to confirm the minutes of the previous AGM and deal with matters arising from the minutes.
- c) to receive annual reports and financial statements as per s64 and s68 of the Act
- d) present special business.
- e) to present annual trophies and awards.
- f) to elect the committee for the ensuing period until the next AGM

7.2.1 The conclusion of AGM business will cause the AGM to be closed and may be followed by a General Meeting presided over by the newly elected or incumbent President (ref 6.13.2).

### 7.3 Chairman AGM and EGM

At every AGM or EGM the President and in his absence the Vice-President shall take the chair and in the absence of both such persons the voting Members present may elect their own chairman. The Chairman shall have a deliberative role and also a casting vote.

7.3.1 At all meetings at and AGM or EGM, the Chairman's decisions on points of order shall be final.

### 7.4 Voting at an AGM or EGM

All resolutions put to the vote of the meeting at an AGM or EGM shall be decided on a show of hands by a numerical majority of the Members present in person, unless before or upon the declaration as a show of hands a poll be demanded by any three (3) Members present in person and entitled to vote and unless a poll be so demanded a declaration by the chairman that a resolution had been carried or lost shall be conclusive and an entry to that effect in the minutes of the Association shall be sufficient evidence without proof of number or proportion of the votes recorded in favour or against such resolution.

7.4.1 Any Stakeholder or Special Stakeholder Member will only be entitled to one vote, irrespective of how many Log Booked cars that Member may possess.

7.4.2 Only eligible Members shall be entitled to vote at an AGM and EGM.

7.4.3 Only individuals present at a meeting may vote.

### 7.5 Meeting minutes

The president or a person authorised by the committee must take and keep minutes of the AGM or EGM.

7.5.1 The minutes must record the business considered at the meeting, any resolution on which a vote was taken and the result of the vote.

### 7.6 Proxy voting

Any Stakeholder or Special Stakeholder Member eligible to vote at an AGM or EGM may nominate another Member as their proxy to vote on their behalf provided that the

eligible Member has completed the prescribed form of proxy at Appendix A and provided the fully completed proxy to the Secretary at least 2 business days prior to the meeting.

- 7.6.1 Proxy votes are valid for one meeting only and are non-binding on the proxy to vote as may be 'instructed'. A proxy may use their judgement based upon the proceedings of the meeting and allocate the proxy vote accordingly.

## **8 MEMBERS TO RECEIVE NOTICE OF MEETINGS**

### **8.1 Right to receive notice**

Any member or class of member of this association has the right to receive notice and to attend a general meeting (AGM and EGM), a member who has voting rights is entitled to vote on motions at a general meeting.

### **8.2 Special business**

Any member has the right and who wishes to bring forward any special business at an AGM shall give 7 days' notice thereof to the Association Secretary (via email).

### **8.3 Receive notice**

Any member or class of member of this association has the right to receive notice and to attend a general meeting which it is proposed to amend the rules of the Association. *Section 30 & 51* of the Act.

### **8.4 Receive notice**

Any member or class of member of this association has the right to receive notice and to attend a general meeting which it is proposed to voluntarily cancel the Association. *Section 51, 129 & 141* of the Act.

### **8.5 Receive notice**

Any member or class of member of this association has the right to receive notice and to attend a general meeting which it is proposed to amalgamate the Association with another group. *Section 51 & 102* of the Act.

## **9 ISSUING A NOTICES OF MEETINGS**

### **9.1 Notice of AGM**

A notice of the AGM of the Association shall be given to all members (via email) at least 21 days before such meeting.

### **9.2 Notice of EGM**

A notice of an EGM of the Association shall be given to all members (via email) at least 7 days before such meeting.

### **9.3 Notice of Committee Meeting**

A notice of a Committee meeting shall be given to all Committee members and officers of the FSR Association (via email) at least 7 days before such meeting.

## **10 MEMBERS REQUEST OF AN EXTRAORDINARY GENERAL MEETING (EGM)**

### **10.1 EGM Request**

An Extraordinary General Meeting may be called at any time by:

- a) the committee (by majority vote)
- b) a written request to the secretary of the Association by a minimum of twenty percent (20%) of members.

