

AUSTRALIAN LANCIA REGISTER INC.

RULES

1. NAME

The name of the incorporated association is 'Australian Lancia Register Inc.' in these Rules called 'the Register'.

2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:-

“**Act**” means the *Associations Incorporation Reform Act 2012*.

“**Committee**” means the Committee of Management of the Register, constituted by the Officers of the Register and the Ordinary Members of the Committee.

“**Ordinary Member of the Committee**” means a member of the Committee who is not an Officer of the Register.

“**Family member**” means the partner of a member or a member's child under 18 years of age, living with the member.

“**Financial Year**” means the year ending on June 30.

“**General Meeting**” means a general meeting of members convened in accordance with the Rules and includes an Annual General Meeting and a Special General Meeting.

“**Member**” means a financial or honorary member of the Register.

“**Regulations**” means regulations under the Act.

“**Relevant documents**” has the same meaning as in the Act

2.2 Words and expressions in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958*.

3. OBJECTIVES

The objectives of the Register are:-

- (a) To act as a point of contact for owners of Lancia motor vehicles and persons interested in those vehicles.
- (b) To establish and maintain a record of Lancia motor vehicles in Australia.

- (c) To promote and foster the interests of Lancia motor vehicle owners, drivers and enthusiasts.
- (d) To encourage the use, maintenance, restoration and preservation of Lancia motor vehicles of all ages.
- (e) To publish a newsletter and any journals, books and other publications concerning Lancia motor vehicles and other issues of interest to the members of the Register.
- (f) To organize and promote social, motoring and motor sport events and other activities for the promotion of the Register's purposes and for the enjoyment of the members of the Register and other persons interested in Lancia motor vehicles.
- (g) To establish and maintain a library of books, journals, films, video recordings, computer records and any other form of record concerning Lancia motor vehicles and other matters of interest to the members.
- (h) To compile, print and distribute to the members as often as the Committee shall consider appropriate, a record of the members of the Register and a listing of the Lancia motor vehicles owned by the members.
- (i) To purchase or hire premises required for the meetings and activities of the Register and the members.
- (j) To undertake all other activities or undertakings that are incidental to the abovementioned purposes.
- (k) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Register 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 upon the Register under or by virtue of the Act or these Rules.
- (l) 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 Register is authorised to amalgamate.
- (m) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one of the incorporated associations with which the Register is authorised to amalgamate.
- (n) To make donations for patriotic, charitable or community purposes.

4. APPLICATION FOR MEMBERSHIP

- 4.1 Membership shall be open to all owners of Lancia motor vehicles and all persons interested in the marque.

- 4.2 A person who wishes to join the Register must forward a written application for membership to the Membership Secretary together with payment of the joining fee, if any, and an annual subscription fee. The form of application shall be as set out in Appendix 1 or such form as the Committee may prescribe from time to time. Applicants are not required to be nominated by a member.
- 4.3 The Membership Secretary shall notify the applicant when the application has been approved. The Membership Secretary shall enter the applicant's name in the Register of Members as soon as practical, whereupon the applicant shall become a member of the Register and be entitled to exercise the rights of membership.
- 4.4 Any person who is not a member of the Register may apply for temporary membership of the Register for a period not exceeding three months by forwarding to the Membership Secretary a completed application for temporary membership in the form of Appendix 2 or such form as the Committee may prescribe from time to time. The Membership Secretary may grant the applicant temporary membership and the Committee may set a fee or waive payment of any fee.
- 4.5 The partner of a member and a child of a member under 18 years of age, living with the member, may become a Family Member of the Register upon request by a member. No additional fee shall be payable in respect of any such family membership.

5. HONORARY MEMBERSHIP

- 5.1 An Honorary Member of the Register shall enjoy all the rights and privileges of membership of the Register but shall not be required to pay annual subscription fees.
- 5.2 The Committee may confer Honorary membership on any member for a period of up to five years.
- 5.3 Honorary Life Membership of the Register may be conferred on any member by a unanimous vote of the Committee.

