



Modlites Australia Incorporated

Constitution

THIS CONSTITUTION WILL COME INTO FORCE AS OF 30TH SEPTEMBER 2021

DATED: 16/07/2021

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IMPORTANT DATES:

RULE CHANGE FORMS SENT TO CLUBS	JANUARY 31ST
RETURN OF RULE CHANGE FORMS TO MA	FEBRUARY 28TH
RULE CHANGE VOTING FORMS SENT TO CAR OWNERS	APRIL 1ST
RETURN OF RULE CHANGE VOTING FORMS TO MA	APRIL 30TH
NOMINATION FOR POSITION OF PRESIDENT TO BE RECEIVED BY THE SECRETARY OF MA	JUNE 30TH

Modlites Australia Constitution

Note

The persons who from time to time are members of Modlites Australia are an Incorporated Association by the name given in rule 1 of these Rules.

Under section 46 of **The Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between Modlites Australia and its members.

PART 1—PRELIMINARY

1. Name

Modlites Australia Incorporated

Note

Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.

2. Purpose

Modlites Australia has been formed with the purpose of growing and advancing Modlite racing within Australia. Modlites Australia objective is to develop, implement and promote uniform national policies that ensure those involved in the class have the opportunity to participate in a cost-effective and skills based form of grass roots motorsport.

3. Financial year

The financial year for Modlites Australia is each period of 12 months ending on the 30th June.

4. Definitions

100% Less One means all Delegates (who comply with rule 11/2.3) must participate in the vote. For a resolution to pass, that vote must at a minimum, have the support of all the delegates less one delegate.

100% of Delegates means all Delegates (who comply with rule 11/2.3) must participate in the vote.

Absolute majority of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting).

Affiliate Body means an Association within an Australian State or Territory who supports the purposes of Modlites Australia and is recognised by Modlites Australia. The Affiliate Body is designated by Modlites Australia, to govern Modlite racing on behalf of Modlites Australia, in the geographic area they represent. An Affiliate Body must be an Incorporated Association. An Affiliate Body represents the Car Owners who are

registered with that Affiliate Body. Subject to rule 11/2-2.3, delegates are representatives of the Affiliate Body at meetings of Modlites Australia.

Car Owner: A Car Owner will be recognised by Modlites Australia, as a person who has one or more Modlite race cars currently registered with Modlites Australia and is a current financial member of an Affiliate Body of Modlites Australia. A Car Owner can only be a member of one Affiliate Body. Car Owners are deemed 'Tier 1' Members of Modlites Australia.

Chairperson means the person chairing a meeting of Modlites Australia as required under rule 44;

Chassis means the cars space frame tubular structure as described in the Rules of Competition.

Committee means the group of persons appointed by Tier 1 members to manage the business of Modlites Australia;

Committee meeting means a meeting of the Committee held in accordance with these Rules.

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5. Delegates and those appointed as members of the Executive Committee will form the Committee.

Disciplinary appeal meeting means a meeting of the members of Modlites Australia convened under rule 20/3 and 20/4.

Disciplinary meeting means a meeting of the Committee convened for the purposes of rule 19;

Delegate means a person nominated by an Affiliate Body to represent that Affiliate Body on the Committee of Modlites Australia. The Affiliate Body may nominate two delegates to represent that Affiliate Body at meetings of Modlites Australia. Delegates must only have membership with the Affiliate Body they represent and cannot have membership of any other Affiliate Body.

Disciplinary subcommittee means the subcommittee appointed under rule 17;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of the members of Modlites Australia convened in accordance with Part 4 and includes a special general meeting. An Annual General Meeting or a disciplinary appeal meeting are not General Meetings.

General meeting at the request of Members means a meeting (under Rule 29) convened by members not holding positions on the committee. The purpose of a General Meeting at the request of members is to allow members to question the committee and for the committee to respond on matters of business and decisions made.

General Rules are the rules governing how members and others associated with members conduct themselves at organised events. These rules also include discipline, protest and how meetings are conducted. The General Rules are attached to the Rules of Competition.

MA: Means Modlites Australia

Matters of business: The arrangements and tasks needed to maintain the operation of Modlites Australia

Member of 'Modlites Australia' means a Tier 1 member or a Tier 2 member.

Office Bearer means a member of the Executive Committee which includes the President, Vice President, Treasurer, National Technical Officer and Secretary.

Registered Car means a Modlite race car that has a current season Daylighting Certificate and is registered with Modlites Australia and has a registered Car Owner who is a current financial member of an Affiliate Body. A car can only be registered to one Affiliate Body.

Registrar means the Registrar of Incorporated Associations.

Rules of competition: The rules and/or regulations that govern the orderly conduct and minimum acceptable requirements for Modlite race cars and persons competing in any Speedway Australia or Modlites Australia sanctioned Modlite event. The rules of competition also contain the general rules for competition.

Special Resolution means a resolution that meets the requirements of Rule 36/1.

The Act means Modlites Australia s **Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Association means Modlites Australia Incorporated Association or Modlites Australia or MA.

Tier 1 member means a Car Owner.