## **11 SCHEDULE OF MEETINGS**

### **11.1 AGM**

*Section 50* of the Act requires the Annual General Meeting (AGM) of members of the incorporated association to be held in each year at such time and place as fixed by the Committee but within six calendar months of the end of the financial year, A notice shall be given to all members (via email) before such meeting of the Location, time, date and the agenda and or motions at the AGM.

### **11.2 EGM**

Extraordinary General Meetings of members of the incorporated association shall be held within a period of 14 to 28 days of receipt of request and prepare an agenda and or motions to be voted upon based upon written stakeholder and life Member requests up until a close-off date 7 days prior to the EGM. A notice shall be given to all members (via email) before such a meeting of the Location, time and date and the agenda and or motions at the EGM. Such notice shall be deemed to have been given on the date of the sent publication.

### **11.3 Adjournment of meeting**

The Chairman may with the consent of any AGM or EGM adjourn from time to time and place to place but no business shall be transacted at any adjourned meeting other than the unfinished business of the meeting from which the adjournment was made.

### **11.4 Committee meetings frequency**

Committee meetings of Officers of the Association will be held bi-monthly. A notice shall be given to all Association Officer Members and committee members before such a meeting of the Location, time and date and the agenda and or motions at the association committee meeting. Such notice shall be deemed to have been given on the date of the sent publication.

## **12 FUNDS OF THE ASSOCIATION**

### 12.1 Account

All monies of the Association shall be paid into the accounts of the Association at such institutions as the Committee may from time to time direct.

### 12.2 Withdrawals

No monies shall be drawn from the accounts of the Association save by auditable financial instruments authorised as described in clause 12.5, 12.6.

### 12.3 Records

The account and records of the Association shall be available for inspection by Members.

### 12.4 Transactions

Financial transactions should normally be made by direct credit transfer direct from the Association bank account to the supplier of the goods and services as authorised by Committee.

### 12.5 Payments

The Treasurer is authorised to make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all the cheques are signed by himself or herself and at least one other authorised Committee Member.

### 12.6 In cases of urgency,

The President and Treasurer may agree to process an abnormal financial transaction in accordance with the purpose of the Association.

### 12.7 Appointment of an accountant and auditor

12.7.1 Where required by the Act to appoint an independent accountant with qualifications of a Chartered Accountant or Certified Practising Accountant to conduct accounting duties and report to the Committee.

12.7.2 Where required by the Act to appoint an independent auditor with qualifications of a Chartered Accountant or Certified Practising Accountant to conduct audits and report to the Committee.

## **13 FINANCIAL YEAR**

### 13.1 Financial year

The financial year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **14 CONSTITUTION AMENDMENT**

### **14.1 Amendments**

The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in part 3 Division 2 of the Act, which is as follows:

14.1.1 Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with consolidated copy of the rules of the association and a certificate signed by an Officer of the Association of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the Act.

14.1.2 An alteration of the rules of the Association having effect to change the name of the association does not take effect until the approval of the Commissioner is given to the change of name.

14.1.3 An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until approval of the Commissioner is given to the alteration of the objects or purposes.

14.1.4 This Constitution shall not be altered, varied, added to or repealed unless 75% of the Members present at a General Meeting are in favour of such resolution, provided that at least one month's notice in writing of the proposed amendment shall be given to Members in accordance with the terms of conduct of General Meetings of the constitution.

## **15 COMMON SEAL**

### **15.1 Use of**

The FSR Association does not use and is not in the possession of a common seal.

## **16 CUSTODY OF BOOKS AND SECURITIES OF THE ASSOCIATION**

### **16.1 Compliance part 5 of the Act**

The Association will comply with part 5 of the Act with respect to the accounting records of the Association by:

16.1.1 keeping such accounting records as correctly recorded and explain the financial transactions and financial position of the Association as required by the Act

16.1.2 keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be conveniently and properly audited as required by the Act.

16.1.3 submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association showing a statement of all receipts and expenditure together with a comparison of the figures produced at the previous financial year and the end of the immediately preceding financial year together as required by the Act.