6. JOINING FEE AND ANNUAL SUBSCRIPTION

- 6.1 The Committee may fix a joining fee from time to time at its discretion.
- 6.2 The Committee shall set the annual subscription fee from time to time at its discretion.
- 6.3 The annual subscription fee set by the Committee shall be payable on the 1st day of January in each year.

- 6.4 Members who join the Register after the 1st July in any year shall pay one half of the annual subscription fee applicable to the year in which they join.
- 6.5 A member who has not paid the annual subscription by 1 March in any year shall cease to be a member of the Register.
- 6.6 A former member may be re-admitted to membership of the register without making an application under rule 4.2 upon payment of the annual subscription before the end of the financial year in which his or her membership ceased.

7. REGISTER OF MEMBERS

- 7.1 The Membership Secretary shall keep and maintain, a record of the members of the Register including the full name, postal address, fax address, email address, any other form of electronic address, date of joining and date of ceasing to be a member of the Register, in respect to each member.
- 7.2 Each member of the Register shall be responsible for informing the Membership Secretary in writing of any change of address.
- 7.3 The Register of Members shall be available for inspection free of charge by any member on request and a member may make a copy of entries therein, but shall not make improper or commercial use of the information.

8. RIGHTS OF MEMBERS

- 8.1 The rights and privileges of members other than Family Members and Temporary Members are:
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (d) to vote at all general and special meetings;
 - (e) to stand for election to the Committee; and
 - (f) to participate in all the activities organized by the Register.
- 8.2 The rights and privileges of Family Members and Temporary Members are to participate in all the activities organized by the Register.
- 8.3 The obligations and liabilities of all members of the Register are:
- (a) to abide by the Rules of the Register; and
 - (b) to pay the annual subscription fee fixed by the Committee and any other financial levy that may be imposed on members by the Committee.
- 8.4 A right, privilege, obligation or liability of a person by reason of membership of the Register:-
- (a) is not capable of being transferred or transmitted to another person;
- and

- (b) terminates upon cessation of membership of the Register, whether by death, resignation or otherwise.

9. RESIGNATION

- 9.1 A member of the Register may resign by giving one month written notice to the Secretary of intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 9.2 Upon the expiration of a notice given under sub-rule (1) the Membership Secretary shall record the date upon which the member ceased to be a member in the register of members.

10. DISCIPLINARY ACTION

- 10.1 If the Committee is of the opinion that a member has refused or neglected to comply with these Rules or been guilty of conduct unbecoming a member or prejudicial to the interests of the Register, the Committee shall appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 10.2 The members of the disciplinary subcommittee may be Committee members, members of the Register or anyone else, but must not be biased against or in favour of the member concerned.
- 10.3 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:-
 - (a) stating that the Register proposes to take disciplinary action against the member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, time and place of the meeting at which the disciplinary committee intends to consider the disciplinary action (*the disciplinary meeting*);
 - (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 11.
- 10.4 The notice must be given to the member no earlier than 28 days and no later than 14 days before the disciplinary meeting is held.
- 10.5 At the disciplinary meeting the disciplinary subcommittee must:
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.

- 10.6 After complying with sub-rule 10.5 the disciplinary subcommittee may by a resolution passed by an absolute majority:
- (a) reprimand the member;
 - (b) suspend the member from the Register for a specified period; or
 - (c) expel the member from the Register.

10.7 Any suspension of membership rights or the expulsion of a member by the disciplinary subcommittee takes effect immediately after the resolution is passed.

11 APPEAL RIGHTS

- 11.1 A person whose membership rights have been suspended or who has been expelled from the Register under rule 10 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 11.2 The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 11.3 If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 11.4 Notice of the disciplinary appeal meeting must be given to each member of the Register who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 11.5 At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- 11.6 After complying with sub-rule 11.5 the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked. A member may not vote by proxy at the meeting.
- 11.7 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
- 11.8 The Committee may at its discretion refund to a member who has been expelled or suspended, a proportionate part of any annual subscription fee paid by the member.

