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RULES

1. PRELIMINARY

1.1 Name

The name of the Club is the Classic and Custom Japanese Motorcycle club.

1.2 Objects

(a) The primary purpose of the Club is the encouragement of Motorcycling and be bound by the charter or as determined from time to time by the Committee

1.3 Definitions

The following definitions apply in these Rules.

Annual General Meeting means a meeting of the type referred to in Rule 6.1.

Appeal Sub-Committee means the Sub-Committee of that name constituted under Rule 9.2(j).

Business Day means a day which is not a Saturday, Sunday or public holiday in Melbourne.

Candidate means a person who has nominated for Membership under Rule 4.1.

Card means a Membership Card.

CEO means the Chief Executive Officer of the Club appointed by the Committee under By-Law 2(b)(i).

Class means one of the classes or sub-classes of Membership listed in Rule 3.

Club means the Classic and Custom Japanese Motorcycle Club

Country Member means the Class of Membership described in Rule 3.9(a)(i).

Committee means the Committee of the Club.

Committee Member means a member of the Committee.

Corporations Act means the *Corporations Act 2001* (Cth).

Discipline Sub-Committee means the Sub-Committee of that name constituted under Rule 9.2(b).

Fees means the fees set by the Committee and payable by Members.

Full Member means the Class of Membership described in Rule 3.1.

General Meeting means an Annual General Meeting or Special General Meeting.

Honorary Life Member means the Class of Membership described in Rule 3.6.

Interstate Member means the Class of Membership described in Rule 3.9(a)(ii).

Intermediate Member means the Class of Membership described in Rule 3.2.

Junior Member means the Class of Membership described in Rule 3.3.

Levy means a levy set by the Committee in accordance with Rule 8.2.

Member means a person who is in one of the Classes of Membership referred to in Rule 2.1(b) and **Membership** has a corresponding meaning.

Membership Application means a form obtained from the Club containing details as may be determined from time to time by the Club to be filled in by a person seeking to become a Member in accordance with these Rules.

Membership Card means the card issued to Members,

Membership Year means 1 March in one year to last day of February in the following year.

Members' Register means the register maintained under Rule 2.3.

Office Bearer means any of the President, the Vice-Presidents, or the Treasurer.

Overseas Member means the Class of Membership described in Rule 3.9(a) (iii).

Premises means, the location of the Club's administration.

Restricted Member means the Class of Membership described in Rule 3.4.

Returning Officer means a person appointed in accordance with Rule 6.6.

Rules means the rules of the Club, as set out in this document and as amended from time to time.

Special General Meeting means a meeting of the type referred to in Rule 6.1

Sub-Committee means any Sub-Committee of the Club, which consists of at least 3 Members, at least 1 of who must be Committee Members.

Subscriptions, means subscriptions set by the Committee from time to time and payable by Members.

Temporary Member means the Class of Membership described in Rule 3.8.

Waiting List means the list of Candidates maintained by the CEO or Membership secretary under Rule 4.2.

1. Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting these Rules except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:

(i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;

(ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;

(iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and

(iv) anything (including a right, obligation or concept) includes each part of it.

(b) A singular word includes the plural, and vice versa.

(c) A word which suggests one gender includes the other gender.

(d) If a word is defined, another part of speech has a corresponding meaning.

(e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

2. MEMBERSHIP

2.1 Composition of Club

(a) The Club will consist of Members.

(b) The Classes of Members are set out in Rule 3.

(c) Members must be natural persons.

2.2 Number of Members

The number of Members in each Class of Membership will be determined by the Committee from time to time.

2.3 Members' Register

(a) The Members' Register must be maintained by the CEO or Membership Secretary.

(b) A person will be entered in the Members' Register after they have paid the Fees, Subscriptions and Levies payable on their election to Membership in accordance with Rule 8.1(a).

(c) The Members' Register must contain the following information:

(i) the name, residential address and date of birth of each Member as notified to the Club from time to time;

(ii) the date on which the Member's name was entered into the Members' Register;

(iii) an index of Members' names if the Members' Register itself is not kept in a form that operates effectively as an index;

(iv) particulars of payment of the most recent Fees, Subscriptions and Levies by each Member;

(v) the number of each Member's Membership Card; and

(vi) a copy of the Member's signature.

(d) The CEO must keep the Members' Register at the Club's Premises or as determined from time to time by the Committee.

2.4 Member Vehicles permitted under historic or classic registration systems

(a) Members with vehicles issued with club permits will,

(i) have all the details provided to and by the issuing authority recorded in the Members Register

(ii) will provide to the club on re application a copy of any applications

(iii) will inform the club within 14 days of any infringements registered against the vehicles.

3. CLASSES OF MEMBERS

3.1 Full Member

(a) A Full Member is a Member who has attained the age of 18 years and holds full rights as a Member of the Club which include the right to:

(i) attend all General Meetings of the Club; and

(ii) vote at any General Meeting of the Club and participate in any ballot.

(b) The Fees, Subscriptions and Levies payable under Rule 8 on a Member becoming a Full Member are the Fees, Subscriptions and Levies payable for a Full Member less any amount on account of Fees, Subscriptions and Levies already paid in that Membership Year by that Member.

3.2 Intermediate Member

(a) An Intermediate Member is a Member who has attained the age of 16 years but is under 21 years at the beginning of the Membership Year and will be:

(i) entitled to attend General Meetings of the Club; and

(ii) entitled to vote at any General Meeting of the Club and participate in any ballot.

