

RULES OF THE MOTO GUZZI CLUB OF VICTORIA INCORPORATED

1. The name of the incorporated association is Moto Guzzi Club of Victoria Incorporated (in these Rules called “the Association”).

In these rules, unless contrary intention appears:-

“Committee” means the Committee of management of the Association.

“Financial Year” means the year ending the 30th June.

“General Meeting” means a General Meeting of members convened in accordance with Rule 30.

“Member” means a member of the Association

“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 15.

“The Act” means the Associations Incorporation Act 1981.

“The Regulations” means regulations under the Act.

2. Statement of Purposes

The purposes of the Moto Guzzi Club of Victoria Incorporated are to:

- provide a social and recreational environment for members and their families through monthly gatherings
- organise group rides, rallies and other motorcycling events for members and their families
- encourage all members to ride and display their Moto Guzzi motorcycles
- maintain awareness of and interest in the Moto Guzzi brand
- provide technical assistance to members for their Moto Guzzi motorcycles
- maintain a library of resources regarding Moto Guzzi motorcycles
- promote safe and responsible motorcycling
- promote motorcycling sport
- publish a periodical newsletter and other publications as from time to time may be determined
- promote and develop the motorcycling interests of members.

3. **Alteration of the Rules**

These Rules and the Statement of Purposes of the Association must not be altered, except in accordance with the Act.

4. In these Rules, a reference to the Secretary of an Association is a reference –

- a. where a person holds office under these Rules as Secretary of the Association – to that person and;
- b. in any other case, to the Public Officer of the Association.

5. **Qualifications of Membership**

- a. **FULL MEMBERS** – Any natural person is welcome to become a full member, subject to the conditions hereinafter set out and subject to payment of the annual subscription. Each full member shall be issued with a non-transferable Membership Card and number. That number thus cannot be issued to any other person upon closure of that membership however, the original member may reapply for that number.
- b. **ASSOCIATE MEMBERS** – The partner and children of any full member shall automatically be entitled to become Associate Members of the Club without a right to hold office or exercise the power of voting.

6. **Life Members**

As a mark of the highest honour, an Annual General Meeting either on its own motion or upon a recommendation of the Committee may appoint any member of not less than ten years standing a Life Member of the Club; in recognition of outstanding or meritorious service rendered by them to the Club. The provision of the Constitution relating to members shall in all respects apply to Life Members, except that a Life Member shall not be called upon to pay annual subscription.

7. **Honorary Members**

The Committee may admit as honorary members of the Club, for a period not exceeding twelve months, any person it sees fit.

8. **Annual Subscription**

The annual subscription is an amount to be varied from time to time by the majority of members attending a General Meeting and is payable in advance on or before the 1st day of July of each year. Any subscription paid after the 1st of July and before the following 1st of January shall be back dated to the 1st of July.

9. **Register of Members**

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

10. **Resignation of Member**

A member of the Association who has paid all monies due and payable by them to the Association may resign from the Association by first giving one months notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

11. **Arrears of Subscription**

If any subscription or debt due to the Club shall remain unpaid for a period of one month after it becomes due for payment, the Secretary shall serve notice upon the person owing the same, and if the same shall remain unpaid for a further period of one month after the issue of such notice, the Member may, by resolution of the Committee, be debarred from all privileges of membership and this name may be at any time thereafter removed from the register of members and it shall thereupon cease to be a member of the club and shall forfeit all rights in and claims upon the club and its property, providing however that such member may be reinstated at the discretion of the Committee and upon such terms and conditions as the Committee may determine.

12. **Discipline and Expulsion of Members**

If the Committee be of the opinion that –

- a. the alleged conduct of any Member, whether at the club or elsewhere, is or is likely to be injurious to or is not desirable in the interests or welfare of the Club;
- b. the Member has committed a breach of the Constitution or Rules of the club or any of its Regulations or By-Laws or any Statutory Provisions whereby the club will or might be prejudiced in any way whatsoever;
- c. the Member has been expelled, disqualified or suspended by any recognised associated or affiliated club, Association or Company.