12 DISPUTES AND MEDIATION

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules between a member and another member, a member and the Committee or between a member and the Register.
- 12.2 The parties to the dispute must discuss the matter in dispute at a meeting in an attempt to resolve the dispute, within 14 days of the dispute coming to the attention of the Committee. If one of the parties is the Register, it shall be represented by a member of the Committee authorized by the Committee.
- 12.3 If the dispute has not been resolved within one month after it came to the attention of the Committee, the parties must hold a meeting in the presence of a mediator within a further month.
- 12.4 The mediator may be member of the Register who is not a party to the dispute and may be appointed by agreement between the parties, but in the absence of agreement:-
- (a) in a dispute between members, shall be appointed by the Committee;
 - (b) in a dispute involving the Register, shall be appointed by the Dispute Settlement Centre of Victoria.
- 12.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.6 The mediator, in conducting the mediation process, must:-
- (a) give the parties every opportunity to be heard;
 - (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 throughout the process.
- 12.7 The mediator must not determine the dispute.

- 12.8 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.

13. CONVENING OF ANNUAL GENERAL MEETINGS, GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- 13.1 The secretary of the Register shall at least fourteen (14) days before the date fixed for holding an Annual General Meeting or a General Meeting of the Register and twenty-one (21) days in the case of a Special General Meeting, cause a notice to be given to each member of the Register

entitled to vote stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 13.2 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary. If notice is received 21 days before a General Meeting or 28 days before a Special General Meeting the Secretary shall include that business in the notice calling the next general meeting after the receipt of the notice.

14 NOTICES

- 14.1 Notice of a general meeting and any other notice required to be given to a member, by or on behalf of the Register, may be given as a separate notice or by inclusion in a newsletter:

- (a) by delivering it to the member personally; or
- (b) by posting it by pre-paid post to the address of the member appearing in the register of members; or
- (c) by sending a facsimile, email message or other electronic transmission to the address of the member in the register of members.

- 14.2 Where a document is properly addressed, postage pre-paid and posted to a member as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the member at the time at which the letter would have been delivered in the ordinary course of the post.

- 14.3 Where a document is properly addressed and transmitted to a member by facsimile, email or other electronic transmission, the document shall, unless the contrary is proved, be deemed to have been given to the member at the time at which the transmission was sent to that member.

15. ANNUAL GENERAL MEETING

- 15.1 The Register shall hold an Annual General Meeting in each year on a date determined by the Committee. This meeting shall be in addition to any other general meeting held in the same year.

- 15.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

- 15.3 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since then;
 - (b) to receive and consider a report from the Committee upon the activities of the Register during the preceding financial year;
 - (c) to receive and consider the financial statements of the Register for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
 - (d) to elect the members of the Committee ;
- 15.4 In addition to the ordinary business, the Annual General Meeting may consider any special business of which notice has been given in accordance these Rules and any other business of which notice has not been given, subject to the Chairperson of the meeting having the power to require that notice be given of any such business as special business in accordance with these Rules.
- 15.5 The Committee must ensure that minutes are taken and documents kept of the annual general meeting that record:
- (a) the business considered at the meeting;
 - (b) any resolution on which a vote is taken and the result of the vote;
 - (c) any proxy forms received by the chairman of the meeting;
 - (d) the financial statements submitted to the members in accordance with Part 7 of the Act;
 - (e) a certificate signed by two members of the Committee certifying that the financial statements give a true and fair view of the financial position and performance of the Register; and
 - (f) any audited accounts and auditor's report and any report of a review accompanying the financial statements that are required by the Act.

16. SPECIAL GENERAL MEETING

- 16.1 The Committee may convene a Special General Meeting at any time and must convene a Special General Meeting if more than 15 months would elapse since the previous Annual General Meeting, before the expiration of that period. All business conducted at a Special General Meeting is deemed to be special business.
- 16.2 The committee shall, on a request in writing of members representing not less than ten percent of the total number of members, convene a Special General Meeting.
- 16.3 The request for a Special General Meeting shall state the business proposed to be considered at the meeting, shall be signed by the members making the request and sent to the Secretary. The request may consist of several documents in like form, each signed by one or more of the members making the request.