(b) The Fees, Subscriptions and Levies payable by an Intermediate Member on that Member attaining 18 years, are the Fees, Subscriptions and Levies payable for an Intermediate Member less any amounts on account of Fees, Subscriptions and Levies already paid in that Membership Year by that Member.

(c) On the commencement of the next Membership Year after attaining the age of 25 a Member's status as an Intermediate Member will end.

3.3 Restricted Member

- (a) The Committee may from time to time offer and elect to Restricted Membership any Candidate whose name is on the Waiting List. Any offer must be made in accordance with the order in which the names appear on the Waiting List.
- (b) Restricted Membership may be offered in sub-Classes for a Full Member, Intermediate Member or Junior Member after taking into account the geographic matters as listed in Rule 3.9. If a Restricted Member also holds Membership in one of the sub-Classes referred to in Rule 3.9, the restriction in those sub-Classes will apply to the Restricted Member along with the restrictions in Rule 3.4(c).
- (c) The following provisions apply to Restricted Members:
- (i) the Committee will determine the number of Restricted Members from time to time;
 - (ii) they are entitled to attend such General Meetings of the Club as the Committee determines; and
 - (iii) they are not entitled to vote at any General Meeting of the Club or participate in any ballot.
- (d) A Member ceases to be a Restricted Member:
- (i) on resigning or dying;
 - (ii) on being elected to Full Membership, Intermediate Membership or Junior Membership;
 - (iii) when a Candidate for election to Full Membership, Intermediate Membership or Junior Membership and the Member fails to be elected as a Full Member, Intermediate Member or Junior Member; or
 - (iv) on failing to pay all Fees, Subscriptions and Levies due and payable within 12 months of the offer of Restricted Membership being made, provided that a Candidate who has been offered a Restricted Membership prior to has 28 days to accept the offer of Restricted Membership and make payment (if required).

3.5 Honorary Life Member

- (a) The Committee may nominate a Member who in the opinion of the Committee has rendered outstanding service to the Club for Honorary Life Membership.
- (b) Notice of a nomination under Rule 3.6(a) must be given to Members at the same time and in the same manner as Members are given notices of General Meetings under Rule 6.2.
- (c) A majority of Full Members and Intermediate Members present at the Annual General Meeting may elect the nominated Member as an Honorary Life Member.
- (d) A person elected to Honorary Life Membership has all the rights and privileges as a Full Member and will not have any obligation to pay Fees, Subscriptions and Levies from the time the appointment as Honorary Life Member takes effect.
- (e) A person cannot be admitted to Membership as an Honorary Life Member unless they are admitted in accordance with this Rule 3.6.

3.6 Geographic Restrictions

- (a) A Full Member, Intermediate Member, Junior Member or Restricted Member may also be a Member in the following sub-Classes of Membership:
- (i) a person who resides in Victoria and is eligible for Membership whose usual residence is at least 150 kilometres from the GPO Melbourne or such other distance or on such other criteria as the Committee may determine from time to time (and without limiting the generality thereof may include specified postcodes) is eligible for Country Membership;
 - (ii) a person whose usual place of residence is within Australia but outside of Victoria is eligible for Interstate Membership; and
 - (iii) a person whose usual place of residence is outside of Australia is eligible for Overseas Membership.
- (b) For the purpose of this Rule 3.9:
- (i) a person's usual place of residence is outside of Victoria but within Australia if that person has continuously resided for at least 3 months outside Victoria but inside Australia and intends to reside outside Victoria but inside Australia for at least another 9 months; and
 - (ii) a person's usual place of residence is outside of Australia if that person has continuously resided for at least 3 months outside Australia and intends to reside outside Australia for at least another 9 months.
- (c) An Overseas Member:
- (i) who returns to Australia for a period not exceeding 6 consecutive weeks may apply for admission to the Members' Area upon payment of such Fees as the Committee determines from time to time; and
 - (ii) who ceases to reside permanently outside Australia must immediately notify the Club in writing of that fact and upon payment of the appropriate proportion of the Fees, Subscriptions and Levies payable for that Membership Year shall be again placed on the Members' Register within the appropriate Class.

4. NEW MEMBERS

4.1 Nomination

A person may nominate for Membership by:

- (a) completing a Membership Application.
- (b) delivering the completed Membership Application to the Club, as directed from time to time by the Club, with the applicable non-refundable nomination fee as set by the Committee from time to time.

4.2 Waiting List

- (a) On receipt of a validly completed Membership Application and correct nomination fee, the Club must record the name of the Candidate on the Waiting List in the order in which the Candidate was nominated. The Candidate's name will remain on the Waiting List until the first to occur of the following:
- (i) the Candidate is offered Restricted Membership;
 - (ii) the Candidate dies;
 - (iii) 1 month after the Candidate notifies the CEO in writing that the Candidate desires their name to be removed from the Waiting List; or
 - (iv) if Rule 4.2(b) applies.
- (b) The CEO must maintain the Waiting List.

4.3 Election of Candidate

A Candidate for Full Membership is elected by the Committee in accordance with the following procedure:

- (a) When the Committee is of the view that such further Members should be elected, the Committee must:
- (i) at least 10 Business Days prior to the Committee Meeting at which it is proposed to elect Members place a notice on the web page setting out:
- (b) that it is intending to have a Committee Meeting to elect new Members and the time and the place for that meeting; and
- (c) the names and addresses of the Candidates to be submitted for election. The names set out in the notice must be taken from the Waiting List in the order in which they appear, unless the Committee is satisfied that a particular Candidate has rendered some outstanding service to the Club.
- (ii) notice of the meeting must be placed on the web page
- (a) At the Committee Meeting, the Committee may elect Candidates set out in the notice referred to in Rule 4.3(a)(i) so long that the Committee takes into account any objection to a Candidate. The CEO or CEO's delegate must record the number of Committee Members voting for and against each Candidate.