Tier 2 member means an Affiliate Body.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

1. Subject to the Act, Modlites Australia has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting sub-rule (1), Modlites Australia may—
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. Enter into any other contract it considers necessary or desirable.
3. Modlites Australia may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

1. Modlites Australia must not distribute any surplus, income or assets directly or indirectly to its members.
2. Sub-rule (1) does not prevent Modlites Australia from paying a member
 - a) reimbursement for expenses properly incurred by the member; or
 - b) for goods or services provided by the member—

If this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1— Membership of Modlites Australia

7. Membership:

1. The membership year shall be deemed to commence at the end of one Annual General Meeting to the end of the next Annual General Meeting
2. Membership.
 - a. Tier 1 Member. Only a Car Owner will be granted Tier 1 Membership. There is no minimum number of Tier 1 members.
 - b. Tier 2 Member. Only an Affiliate Body can be granted a Tier 2 Membership. Modlites Australia must have at least two Affiliate Bodies as Tier 2 members.
3. All Members must abide by the rules set out in this Constitution and conform to the Rules of Competition and the General Rules.
4. Modlites Australia may revoke a membership if it is deemed to be in the best interest of Modlites Australia.

8. Tier 1 Member:

1. A Tier 1 Member of Modlites Australia may only be a Car Owner.
2. Tier 1 membership is automatically granted when a person is recognised as a Car Owner.
3. Subject to Rule 37/3 a Tier 1 Membership of Modlites Australia is the only membership entitled to vote on matters that are deemed a Special Resolution.

4. A Tier 1 membership is NOT transferable. When a Car Owner relinquishes ownership of a car, the new owner must resubmit to Modlites Australia for car registration and must meet the conditions set out in Definitions/Car Owner.

9. Tier 2 Member

1. A Tier 2 member is a club registered with Modlites Australia known as an Affiliate Body. Tier 2 members are expected to promote Modlite racing and grow their membership base. Modlites Australia has the right to revoke the membership of an Affiliate Body if, at a Special General Meeting of Modlites Australia, an absolute majority of delegates vote in favour to cancel the membership of that Affiliate Body.
2. Application for, to become a Tier 2 member
 - 2.1 To apply to become a Tier 2 member of Modlites Australia, the entity must be registered as an incorporated association and submit a written application to a Committee member of Modlites Australia stating that the entity—
 - a. wishes to become an Affiliate Body to Modlites Australia and
 - b. supports the purposes of Modlites Australia and
 - c. Agrees to comply with these Rules and the Rules of Competition.
 - 2.2 The application—
 - a. must be signed by the applicant; and
 - b. In the case where an Affiliate Body already exists within the same State or Territory as the applicant, the applicant must be able to demonstrate that every Affiliate Body within that State or Territory support the creation of another Affiliate Body within that State or Territory. This would require a majority (50% or greater) of Delegates who meet the requirements of Rule 2/2.3, within that State or Territory agreeing to support the proposal.
 - c. Must clearly describe the geographic area that the new Affiliate Body will control.
 - d. May be accompanied by the joining fee.
 - e. (Subject to the requirements of Rule 11/2-2.2 & 2.3) Must include the names of the Delegates who will represent the Affiliate Body.

Note: *The joining fee is the fee (if any) determined by Modlites Australia under rule 10/1.*

3. Consideration of application

- 3.1 As soon as practicable after an application to become a member is received, the Committee must decide by resolution whether to accept or reject the application.

3.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

3.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.

3.4 No reason need be given for the rejection of an application.

4. New membership

4.1 If an application to become a member is approved by the Committee—

a. the resolution to accept the application must be recorded in the minutes of the committee meeting; and

b. The Secretary must, as soon as practicable, enter the name and address of the new Affiliate Body, and the date of acceptance, in the register of members.

4.2 Upon acceptance as a member, the entity becomes an Affiliate Body of Modlites Australia and, subject to rule 11/2, is entitled to exercise its rights of membership from the date, whichever is the later, on which—

a.the Committee approves the person's membership; or

b.The joining fee is paid in full.

10. Annual subscription and fee on joining

1. At a Special General Meeting conducted before the Annual General Meeting or at the Annual General Meeting, Modlites Australia must determine—

a. the amount of the annual subscription (if any) for the following financial year; and

b. the date for payment of the annual subscription

2. Modlites Australia may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

a. the full annual subscription; or

b. a pro rata annual subscription based on the remaining part of the financial year; or

c. A fixed amount determined from time to time by Modlites Australia.

3. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

11. General rights of members

1. Tier 1 Members:

1.1 Tier 1 Members have the right—

- a. to receive notice of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to vote on matters that are deemed by these rules to be a Special Resolution (subject to Rule 37/3) and
 - c. To submit to their Affiliate Body items of business to be considered at a general meeting of Modlites Australia.
- 2.1 Tier 1 Members may request a copy of General Meeting Minutes. Modlites Australia has the right to redact any sensitive financial information before providing a copy of the Minutes.