- 16.4 If the Committee does not cause a Special General Meeting to be held within two months after the date on which a request is sent to the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held within a further two months.
- 16.5 A Special General Meeting convened in pursuance of these Rules shall be convened in the same manner as nearly possible as that in which it may have been convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Register to the members who have incurred the expenses.

17. MEMBERS GENERAL MEETING

The Committee may convene a General Meeting of the members at any time. The meeting may consider any business of which notice has been given and any other business of which notice has not been given, subject to the Chairperson of the meeting having the power to require that notice be given of any such business as special business in accordance with these Rules.

18. QUORUMS

- 18.1 A quorum at an Annual General Meeting, a General meeting and a Special General Meeting shall consist of ten (10) members being present who are entitled to vote under these Rules.
- 18.2 A quorum at a Committee meeting shall consist of five (5) members of the Committee being present.

19. PROCEEDINGS AT GENERAL MEETINGS

- 19.1 No item of business shall transacted at a general meeting unless a quorum of members is present during the time when the meeting is considering that item.
- 19.2 The President, or in the absence of the President, the Vice-President, shall preside as Chairperson at each general meeting. If neither are present within 30 minutes after the time the meeting was due to commence, the members present shall elect one of their number to preside as Chairperson of the meeting.
- 19.3 If a quorum is not present within 30 minutes after the time a general meeting was due to commence:
- (a) In the case of a meeting convened on the request of members, the meeting must be dissolved;
 - (b) in any other case, the Chairperson shall adjourn the meeting to such date, time and place as the Chairperson deems to be appropriate.

- 19.4 If at the adjourned meeting a quorum is not present within half an hour after the time the meeting was due to commence, the members present (being not less than three) shall be a quorum.
- 19.5 A member is entitled to one vote on any motion put to a vote at a general meeting. Voting may be in person or by proxy except that no proxies shall be accepted at a Disciplinary Appeal Meeting. Where a ballot is tied the chairperson is entitled to exercise a casting vote.
- 19.6 Each member shall be entitled to appoint another member as a proxy to vote at a general meeting, by signing and delivering a notice in writing in the form of Appendix 3 to the Secretary not less than 48 hours before the time fixed for holding the meeting, naming the member who is authorized to vote as the proxy.
- 19.7 A member shall not be entitled to vote at any general meeting unless all money due and payable by the member to the Register has been paid.
- 19.8 Any motion to be decided by a general meeting shall be determined by a show of hands plus the counting of any proxy votes, and unless a request is made for a poll, a declaration by the Chairperson that the motion has been carried, carried by a particular majority, carried unanimously or lost and an entry to that effect in the minutes of the Register, shall be evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against the motion.
- 19.9 If at a general meeting a poll of votes on any motion is requested by not less than three members, it shall be taken immediately if the motion concerns the election of a Chairperson, otherwise it shall be taken at the time and in such manner as the Chairperson shall direct and the outcome of the poll shall be deemed to be the result of the vote on that motion.
- 19.10 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to another date, time or place, but no business shall be transacted at the adjourned meeting other than the business left unfinished prior to the adjournment. It shall not be necessary to give notice of the adjourned meeting under Rule 12.

