

CONSTITUTION

RULES OF QUEENSLAND OUTLAW SUPER SEDAN FEDERATION Incorporated

1. NAME

The name of the incorporated Federation is:

QUEENSLAND OUTLAW SUPER SEDAN FEDERATION
Incorporated

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

- 2.1 "Act" means the Federations Incorporation Act (Qld);
- 2.2 "*Affiliate Member*" means a Financial Member of an Affiliate Club;
- 2.3 "*Affiliate Club*" means an organisation as approved by the Executive Committee (in its absolute discretion) as being established and operated for the purpose of Speedway Racing in the category of Speedway Competitor in the Division of Qld Outlaw Sedans or any other Motor Racing division as decided by the "Executive Committee".
- 2.4 "*Committee*" means the Committee of Management of the Federation;
- 2.5 "*Executive Committee*" means the Core Members of the Committee being the positions of:
"Club President", "Club Vice President" and "Club Secretary-Treasurer"
- 2.6 "*Independent*" means any adult person of good character who is not a Member.
- 2.7 "*Member*" means a Member of the Executive Committee or Affiliated Club (as per description 2.3);
- 2.8 "*meeting*" means a general meeting of Members convened in accordance with these Rules;
- 2.9 "*Speedway Australia*" means the national body of the Speedway Australia being an Association incorporated in South Australia and having a Committee of management identical to the board of directors of the Speedway Australia Pty Ltd (ACN 080 193 942);
- 2.10 "*year*" means a period of twelve (12) calendar months commencing on 1 July in one year and ending on 30 June in the next year and "financial year" covers the same period;

3. OBJECTIVES

3.1 The objectives of the Federation are to:

- (a) foster, encourage and promote the sport of speedway racing and other motor racing in Australia; and
- (b) co-operate with Speedway Australia and Speedway Australia's State Divisions and other Associations involved in speedway racing and other motor racing to promote the sport of speedway racing and other motor racing in Australia, subject to these Rules;

3.2 The property and income of the Federation shall be applied solely towards the promotion of the objects of the Federation and it's Affiliated Clubs and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

4. POWERS

4.1 The Federation will have all of the powers conferred by Section 25 of the Act, without limitation.

4.2 The Federation Committee shall, until deemed otherwise by the Executive Committee, hold control of all aspects of the running of all Affiliate Clubs. This said control will be achieved by holding combined meetings for the Federation and Affiliated Clubs.

4.3 The Executive Committee will deem it appropriate for a nominated Affiliate Club to form an independent Committee (or Sub-Committee) once an appropriate level of Members and volunteers is achieved as deemed by the Executive Committee.

4.4 The Executive Committee will have control of all official representation for the Federation and Affiliate Clubs and will have the power to delegate such duties as it sees fit.

5. CLUB MEMBERSHIP

Membership Types: Life Member, Member, Affiliate Member

Definitions:

- a) Life Member: - In recognition of Outstanding Service to the Federation.
- b) Member: - Annual Member of the Federation (N.B. Must be financial, i.e. annual fees paid.
- c) Affiliate Member: - Member of an Affiliate Club (N.B. Must be Financial i.e. annual fees paid.

5.1 The Members of the Federation shall consist of Executive Committee Members and Affiliate Club Members. The Federation has been formed to be the representative body for speedway racing in the Speedway Australia racing division recognised as the "Qld Outlaw Sedans" and any other motor racing divisions as decided by the "Executive Committee" and its Members consists of Executive Committee and Members of Affiliate Clubs.

5.2 The general purpose of these Rules is to insure the smooth running of the Federation and it's Affiliated Clubs consistent with the Mission Statement of the Federation and consistent with the general benefit of the sport of speedway racing and other Motor Racing in Australia and all the other bodies or organisations involved in the said sport.

5.3 No new Member will be admitted to the "Committee" of the Federation without first being an Affiliate Member for no less than two consecutive Financial years and must not be a member of any other speedway club other than clubs affiliated with the Federation. Nominees for Committee Positions of the Federation Committee as Affiliated Committee Members will be called for at the Annual General Meeting or as invited at the discretion of the Executive Committee.

5.4 The Application for Membership of the Affiliated Clubs shall be by use of the appropriate form and with supporting documents as decided by the Committee. Acceptance and completion of said membership application will not be complete until full payment of all annual fees is received.