2. Tier 2 members:

- 2.1 A Tier 2 member of Modlites Australia is entitled —
- a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to submit items of business for consideration at meetings of Modlites Australia; and
 - c. to allocate two Delegates to attend and be heard at meetings of Modlites Australia; and
 - d. to allocate two Delegates who can vote on behalf of the Affiliate Body at a meeting of Modlites Australia (subject to the requirements of sub-rule 2.2); and
 - e. to have access to the minutes of general meetings and other documents of Modlites Australia as provided under rule 76; and
 - f. To inspect the register of members.
- 2.2 Each Tier 2 member shall be represented by delegates who will form the Modlites Australia committee and subject to 11/2.3, vote on behalf of the Affiliate Body they represent. The nominated Delegates' tenure is from the completion of one AGM until the date of the next AGM. A maximum of two delegates per Affiliate Body is allowed. If less than two Delegates are nominated, the voting power of the Affiliate Body is diminished.
- 2.3 Delegates are entitled to vote on behalf of the Affiliate Body they represent, at any meeting of Modlites Australia if—
- a. the Affiliate Body they represent has 5 (five) or more "Registered Cars" with membership to that Affiliate Body and
 - b. The Delegates principal place of residence is within the geographical bounds governed by the Affiliate Body they represent and
 - c. more than 10 business days have passed since the Affiliate Body became a member of Modlites Australia; and
 - d. The Affiliate Body membership rights are not suspended for any reason and

e. The vote is not deemed a Special Resolution (subject to rule 37/3).

2.4 Only Delegates (subject to sub-rule 2.3) can vote at meetings of Modlites Australia.

2.5 Each Delegate (subject to sub-rule 2.3 and Rule 35/3) is assigned one vote when voting at either General Meetings or the AGM.

12. Rights not transferable

The rights of any member are not transferable and end when membership ceases.

13. Ceasing membership

1. Tier 1 Members:

1.1 Tier 1 members cease to be members when they are no longer deemed a Car Owner.

2. Tier 2 members:

2.1 An Affiliate Body ceases to be a Tier 2 member of Modlites Australia if

- a. The Affiliate Body resigns or cancels its membership.
- b. Modlites Australia cancels the membership of the Affiliate Body for performance based reasons.
- c. Modlites Australia cancels the membership of the Affiliate Body for disciplinary reasons.

2.2 If an Affiliate Body ceases to be a member of Modlites Australia, the Secretary must, as soon as practicable, enter the date the Affiliate Body ceased to be a member in the register of members.

14. Resigning as a member

1. A member may resign by notice in writing given to Modlites Australia.

Note

Rule 74(3) sets out how notice may be given to Modlites Australia. It includes by post or by handing the notice to a member of the committee.

2. A member is taken to have resigned if—

a. the member's annual subscription is more than 3 months in arrears; or

b. (b) where no annual subscription is payable—

- i. the Secretary has made a written request to the member to confirm that the Affiliate Body wishes to remain a member; and
- ii. The Affiliate Body has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

15. Register of members

1. The Secretary must keep and maintain a register of members that includes for each current member—
 - a. the members name;
 - b. the address of the member;
 - c. The Corporation registration number of the Affiliate Body.
 - d. the date of becoming a member;
 - e. which tier of membership is held
 - f. any other information determined by the Committee;
2. The Secretary must keep and maintain for a minimum of 2 years, a register of former members and the date they ceased to be a member.
3. Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

16. Grounds for taking disciplinary action

1. Modlites Australia may take disciplinary action against a member in accordance with this Division if it is determined that the member—
 - a. has failed to comply with these Rules; or
 - b. refuses to support the purposes of Modlites Australia; or
 - c. Has engaged in conduct prejudicial to Modlites Australia.

Separate disciplinary action may be taken for breaches of the Rules of Competition and is set out in the General Rules.

17. Disciplinary subcommittee

- 1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 2 The members of the disciplinary subcommittee—
 - a. may be Committee members, members of Modlites Australia or anyone else; but

b. Must not be biased against, or in favour of, the member concerned.

18. Notice to member

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - a. stating that Modlites Australia proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - 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 20.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of subcommittee

1. 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.
2. After complying with sub-rule (1), the disciplinary subcommittee may—
 - a. take no further action against the member; or
 - b. Make a decision to—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. Expel the member from Modlites Australia.
3. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

20. Appeal rights

1. A member whose membership rights have been suspended or who has been expelled from Modlites Australia under rule 19 may give notice to the effect that they wish to appeal against the suspension or expulsion.

2. The notice must be in writing and given—
 - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - b. To the Secretary not later than 48 hours after the vote.
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.
4. Notice of the disciplinary appeal meeting must be given to each member of Modlites Australia 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 member 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 member should be upheld or revoked.

21. Conduct of disciplinary appeal meeting

1. At a disciplinary appeal meeting—
 - a. no business other than the question of the appeal may be conducted; and
 - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c. The member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
2. After complying with sub-rule (1), 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 member should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. The decision is upheld if not less than 75% of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

22. Application

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a. a member and another member;
 - b. a member and the Committee;

- c. A member and Modlites Australia.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

23. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

24. Appointment of mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days—
 - a. notify the Committee of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. Attempt in good faith to settle the dispute by mediation.
2. The mediator must be—
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement—
 - i. if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii. (ii)If the dispute is between a member and the Committee or Modlites Australia—a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Committee may be a member or former member of Modlites Australia but in any case must not be a person who—
 - a. has a personal interest in the dispute; or
 - b. Is biased in favour of or against any party.

