

ASSOCIATIONS INCORPORATION ACT 1981 (AS AMENDED)

**PRIUS CLUB
Of
QUEENSLAND Inc.**

CONSTITUTION

SEPTEMBER, 2007.

INDEX

| | |
|--------------------------------------|----|
| ACCOUNTS | 14 |
| ALTERATION OF CONSTITUTION | 13 |
| ANNUAL GENERAL MEETING | 11 |
| APPEALS | 7 |
| BY-LAWS | 13 |
| CLASSES OF MEMBERSHIP | 4 |
| COMMITTEE OF MANAGEMENT | 9 |
| COMMON SEAL | 13 |
| DISSOLUTION | 15 |
| DOCUMENTS | 14 |
| ELECTION OF COMMITTEE | 10 |
| ELECTION OF MEMBERS | 5 |
| FINANCIAL YEAR | 13 |
| FUNCTION OF COMMITTEE | 10 |
| FUNDS | 14 |
| GENERAL MEETINGS | 11 |
| INDEMNITY | 15 |
| INTERPRETATION OF CONSTITUTION | 3 |
| MEETINGS OF COMMITTEE | 10 |
| MEMBERSHIPS (GENERAL) | 4 |
| MINUTES | 13 |
| NAME OF INCORPORATION | 3 |
| NON-PROFIT CLAUSE..... | 15 |
| NOTICES | 14 |
| OBJECTS | 3 |
| POWERS | 7 |
| PROPERTY | 14 |
| PUBLIC OFFICER | 15 |
| REGISTER OF MEMBERS | 5 |
| RESIGNATIONS | 6 |
| SUBSCRIPTION FEES | 5 |
| TERMINATION OF MEMBERSHIP | 6 |
| VOTING RIGHTS | 6 |

(1)

INTERPRETATION

1. In the interpretation of this Constitution, except where excluded by the context:

"COMMITTEE" means the Committee of Management of the Club from time to time.

"MEMBER" means a Member of the Club from time to time.

"OFFICE" means the principal office of the Club from time to time.

"PERSON" and words importing persons, shall include partnerships, associations, incorporations, companies unincorporated and incorporated, by act of Parliament or registration.

"SEAL" means the common seal of the Club from time to time.

"SECRETARY" includes any person appointed to perform the duties of secretary temporarily, and where more than one secretary has been appointed, any one of such secretaries.

"THE ACT" means the Associations Incorporation Act 1981 as amended.

"THE CONSTITUTION" means the Constitution as altered or added to from time to time, and any reference to the Clause of that number in this Constitution.

"FINANCIAL YEAR" means the period from the 1st day of July to the ensuing 30th day of June.

"CLUB YEAR" means the period from the 1st Day of July to the ensuing 30th Day of June from time to time. This period is the term of the elected Committee, and is also to be used for the allocation of points for any Club Trophies.

"GENERAL BODY" means all Members of the Club.

2. A reference to an Act or any section thereof shall be read as though the words, "or any statutory modification thereof or any statutory provision substituted therefore", were added to such reference.

3. Words importing the singular number shall include the plural and vice versa, and the masculine gender shall include the feminine gender, and persons shall include corporations and vice versa.

4. The headings shall not affect the construction of the Constitution.

(2)

NAME

The name of the Club shall be the Prius Club of Queensland Inc.

(3)

OBJECTS

a. The objects for which the Club is established are:

1. To promote and foster the use of the Prius generally.

2. To promote friendship, courtesy and safety on the road.

3. To promote social activities between Club members, their associates and the public generally.
4. To promote the free exchange of ideas, so that Members' vehicles can be maintained at a high standard.
5. To collect and publish information of interest to Members concerning the Prius and the Motor Vehicle Industry generally.
6. To confer with manufacturers and suppliers of motor vehicle products in relation to matters affecting Members.
7. To improve the technical and general knowledge of Members, with a view thereto to disseminate professional knowledge concerning the Club, its activities and Prius vehicles.
8. To represent generally the views and interests of the Members, and to preserve and maintain both their standing and reputation and that of the Club's, by imposing rules of conduct as a condition of Membership.

