



**MORGAN OWNERS' CLUB OF AUSTRALIA INCORPORATED**

**CONSTITUTION**

**September 2012**

---

**INDEX**

<b>1. Introduction</b>	<b>3</b>
<b>2. Objectives of the club</b>	<b>3</b>
<b>3. Meetings</b>	<b>3</b>
<b>4. Foundation Members</b>	<b>4</b>
<b>5. Preliminary</b>	<b>4</b>
5.1 Interpretation	4
<b>6. Membership</b>	<b>4</b>
6.1 Membership Qualification	4
6.2 Membership Classes	5
6.3 Magazine:	5
6.4 Nomination for Membership	5
6.5 Cessation of Membership	5
6.6 Membership Rights	5
6.7 Resignation of Membership	6
6.8 Register of Members	6
6.9 Fees, Subscriptions, etc	6
6.10 Members' Liabilities	6
6.11 Disciplining of Members	6
6.12 Right of Appeal of Disciplined Member	7
<b>7. The Committee</b>	<b>8</b>
7.1 Powers of the Committee	8
7.2 Constitution and Membership	8
7.3 Election of Office Bearers and Other Members of the Committee	8
7.4 Secretary/Public Officer	9
7.5 Casual Vacancies	9
7.6 Removal of Committee Member	9
7.7 Meetings and Quorum	9
7.8 Delegation by Committee to Sub-Committee	10
7.9 Voting and Decisions	10
<b>8. General Meetings</b>	<b>11</b>
8.1 Holding of Annual General Meetings	11
8.2 Calling of and Business at Annual General Meetings	11
8.3 Calling of Special General Meetings	11
8.4 Notice	12
8.5 Procedure	12
8.6 Presiding Member	12
8.7 Adjournment	12
8.8 Making of Decisions	13

8.9	Special Resolution	13
8.10	Voting	13
8.11	Appointment of Proxies	13
<b>9.</b>	<b>Miscellaneous</b>	<b>13</b>
9.1	Insurance	13
9.2	Funds – Source	14
9.3	Funds – Management	14
9.4	Alteration of Constitution	14
9.5	Custody of Books, etc	14
9.6	Inspection of Books and Records	14
9.7	Service of Notices	14
9.8	Non Profit	14
9.9	Dissolution	14

## **1. INTRODUCTION**

This document is the Constitution of the Morgan Owners' Club of Australia Incorporated ("MOCA" or "the Club").

The Constitution outlines the Club's objectives and contains the Incorporated Rules of the Club that have been in force since MOCA became an incorporated body on August 28, 1989, and are the basic legal requirements under which the Club operates. The Constitution can only be changed by a Special Resolution at a general meeting of members. The changes then have to be lodged with the Registry of Co-operatives & Associations, Fair Trading NSW.

The Rules & Regulations of the Club are not part of the Constitution and are documented separately.

## **2. OBJECTIVES OF THE CLUB**

The objectives for which the Club has been founded are:

- (a) To promote and foster the mutual interests of Morgan car owners;
- (b) To carry that interest into the motoring public throughout Australia;
- (c) To provide a centre of technical information on the Morgan car;
- (d) To help each other, as far as their responsibilities will allow, in the maintenance or restoration of these cars;
- (e) To advertise the activities of the Club and cars;
- (f) To abide by the rules of the road and promote road fellowship generally;
- (g) To promote and/or hold either alone or jointly with any Companies, Associations, Clubs or persons, social and sporting competitions, exhibitions, motorkhanas and matches in all its branches and to offer, give or contribute prizes, medals and awards; and
- (h) To affiliate with or act in conjunction with similar organisations throughout Australia provided that any such action does not compromise the Club members financially.

## **3. MEETINGS**

- (1) Club Meetings will be held on the first Thursday of each month (except January).
- (2) The Annual General Meeting will be held in conjunction with a General Meeting.

#### 4. FOUNDATION MEMBERS

The following persons were the Foundation Members of the unincorporated Association known as the Morgan Owners' Club of Australia when it was founded on 3rd July 1958.