25. Mediation process

1. The mediator to the dispute, in conducting the mediation, must—
 - a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. Ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.

26. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF MODLITES AUSTRALIA

27. Annual general meetings

1. The Committee must convene an Annual General Meeting of Modlites Australia within five months after the end of each financial year.
2. Despite sub-rule (1), Modlites Australia may hold its first Annual General Meeting at any time within 18 months after its incorporation.
3. The Committee may determine the date, time and place of the Annual General Meeting.
4. The ordinary business of the Annual General Meeting is as follows—
 - a. to confirm the minutes of the previous Annual General Meeting and of any special general meeting held since then;
 - b. to receive and consider—
 - (i) The annual report of the Committee on the activities of Modlites Australia during the preceding financial year; and
 - (ii) The financial statements of Modlites Australia for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - c. to elect the members of the Executive Committee, excluding the election of President (as per Rule 52/2);
 - d. If necessary, to confirm or vary the amounts (if any) of the annual subscription and joining fee.
5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

28. Special general meetings

1. Any general meeting of Modlites Australia, other than an Annual General Meeting or a disciplinary appeal meeting is a Special General Meeting.
2. The Committee may convene a special general meeting whenever it thinks fit.
3. No business other than that set out in the notice under rule 33 may be conducted at a General Meeting at the request of members.
4. The Chairperson may at his or her discretion, invite a guest (in compliance with Rule 60/3) to attend a Special General Meeting on behalf of a committee member. Guests may only speak at a Special General Meeting if requested to by a committee member.

5. Notice of General Meetings, see rule 60.

29. Special general meeting held at request of members

1. The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 2 Affiliate Bodies or by 10% or greater of current Tier 1 members.
2. A request for a special general meeting must—
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names of each Affiliate Body or Tier 1 member requesting the meeting; and
 - d. Be given to the Secretary of Modlites Australia.
3. If the Committee for Modlites Australia does not convene a special general meeting within sixty days after the date on which the request is made, the members making the request may convene the special general meeting.
4. A special general meeting convened by members under sub-rule (3)—
 - a. must be held within 90 days after the date on which the original request was made; and
 - b. May only consider the business stated in that request.
5. Proxies are not allowed at a Special General Meeting held at the request of members.

Note: *General business may also be considered at the meeting if it is included as an item for consideration and the majority of members at the meeting agree.*

30. Notice of general meetings at request of members

1. The Secretary of Modlites Australia must give to each member of Modlites Australia, who requested the meeting—
 - a. At least 14 days' notice of the general meeting.
2. The notice must—
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. List any invited guests

31. Proxies

1. A Delegate may only appoint another Delegate as his or her proxy to vote and speak on his or her behalf at a general meeting. This does not include a disciplinary appeal meeting or a general meeting at the request of members.

2. The appointment of a proxy must be in writing and signed by the member making the appointment.
3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
4. If the Committee has approved a form for the appointment of a proxy, the Delegate may only use that form to identify the person appointed as the member's proxy.
5. A form appointing a proxy must be received by the Chairperson of the meeting 48 hours before the commencement of the meeting.
6. A form appointing a proxy sent by post or electronically is of no effect unless it is received by Modlites Australia no later than 48 hours before the commencement of the meeting.

32. Use of technology

1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a Delegate participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the Delegate votes at the meeting, is taken to have voted in person.

33. Quorum at general meetings

1. No business may be conducted at a general meeting unless a quorum of Delegates is present.
2. The quorum for a general meeting at the request of members is 100% of the members who requested the general meeting plus the President or Vice President of Modlites Australia.
3. The quorum for a general meeting (other than a general meeting at the request of members) is the presence (physically, by proxy or as allowed under rule 31) of one Delegate representative from each of at least three (3) of the Affiliate Bodies entitled to vote, plus either Modlites Australia's President or Vice President or Treasurer..
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - a. in all cases--
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by

written notice given to all members as soon as practicable after the meeting.

5. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4, the General Meeting is cancelled.

34. Adjournment of general meeting

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub-rule (1), a meeting may be adjourned—
 - a. if there is insufficient time to deal with the business at hand; or
 - b. To give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 60.

35. Voting at general meeting

1. Subject to sub-rule (3) and rule 11/2-2.3 & 2.4, only Delegates have the right to vote at a General Meeting or AGM.
2. On any question on Matters of Business arising at a general meeting—
 - a. each Delegate who is entitled to vote has one vote (Subject to Rule 11/2-2.2) ; and
 - b. Delegates may vote personally or by proxy; and
 - c. Except in the case of a Special Resolution, the question must be decided on a majority of votes.
3. If votes are divided equally on a question, the Chairperson of the meeting has the casting vote. If the Chairperson is also a Delegate, they vote as a Delegate and also have the casting vote as Chairperson.
4. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
5. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.