The object specified shall not in any way be limited or restricted, by reference to or inference from, the terms of any other clause or of the name of the Club, and it is further declared that the meaning of any of the Club's objects shall not be restricted by reference to any other objects, or by the juxtaposition of two or more objects, and in the event of any ambiguity, this clause shall be construed in such a way as to widen and not to restrict the powers of the Club.

b. The club is not affiliated with, and, at no time shall the club, in carrying out its purposes, represent directly or indirectly that it is affiliated with Toyota or where applicable, fail to disclose that it is unaffiliated with Toyota.

(4)

MEMBERSHIP - GENERAL

1. Every person, who at the date of incorporation of the Association, was a Member of the unincorporated Association, and who on or before the date of incorporation, agrees in writing to become a Member of the Association, shall be admitted by the Management Committee to the same class of membership of the Association as that Member held in the unincorporated Association. Every Member of the Association, who previously to his agreeing to become a Member of the Association has paid his subscription, when due, as a Member of the unincorporated Association, shall not be liable to pay any further sum by way of annual subscription to the Association until that subscription falls due again.
2. The club shall consist of persons who are desirous of promoting the objects of the Club.
3. No person shall be eligible for Membership of the Club unless they are a person of good character.
4. Every person desirous of becoming a Member of the Club shall supply the Committee with such information as the Committee may reasonably require, and shall only make application for Membership on the prescribed form (Appendix B—Application for Membership of Prius Club of Queensland Inc.).
5. Each member of the Club shall be classified as either, a Full Member or a Life Member, and shall only be entitled to exercise such rights, powers and privileges as attached to the class of membership to which such Member belongs, in accordance with the Constitution.
6. The Committee shall have the power to limit the number and declare further classes of Membership (subject to the provisions hereof).

(5)

CLASSES OF MEMBERSHIP

1. **FULL MEMBERSHIP.**
All persons not less than eighteen (18) years of age, and a Prius owner/enthusiast, shall be eligible for Full Membership. The number of Full Members shall be unlimited.
2. **LIFE MEMBERSHIP.**
Any person having been a Full Member of the Club for a period of not less than five (5) consecutive years, and served as a Committee Member for a period of not less than two (2) years may be nominated for Life Membership. Life Membership should only be granted to a Member who has given long, continued, outstanding meritorious service to the Club. Life Membership shall be limited to two (2) persons per Club year.
3. **ASSOCIATE MEMBERSHIP.**
Prius owners who live outside the Greater Brisbane Area are eligible to join the Club at a reduced fee, being 2/3 of the normal Full Membership fee. The number of Associate Members shall be unlimited.

(6)

ELECTION OF MEMBERS.

1. A person who is desirous of becoming a Member of the Club (other than a Life Member) shall submit an application for membership.
2. Every such nomination shall be in writing, and in the form prescribed by the Committee from time to time.
3. A nomination of a person as a Member shall be submitted to a meeting of the Committee for a decision.
4. If no objection to the above nomination is made at the Committee Meeting, the Applicant shall be duly enrolled as a Member from the date of that decision by the Committee of Management, provided that the fee payable has also been received.
5. Any Applicant who received a majority of the votes of the Members of the Management Committee present at the meeting at which such application is being considered, shall be accepted as a Member.
6. Upon the acceptance or rejection of an application for Membership, the Secretary shall forthwith give the Applicant notice in writing of such acceptance or rejection
7.
 - (a) Any Member proposing a Life Member shall do so in writing to reach the Secretary no later than one (1) month prior to the Annual General Meeting. The proposal shall contain details of the Candidate's name in full, residence and qualifications for Membership. The proposal shall also contain the full name and Membership Number of the Seconder, and shall be signed by the Proposer and Seconder, both of whom shall vouch for their personal knowledge of the fitness of the Candidate.
 - (b) Any omission from, or inaccuracy in the particulars for Life Membership relating to the description or qualification of any Candidate, shall render his election voidable, at the discretion of the Committee.
 - (c) The particulars of Candidates seeking Life Membership shall be announced for consideration at the Annual General Meeting following receipt of any completed proposal. The General Body of Members present at that Meeting shall vote on the application. A Candidate shall not be elected unless:
 - (1) Not less than ten (10) Members vote upon his election and
 - (2) Not less than seventy-five percent (75%) of the eligible voting Members vote for his election.