20 COMMITTEE OF MANAGEMENT AND VACANCIES ON THE COMMITTEE

- 20.1 The affairs of the Register shall be managed by a Committee of Management which:
- (a) shall control and manage the affairs of the Register;
 - (b) may exercise all the powers of the Register, other than those powers and functions that these Rules or the Act require to be exercised by general meetings of the members of the Register;
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and do such things as appear to the

- Committee to be essential for the proper management of the business and affairs of the Register; and
- (d) may establish subcommittees consisting of members with terms of reference it considers appropriate.
- 20.2 The Committee may, by a written document setting out any conditions and limitations, delegate to a member of the Committee or a subcommittee any power or function other than this power to delegate and a duty imposed on the Committee by the Act or any law. The Committee may revoke a delegation either in whole or in part.
- 20.3 A general meeting of members may by a special resolution direct the Committee on any matter within the Committee's powers.
- 20.4 The Committee shall consist of the Officers of the Register being:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Membership Secretary; and
 - (e) the Treasurer
- plus ten ordinary members of the Committee.
- 20.5 The Committee may act even though not all positions on the Committee have been filled.
- 20.6 The Committee may at its discretion appoint a member to be the Newsletter Editor, who may be a member of the Committee. The Newsletter Editor shall hold office until he or she resigns or another member is appointed to the position.
- 20.7 Each member of the Committee shall hold office until the next Annual General Meeting after being elected and shall be eligible for re-election.

21. ELECTION OF THE COMMITTEE

- 21.1 A financial member of the Register, who has been a member of the Register for not less than twelve months at the date of the Annual general Meeting, can nominate a member or accept nomination for election as an Officer of the Register or as an ordinary member of the Committee.
- 22.2 Nominations for positions on the Committee:
- (a) shall be in writing, signed by two members of the Register and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 21.3 A candidate may only be nominated for one position on the Committee, prior to the Annual General Meeting.

- 21.4 If the nominations received by the due date do not include more than one nomination for any position as an Officer of the Register, then the person nominated for that position shall be deemed to be elected. If the nominations received for the positions as ordinary members of the Committee do not exceed the number of positions, the persons nominated shall be deemed to be elected.
- 21.5 If insufficient nominations are received to fill any of the positions on the Committee, further nominations for those positions may be received at the Annual General Meeting.
- 21.6 If more than one nomination is received for any position as an Officer of the Register or if more than ten nominations are received for ordinary members of the Committee, a ballot to determine any such contested position shall be held at the Annual General Meeting.
- 21.7 The ballot for the election of Officers and ordinary members of the Committee shall be conducted in such manner as the Committee may direct.

22 VACATION OF COMMITTEE POSITION

- 22.1 The office of an Officer of the Register or of an ordinary member of the Committee, shall become vacant if the Officer or ordinary member:-
- (a) ceases to be a member of the Register;
 - (b) becomes an insolvent, under administration within the meaning of the Corporations Law;
 - (c) resigns from the Committee by notice in writing delivered to the Committee;
 - (d) becomes a represented person (under the Guardianship and Administration Act 1986);
 - (e) ceases to live in Australia;
 - (f) dies;
 - (g) has been removed from the Committee by a special resolution passed at a General Meeting; or
 - (h) a statutory manager has been appointed under section 116 of the Act to conduct the affairs of the Register.
- 22.2 The Register may by a special resolution passed at a general meeting, remove a Committee member, including the Secretary, from office before his or her term of office has expired in any of the following circumstances:-
- (a) the member has made statements or committed acts which are detrimental to the reputation of the Register or are seriously at variance with the objectives of the Register;
 - (b) the member has refused or neglected to comply with these Rules;
 - (c) the member has misappropriated funds or property of the Register; or
 - (d) the member has failed to attend three consecutive Committee meetings, without tendering an apology to the Secretary.

- 22.3 A member of the Committee who is the subject of a motion referred to in sub-rule (2) may address the meeting at which the motion is considered or make representations in writing to the Secretary or President and those representations may be given to the members or if they are not so given, the member may require that they be read out at the meeting considering the motion.
- 22.4 In the event of a casual vacancy in a position on the Committee, the Committee may appoint another member of the Committee or a member to the vacant position. Any person so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