- (b) A Full Member or Intermediate Member may object to election of a Candidate through the following procedure:
 - (i) on request, the Member must be provided with a list of Candidates by the CEO or CEO's delegate; and
 - (ii) by striking out the name of any Candidate to whose election that Full Member objects and placing that list in a box which must be provided by the Committee.
- (c) In determining whether to elect a Candidate to Membership the Committee must take notice of any objections received by the CEO no less than 2 Business Days prior to the Committee meeting.
- (d) The Club, its Office Bearers or any employees of the Club must not make any record of or name the Full Member or Intermediate Member objecting to a Candidate's Membership.

B Intermediate membership is conducted by acceptance of one executive members and payment of application and fees.

4.4 Notification

On a person being elected to the Membership, the CEO or the CEO's delegate must notify that person in writing of the person's election and provide details of the Fees, Subscriptions and Levies payable by that person at the last known address.

4.5 Change of residence

- (a) Members must provide the CEO or Membership Secretary with prompt written notice of a change in the Member's usual place of residence.
- (b) If a Member whose usual place of residence changes so that after the change the Member would be entitled to a different Class of Membership, the CEO or the CEO's delegate may in their absolute discretion:
 - (i) provide notice of this to the Member;
 - (ii) transfer the Member to a new Class of Membership in accordance with the Member's change of residence; or
 - (iii) give the Member the option of transferring to a new Class of Membership in accordance with the Member's change of residence.
- (c) If a Member's Class of Membership changes under Rule 4.5(b) then that change in Class of Membership is effective from the first day of the next Membership Year, and the Member must pay the Fees, Subscriptions and Levies applicable to the Member's new Class of Membership from the day the change in Membership is effective. In the year a Member's Class of Membership changes the Member shall not be entitled to any refund of Fees, Subscriptions and Levies.

5. GENERAL RIGHTS OF MEMBERS

5.1 Member's Membership Card

- (a) Each Member who has paid all Fees, Subscriptions and Levies as and when they fall due is entitled to a Membership Card.
- (b) The Membership Card will record such details and matters as determined by the Committee from time to time.
- (c) Membership Cards are personal to the Member to whom they are issued. Membership Cards are not transferable and may not be used other than by the Member to whom they are issued.

5.2 Misuse of Member's Membership Card

- (a) A Member must:
 - (i) not allow any other person to use that Member's Membership Card for any purpose;
 - (ii) take all reasonable precautions to ensure no other person uses that Member's Membership Card; and

5.3 Rights are personal

The rights of each Member are personal to that Member and are unable to be transferred to another person.

5.4 Production of Membership Card and verification of identity

- (a) A Member must, on request of a person duly authorised by the Committee or CEO, produce the Member's Membership Card for inspection by that person at any time while at club events

5.6 Charges for some functions

- (a) The Committee may set a charge for entry into events/gatherings
- (b) The Committee must provide notice to the Membership of any charge for entry set under Rule 5.6(a).

5.7 Regulation of entry

Notwithstanding anything in these Rules the Committee may give such directions as it sees fit regarding the entry of persons to the whole or any part events or gatherings.

6. MEETINGS OF MEMBERS

6.1 General Meeting

- (a) The Annual General Meeting must be held on a day prior to 30th November of each year at such time and place as the Committee may determine.
- (b) The quorum for a General Meeting is 10 Members who are entitled to vote.
- (c) If a quorum is not achieved, the General Meeting will be adjourned until to a time and place decided on by the Committee which is to be notified by notice on the web site
- (d) The President will be Chairperson of a General Meeting. In the President's absence the Office Bearer with the greatest length of tenure on the Committee who is present at the General Meeting will be Chairperson of the General Meeting. In the absence of the President and all Office Bearers, the Committee Member with the greatest length of tenure who is present at the General Meeting will be Chairperson of the General Meeting. The Chairperson will have a deliberative and a separate casting vote.
- (e) A Member who is entitled to vote who wishes to propose a motion at the Annual General Meeting must give written notice of the motion to the CEO no later than 28 days prior to the meeting.
- (f) The Committee will decide if a motion proposed under Rule 6.1(e) is a matter for proper consideration of the Members. If the Committee is of the opinion that the motion proposed under Rule 6.1(e) is a matter for proper consideration of the Members then the motion will be considered at the General Meeting.
- (g) The purpose of the Annual General Meeting is:
 - (i) to receive reports and audited financial statements from the Committee in respect of the immediately preceding financial year;
 - (ii) to elect:
 - (A) Office Bearers and Committee Members in accordance with Rule 10; and
 - (B) the Club's auditor to audit the Club's financial records and to obtain an auditors report provided always a person is not eligible for appointment as auditor if that person is an Office Bearer or Committee Member; and
 - (iii) to consider any other business of which notice has been given in accordance with Rule 6.2.
- (h) The Committee may call a Special General Meeting of the Club whenever they have any matter under consideration on which they wish to obtain or must obtain the opinion of Members.
 - (i) On receiving a written request signed by not less than 60% of Members who are entitled to vote and setting out the object of a proposed Special General Meeting, the CEO must call a Special General Meeting. The written request must contain the following details:

- (i) the signatures of such Members together with their Membership Card numbers; and
 - (ii) the details set out in Rule 6.1(j)(i) and Rule 6.1(j)(ii).
- (j) If a Special General Meeting is called under either Rule 6.1(h) or Rule 6.1(i) the CEO must give a notice to all Members who are entitled to vote and attend General Meetings setting out:
- (i) the object of the proposed Special General Meeting; and
 - (ii) the intended motion to be presented at the Special General Meeting for consideration.