(7)

SUBSCRIPTION FEES.

1. Annual Membership Subscription Fees shall be fixed by the Committee at the first Meeting of the Committee in each Club year. No person shall be deemed to be a Member of the Club until payment of the prescribed fee is made.
2. The Membership fees for each class of Membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
3. Life Members shall not be liable to pay any Subscription Fee to the Club.
4. All entrance fees and subscriptions shall be paid to the Treasurer for deposit in the Club Account held at a Bank nominated by the Committee.
5. If any Member shall fail to pay their Annual Subscription, and be overdue by more than two (2) calendar months, they shall cease to be a Member of the Club, and their name shall be erased from the books, but if at any time they shall give to the committee a satisfactory explanation, they may, at the discretion of the Committee, and upon payment of arrears, be readmitted to Membership.

(8)

REGISTER OF MEMBERS.

1. The Management committee shall cause a register to be kept, in which shall be entered the names and residential addresses of all persons admitted to membership of the Club, and the dates of their admission.
2. Particulars shall also be entered into the register of Deaths, resignations, Terminations and Reinstatements of Membership, and any further particulars as the Management Committee, or the Members at any General Meeting may require from time to time.
3. The Register shall be open for inspection at all reasonable times, by any Member who previously applies to the Secretary for such inspection.

(9)

VOTING RIGHTS OF MEMBERS.

1. Full Members, and Life Members of the Club shall be entitled to:
 - (a) Attend and vote at any General Meeting of the Club, including the Annual General Meeting, and at any Extraordinary General Meeting.
 - (b) Vote in elections for the Committee of the Club.
 - (c) Hold office in the Committee of the Club.
 - (d) One vote each at any General, Annual General or Extraordinary General Meeting.

(10)

TERMINATION OF MEMBERSHIP.

1. The Committee may terminate a person's Membership of the Club in any of the following instances:
 - (a) Subject to Clause Eleven (11), if they send to the Committee their written resignation,
 - (b) If they are convicted of an indictable offence,
 - (c) If they refuse or neglect to comply with this Constitution and / or any by-laws or regulations pursuant to this Constitution and / or any requirement of the Committee.
 - (d) If they are considered by the Committee at its absolute discretion, to have committed or participated in, any unprofessional or unethical conduct as a Member of the Club.
 - (e) If they conduct themselves in a manner considered to be injurious or prejudicial to the character or interests of the Club.
 - (f) If they have Membership Fees in arrears for a period of two (2) months or more.
2. All decisions to cancel or suspend Memberships of the Club shall be made by a majority decision of the Committee of Management.
3. No person whose Membership of the Club is terminated or who resigns from the Club, shall thereafter represent or otherwise hold themselves out in any way as a Member of the Club, or as having any affiliation whatsoever with the Club.
4. Any Member whose Membership of the Club is under review shall be given a full and fair opportunity of presenting their case, and if the Management Committee resolves to terminate or suspend their Membership, it shall instruct the Secretary to advise the Member in writing accordingly.
5. A member of the Management Committee may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
 - (a) Before the vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - (b) A member has no right of appeal against the member's removal from office under this rule.
 - (c) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

(11)

RESIGNATION.

1. Any Member except a Committee Member may resign their Membership by giving to the Secretary notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from receipt of such notice. A Committee Member wishing to resign from the Committee or the Club must give notice to the Committee in writing at a Committee Meeting.
2. Upon termination of a person's association with the Club, the former Member shall return all property and material pertaining to the Club to the Property Officer.

(12)

APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP.