36. Special resolution

1. A Special resolution is required:
 - 1.1 To alter this Constitution, including changing the name or any of the purposes of Modlites Australia.
 - 1.2 To make any alterations (not included in sub-rule 2 and subject to sub-rule 3/3.3c) to the Modlite Australia Rules of Competition that:
 - 1.2.1 affect the engine specifications of a Modlite race-car
 - 1.2.2 affect the performance of a Modlite race-car
 - 1.2.3 affect the design of a Modlite race-car
 - 1.2.4 Increases the cost of operating or maintaining a Modlite race-car
2. A Special Resolution is not required:
 - 2.1 For safety issues that require urgent attention.
 - 2.2 Where rule changes are required to comply with standards set out by the governing body for Speedway in Australia.
3. Special resolution voting process relating to sub-rule 1/1.1 & 1.2.
 - 3.1 Modlites Australia will provide Special Resolution rule change forms to all Affiliate Body secretaries on or before January 31st each year. Each Affiliate Body is to distribute these forms to Car Owners. Car owners can then propose any changes to this Constitution or to either the Rules of Competition or General Rules they feel need addressing. Car Owners are to return the completed forms to the Affiliate Body whom they are a member of. It is then the responsibility of each Affiliate Body to sign and forward the proposals they deem appropriate, to the Secretary of Modlites Australia on or before the 28th of February of that year.
 - 3.2 Any changes requested must comply with the rules of racing set out by the current governing body for Speedway in Australia. At the time of writing this document, Speedway Australia was the national governing body.
 - 3.3 A requested rule change may be rejected by the committee for Modlites Australia if
 - a. "100% less one" of all Delegates (subject to rule 11/2.3) vote that the change be rejected or--
 - b. The committee deems the change not to meet the standards of the governing body for Speedway in Australia.
 - c. If the proposed rule change affects the chassis design which in turn affects the legality of imported chassis'.

3.4 Modlites Australia has 30 days to consider the proposed changes and enter these changes into the Special resolution Voting Form. All proposed changes that have been submitted by an Affiliate Body and forwarded to Modlites Australia must be included on the Special Resolution voting form (subject to sub-rule 3.3).

3.4 The Special Resolution Voting Forms are to be sent to each Affiliate Body for distribution to Car Owners by no later than April 1st of that year.

3.5 Each Car Owner will be allocated one vote per Registered Car, registered in their name. Car Owners are to return the completed voting forms to Secretary of Modlites Australia before midnight (12.00 pm) AEST April 30th of that year. Any late votes will be deemed invalid.

37. Determining whether Special Resolution (Rule 36/1/1.1&1.2) is carried

1. For a Special Resolution vote-count to proceed, a minimum of 50% of current registered Tier One members must have submitted their completed voting form as per Rule 36/3.5.
2. The Secretary of Modlites Australia will count the votes and report the results to the President of Modlites Australia. A General Meeting is to be called within 30 days of the return of votes where the Chairperson of the general meeting will inform the committee on the results of each resolution and declare that a resolution has been—
 - a. Carried (subject to 37/3) if 75% or greater of Car Owners who participate vote in favour.
 - b. Lost
3. If 50% participation by Car Owners is not achieved, the committee must convene a Special General Meeting and ask Delegates (subject to rule 11/2.3) to vote on each proposed rule change. All Delegates must be present and each proposed rule change must be voted on with a 75% majority in favour for the rule to be carried.
4. The results are to be entered into the minutes of the meeting.
5. Resolutions carried
 - a. Carried Resolutions pertaining to 1/1.1 of Rule 36 must be sent to the Victorian Dept of Fair Trading for approval before amendments can be made to this constitution.
 - b. Carried resolutions pertaining to 1/1.2 of Rule 36 will be amended in the Rules of Competition for the following race season. Any change by special resolution to the Rules of Competition must remain in place for two seasons of racing before any further change to that rule is allowed --
---- UNLESS ----- a special general meeting is called and "100% less one" of all Delegates (who meet the requirements of Rule 11/2.3) vote in favour of removing the rule change.

- c. Modlites Australia must inform every Affiliate Body of any resolutions that are carried, within 14 days of the general meeting set out in sub-rule (3).
6. The Secretary must keep an electronic copy of all votes received for a time period of 12 months after receiving the ballots.

38. Minutes of general meeting

1. The Committee must ensure that minutes are taken and recorded for each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. All members of Modlites Australia are allowed access to meeting minutes upon request.
4. In addition, the minutes of each Annual General Meeting must include—
 - a. the names of the members attending the meeting; and
 - b. proxy forms given to the Chairperson of the meeting under rule 31(6); and
 - c. the financial statements submitted to the members in accordance with rule 27(4)(b)(ii); and
 - d. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of Modlites Australia ; and
 - e. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

39. Role and powers

1. The Matters of Business of Modlites Australia must be managed by or under the direction of a Committee.
2. The Committee may exercise all the powers of Modlites Australia except those powers that these Rules or the Act require to be exercised by general meetings of the members of Modlites Australia or by Special Resolution.
3. The Committee may—
 - a. appoint and remove staff;
 - b. Establish subcommittees consisting of members with terms of reference it considers appropriate.