23. PROCEEDINGS OF THE COMMITTEE

- 23.1 The Committee shall meet at least three times in each year at such place or places and at such times to be fixed in such manner as the Committee may determine.
- 23.2 A Special Meeting of the Committee may be convened by the President or by any three member of the Committee to consider any particular items of business and no other business shall be transacted at such a meeting.
- 23.3 Notice shall be given by the Secretary to the members of the Committee of each Committee meeting by letter, facsimile, email or other electronic transmission at least two business days before the meeting and in the case of a Special Meeting, the notice shall specify the nature of the business to be transacted at that meeting.
- 23.4 No business shall be transacted at a Committee meeting unless a quorum is present. If a quorum is not present within half an hour of the appointed time, in the case of a Special Meeting the meeting shall lapse and in the case of an ordinary meeting, it shall be adjourned to a date, place and time determined by the member of the Committee presiding.
- 23.5 The President, or in the absence of the President, the Vice-President, shall preside at meetings of the Committee and if neither is present the members of the Committee present may choose a member to preside.
- 23.6 Matters to be decided at a meeting of the Committee or any sub-committee appointed by the Committee, shall be decided by a show of hands. Every member of the Committee present, including the member presiding, shall be entitled to one vote. If the vote on a resolution is drawn, the member presiding may cast a second or casting vote.
- 23.7 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee and must not be present while the matter is being considered and must not vote on the matter.

- 23.8 Sub-rule (7) does not apply where the material personal interest exists only because the member belongs to a class of persons for whose benefit the Register was established or the member has the interest in common with all, or a substantial proportion of the members of the Register.

24 DUTIES OF COMMITTEE MEMBERS

- 24.1 As soon as practical after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act;
- 24.2 The Committee is collectively responsible for ensuring that the Register complies with the Act and that individual members of the Committee comply with these Rules;
- 24.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence;
- 24.4 Committee members must exercise their powers and discharge their duties in good faith in the best interests of the Register and for a proper purpose.
- 24.5 Committee members and former Committee members must not make improper use of their position or information acquired by virtue of holding their position on the Committee, so as to gain an advantage for themselves or any other person or to cause detriment to the Register.

25. DUTIES OF THE SECRETARY

The Secretary of the Register must:

- (a) perform any duty or function require under the Act to be performed by the secretary of an incorporated association;
- (b) take and maintain minutes of all general meetings and Committee meetings of the Register including the resolutions considered, and the outcome thereof and the proceedings of each such meeting together with a record of the names of the persons present at Committee meetings.
- (c) ensure that the register of members is maintained;
- (d) keep custody of the common seal of the Register;
- (e) keep custody of the financial records of the Register other than the current financial year records held by the Treasurer;
- (f) maintain custody of all documents and securities of the Register;
- (g) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other records and documents of the Register;
- (h) perform any other duty or function imposed on the Secretary by these Rules; and
- (i) give the Registrar notice of his or her appointment within 14 days after the appointment.

26. FINANCES

- 26.1 The funds of the Register shall be derived from joining fees, annual subscriptions, sales of merchandise, fund-raising activities, donations, grants, interest, the conduct of events for the members and such other sources approved by the Committee.
- 26.2 The income and property of the Register shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion 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 Register provided that:
- (a) nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by him or her to the Register or otherwise owing to him or her by the Register or of remuneration to any officers or servants of the Register or to any member of the Register or other person in return for any services actually rendered to the Register; and
 - (b) 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 Register or reasonable and proper rent for premises demised or let to the Register or the provision of services by a member to which he or she would be entitled if he or she were not a member.
- 26.2 The Register must maintain one or more accounts with a reputable financial institution into which all of the Register's revenue shall be deposited and from which all expenditure shall be made.
- 26.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee members authorized by the Committee.

27 DUTIES OF THE TREASURER

The Treasurer of the Register shall:-

- (a) collect and receive all moneys due to the Register and make all payments payable by the Register or authorized by the Committee;
- (b) ensure that all moneys received are paid into a bank account of the Register promptly;
- (c) keep accurate accounts and records of the financial affairs of the Register that correctly record and explain its transactions, financial position and performance and are in accordance with the Act;
- (d) present a written report at the Committee meetings detailing the income and expenditure since the previous meeting;
- (e) prepare any other financial details requested by the Committee;
- (f) prepare any other financial report required by the Registrar of Incorporated Associations;

- (g) present the financial report for the past year at the annual general meeting of the Register and provide copies;
- (h) keep custody or control of all the financial records for the current financial year until the completion of the annual financial report; and
- (i) keep custody or control of other financial records as authorized by the Committee.