1. A person whose application for Membership has been rejected, or whose Membership has been terminated or suspended, may within one (1) month of receiving written notification thereof, lodge with the Secretary written notification of their intention to appeal against the decision of the Management Committee.
2. Upon receipt of a notification of intention to appeal against rejection, termination or suspension of Membership, the Secretary shall convene within three (3) months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the Applicant shall be given the opportunity to fully present their case and the Management Committee, or those Members thereof who rejected the application for Membership, or subsequently terminated or suspended the Membership, shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of Members present, provided that a two thirds (2/3) majority is maintained.

(13)

POWERS

The Powers of the club are:

1. To subscribe to, become a Member of and co-operate with any other Association, Club or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds, any Club, Association, or Organisation which does not prohibit the distribution of its income and property among its Members to an extent as least as great as that imposed on the Association under, or by virtue of Rule 24 (10).
2. In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Club or persons frequenting the Club's Premises.
3. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law, having regard to such trusts.
4. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To appoint, employ, remove or suspend such Managers, Clerks, Secretaries, Servants, Workmen and other persons as may be necessary or convenient for the purposes of the Club.
6. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place, or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Club or promotion of the incorporated Club or in the furtherance of its objects.
7. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
8. To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
9. In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
10. To borrow or raise money, either alone or jointly with any other person or legal entity, in such manner as may be thought proper, and whether upon fluctuating advance account or overdraft or otherwise, to represent or secure any moneys and further advances borrowed or to be borrowed, alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities.

11. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
12. In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
13. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
14. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club, but subject always to the proviso in Sub-Rule 4.
15. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
16. To produce, publish and distribute books, pamphlets, posters, magazines, periodicals, films, tapes, cassettes, cd 's and other publications and means of dissemination of knowledge and opinion as the Club deems necessary for, or conducive to the carrying out of the objects of the Club.
17. In furtherance of the objects of the Club to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed on the Club under or by virtue of Rule 24(10).
18. In furtherance to the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets liabilities and engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate.
19. In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the association is authorised to amalgamate.
20. To make donations for patriotic, charitable or community purposes.
21. To arrange, conduct or participate in training courses, seminars, symposia, lectures, conferences and other activities as may seem expedient.
22. To promote and provide facilities for social intercourse between the Members, their families and their friends and, if thought fit, to afford to them all or any of the usual privileges, advantages, conveniences and accommodation of a Club.
23. To admit and recognise as Members of the Club, Members of any other Corporation, Association, Club or Institute having similar objects to those of the Club and such other persons in such categories of membership as shall comply within the provisions of this Constitution.
24. To co-operate with any organisation established whether in Australia or elsewhere for like purposes as those herein set out.
25. To acquire any rights and privileges which the Club may regard as necessary or convenient for the purposes of the Club or for promoting the interests of Members.
26. To place any moneys of the Club with any banking or other company or institution to open accounts current with any bank, and to pay moneys into and withdraw moneys from any such accounts and to overdraw any such account or accounts.
27. To make Rules and By-Laws for the regulation and good government of the Club, and promotion of the observance of standards of professional conduct, courtesy and ethics consistent with the activities of the Club and the Members.
28. To enter into any arrangements with any Government or Authority supreme, municipal, local or otherwise that may seem conducive to the attainment of the Club's objects or any of them, and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may deem desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
29. To admit any person whether eligible for Membership or not, to be an Honorary Member or Honorary Life Member of the Association on such terms and with such rights and privileges as may from time to time be determined by the Club in any General Meeting.
30. To provide facilities for the holding of auction sales and for such other purposes as the Club may from time to time determine.