6.2 Notice of General Meeting

The CEO or CEO's delegate must, no later than 5 Business Days before the date of a General Meeting:

- (a) place a notice to all Members detailing the terms of any proposed Motions on the web site;
- (b) if the General Meeting is an Annual General Meeting, provide, or give notice, to each Member of a concise report of the reports prepared under Rule 13 in a form which comply with section 314(2) of the Corporations Act, as if the Club was an entity to which section 314(1) of the Corporations Act applied, by either:
 - (i) providing as a hard copy or electronic copy, as elected by the relevant Member; or
 - (ii) if the relevant member has not elected to receive the report, providing a notice to the Member that the report is available at a specified web address.

6.3 Chairperson's powers

The Chairperson at a General Meeting has:

- (a) a deliberative and separate casting vote; and
- (b) all necessary powers to conduct the General Meeting in the manner the Chairperson deems fit.

6.4 Voting at General Meetings

(a) Voting on motions at General Meetings must be by show of hands, unless Rule 6.4(b) or Rule 6.4(c) applies.

(b) If at least 10 Members who are entitled to vote request a division, the Chairperson must order that a division be held, in such manner as the Chairperson may direct.

(c) If the motion is a motion to amend the Rules under Rule 15 or a motion to approve an increase in Fees, Subscriptions and Levies required under Rule 8.2(c)(ii), and 30 Members who are entitled to vote require a ballot to be conducted, then a ballot must be conducted in accordance with Rule 6.6(a) in respect of that motion.

6.5 Passing Motions at General Meetings

A motion at a General Meeting will be passed if a majority of Members who are entitled to vote present in the General Meeting vote in favour of the motion unless one of the following Rules apply:

- (a) if the motion is to amend the Rules, the procedures in Rule 15 have been complied with;
- (b) if the motion is to change the name of the Club, 75% or more of the Members who are entitled to vote have voted in favour of the motion in a ballot conducted in accordance with Rule 6.6; or
- (c) if the motion is to dissolve the Club, 75% or more of the Members who are entitled to vote have voted in favour of the motion in a ballot conducted in accordance with Rule 6.6.

6.6 Ballots

(a) If a ballot is called in accordance with Rule 6.4(c), Rule 6.5(b), Rule 6.5(c) or Rule 15.1(b)(ii) the procedure set out in this Rule 6.6 will apply.

(b) The Committee will choose a closing date and time for the ballot, being:

- (i) a date and time no later than one month after the General Meeting; and
- (ii) which is on a Business Day and between the hours of 9.00 am and 5.00 pm.

(c) The Committee must appoint a Returning Officer to conduct the ballot under this Rule 6.6. The Returning Officer may be any person, whether or not a Member.

(d) The Returning Officer must conduct a ballot before the closing date and time notified under Rule 6.6(b).

(e) The CEO or CEO's delegate must forward by post to each Member entitled to vote, an envelope enclosing:

- (i) the ballot paper setting out the motions required to be submitted for voting by ballot under Rule 6.4(c), Rule 6.5(b) or Rule 6.5(c) and details of the place the ballot is to be conducted and time and date when the ballot opens and closes;
- (ii) clear instructions for validly completing the ballot paper and if deemed necessary by the Committee, an explanatory note on the proposed motions;

- (iii) a ballot envelope into which the Member is to place the ballot paper; and

- (iv) an envelope addressed to the Returning Officer at the Club into which the ballot envelope enclosing the ballot paper is to be placed.

(f) The ballot paper issued under Rule 6.6(e)(i) must clearly set out a space for the Member to vote for or against each motion and where and how Members may vote in the ballot.

(g) To vote in the ballot a Member who is entitled to vote may, after properly completing the ballot paper including signing the envelope addressed to the Returning Officer containing the ballot paper and providing the Member's Membership Card number:

- (i) return the envelope addressed to the Returning Officer containing the ballot envelope provided under Rule 6.6(e)(iii) before the ballot closes; or

- (ii) deposit the envelope addressed to the Returning Officer which contains the ballot envelope in the ballot box located at the Premises before the time notified under Rule 6.6(e)(i).

(h) The Returning Officer must open all envelopes received under Rule 6.6(g)(i) prior to the closing time and date notified under Rule 6.6(b) and place the ballot paper in the ballot box.

- (i) The Returning Officer must count the votes in the ballot box at the conclusion of the ballot and then certify to the CEO the results of the ballot.

- (j) Subject to Rule 6.5, a motion will be passed by ballot if a majority of votes cast is in favour of the motion.

7. DUTIES OF MEMBERS

7.1 Canvassing Members

A Member must not, without the prior written consent of the CEO:

- (a) contact in writing or electronically other Members regarding the election of Office Bearers or Committee Members; or
- (b) otherwise engage in any electioneering.

7.2 No Raffles

A Member must not, without the prior written consent of the Club, (including selling tickets for events and raffles).