5.5 The Executive Committee shall in its absolute discretion, acting reasonably, decide on the Application for Membership of the Affiliate Clubs. Upon the approval and acceptance of the application by the Executive Committee and upon payment of the annual membership fee, the applicant will be an "Affiliate Member" of the Federation.

5.6 In the event that the Affiliate Committee Member ceases to be a Member of an Affiliate Club, the Affiliate Committee Member shall be asked to show cause within 30 days as to why that person's Affiliate Committee Membership of the Federation should not be terminated. During the period of the said 30 days, said Affiliate Committee Member votes shall be valid. Within the said period of 30 days the Chairman of the Executive Committee shall endeavour to have the Affiliate Club re-instate the Affiliate Member. The Executive Committee shall, at their discretion, invite a replacement for the position vacated from the Affiliate Club.

5.7 Subject to these Rules, Membership of the Federation will be unlimited.

6. REGISTER OF MEMBERS OF THE FEDERATION AND AFFILIATE CLUBS

6.1 The Secretary-Treasurer shall on behalf of the Federation keep and maintain the register of Members, Life Members and Affiliate Members in accordance with Section 69A of the Act.

6.2 The Secretary-Treasurer shall cause the name of a person who dies or who ceases to be a Member to be deleted from the register of Members referred to in clause 6.1

7. ANNUAL AFFILIATION FEE

(N.B. Affiliation Fee is the amount payable from an "Affiliate Club" to the "Federation")

7.1 The annual affiliation fee will be the amount as determined by the Executive Committee.

7.2 The Affiliation fee will be paid annually by 1 July or at such other time as the Executive Committee may determine from time to time.

8. RESIGNATION

8.1 A Member may resign from Membership of the Federation or Affiliate Club by giving written notice thereof to the Secretary-Treasurer of the Federation.

9. DISCIPLINARY ACTION AGAINST A MEMBER

9.1. Subject to giving a Member an opportunity to be heard (whether orally or by written submission) the Committee may impose disciplinary action, including termination of Membership, upon being satisfied that the Member is no longer of good character or whose actions or conduct are liable to bring either the Federation or its Affiliate Clubs or speedway racing into disrepute.

9.2 Any Member who wishes to appeal against the decision of the Committee in clause 9.1, shall be entitled to do so on written application to the Secretary-Treasurer within 30 days of being notified of the said decision. The appeal shall be heard by an appeal board consisting of 3 Members of the Affiliate Clubs appointed by the Chairman, who if possible were not involved in the original decision. The recommendations of the appeal board shall be made to the Committee who shall reconsider the decision in good faith and make a final determination, in its absolute discretion.

10. THE COMMITTEE

10.1 Meetings of the Federation and Affiliate Clubs and day to day affairs of the Federation and Affiliate Clubs will be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these Rules may exercise all powers and do all such things as are within the objectives of the Federation.

10.2 The Committee shall be entitled to appoint such employees as are required to carry out the objects of the Federation, including a public officer required by the Act.

10.3 The Committee shall comprise:

- (a) three executive members,
- (b) one Affiliate Member from each Affiliate Club,

10.4 The Chairman shall be appointed by majority vote of the Executive Committee and will have a casting vote if required for any motions.

10.5 An Executive Committee Member is appointed for a term of three years after which time such Executive Committee Member will be required to stand for re-election at the third Annual General Meeting next after the date of appointment (subject to the provisions of clause 10.10 regarding a casual vacancy). A maximum of ONE only Executive Committee Member position will be vacated Each electrical period and will be staggered through the 3 positions.

10.6 An Affiliate Committee Member is appointed for a term of one year after which time such Affiliate Committee Member will be required to stand for re-election at the next Annual General Meeting. (subject to the provisions of clause 10.10 regarding a casual vacancy).

10.7 The Committee may meet together or by teleconference as often as may be necessary for properly conducting the business and operations of the Federation, provided that the Committee meet at least once every each quarter.

10.8 Ordinary Resolutions shall be decided by majority vote. All resolutions shall be Ordinary Resolutions unless otherwise required under these Rules or the Act.

10.9 A quorum for a meeting of the Committee shall be:

- (a) two Executive Committee Members,
- (b) and either a third Executive Committee Member or Affiliate Committee Member.

10.10 In the event that a quorum is not present for a meeting of the Committee within 30 minutes of the notified meeting date and time, the meeting shall be adjourned by the Chairman to a date and time no less than 7 days hence. In the event that a quorum is not present within 30 minutes of the adjourned meeting date and time the Chairman shall have the power to appoint either a Member or an Independent to represent the absent committee member, for the purpose of that meeting.