31. To apply for, obtain and hold any licence, permit or authority for the sale or supply of liquor in a Club room or at any function under the provisions of the Licensing Act (as amended) and to execute and perform all acts and things permitted under any such licence, permit or authority.
32. To provide for the amicable settlement or adjustment of disputes and to the extent permissible by law by arbitration or other lawful means, and to nominate and appoint arbitrators and umpires upon such terms and in such cases as may seem expedient.
33. To promote the consideration and discussion of all questions affecting owners of Prius, their associates and other Members.
34. To originate, promote and support alterations in the laws of Commonwealth or State directly or indirectly affecting Prius Owners and/or any of the Members of the Club, and to oppose alterations therein which may seem calculated directly or indirectly to prejudice the interests of Prius Owners and/or the Club and/or any of the Members thereof, and for the purposes aforesaid to partition the Federal and State Legislatures and Ministers of the Crown and take such other steps and proceedings as may be deemed expedient.
35. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
36. To do all other things as are incidental or conducive to the attainment of the objects, the exercise and the powers of the Club.
37. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due and of any claims and demands by or against the Club.
38. To appoint from time to time sub-committees which may, subject to this Constitution, include Members of the Club who are not Members of the Committee, and may delegate to any such sub-committee any power or duty. The Meetings and proceedings of any such sub-committee consisting of two or more Members shall be governed by the provisions hereof for the regulation of meetings and proceedings of such Committee so far as the same are applicable thereto.
39. To make, repeal and amend all such regulations (not inconsistent with this Constitution) as shall be deemed necessary for the proper management of the Club.
40. To vary the number and declare Classes of Membership.
41. To terminate the Membership of any Member, to refuse Membership to any person, and suspend the Membership of any person for any period and on such terms and conditions as the Committee may see fit.
42. At any time, and for any such purpose as shall from time to time be deemed expedient, to appoint any two of its Members as trustees in relation to any property of or otherwise in relation to and on behalf of the Club, and to vary the terms of and to revoke any such appointment.
43. Without limiting the generality of the foregoing, the Committee shall, in addition to any other express powers herein contained, have the following powers namely:
 - (a) To have recourse against any Member of the Club in relation to any subscription fee payable by such Member, or any arrears or unpaid portion thereof.
 - (b) To suspend or terminate the Membership of any unfinancial Member, and to reinstate any Member whose Membership shall be so suspended or terminated.
 - (c) To caution, reprimand, suspend, expel or otherwise deal with any Member who has been guilty of misconduct which in the opinion of the Committee is injurious to the interest of the Club.

(14)

COMMITTEE OF MANAGEMENT

1. The Committee of Management of the Club shall consist of a President, Vice President, Secretary, Treasurer and two (2) other Members of the Club as an option.
2. The Club may from time to time by special resolution passed at a General Meeting increase or reduce the number of Members of the Management Committee.
3. The Committee shall have power at any time to appoint any person to be a Member of the Committee to fill a casual vacancy.

4. The office of a Committee Member shall become vacant, if such Committee Member shall either:
 - (a) Cease to be a Member of the Club.
 - (b) Resign in writing to a Committee Meeting.
 - (c) Be absent without permission of the Committee for more than two consecutive meetings of the Committee.
 - (d) Be convicted of an indictable offence.
 - (e) Be requested in writing by all the other Committee Members for the time being to resign, or if his office be declared vacant by special resolution of the Committee, provided that if he is so requested to resign or if his office be so declared vacant, he shall be entitled to appeal to a General Meeting of the Members of the Club.
5. All Committee Members shall retire at each Annual General Meeting, but are eligible upon nomination for re-election.

(15)

ELECTION OF COMMITTEE OF MANAGEMENT

The election of officers and other Members of the Management Committee shall take place in the following manner:

1. Any Full or Life Member wishing to nominate as a Committee Member shall nominate and have their nomination seconded at the Annual General Meeting.
2. The Committee shall be elected by the Members in the following order:
 - (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Secretary
3. If elections for any Committee Positions are required at any time during the year due to a position becoming vacant, the Club may hold an election provided fourteen (14) days notice is given to the Members.
4. Any person elected to fill a position as a result of that position becoming vacant, shall be deemed to assume the residue of that office only.
5. All Members can nominate for the positions of President, Vice-President, Secretary and Treasurer, however such post shall only be held by the same person for not more than two consecutive years, at which time such person can nominate for a different Committee position for one whole Club year before being eligible to nominate for any of these positions again.