40. Delegation of responsibility

1. The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - a. this power of delegation; or
 - b. A duty imposed on the Committee by the Act or any other law.
2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

41. Composition of The Committee

1. The Committee consists of a—
 - a. President; and
 - b. Vice-President; and
 - c. Secretary; and
 - d. Treasurer; and
 - e. National Technical Officer and
 - f. Maximum of two Delegates per Affiliate Body, representing their Affiliate Body. Subject to Rule 52/2, Delegates may also nominate for, and hold positions as (a), (b), (c), (d) or (e) of Rule 41/1.
2. The office-bearers of Modlites Australia shall form the Executive Committee and include;
 - a. The president
 - b. The vice-president
 - c. The treasurer
 - d. The secretary
 - e. The National Technical Officer

42. General Duties

1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

2. The Committee is collectively responsible for ensuring that Modlites Australia complies with the Act and that individual members of the Committee comply with these Rules.
3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Committee members must exercise their powers and discharge their duties—
 - a. in good faith in the best interests of Modlites Australia ; and
 - b. For a proper purpose.
5. Committee members and former committee members must not make improper use of—
 - a. their position; or
 - b. information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to Modlites Australia.

Note

See also Division 3 of Part 6 of The Act which sets out the general duties of the office holders of an incorporated association.

6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
7. Committee members must obtain written permission from a member of an Affiliate Body before communicating verbally with that person on matters of business. Permission in writing can be either electronically or by mail. Examples would be text, email, Messenger or written letter.

43. Appointed Positions

1. The Committee may appoint people to specific extraordinary positions. These appointed positions shall be for one membership year. However, such positions may be created, or disbanded as required.
2. The appointed person does not need to be a financial member of Modlites Australia. The appointed person may have a voice at meetings, but no voting rights. Such positions may be, but not limited to;
 - a. Media and promotions officer
 - b. Track /promoter liaison officer
 - c. Merchandise officer
 - d. Driver's Representative

44. President and Vice-President

1. The President and Vice President must not be members of the same Affiliate Body.

2. The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
3. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - a. The Treasurer or
 - b. The Secretary or
 - c. In the case of a committee meeting – a committee member elected by the other committee members present.

45. Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of Modlites Australia with the Registrar.

2. The Secretary must—
 - a. maintain a register of members in accordance with rule 15; and
 - b. keep custody of the common seal (if any) of Modlites Australia and, except for the financial records referred to in rule 71/(3), all books, documents and securities of Modlites Australia in accordance with rules 73 and 76; and
 - c. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d. Perform any other duty or function imposed on the Secretary by these Rules.
3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46. Treasurer

1. The Treasurer must—
 - a. receive all moneys paid to or received by Modlites Australia and issue receipts for those moneys in the name of Modlites Australia ; and
 - b. ensure that all moneys received are paid into the account of Modlites Australia within 5 working days after receipt; and
 - c. make any payments authorised by the Committee or by a general meeting of Modlites Australia from Modlites Australia 's funds; and
 - d. Ensure cheques are signed by at least 2 committee members.
 - e. ensure that the financial records of Modlites Australia are kept in accordance with the Act; and

- f. Co-ordinate the preparation of the financial statements of Modlites Australia and their certification by the Committee prior to their submission to the annual general meeting of Modlites Australia.
- g. Ensure that at least one other committee member has access to the accounts and financial records of Modlites Australia.

47. National Technical Officer:

1. The election of National Technical Officer is determined by a vote of the Committee Delegates at the AGM.
2. The role of National Technical Officer is:
 - a. To liaise with Chief Scrutineers from each state ensuring the Rules of Competition are adhered to.
 - b. To provide guidance to the Committee when Rules of Competition are disputed.
 - c. To provide informed and unbiased advise to The Committee on technical matters.
 - d. To ensure that each Affiliate Body adheres to The Rules of Competition where required and that state and national titles are scrutineered and run strictly in accordance with the Rules of Competition.

48. Delegates:

1. Each Affiliate Body must nominate a maximum of two of their members for the role of Delegate. Nominated Delegates will represent their Affiliate Body at a committee level during meetings of Modlites Australia.
2. A Delegates term on the Committee is from the completion of one Modlites Australia AGM until the date of the next AGM.
3. Delegates vote on behalf of an Affiliate Body at meetings convened by Modlites Australia
4. Delegates must only have membership with the Affiliate Body they represent.
5. Delegates are the only members of the committee who can vote on matters at special general meetings and the AGM. Delegates can only vote if the Affiliate Body they represent meets the requirements of Rule 11/2-2.2, 2.3, 2.4 & 2.5.
6. Delegates may be called upon to vote on Special Resolutions if less than 50% of Tier One members participate in a vote for a Special Resolution.

Division 3—Formation of the Committee and tenure of office:

49. Who is eligible to be a member of the Committee:

1. Delegates and those appointed as members of the Executive Committee will form the Committee.
2. A person is eligible to be elected or appointed to the Executive Committee if he or she—
 - a) is 18 years or over; and
 - b) Is a financial member of an Affiliate Body.