28 INSPECTION OF BOOKS AND RECORDS

- 28.1 Subject to sub-rule (2) members may on request inspect free of charge, at a reasonable time, the Register of members, the Minutes of General Meetings and Committee Meetings, the Financial Records, Title Deeds, Securities and other relevant documents of the Register. A member may make copies of any such documents or the Register may charge a reasonable fee for the provision of any such copies. Members shall not make improper or commercial use of any information so obtained.
- 28.2 The Committee may require a member wishing to inspect the Committee Minutes or Financial Records to state the reason for the request and may refuse the request, or grant partial access, if it relates to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Register or its members.
- 28.3 The Committee must on request make a copy of these Rules available to members and applicants for membership free of charge. The copy may be provided in a printed or electronic format.

29 COMMON SEAL

- 29.1 The Common Seal of the Register shall be kept in the custody of the Secretary.
- 29.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing must be attested by two members of the Committee.

30 AMENDMENT OF THE RULES

These Rules must not be amended except by a special resolution passed by 75% of the votes received at a general meeting and in accordance with the Act.

31. WINDING UP

- 31.1 The Register shall be wound up in the event that:-
- (a) a special resolution to wind up the Register is passed by 75% of the votes received at a general meeting; or
 - (b) membership of the Register is less than 20 members for a period of more than twelve months.

- 31.2 (a) If the Register is wound up in accordance with the provisions of the Act, and there remains after satisfaction of all its debts and liabilities any surplus funds or assets whatsoever, then subject to the Act and any court

order made under section 133 of the Act, the surplus funds and assets must be given or transferred to a body or bodies having similar purposes to the Register, chosen by a special resolution of the members.

- (b) Any such body must be a not for profit body and prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Register under these Rules.

32 REGISTERED ADDRESS

The registered address of the Register is the address determined from time to time by the Committee and if the Committee has not so determined, shall be the postal address of the Secretary.

APPENDIX 1

AUSTRALIAN LANCIA REGISTER INC.

APPLICATION FOR MEMBERSHIP

I,.....
(Full name)

of.....
.....
.....
.....

Facsimile address:

E-mail address:.....
.....

apply to become a member of the Australian Lancia Register Inc.

In the event of my admission as a member, I agree to support the purposes of the Register and comply with its Rules for the time being in force.

.....
(Signature of applicant)

.....
(Date)

Mail to: Australian Lancia Register
PO Box 463,
East Melbourne, Vic. 8002
Australia

APPENDIX 2

AUSTRALIAN LANCIA REGISTER INC.

APPLICATION FOR TEMPORARY MEMBERSHIP

I,.....(Full name)

of.....

.....

.....

.....

apply to become a temporary member of the Australian Lancia Register Inc.

from.....to.....(maximum three months)

In the event of my admission as a member, I agree to support the purposes of the Register and be bound by its Rules for the time being in force.

.....
(Signature of applicant)

.....
(Date)

Mail to: Australian Lancia Register
PO Box 463,
East Melbourne, Vic. 8002
Australia

APPENDIX 3

AUSTRALIAN LANCIA REGISTER INC.

FORM OF APPOINTMENT OF PROXY

I,.....

of.....

.....

.....

being a member of the Australian Lancia Register Inc.

appoint.....

of.....

.....

.....

Being a member of the Australian Lancia Register, as my proxy to vote on my behalf at the Annual/ Special General Meeting of the Register to be held onand at any adjournment of that meeting.

My proxy is authorized to vote as follows:

.....

.....

.....

.....

.....

.....

(Signed)

.....

(Date)