7.5 Political contact and personal gain

A Member must not, without the prior written consent of the Committee, contact other Members:

- (a) political purposes; or
- (b) personal financial gain.

8. FEES, SUBSCRIPTIONS AND LEVIES

8.1 Obligation to pay Fees, Subscriptions and Levies

- (a) Each Member must pay the Fees, Subscriptions and Levies as relevant to their Class of Membership as and when they fall due.
- (b) A newly elected Member is not entitled to any of the rights of a Member until the Member has paid all Fees, Subscriptions and Levies payable by the Member on that Member's election.
- (c) A Member must not be exempted from the obligation to pay the Fees, Subscriptions and Levies applying to their Class of Membership unless the exemption is in accordance with these Rules.

8.2 Determination of Fees, Subscriptions and Levies

- (a) Subject to Rule 8.2(b), Rule 8.2(c) and Rule 8.2(d) the Committee may determine the Fees, Subscriptions and Levies applying to each Class of Membership in each Membership Year and when the Fees, Subscriptions and Levies are due and payable.
- (b) The Club will give Members notice of the Fees, Subscriptions and Levies applying in a Membership Year.
- (c) The Committee must not increase Subscriptions and Levies in any one year by more than 10% in aggregate unless:
 - (i) there has been no increase in the Subscriptions and Levies in the 2 immediately preceding Membership Years, in which case the Committee may increase the Subscriptions and Levies by up to 20% in aggregate; or
 - (ii) a motion is passed in favour of increasing the Subscriptions and Levies at a General Meeting of the Club.
- (d) The entrance fees relating to Junior and Restricted Membership must not be greater than 50% of the entrance fees applying to Full Members.
- (e) The Committee may increase the Fees, Subscriptions and Levies beyond the limits referred to in Rules 8.2(a), 8.2(c) and 8.2(d) to the extent necessary to recover any amount which the Club is required to remit to the Commonwealth of Australia pursuant to the *A New Tax System (Goods and Services Tax) Act 1999* (Cth) (as amended) referable to the Fees, Subscriptions or Levies.

8.3 Suspended Members' List

- (a) If a Member fails to pay the Fees, Subscriptions and Levies payable under Rule 8.1 within 3 months from when the Fees, Subscriptions and Levies are due and payable:
 - (i) the Member's name will be entered on the Suspended Members' List; and
 - (ii) the Member's rights of Membership will be suspended.
- (b) Subject to Rule 8.3(d), a Member's name must be removed from the Suspended Members' List and the Member's rights of Membership restored on:
 - (i) payment of all outstanding Fees, Subscriptions and Levies by the Member to the Club; and
 - (ii) payment of a late payment fee which may be set by the Committee from time to time but must not exceed 10% of the Fees, Subscriptions and Levies payable by a Full Member.
- (c) The Committee may restore a Member's rights of Membership if that Member's name was removed from the Suspended Members' List and the Member ceased to be a Member of the Club on such terms and conditions as the Committee sees fit if the Committee decides exceptional circumstances warranting restoration of that Member's rights apply.
- (d) A Member's name must be removed from the Suspended Members' List and the Member will cease to be a Member of the Club, if the Member has failed to pay all outstanding Fees, Subscriptions or Levies and any applicable late payment fee after 1 year from when the fees, subscriptions or levies were due and payable.

9. RESIGNATION, SUSPENSION OR EXPULSION

9.1 Resigning from Membership

- (a) A Member may resign their Membership by giving written notice to the CEO, subject to the Member having no outstanding Fee, Subscriptions or Levies to the Club.
- (b) A Member resigning from the Club or a Member who ceases to be a Member:
 - (i) does not have any claim on any property of the Club; and
 - (ii) is not entitled to any refund of any Fees, Subscriptions or Levies.
- (c) A Member will be deemed to resign from the Club if the Member dies.
- (d) Where a Member resigns their Membership or is deemed to resign from the Club, that Member's Membership Card (along with any Guest Card) must be returned to the Club.

9.2 Misconduct of Members

- (a) An allegation that a Member has:
 - (i) wilfully infringed any of these Rules;
 - (ii) breached Rule 5.3(a);
 - (iii) been convicted of an indictable offence;
 - (iv) behaved in an unbecoming or dishonourable manner
 - (v) acted in a manner prejudicial to the interests of the Club, must be investigated by the CEO or CEO's delegate and then referred to the Discipline Sub-Committee unless the CEO or the CEO's delegate determines the allegation is vexatious or frivolous.
- (b) The Discipline Sub-Committee must investigate all allegations referred to it under Rule 9.2(a). The Discipline Sub-Committee must consist of three Full Members of the Club, at least one of whom must be a Committee Member, and will make its decisions by majority vote of its members.
- (c) If after its investigations, a majority of the Discipline Sub-Committee is satisfied that the allegation is established, the Discipline Sub-Committee may by motion do one or more of the following:
 - (i) expel the Member from the Club;
 - (ii) suspend the Member as a Member of the Club for a period as may be determined;
 - (iii) impose such restrictions on the rights that the Member may enjoy while remaining a Member of the Club, as may be determined;
 - (iv) reprimand the Member; or
 - (v) take no action.
- (d) Where an allegation has been referred to the Discipline Sub-Committee under Rule 9.2(a), the Member must be notified in writing by the CEO or the CEO's delegate:
 - (i) that an allegation has been made against the Member;
 - (ii) the substance of the allegation; and
 - (iii) the date, time and place when the Discipline Sub-Committee will meet to investigate the allegation.
- (e) A Member against whom an allegation has been made, may:
 - (i) appear before the Discipline Sub-Committee at the date, time and place notified to that Member under Rule 9.2(d), alone or with representation but not legal representation; or
 - (ii) make written representation to the Discipline Sub-Committee, which must be delivered to the CEO before the date and time notified to that Member under Rule 9.2(d).