Such Member shall be informed of the matter alleged against him and afforded an opportunity of being heard by the Committee and calling witnesses in his own defence, and if in the opinion of not less than two thirds of the full Committee at a meeting or meetings of the Committee duly convened the explanation of such Member is unsatisfactory or if such member does not avail himself of such opportunity of making an explanation, then such Member may be by resolution of the Committee –

- ix. be reprimanded; and/or
- ix. be expelled

provided however – that the Committee in their absolute and uncontrolled discretion may, if they so desire, first request the member in writing to resign and if such member shall not resign within fourteen days after the registered posting to them at their last know address or delivery to them of such request, expel them from the Club by the same or other resolution. Upon a motion for expulsion being duly carried, the members name shall be removed from the register of members and such member shall thence forth cease to be a member of the Club and shall forfeit all rights in and claim upon the Club and its property, but shall remain liable for the repayment of any debt or dues owing by them to the Club.

13. **Disputes and Mediation**

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between –
 - a. a member and another member; or
 - b. a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

14. **Management of the Association**

The management of the Association shall be vested in the Committee of Management which, subject to these Rules, has vested in it the complete control and management of the business affairs and concern of the Club and the appointment and dismissal of all servants of the Club and shall have power to perform all such acts and deeds as shall appear to them necessary or essential for the management of the Club.

15. **Committee of Management**

- (1) The Committee shall consist of five Office holders and a maximum of three ordinary members. A minimum of 50% plus one of the members of the Committee must be Moto Guzzi owners at the time of the election. The Officers of the Association shall be:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Assistant Secretary
 - v. Treasurer
- (2) The provisions of Rule 17, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Sub-Rule (1).
- (3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in Sub-Rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

16. **Ordinary Members of the Committee**

- (1) Subject to these Rules, each Ordinary Member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date

17. **Election of Officers and Committee**

The election of Officers and Members of the Committee shall take place as follows –

- (1) Any two members of the Club entitled to vote may nominate a member. A member so nominated shall be a member of the Club immediately preceding his nomination and shall be entitled to vote.
- (2) Nominations for election as a Committee member shall be in writing and signed by the candidate and the two members proposing them and shall be lodged with the Secretary before the Annual General Meeting.
- (3) Where nominations for Committee members exceed the number required, election shall be by ballot at the Annual General Meeting.
- (4) A member entitled to vote at any election may do so by post on making application in writing to the Secretary who shall forward to such member a ballot paper initialled by them and containing the names of the candidates. The member shall vote in the prescribed manner and return the ballot paper in a separate envelope unopened to the Returning Officer prior to the closing of the ballot.
- (5) The Committee shall appoint a Returning Officer at the Annual General Meeting and two or more scrutineers may be appointed by such meeting.
- (6) In the event of two or more candidates receiving an equal number of votes a decision shall be made on the casting vote of the Chairperson.

18. **Casual Vacancies**

If at any time a vacancy occurs on the Committee because of the death or retirement of a member of the Committee or for any other cause the Committee may as soon as practicable elect a person qualified to be a member of the Committee. A person so elected shall hold office only for the unexpired term of office of the person whose place he has taken. Should the Committee at any time drop to less than five Officers, the vacant positions must be filled in accordance with this Clause.

19. **Non Attendance at Committee Meetings**

A member of the Committee who without the consent of the Committee absents themselves from three consecutive meetings of the Committee shall be deemed to have vacated his Office and a vacancy may be filled in accordance with Clause 19 above. The Committee has power at any meeting to grant leave of absence to a member of the Committee.

20. **Quorum and Procedure at Committee Meetings**

- (1) The Committee shall meet at least once a month in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.

- (3) A quorum shall consist of four members, a minimum of two of whom shall be Office Bearers. A minimum of 50% plus one of the members of the Committee must vote in favour of a motion for it to be carried.
- (4) No business shall be transacted unless a quorum is present, and if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following month unless the meeting was a special meeting in which case it lapses.
- (5) At meetings of the Committee the President or, in their absence, the Vice-President or Secretary shall preside.
- (6) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (7) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (8) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to them at a reasonable time before the meeting or by sending it prepaid post addressed to them at their usual or last known place of abode at least two business days before the date of the meeting.
- (9) Subject to sub-Clause (4) the Committee may act notwithstanding any vacancy on the Committee.