50. Executive Positions to be declared vacant

1. This rule applies to—
 - a. the first annual general meeting of Modlites Australia after its incorporation; or
 - b. After two years of serving in the position (subject to Rule 55/3), at the next Annual General Meeting of Modlites Australia. This occurs after the annual report and financial statements of Modlites Australia have been received.
2. The Chairperson of the meeting must declare all positions (except President) on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

1. Every year at the AGM of Modlites Australia, each Affiliate Body should provide two Delegates to represent that Affiliate Body on Modlites Australia committee for the following twelve months or until the next AGM.
2. Subject to Rule 50 and 55/3&4, persons who nominate for positions on the Executive Committee (excluding President) must be a member of an Affiliate Body. Nominations must be received in writing by the current Secretary of Modlites Australia, 30 days before the date of the AGM where positions will be declared vacant.
3. Persons nominating for positions on the Executive Committee (except President) can—
 - a. nominate himself or herself; or
 - b. With the member's consent, be nominated by another member.
4. A member who is nominated for a position (other than President) and fails to be elected to that position may be nominated for any other position (other than President) for which an election is yet to be held.

52. Election of President

1. Subject to rule 50 and 55/3&4, candidates who nominate for election as President of Modlites Australia :
 - a. Must be a member of only one Affiliate Body
 - b. Must nominate in writing and be endorsed by the relevant Affiliate Body, and
 - c. Ensure the nomination is delivered to the secretary of Modlites Australia on or before midnight AEST June 30th of the year a presidential vote is to be held.
2. Nominations for President are to be vetted by the current Committee and voted on by Delegates (who meet the requirements of 11/2.3) at the next General Meeting of the Association after nominations close and before the Annual General Meeting. The candidate with the majority of Delegate votes will be declared the next President of Modlites Australia.
3. Within 30 days of the election of a new President, the outgoing President shall organise the Annual General Meeting of the Association where the new President shall take over as Chairperson of that meeting.

53. Election of Vice President, Secretary, Treasurer and Technical Officer

1. In accordance with rule 50, at the relevant Annual General Meeting, the nominations received for positions as—
 - a. Vice-President;
 - b. Secretary;
 - c. Treasurer
 - d. Technical Officer

A ballot of Delegates (who meet the requirements of 11/2.3) is used to determine who holds the position.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 54

54. Ballot

1. If a ballot is required for the election of a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.

4. The election must be by secret ballot with one vote allocated to each Delegate who meets the requirements of rule 11/2.3. A Delegate may vote for his or her self.
5. The returning officer may accept ballots by electronic media such as Text, Email or Messenger.
6. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
7. The Chairperson has the deciding vote if votes are tied (as per Rule 38/3).

55. Term of office

1. Subject to rule 55/2&3 and rule 56, a member of the Executive Committee holds office until the positions of the Committee are declared vacant after two years of holding the position at the subsequent Annual General Meeting of Modlites Australia.
2. Every year, each Affiliate Body must provide Delegates as their representatives on the committee of Modlites Australia. Delegates serve on the committee from the end of one AGM to the end of the next AGM.
3. Any member of the committee or Executive committee of Modlites Australia (including Delegates) may not serve a term of greater than 4 (four) consecutive years in any position on the committee (subject to Rule 56/4). This includes acting in different roles on the committee.
4. If there are no nominations for a position on the committee then the current holder of that position may have their tenure extended beyond four years.

56. Removal from office

1. A committee member may be removed from office if--
 - a. at a general meeting of Modlites Australia , 75% or more of all Delegates to the Committee who comply with rule 11/2.3, vote in favour to remove a committee member from office; or
 - b. A petition by Tier 1 members is received by the Secretary, demanding the removal of that committee member or members. The petition must contain the signatures of 75% or greater of current registered Tier 1 Members of Modlites Australia.

57. Vacation of office

1. A committee member may resign from the Committee by written notice addressed to the Committee.
2. A person ceases to be a committee member if he or she—
 - a. ceases to be a member of Modlites Australia ; or

- b. fails to attend 3 consecutive special general meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
- c. Otherwise ceases to be a committee member by operation of section 78 of the Act.

Note: A Committee member may not hold the office of secretary if they do not reside in Australia.

58. Filling casual vacancies

1. Subject to the rules of this Division, the Committee may appoint an eligible member of Modlites Australia to fill a position on the Committee that—
 - a. has become vacant under rule 56 or 57; or
 - b. Was not filled by election at the last annual general meeting.
2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 30 days after the vacancy arises.
3. Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2) of Rule 58.
4. The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

59. Meetings of Committee

1. The Committee must hold a Special General Meeting at least 4 times in each 12 month period after the AGM, at the dates, times and places determined by the Committee.
2. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of Modlites Australia at which the members of the Committee were elected.
3. Special committee meetings may be convened by the President or by request from four current members of the Committee or by Members of Modlites Australia under Rule 29.

60. Notice of meetings

1. Notice of any General Meeting other than disciplinary meetings, Special general Meetings called by members or Annual General Meetings, must be given to each committee member no later than 7 days before the date of the meeting.

2. Notice may be given of more than one committee meeting at the same time.
3. The notice must state the names of any invited guests.
4. The notice must state the date, time and place of the meeting.
5. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
6. The only business that may be conducted at the meeting is the business for which the meeting is convened.