- (f) The Discipline Sub-Committee may inform the Member of its decision at the end of the hearing or otherwise the CEO or CEO's delegate will post to the Member against whom the allegation was made notification in writing of the decision, within 10 Business Days of the Discipline Sub-Committee making a decision under Rule 9.2(c).
- (g) A Member may appeal against a decision of the Discipline Sub-Committee by giving written notice to the CEO within 20 Business Days of the decision being made under Rule 9.2(c), setting out that the Member wishes to appeal the Discipline Sub-Committee's decision.
- (h) The CEO or CEO's delegate will notify the Member of the time, date and place of the hearing of the appeal. The Member may:
- (i) appear before the Appeal Sub-Committee at the date, time and place notified, alone or with representation, but not legal representation; or
 - (ii) make written representation to the Appeal Sub-Committee, which must be delivered to the CEO before the date and time notified to that Member under this Rule 9.2(h).
- (i) The appeal will:
- (i) consist of a re-hearing of the allegation against the Member; and
 - (ii) be heard by an Appeal Sub-Committee in accordance with Rule 9.2(j).
- (j) The Appeal Sub-Committee:
- (i) must consist of five Full Members of the Club at least three of whom must be Committee Members but must not include any member of the Discipline Sub-Committee which investigated the allegation against the Member;
 - (ii) will make its decisions by majority vote of its members; and
 - (iii) has the same powers and obligations as the Discipline Sub-Committee under Rules 9.2(b), 9.2(c), and 9.2(f).
- (k) If a Member is suspended, then at the time the Member is suspended, that Member must immediately hand in their Member's Membership Card (along with any Guest Card) to the CEO for the period of the suspension. During the period of the suspension the Member will not be:
- (i) entitled to enter the Members' Area;
 - (ii) entitled to hold any office in or be a Committee Member of the Club;
 - (iii) entitled to a refund of any Fees, Subscriptions or Levies paid with respect to the period the Member is to be suspended;
 - (iv) entitled to attend or vote at a General Meeting or vote in any ballot which may be conducted pursuant to these Rules; or
 - (v) entitled to nominate a Candidate for Membership or to nominate any person to hold office or to be a Committee Member of the Club.
- (l) During a Member's period of suspension, the Member must (if the Member has not already) pay in full the Fees, Subscriptions and Levies applicable to the Member.
- (m) If a Member is expelled, then at the time the Member is expelled, the Member must hand in their Member's Membership Card (along with any Guest Card) to the CEO. The Member is not entitled to a refund of any Fees, Subscriptions or Levies.
- (n) If a Member is expelled that person is not entitled to enter the Member's Area from the date they are expelled, even as a guest of another Member.

PART 2 - OFFICE BEARERS, EMPLOYEES AND CLUB COMMITTEE

10. OFFICE BEARERS AND COMMITTEE MEMBERS

10.1 Number of Office Bearers

- (a) The Office Bearers will consist of:
- (i) a President;
 - (ii) a Vice-Presidents;
 - (iii) a secretary and
 - (iii) a Treasurer.
- (b) The Committee may from time to time reduce or increase the number of Office Bearers to between 3 and 4 but must not eliminate the position of an Office Bearer then in office.

10.2 The Committee

- (a) The Committee is to be comprised of Office Bearers and Members elected or appointed to the Committee.
- (b) The number of Committee Members may be set by the Committee from time to time. In setting the numbers of the Committee, the Committee must ensure that the total of the Office Bearers and other Committee Members is no less than 5 and not greater than 10 persons and must not reduce the number of Committee Members below the number of Committee Members then in office.
- (c) If the Committee increases the number of Committee Members in accordance with Rule 10.2(b), the Committee may appoint a Member to the vacancy, and the Member so appointed will hold office as a Committee Member for such tenure as may be determined by the Committee but no later than the conclusion of the third Annual General Meeting after their appointment.
- (d) The Committee must maintain a minute book in which:
- (i) all motions passed by the Committee at Committee meetings are recorded; and
 - (ii) all motions passed at General Meetings are recorded.

10.3 Functions of Committee

The function of the Committee is to manage and control the business and affairs of the Club.

10.4 Duties of Office Bearers and Committee Members

- (a) A Member who is an Office Bearer or a Committee Member must in the course of acting in their capacity as an Office Bearer or a Committee Member as the case may be:
- (i) exercise care and diligence;
 - (ii) act in good faith for proper purposes;
 - (iii) not improperly use position to get an advantage, or cause detriment to the Club; and
 - (iv) prevent insolvent trading by the Club.
- (b) Each Office Bearer or Committee Member must comply with section 191 of the Corporations Act in respect of disclosure of, and voting on, matters involving material personal interests. For the purposes of this Rule each Office Bearer or Committee Member will be deemed to be a director of the Club for the purposes of the Corporations Act and the Club will be deemed to be a company.
- (c) Each Office Bearer and Committee Member must comply with section 195 of the Corporations Act in respect of restrictions on being present, and voting, at a Committee meeting that considers a matter in which the Office Bearer or Committee Member has a material personal interest. Subject to section 195 of the Corporations Act:
- (i) an Office Bearer or Committee Member may be counted in a quorum at a Committee meeting that considers, and may vote on, any matter in which that Office Bearer or Committee Member has an interest;
 - (ii) the Club may proceed with any transaction that relates to the interest and the Office Bearer or Committee Member may participate in the execution of any relevant document by or on behalf of the Club;
 - (iii) the Office Bearer or Committee Member may retain benefits under the transaction even though the Office Bearer or Committee Member has the interest; and
 - (iv) the Club cannot avoid the transaction merely because of the existence of the interest. If the interest is required to be disclosed under Rule 10.4(b), Rule 10.4(c)(iii) applies only if it is disclosed before the transaction is entered into.