16.1.4 whenever directed to do so by the chair person, the Treasurer to submit to the committee a report, balance sheet or financial statement in accordance with that direction; unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association.

16.1.5 retaining accounting records for 7 years

## 16.2 Compliance part 4 of the Act

The Association will comply with *part 4 division 5* of the Act by:

16.2.1 keeping and maintaining an up to date register of Members of the Association and their postal addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

16.2.2 requiring the register of members must be so kept and maintained at the Secretary's place of residence, or at such other place as the Members at a general meeting decide.

16.2.3 maintaining a full and correct register of minutes of all resolutions and proceedings of the Committee and General Meetings in the electronic folder kept for this purpose, together with a record of the names of Members present and voting at all such meetings.

16.2.4 retaining a copy of the minutes of each other panel or sub-committee which the Association may from time to time appoint.

16.2.5 maintaining a register of rulings and interpretations made by the Association in response to any challenge to the technical manual.

16.2.6 maintaining a register containing any by-laws and amendments thereto.

16.2.7 retaining the register of members and all meeting minutes for 7 years.

16.2.8 maintaining the archives of the Association.



## **17 INSPECTION OF RECORDS AND DOCUMENTS BY ASSOCIATION MEMBERS**

### **17.1 By request**

Upon the request of a Member of the Association, in compliance with Section 35, 53 & 58 of the Act, the Association will make all documents, rules, records of office bearers and registers of members available for the inspection of the Member and the Member may make a copy of or take an extract from the documents, records and registers but shall have no right to remove the documents, rules, records of office bearers and registers of members for that purpose. The President shall unless the Members resolve otherwise at a general meeting, having custody of all the documents, records and registers of the Association.

### **17.2 By Inspection**

A member who wishes to inspect the documents, records and registers must provide a written request giving at least 7 days' notice to the Secretary.

### **17.3 Purpose**

The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract of documents, records and registers is required and declaring that the purpose is connected with the affairs of the Association of the administration or the Act if:-

- a) a member inspecting the documents, records and registers wishes to make a copy of, or take an extract: or
- b) a member makes a written request to be provided with a copy of the documents, records and registers.

### **17.4 Reasonable charge**

In the case of subrule 17.3 (b), the committee or authorised delegate may determine a reasonable charge, which is to be paid to the Association by the member making the request, for complying with the request.

### **17.5 Disclose**

A person must not disclose information in the Register except for a purpose:

17.5.1 that is directly related to the affairs of the Association administration : or

17.5.2 that is related to the administration of the Act.

## **18 DISCIPLINE OF MEMBERS AND DISPUTE RESOLUTION**

18.1 Expulsion

The Committee may expel from the Association or otherwise suspend or caution any Member whose conduct in the opinion of the Committee is discreditable or injurious to the character or interests of the Association or adversely affecting the enjoyment of the Association by the Members thereof, provided that no action is taken unless:

- a) the Committee has enquired into the Member's conduct and the Member has been given opportunity to be heard at a meeting of the Committee, of which seven days' notice in writing specifying the purpose thereof shall be given to all the Committee members and to the Member concerned at the address shown in the Register of Members; and
- b) for disciplinary action to be taken, a majority of the committee Members must support the resolution expelling or otherwise suspending or cautioning the Member; and
- c) should the Member fail to appear at any enquiry conducted in accordance with this section of this constitution, or any adjournment thereof, the Committee may proceed in the Member's absence to conduct the said enquiry and to make its finding.

18.2 Upon suspension or expulsion

Upon suspension or expulsion of the membership of any member pursuant to rule 17.1 the committee shall give notice in writing thereof to the member concerned.

Within fourteen (14) days after the receipt of such notice the person to whom the notice was addressed may give the committee notice in writing of their intention to appeal against such determination and refer the dispute to the grievance procedure as per rule 17.3 and or 17.4.