1	Ken Ward (Deceased)
2	Jim Williams
3	Ed Filmer
4	Kevin Carrad (Deceased)
5	Maurie Bird
6	Paul Playoust
7	Roy Baxter
8	Keith Wall
9	Bruce Callaghan
10	David Christian

#### 5. PRELIMINARY

##### 5.1 Interpretation

In these Incorporated Rules, except in so far as the context or subject matter otherwise indicated or requires:

**“Ordinary Member”** means a member of the Club who is not an office-bearer of MOCA, as referred to in clause 7.2 (2).

**“Secretary”** means:

- (a) the person holding office under these Rules as Secretary of MOCA; or
- (b) where no such person holds that office – the Public Officer of MOCA.

**“Special General Meeting”** means a general meeting of MOCA other than an annual general meeting.

**“The Act”** means the Associations Incorporation Act, 2009.

**“The Regulation”** means the Associations Incorporation Regulation, 2010.

In these Incorporated Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act, 1987, apply to and in respect of these Incorporated Rules in the same manner as those provisions would so apply if these Incorporated Rules were an instrument made under the Act.

#### 6. MEMBERSHIP

##### 6.1 Membership Qualification

A Person is qualified to be a member of MOCA if, but only if:

- (a) the person is a person who was a member of the unincorporated association known as the Morgan Owners Club of Australia and has not ceased to be a member of MOCA at any time after incorporation of MOCA under the Act; or

- (b) the person is a natural person who:
  - (i) has been nominated for membership of MOCA as provided by clause 6.4 and
  - (ii) has been approved for membership of MOCA by the Club.

## **6.2 Membership Classes**

There shall be 4 classes of membership:

- (a) Full Membership,
- (b) Associate Membership,
- (c) Family Membership, and
- (d) Life Membership.

The qualification for such classes of membership shall be defined in the Rules & Regulations.

## **6.3 Magazine:**

All members, other than family members, are entitled to a copy of the Club's magazine, the "Morgan Ear", issued 11 times a year.

## **6.4 Nomination for Membership**

- (1) A nomination of a person for membership of MOCA:
  - (a) shall be made by a member of MOCA in writing in the form set out in the Rules & Regulations; and
  - (b) shall be lodged with the Secretary of MOCA together with the sum payable under clause 6.9 by a member as entrance fee and annual subscription.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary (or their nominee) shall refer the nomination to the Club which shall determine whether to approve or to reject the nomination.
- (3) Where the Club determines to approve a nomination for membership, the Secretary (or their nominee) shall, as soon as practicable after that determination, enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee becomes a member of MOCA.

## **6.5 Cessation of Membership**

A person ceases to be a member of MOCA if the person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from MOCA; or
- (d) ceases to be a member under clause 6.9 (2) (3).

Membership entitlements are not transferable.

## **6.6 Membership Rights**

A right, privilege or obligation which a person has by reason of being a member of MOCA:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

### **6.7 Resignation of Membership**

- (1) A member of MOCA is not entitled to resign that membership except in accordance with this clause.
- (2) A member of MOCA who has paid all amounts payable by the member to MOCA in respect of the member's membership may resign from membership of MOCA by first giving notice in writing (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of MOCA ceases to be a member pursuant to paragraph (2), and in every other case where a member ceases to hold membership, the Secretary (or their nominee) shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

### **6.8 Register of Members**

- (1) The Secretary of MOCA shall establish and maintain a Register of Members of MOCA specifying the name and address of each person who is a member of MOCA, together with the date on which the person became a member.
- (2) The Register of Members shall be kept at the principal place of administration of MOCA and shall be open for inspection, free of charge, by any member of MOCA at any reasonable hour.