10.5 Tenure of Office Bearers and Committee Members

(a) Office Bearers and Committee Members are to be elected to serve for the tenure set out below:

- (i) President – two years;
- (ii) Vice-President – two years;
- (iii) Treasurer – two years; and
- (iv) Committee Members (other than Office Bearers) – two years.

(b) After the Office Bearer's or Committee Member's tenure has expired they may be renominated for election for a further term.

(c) An Office Bearer or Committee Member is deemed to have retired from office effective from the date they turn 75 years old.

(d) For the purposes of this Rule 10.5, the term of an Office Bearer or Committee Member commences at the conclusion of the Annual General Meeting at which they are elected and ends at the conclusion of the Annual General Meeting in the year of expiry of their tenure.

10.6 Disqualification of Office Bearers and Committee Members

(a) A Member who is an Office Bearer or a Committee Member, while acting as an Office Bearer or a Committee Member:

- (i) must not be a bankrupt;
- (ii) must be permitted to be a director under the Corporations Act;
- (iii) must be of sound mind and physically capable of discharging the Members' duties as an Office Bearer or a Committee Member; and
- (iv) must not, save in the absence of an explanation which in the opinion of the Committee is satisfactory, wilfully absent himself or herself from two consecutive Committee meetings of which notice has been given to the Member.

(b) An Office Bearer or Committee Member is deemed to resign from the role as an Office Bearer or Committee Member, as the case may be, effective from the date the Member ceases to comply with Rule 10.6(a).

10.7 Casual Vacancy

(a) Where an Office Bearer or Committee Member resigns, is deemed to resign under Rule 10.5(c) or Rule 10.6(b) or dies, the Committee may appoint a person who meets the eligibility criteria for the relevant position as set out in Rule 11.1(a), to that position.

(b) The person appointed under Rule 10.7(a) will have the same tenure as the Office Bearer or Committee Member who resigned or died.

10.8 Validity of actions

Each motion passed or thing done by, or with the participation of, a person acting as an Office Bearer or Committee Member is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person;
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

10.9 By-laws

The Committee may make by-laws as it sees fit, so long as they are consistent with these Rules.

10.10 CEO and Secretary

(a) The Committee has the power to appoint a CEO under By-Law 2(b)(i).

11. ELECTION OF OFFICE BEARERS AND THE COMMITTEE

11.1 Nomination

(a) To be eligible for nomination:

- (i) as an Office Bearer (other than President) or a Committee Member, a person must be a Full Member or Intermediate Member;
- (ii) as President, a person must be an Office Bearer or Committee Member; and
- (iii) the person nominated must not be 75 years of age or over.

(b) A Full Member or Intermediate Member may be nominated for election as an Office Bearer or Committee Member in accordance with the following procedure:

- (i) a nomination form must be signed by the candidate
- (ii) the nomination form must be completed and lodged with the CEO or CEO's delegate.

(c) The CEO or the CEO's delegate must maintain a access of nomination forms at the Club or on the web site.

(d) If a Member nominated under Rule 11.1(b) prior to being elected:

- (i) dies; or
- (ii) the Committee forms the view that the Member will be unable to serve in the position for which they have been nominated for the period of the tenure of that position due to illness or injury; the Committee may extend the date of the election and call for additional nominations.

11.2 Election

(a) Where there are more candidates for election than there are vacancies, Office Bearers and Committee Members will be elected at the Annual General Meeting in accordance with a ballot conducted pursuant to Rule 11.2(d) and Rule 11.2(e).

(b) When a ballot is to be conducted to elect Office Bearers and/or Committee Members at each Annual General Meeting the following positions will be available for election:

- (i) President – one position;
- (ii) Vice-President – one position;
- (iii) Treasurer – one position; and
- (iv) Committee Members – subject to Rule 10.2 (b) the number of positions equal to the number of Committee Members whose term expires at the

Annual General Meeting.

(c) Subject to Rule 12(e) a person will be elected to a position if they obtain a majority of votes cast by Members entitled to vote participating in the ballot. The Chairperson has a casting vote.

(d) The CEO or the CEO's delegate must prepare a ballot paper setting out:

- (i) the positions for which there are vacancies;
- (ii) a list of the candidates for each position in alphabetical order; and
- (iii) the time and place the ballot is to be conducted.

(e) The CEO or CEO's delegate must forward by post to each Member entitled to vote, an envelope enclosing:

- (i) the ballot paper;
- (ii) clear instructions for validly completing the ballot paper and details of the time and date when the ballot opens and closes;
- (iii) a ballot envelope into which the Member is to place the ballot paper; and
- (iv) an envelope addressed to the Returning Officer at the Club into which the ballot envelope enclosing the ballot paper is to be placed.