18.3 Procedure for resolving disputed by committee.

18.3.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

18.3.2 If the dispute is not able to be resolved between the parties within 14 days either party may start the grievance procedure by giving written notice to the president of the FSR association with details of the dispute. On receipt of the details of the dispute the president of the FSR association will within 28 days convene a committee meeting to consider and determine the dispute.

18.3.3 The President must give written notice to each party 7 days prior to the committee meeting at which the dispute is to be considered. The notice is to include the location date and time of the meeting.

18.3.4 Each party or party representative is permitted to attend the meeting and give oral and or written submission to the committee,

18.3.5 Should either party give in writing to the president that the dispute not to be heard at the meeting by the committee the party can request mediation of the dispute and the committee must not determine the dispute.

18.3.6 Should each party elect for the committee to hear the dispute the committee:

- a) must give each party or party representative equal and reasonable opportunity for each party to make written and or oral submissions to the committee and
- b) give due consideration to any submissions so made and
- c) determine the dispute.

18.4 Procedure for resolving disputes by mediation.

18.4.1 If one of more parties elect for mediation the committee will appoint a mediator in agreement with all parties. Any financial cost to the mediator will be paid by the requestor or requestors of the mediator and:

18.4.2 each party to the mediation must attempt in good faith to settle the matter that is the subject of the mediation

18.4.3 the person appointed as a mediator maybe known to the committee but must have no personal interest in the matter, and have no biased towards either party.

18.4.4 each party shall give a written statement to the mediator 5 days before the mediation is scheduled to take place.

18.4.5 the mediation is confidential and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

18.4.6 the mediator cannot determine the matter that is the subject of the mediation.

18.4.7 should mediation not resolve the dispute and the dispute cannot be resolved in the association rules either party may make an application under *Section 182* of the Act to have the dispute determined by the State Administrative Tribunal to have the dispute determined.

## 19 CONTRACTS

19.1 Manner of Contacts

The manner in which contracts may be made by or on behalf of the Association in compliance with *section 15 b)* of the Act as follows:

19.1.1 A contract which if made between natural persons would be required to be in writing signed by the parties may be made on behalf of the Association in writing by any person acting under its expressed or implied authority.

19.1.2 A contract which if made by natural persons acting under the expressed or implied authority may only proceed to make a contract after resolution of the Association committee.

19.1.3 A contract may be varied or rescinded by or on behalf of the Association in the same manner as it was authorised to be made

19.1.4 All deeds and instruments executed in 19.1.1 are to be retained under rule 16.1.5

## **20 ASSOCIATION BADGES**

### **20.1 Ownership**

All association badges whether cap, lapel or pocket badges, membership cards or any other shall remain the property of the Association. A member shall become responsible for its preservation and shall not transfer it to another person. An Association Officer may demand the return of the badge from any person whom it has been legitimately issued and should such demand not be compliant with, the Association Officer may remove or otherwise take possession of the badge.

## **21 DISSOLUTION OF ASSOCIATION**

### **21.1 By special resolution**

The Association may be dissolved by special resolution at any Annual or Extraordinary General Meeting called for such purpose. *Section 24* of the Act restricts the distribution of surplus funds and property to either an Association incorporated under the above Act or for charitable purposes.

### **21.2 Transfer of property**

If upon the dissolution or winding up of the Association there remain after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.

# APPENDIX A

## APPOINTMENT OF PROXY FORM

I, \_\_\_\_\_  
*(Insert MEMBER'S name)*

of \_\_\_\_\_  
*(Insert MEMBER'S address)*

being a member of \_\_\_\_\_  
*(Insert name of INCORPORATED ASSOCIATION)*

APPOINT

\_\_\_\_\_  
*(Insert PROXY'S name)*

who also is a member of the Association, as my proxy at the general meeting (and any adjournments of the meeting/s) on:

\_\_\_\_\_  
*(Insert relevant date)*

My proxy is authorised to vote on my behalf: (Tick  only **ONE** of the following)

On all matters requiring a vote

**OR**

Only in relation to the following resolutions and/or nominations

.....  
.....  
.....  
.....  
.....

Signature: \_\_\_\_\_  
(of Member appointing Proxy)

Date: \_\_\_\_\_