10.11 The Chairman shall have power (but is not required) to appoint a Member (or Independent) to fill a casual vacancy of a Committee Member, taking into account the best interest of the Federation and Affiliate Clubs and the availability of Members or Independents. Any Committee Member appointed under this clause shall serve for the balance of the meeting. The replacement Committee Member shall be deemed for the purposes of a quorum.

10.12 The Secretary-Treasurer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting are entered in a minute book.

10.13 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the Chairman of the meeting, or the Chairman of the next Committee meeting, verifying their accuracy.

10.14 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Federation.

10.15 All meetings are to be digitally recorded to insure the correctness. These digital recordings are to be kept in a digital archive.

11. COMMITTEE MEMBERS – VACANCY OF OFFICE

11.1 The office of Committee Member will become vacant if a Committee member;

- (a) Resigns;
- (b) Is disqualified by the Act;
- (c) Has the Membership terminated under these Rules;
- (d) Is incapacitated by ill health for a period of 3 months, or;
- (e) Is absent without apology from more than three Committee meetings in a financial year;

12. AMENDMENT

12.1 These Rules may be altered (including an alteration to name), or be rescinded and replaced by a substitute Rule by a special resolution at a general meeting. Only if ratified by a majority vote.

12.2 However an amendment, repeal or addition for safety purposes can be altered, rescinded and replaced by the Executive Committee if deemed necessary to insure drivers, members, officials and public safety.

13. GENERAL MEETINGS

15.1 The Committee may call a special general meeting of the Federation at any time, and will call an Annual General Meeting in accordance with the Act.

15.2 At least 14 days notice of any general meeting will be given to Members. The notice will set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting will be:

- (a) the consideration and approval of the accounts and the financial statements,
- (b) the election of the Affiliate Committee Members (as per section 10.6) and one Executive Committee Member (as per section 10.5) and any other business requiring consideration by the Federation in general meeting,

16. PROCEEDINGS AT MEETINGS

16.1 Three of the Members present personally or by proxy will constitute a quorum at any general meeting.

16.2 If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members will lapse.

16.3 The Chairman of the Committee will preside as Chairman at every meeting of the Federation.

16.4 Questions arising at any meeting will be decided by a majority of votes, and in the event of a tied vote the Chairman will have a casting vote. Each Member shall have one vote.

16.5 At any general meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the Chairman of the meeting that a resolution has been carried or lost, shall be determine the resolution.

17. MINUTES

17.1 Proper minutes of all proceedings of meetings of the Federation will be digitally recorded and entered within one month after the relevant meeting in minute books kept for the purpose.

17.2 The minutes kept pursuant to these Rules will be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting.

17.3 Where minutes are entered and signed they will be prima facie evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

18. FUNDS, BANK ACCOUNTS AND CHEQUES

18.1 The Executive Committee may open and maintain in the name of the Federation an account or accounts at such bank or banks as the Executive Committee may from time to time determine and shall determine who shall be entitled to operate on such account or accounts.

18.2 The Committee shall keep or cause to be kept proper accounts of all receipts payments assets and liabilities relating to the Federation and all other matters necessary for showing a true statement and condition of the Federation.

18.3 All cheques are to be signed by Secretary-Treasurer or President with all expenses approved by a majority of the committee and be ratified at a Committee meeting.

18.4 Internet banking shall be used where applicable by the Secretary-Treasurer with approval by a majority of the committee and be ratified at a committee meeting.

18.5 Within three months after the end of each financial year the Secretary-Treasurer shall cause to be prepared the annual financial statements including:

- (a) the income and expenditure for the financial year just ended; and
- (b) the assets and liabilities of the Federation at the close of that year.

18.6 The end date of the Federation's financial year is 30 June in each year.

19. INSPECTION OF RECORDS, ETC OF FEDERATION

19.1 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Federation.

20. WINDING UP

20.1 If on the winding up of the Federation, any property of the Federation remains after satisfaction of the debts and liabilities of the Federation and the costs, charges and expenses of that winding up, that property shall be distributed:

(a) to the Federation's founding member or members being Mark Patrick Whalley, Graham Gefferies and Graeme Ansell or

(b) for charitable purposes.

20.2 In the event of the winding up or dissolution of the Federation, all relevant bodies, associations and members shall be advised by the Chairman of the winding up or dissolution within thirty days.