### **6.9 Fees, Subscriptions, etc**

- (1) A member of MOCA shall, upon admission to membership, pay to MOCA a fee of \$1.00 or where some other amount is determined by the Committee, of that other amount.
- (2) In addition to any amount payable by the member under paragraph (1), a member of MOCA shall pay to MOCA an annual membership fee of \$2.00 or, where some other amount is determined by the Committee, of that other amount.
  - (a) except as provided by paragraph (b), before 31st October in each calendar year,
  - (b) where the member becomes a member on or after 31st August in any calendar year, upon becoming a member and before 31st October in each succeeding calendar year, or
- (3) Where a Member of MOCA fails to pay their dues before 31st October in a calendar year, they will cease to be a member at that date, and the Secretary (or their nominee) shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

### **6.10 Members' Liabilities**

The liability of a member of MOCA to contribute towards payment of the debts and liabilities of MOCA or the costs, charges and expenses of winding up MOCA is limited to the amount, if any, unpaid by the member in respect of membership of MOCA as required by clause 6.9.

### **6.11 Disciplining of Members**

- (1) Where the Committee is of the opinion that a member of MOCA:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Incorporated Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interest of MOCA,the Committee may, by resolution:
  - (c) expel the member from MOCA; or
  - (d) suspend the member from membership of MOCA for a specific period.

- (2) A resolution of the Committee under paragraph (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under paragraph (3), confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under paragraph (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Committee at or prior to the date of that meeting written representation relating to the resolution.
- (4) At a meeting of the Committee held as referred to in paragraph (3), the Committee shall:
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution, determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under paragraph (4), the Secretary shall, within 7 days after that confirmation by notice in writing, inform the member of the fact and of the member's right of appeal under clause 6.12.
- (6) A resolution confirmed by the Committee under paragraph (4) does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where, within that period the member exercises the right of appeal, unless and until MOCA confirms the resolution pursuant to clause 6.12 (4).

#### **6.12 Right of Appeal of Disciplined Member**

- (1) A member may appeal to MOCA in general meeting against a resolution of the Committee which is confirmed under clause 6.11 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under paragraph (1), the Secretary shall notify the Committee which shall convene a general meeting of MOCA to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of MOCA convened under paragraph (2):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting MOCA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **7. THE COMMITTEE**

### **7.1 Powers of the Committee**

The Committee shall be called the Committee of Management of MOCA and, subject to the Act, the Regulation, these Incorporated Rules and to any resolution passed by MOCA in general meeting:

- (a) shall control and manage the affairs of MOCA;
- (b) may exercise all such functions as may be exercised by MOCA other than those functions that are required by this Constitution to be exercised by a general meeting of members of MOCA; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of MOCA.

### **7.2 Constitution and Membership**

- (1) The makeup of the Committee shall be defined in the Rules & Regulations.
- (2) The Office Bearers of MOCA shall be:
  - (a) President;
  - (b) Vice President;
  - (c) Club Captain; and
  - (d) Secretary/Public Officer
- (3) Each member of the Committee shall, subject to these Incorporated Rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of MOCA to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

### **7.3 Election of Office Bearers and Other Members of the Committee**

- (1) Nominations of candidates for election as Office Bearers of MOCA or as Other members of the Committee:
  - (a) shall be made in writing, signed by 2 members of MOCA and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) shall be delivered to the Secretary of MOCA not later than the 15th July preceding the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the person nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of Office Bearers and other members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

- (7) Members shall not be elected to more than one office bearing position at the same election.

#### **7.4 Secretary/Public Officer**

- (1) The Secretary of MOCA shall, as soon as practicable after being appointed as Secretary, lodge notice with MOCA of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of Office Bearers and other members of the Committee;
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **7.5 Casual Vacancies**

For the purposes of these Incorporated Rules; a casual vacancy in the Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of MOCA;
- (c) becomes an insolvent under administration within the meaning of the Companies Act 2001;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 7.6;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

#### **7.6 Removal of Committee Member**

- (1) MOCA in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the Committee to whom a proposed resolution referred to in paragraph (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of MOCA, the Secretary or the President may send a copy of the representations to each member of MOCA or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **7.7 Meetings and Quorum**

- (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

- (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of the Committee.
- (5) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice President shall preside; or
  - (b) if the President and the Vice President are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

### **7.8 Delegation by Committee to Sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of MOCA as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the instrument other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains un-revoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

### **7.9 Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 7.8 (5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## **8. GENERAL MEETINGS**

### **8.1 Holding of Annual General Meetings**

- (1) With the exception of the first annual general meeting of MOCA, MOCA shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of MOCA, convene an annual general meeting of its members.
- (2) MOCA shall hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 2 months after the expiration of the first financial year of MOCA.
- (3) Paragraphs (1) and (2) have effect subject to any extension or permission granted by the Commission under section 37 (2) (b) of the Act.