61. Urgent meetings

1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Committee members in attendance (subject to Rule 33 Quorum).
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62. Procedure and order of business

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.

63. Use of technology

1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64. Quorum

1. No business may be conducted at a Committee meeting unless a quorum is present (Rule 33).
2. The quorum for a committee meeting is the presence (in person or as allowed under rule 63) of a majority of the committee members holding office.

3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - a. in the case of a special meeting—the meeting lapses;
 - b. In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65. Voting (Subject to Rule 11/2.3, 2.4 & 2.5)

1. On any question arising at a committee meeting, each Delegate present at the meeting has one vote.
2. A motion is carried if a majority of eligible Delegates present at the meeting vote in favour of the motion.
3. Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by a percentage of delegates or an absolute majority of the Committee or is governed by rule 36 (Special Resolution).
4. If votes are divided equally on a question, the Chairperson of the meeting has a casting vote. If the Chairperson is a Delegate they also vote as a Delegate.

66. Conflict of interest

1. 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.
 - *An example of material personal interest would be if a committee member or the company they are employed by could benefit financially from a decision made by that committee member.*
2. The member—
 - a. Must not be present while the matter is being considered at the meeting; and
 - b. Must not vote on the matter.
 - c. Must not use a proxy

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest—
 - a. that exists only because the member belongs to a class of persons for whose benefit Modlites Australia is established; or

- b. That the member has in common with all, or a substantial proportion of, the members of Modlites Australia.

67. Minutes of meeting

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following—
 - a. the names of the members and guests in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. Any material personal interest disclosed under rule 66.

68. Leave of absence

1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69. Source of funds

The funds of Modlites Australia may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

70. Management of funds

1. Modlites Australia must open an account with a financial institution from which all expenditure of Modlites Australia is made and into which all of Modlites Australia's' revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of Modlites Australia, the Committee may approve expenditure on behalf of Modlites Australia.
3. The Committee may authorise the Treasurer to expend funds on behalf of Modlites Australia (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

5. All funds of Modlites Australia must be deposited into the financial account of Modlites Australia no later than 5 working days after receipt.
6. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71. Financial records

1. Modlites Australia must keep financial records that—
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. Enable financial statements to be prepared as required by the Act.
2. Modlites Australia must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in his or her custody, or under his or her control—
 - a. the financial records for the current financial year; and
 - b. Any other financial records as authorised by the Committee.

72. Financial statements

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of Modlites Australia are met.
2. Without limiting sub-rule (1), those requirements include—
 - a. the preparation of the financial statements;
 - b. if required, the review or auditing of the financial statements;
 - c. the certification of the financial statements by the Committee;
 - d. the submission of the financial statements to the annual general meeting of Modlites Australia ;
 - e. The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73. Common seal

1. Modlites Australia may have a common seal.
2. If Modlites Australia has a common seal—
 - a. the name of Modlites Australia must appear in legible characters on the common seal;

- b. a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- c. The common seal must be kept in the custody of the Secretary.

74. Registered address

The registered address of Modlites Australia is—

- a. the address determined from time to time by resolution of the Committee; or
- b. If the Committee has not determined an address to be the registered address—the postal address of the Secretary.

75. Notice requirements

1. Any notice required to be given to a member or a committee member under these Rules may be given—
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. By email or facsimile transmission.
2. Sub-rule (1) does not apply to notice given under rule 60.
3. Any notice required to be given to Modlites Australia or the Committee may be given—
 - a. by handing the notice to a member of the Committee; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or
 - d. if the Committee determines that it is appropriate in the circumstances—
 - I. by email to the email address of Modlites Australia or the Secretary; or
 - II. By facsimile transmission to the facsimile number of Modlites Australia.

76. Custody and inspection of books and records

1. Members may on request inspect free of charge—
 - a. the register of members;
 - b. (Subject to Rule 11/2.1) the minutes of general meetings;
 - c. (Subject to sub-rule (2)) the financial records, books, securities and any other relevant document of Modlites Australia, including minutes of Committee meetings.

Note

See note following rule 15 for details of access to the register of members.

2. The Committee may refuse to permit a member to inspect records of Modlites Australia that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Modlites Australia .
3. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
4. Subject to sub-rule (2), a member may make a copy of any of the other records of Modlites Australia referred to in this rule and Modlites Australia may charge a reasonable fee for provision of a copy of such a record.
5. For purposes of this rule—

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Modlites Australia and includes the following—

- a. its membership records;
- b. its financial statements;
- c. its financial records;
- d. Records and documents relating to transactions, dealings, business or property of Modlites Australia.

77. Winding up and cancellation

1. Modlites Australia may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of Modlites Australia, the surplus assets of Modlites Australia must not be distributed to any members or former members of Modlites Australia.
3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to Modlites Australia and which is not carried on for the profit or gain of its individual members.
4. The body to which the surplus assets are to be given must be decided by special resolution.

78. Alteration of Rules

These Rules may only be altered by a Special Resolution of Modlites Australia.

Note

Any alteration of these Rules does not take effect unless or until it is approved by the Registrar.