(16)

FUNCTIONS OF THE COMMITTEE OF MANAGEMENT

1. Except as otherwise provided by these rules, and subject to resolutions of the Members of the Club carried at any General Meeting, the Management Committee:
 - (a) Shall have the general control and management of the administration of the affairs, property and funds of the Club.
 - (b) Shall have authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent.
 - (c) May exercise all the powers of the Club as specified in Clause 13 of this Constitution.

(17)

MEETINGS OF THE COMMITTEE OF MANAGEMENT

1. The Management Committee shall meet at least bimonthly to exercise its functions.
2. A special meeting of the Management Committee shall be convened by the Secretary, on the requisition in writing signed by not less than one-third of the Members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
3. At every meeting of the Management Committee a simple majority of a number equal to the number of Members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the Members, shall constitute a quorum.
4. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
5. A Member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, and if they do so vote, their vote shall not be counted.

6. Not less than fourteen (14) days notice shall be given by the Secretary to Members of the Management Committee of any special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
7. The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any Meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman, or if the Vice-President is not present at the Meeting, then the Members may choose one of their number to be Chairman of the Meeting.
8. If within half an hour from the time appointed for the commencement of a Management Committee Meeting, a quorum is not present, the Meeting, if convened upon the requisition of Members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall lapse.
9. The Management Committee may delegate any of its powers to a Sub-Committee consisting of such Members of the Club as the Management Committee thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed in it by the Management Committee.
10. A Sub-Committee may elect a Chairman of its Meetings. If no such Chairman is elected, or if at any Meeting the Chairman is not present within ten minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be Chairman of the Meeting.
11. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
12. All acts done by any Meeting of the Management Committee or of a Sub-Committee or by any Members acting as a Member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Management Committee or person acting as aforesaid, or that the Members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Management Committee.
13. A resolution in writing signed by all Members of the Management Committee for the time being entitled to receive notice of a Meeting of the Management Committee shall be as valid and effectual as if it had been passed at a Meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members of the Management Committee.
14. The continuing Members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing Member or Members may act for the purpose of increasing the number of Members of the Management Committee to that number or of summoning a General Meeting of the Club, but for no other purpose.

(18) ANNUAL GENERAL OR GENERAL MEETINGS

1. The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Club, and at such place at the Committee of Management may determine.
2. The Annual General Meeting (A.G.M.) of Members of the Club shall be held at a time and place determined by the Committee, for the time being, provided always that such Meeting take place between the 1st day of July and the end of December in each year.
3. All Meetings other than the A.G.M. shall be called General Meetings.
4. General Meetings are to be held monthly (except January) on the second Monday of the month, or as determined by the General Body at a General Meeting from time to time.
5. The business to be transacted at every A.G.M. shall be:
 - (a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year.
 - (b) The receiving of the report upon the books and accounts for the preceding financial year.
 - (c) The resolution of any special business, providing always that one (1) month's notice in writing is given to the Secretary.
 - (d) The election of Members of the Committee of Management.

6. The Secretary shall convene a Special General Meeting:
 - (a) When directed to do so by the Committee of Management.
 - (b) On the requisition in writing signed by not less than one third (1/3) of the Members presently on the Committee of Management, or not less than the number of ordinary Members of the Club which equals double the number of Members presently on the Committee of Management plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened, and the nature of the business to be transacted thereat.
 - (c) On being given a notice in writing of an intention to appeal against a decision of the Committee of Management to reject an application for Membership or to terminate or suspend the Membership of any person.
7. At any General Meeting the number of Members required to constitute a quorum shall be 6; 2 of whom must be members of the Committee of Management.
8. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. For the purposes of this rule "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
9. If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Committee of Management or the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place as the Committee of Management may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall form a quorum.
10. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
11. (1) The Secretary shall convene all General Meetings of the Club by giving not less than 14 days notice of any such meeting to the Members of the Club.