- (f) To vote in the ballot a Member who is entitled to vote may, after properly completing the ballot paper including signing the envelope addressed to the Returning Officer containing the ballot paper and providing the Member's Membership Card number:
- (i) return the envelope addressed to the Returning Officer containing the ballot envelope provided under Rule 11.2(e)(iv) before the ballot closes; or
 - (ii) deposit the envelope addressed to the Returning Officer which contains the ballot envelope in the ballot box located at the Premises before the time that the ballot closes as notified under Rule 11.2(e)(ii).
- (g) The Returning Officer must open all envelopes received under Rule 11.2(f)(i) prior to the closing time and date notified under Rule 11.2(e)(ii) and place the ballot paper in the ballot box.
- (h) The Returning Officer must count the votes in the ballot box at the conclusion of the ballot and then certify to the CEO the results of the ballot.
- (i) If a ballot paper is not completed in accordance with Rule 11.2(e)(ii) or received by the date and time referred to therein, the ballot paper will not be counted.
- (j) If there are insufficient candidates to fill the available positions for Office Bearers or Committee Members, the Chairperson will call for nominations from the Members entitled to vote at the General Meeting and the vacancies must be filled by an election conducted by ballot at the General Meeting.

12. CLUB FINANCIAL REPORTING AND AUDIT

- (a) The Committee must ensure that the Treasurer keeps proper financial records which:
- (i) correctly record and explain all the Club's transactions (including transactions undertaken as trustee) and financial position and performance;
 - (ii) would enable true and fair financial statements to be prepared and audited; and
 - (iii) sufficiently explain the financial operation and financial position of the Club.
- (b) The Committee must:
- (i) ensure the written financial records prepared under Rule 13(a) are audited annually, and certified as true and correct by a professionally qualified auditor from a reputable firm of accountants;
 - (ii) ensure the Club prepares a financial report in a form reasonably similar to that required to be prepared by a company to whom Part 2M.3 of the Corporations Act apply; and
 - (iii) prepare a report ("**Committee's Report**") reasonably similar to a directors report required to be prepared under Part 2M.3 of the Corporations Act.
- (c) The Committee must ensure that the Club's auditor is provided with the financial records maintained under Rule 13(a) and such other records that the auditor may request from time to time.
- (d) The Committee must set the remuneration for the auditor.

14. CONFIDENTIALITY

- (a) Every Member who is an Office Bearer or Committee Member and each employee of the Club must keep the transactions and affairs of the Club and the state of its financial reports confidential unless required to disclose them:
- (i) in the course of duties as an Office Bearer of the Club or Committee Member;
 - (ii) by the Committee or the Club in a General Meeting; or
 - (iii) by Law.
- (b) The Club may require an Office Bearer, Committee Member or employee or any person engaged by it to sign a confidentiality undertaking consistent with this Rule. A Member who is an Office Bearer or Committee Member must do so if required by the Club.

13. AMENDMENT TO RULES

13.1 General

- (a) The Rules may only be amended in accordance with the procedure set out in this Rule 13.1 and in Rule 13.2.
- (b) The Rules may be amended by a motion passed at a General Meeting of the Club in accordance with the following procedure:
- (i) the Members by show of hands or division are two thirds in favour of the motion and no ballot is called in accordance with Rule 13.1(b)(ii); and
 - (ii) if after a show of hands or division and before the end of the General Meeting, 20 Members request a ballot be held to determine if the motion is passed, then a ballot must be held in accordance with Rule 6.6. If a ballot is called, the motion will be passed if a majority of Members vote in favour of the motion.
- (c) A motion to amend the Rules may be proposed:
- (i) by the Committee by giving a notice to the Members at least one month before the General Meeting; or
 - (ii) by notice given to the CEO signed by at least 150 Members, who must also provide their Membership Card numbers, at least one month before the General Meeting.
- (d) A notice given under Rule 13.1(c) must set out the proposed motion to amend the Rules.
- (e) The Chairperson at the General Meeting may reject any amendment to a proposed motion to amend the Rules if in the Chairperson's reasonable view, the amended motion, substantially departs from the proposed motion notified under Rule 13.1(c).
- (f) No amendment to the Rules may be affected until the Trustees have consented to the amendment. An amendment to the Rules will be effective from the later of the date the motion is passed in accordance with Rule 13.1(b) and the date on which the Trustees' consent to the amendment.

14. NOTICES

14.1 What is a notice

A notice, consent or other communication under these Rules is only effective if it is:

- (a) in writing, signed by or on behalf of the person giving it;
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered or sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address as last known by the Club; or
 - (ii) sent by fax to that person's fax number as last known by the Club and the machine from which it is sent produces a report that states that it was sent in full.

14.2 When a notice is given

A notice, consent or other communication that complies with this clause is regarded as given and received:

- (a) if it is delivered or sent by fax:
 - (i) by 5.00 pm (local time in the place of receipt) on a Business Day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day; and
- (b) if it is sent by mail:
 - (i) within Australia – 3 Business Days after posting; or
 - (ii) to or from a place outside Australia – 7 Business Days after posting.

14.3 Address for notices

The Club's address's email or physical are those set out below, or as notified to a Member from time to time:

The Club:

Classic & Custom Japanese Motorcycle Club Inc

Attention: Chief Executive Officer

pwatkins@bigpond.com

21 Crestwood Ave Macleod 3085.

A Member's address for notices is the Member's residential or email address last notified to the Club and as recorded in the Members' Register.