### **8.2 Calling of and Business at Annual General Meetings**

- (1) The annual general meeting of MOCA shall, subject to the Act and to clause 8.1, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee, reports upon the activities of MOCA during the last preceding financial year.
  - (c) to elect Office Bearers of MOCA and other members of the Committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 48 of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

### **8.3 Calling of Special General Meetings**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of MOCA.
- (2) The Committee shall, on the requisition in writing of not less than 5 percent of the total number of members, convene a Special General Meeting of MOCA.
- (3) A requisition of members for a Special General Meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in paragraph (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by MOCA for any expense so incurred.

#### **8.4 Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MOCA, the Secretary shall, at least 14 days before the date fixed for the holding of a general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MOCA, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in paragraph (1) specifying, in addition to the matter required under paragraph (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 8.2 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### **8.5 Procedure**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time of the adjournment by the person presiding at the meeting (or communicated by written notice to members given before the date to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

#### **8.6 Presiding Member**

- (1) The President or, in the President's absence, the Vice President, shall preside as chairperson at each general meeting of MOCA.
- (2) If the President and the Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

#### **8.7 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of MOCA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in paragraphs (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **8.8 Making of Decisions**

- (1) A question arising at a general meeting of MOCA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of MOCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of MOCA, a poll may be demanded by the chairperson or by not less than 3 members present or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
  - (a) immediately in the case of a poll which relates to election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

## **8.9 Special Resolution**

A resolution of MOCA is a special resolution if:

- (a) it is passed by a majority which comprises not less than three quarters of such members of MOCA as, being entitled under these Incorporated Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Incorporated Rules; or
- (b) Where it is made to appear to Fair Trading NSW that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by Fair Trading NSW.

## **8.10 Voting**

- (1) Upon any question arising at a general meeting of MOCA a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of MOCA unless all money due and payable by the member or proxy to MOCA has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **8.11 Appointment of Proxies**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in the Rules & Regulations.

## **9. MISCELLANEOUS**

### **9.1 Insurance**

- (1) MOCA may effect and maintain insurance pursuant to the Act.
- (2) In addition to the insurance required under paragraph (1), MOCA may effect and maintain other insurance.

## **9.2 Funds – Source**

- (1) The funds of MOCA shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by MOCA in general meeting, such other sources as the Committee determines.
- (2) All money received by MOCA shall be deposited as soon as practicable and without deduction to the credit of MOCA's bank account.
- (3) MOCA shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Club fees for the following year will be agreed by the Club at the June or July general meeting for ratification at the annual general meeting.

## **9.3 Funds – Management**

- (1) Subject to any resolution passed by MOCA in general meeting, the funds of MOCA shall be used in pursuance of the objects of MOCA in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of MOCA, being members or employees authorised to do so by the Committee.
- (3) The club may establish delegated authorities to make payments by direct debit or funds transfer through electronic banking.
  - (a) Each delegated authority is to be approved by the Club;
  - (b) Any account paid through such authority is to be presented for approval after the payment is made.

## **9.4 Alteration of Constitution**

The Constitution of MOCA may be altered, rescinded or added to only by a special resolution of MOCA.

## **9.5 Custody of Books, etc**

Except as otherwise provided by these Incorporated Rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to MOCA.

## **9.6 Inspection of Books and Records**

The records, books and other documents of MOCA shall be open to inspection, free of charge, by a member of MOCA at any reasonable hour.

## **9.7 Service of Notices**

- (1) For the purpose of these Rules, a notice may be served by, or on behalf of MOCA upon any member either personally or by sending it by post to the members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Incorporated Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **9.8 Non Profit**

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

## **9.9 Dissolution**

In the event of MOCA 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.