(2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
12. Unless otherwise provided by these rules, at every General Meeting:
 - (1) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the meeting.
 - (2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - (3) Every question, matter or resolution shall be decided by a majority of votes of the Members present.
 - (4) Every member present who is entitled to vote shall be entitled to one vote and in the case of an equality of votes, the Chairman shall have a second or casting vote. Provided that no Member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting.
 - (5) Voting shall be by a show of hands or a division of Members, unless not less than one-fifth of the Members present demand a ballot, in which event there will be a secret ballot. The Chairman shall appoint two Members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 - (6) A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a Member shall have one vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
 - (7) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
 - (9) Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

ASSOCIATION:

I, of

being a Member of the abovenamed association, hereby appoint of....., or failing him, of as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Club, to be held on the day of 20..... and at any adjournment thereof.

Signed this day of..... 20.....

This form is to be used * in favour of / * against the resolution.

* Strike out whichever is not required. (unless otherwise instructed, the proxy may vote as he/she thinks fit)

(9) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(19)

MINUTES

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting; Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

(20)

BY LAWS

The Management Committee may from time to time make, amend or repeal By Laws, not inconsistent with these rules, for the internal management of the Club, and any By Law may be set aside by a General Meeting of Members, providing in both cases fourteen (14) days notice is given to all Club Members.

(21)

ALTERATION OF CONSTITUTION

1. Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at any General Meeting.
2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.
3. One month's notice in writing must be given to the Secretary for any Constitution alteration proposal.

(22)

COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by a Member on the Management Committee and shall be countersigned by the Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

(23)

FINANCIAL YEAR

The Financial Year of the Club shall end on the 30th day of June each year to which day the accounts of the Club shall be balanced.

(24)

FUNDS AND ACCOUNTS AND DOCUMENTS

1. The funds of the Club shall be banked in the name of the Club in such bank as the Management Committee may from time to time direct.
2. Proper books and accounts shall be kept and maintained either on written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
3. All moneys shall be banked as soon as practicable after receipt thereof.
4. All amounts of \$20 or over shall be paid by cheque signed by any 2 of the President, Vice-President, Secretary, Treasurer or other Member authorised from time to time by the Management Committee.
5. Cheques shall be crossed "Not Negotiable" except those in payment of wages allowances or petty cash recoupments which may be open.
6. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
7. All expenditure shall be approved or ratified at the Management Committee Meeting.
8. As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) The income and expenditure for the Financial Year just ended.
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
9. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the association or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any Member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.
10. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

(25)

NOTICES

1. A notice may be given by the Club to any Member, either personally or by sending it by post or by electronic mail to such Member, at the address of such Member supplied by him to the Club for the giving of notices to him.
2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time which the letter would be delivered in the ordinary course of the post or email.
3. The accidental omission to give notice of any General Meeting or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings of or any resolution passed at any Meeting.
4. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
 - (1) Every Member entitled to attend and vote at such Meeting, except those Members who have not supplied to the Club an address for the serving of notices upon them: and

(26)

PROPERTY OF THE CLUB

No Member shall by reason of his Membership of the Club have any transmissible or assignable interest in the property of the Club whether by operation of law or otherwise.

(27)

INDEMNITY

1. No Member if the Committee or other officer of the Club shall be liable for any act default neglect or receipt of any other Committee Members or officer for any loss or expense incurred to or by the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious acts of any person with whom any moneys securities or effects shall be deposited or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same occurred through his own wilful act or default.
2. Unless through their own negligence or wilful default, all Members of the Committee, officers and employees of the Club shall be indemnified by the Club from all losses and expenses incurred by them in any action at law arising out of the discharge of their respective duties.
3. The Club's public liability insurance shall not be accessible to any external individual, Club or organisation. It is for the sole coverage of events organised by the Prius Club of Queensland Inc.

(28)

NON-PROFIT CLAUSE

The assets and income of the Club shall be applied solely in the furtherance of its above-mentioned objects, and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

(29)

DISSOLUTION

In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

(30)

PUBLIC OFFICER

The Public Officer shall be either the Secretary or the Vice-President for the time being of the Club who shall do all things as are required by him to be done pursuant to the act and the regulations made thereunder.