21. **Minutes**

The Secretary or Assistant Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names and persons present at Committee meetings.

22. **Treasurer**

The Treasurer of the Association –

- (1) a. shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
b. shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in Sub-Rule (1b) shall be available for inspection by members.

23. **Removal of Committee Members**

- (1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of his term of Office and appoint another member in their stead to hold Office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

24. **Signing of Negotiable Instruments**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

25. **Common Seal**

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either by two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

26. **Alterations of Statements of Purpose and Rules**

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

27. **Service of Notices**

- (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at their address shown in the Register of Members.
- (2) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

28. **Custody of Books and other Documents**

Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

29. **Sources of Funds**

The funds of the Association shall be derived from annual subscriptions, donations and other such sources as the Committee determines.

30. **Annual General Meeting**

The Annual General Meeting of the Club shall be held within 28 days after the 30th of June each year. The business at such meeting shall be –

- a. to receive the report of the outgoing Committee
- b. to pass the balance sheet and accounts of the Club and may, by majority vote, at a General Meeting, be required to be audited by an independent auditor
- c. the election of Committee Members and Officers
- d. any other business relating to the affairs of the Club of which notice shall have been given to the Secretary before the Annual General Meeting.

31. **Notice of General Meetings**

The Secretary shall at least 14 days before any General Meeting send to each member at their address in the Club's books a notice of such meeting stating the time and place where it will be held.

32. **General Meeting**

The Committee may at any time, and shall on the requisition of not less than ten full financial members of the Club stating the business for which it is required, convene a General Meeting for any specific purpose.

- (1) At all General Meetings the chair shall be taken by the President or in his absence by the Vice President and if neither the President nor Vice President be present, then by some other member chosen by the meeting.
- (2) Every question (unless otherwise expressly provided by these Rules) shall be decided by a majority of votes. Every full financial member shall have one vote and, in the event of an equality of votes, the chairperson shall have a second or casting vote. The quorum at a General Meeting shall be 10 full financial members of the Club from time to time.
- (3) Each member shall be entitled to appoint another member as its proxy and by notice give to the Secretary not later than 24 hours before the time of the meeting in respect of which proxy is appointed.
- (4) The notice appointing the proxy shall be in the form set out in Appendix 1.

33. **Informal General Meetings**

Notwithstanding anything contained in the last 3 preceding Rules, the Committee may in such manner and with such notice as it thinks fit, call an Informal General meeting of members to receive reports on the activities of the Committee and to give an opportunity for discussion of such matters as the Chairperson may allow to ascertain the feeling of members. The quorum for such Informal General Meeting shall be 10 full financial members of the Club from time to time.

34. **Chairpersons Declaration Decisive**

At any meeting (unless a poll is demanded by three members) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

35. **Sub-Committee**

- (1) The Committee may from time to time appoint from among their members or from the general members of the Club such Sub-Committee as they deem necessary and expedient and may dispute or refer to them such of the powers of the Committee as the Committee shall determine.
- (2) All Sub-Committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.

36. **No Financial Gain for Members**

Under no circumstances will any person or persons other than the Club make any profit whether financial or otherwise from –

- (i) the use of the name of the Club
- (ii) sale of items under the name of the Club
- (iii) service under the name of the Club
- (iv) collecting money for the Club, unless endorsed by the Club.

37. **Winding Up**

If at any general meeting a resolution for the winding up of the Association shall be passed by a majority of the members present and such resolution shall at a special general meeting held not less than a month thereafter at which not less than one half of the members entitled to vote shall be present be confirmed by a resolution passed by a majority of 75% of the members voting thereon, the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realise the property of the Club and after the discharge of all liabilities shall distribute the proceeds from such realisation to a fund or funds exclusively for charitable purposes in accordance with the provisions of the Act. In the event of the cancellation of the Incorporation of Association, the assets of the Association must be disposed of in accordance with the Act.

38. **Interpretation of Rules**

In the event of any difficulty arising as to the meaning of any Rule or by-law, the Committee shall have power to pronounce a decision which shall be final. If any case arises which is not, or in the opinion of the Committee is not provided for in these Rules, it shall be determined by the Committee in such manner as it thinks fit and its decision shall be final.