



2020 KEORCA INC. CONSTITUTION

1. CLUB TITLE:

Keilor Electric Off Road Car Association Inc. (KEORCA)

2. INTERPRETATION:

- Throughout this Constitution, the words “Club” and “Association” will mean the Keilor Electric Off Road Car Association Inc. (KEORCA)
- The word “rule” will mean a Constitutional rule unless stated otherwise
- The word “Sanctioned” will mean an event endorsed by our governing body in Australia that is eligible for World Championship points
- “AGM” will mean the Annual General Meeting of KEORCA
- “Financial Year” and “Membership Year” will mean 1st July until 30th June annually
- “AIR” will mean the Associations Incorporations Reform Act
- “CAV” will mean Consumer Affairs Victoria

3. OBJECTIVES OF THE CLUB:

To promote and develop 1/10th scale radio/remote controlled electric off road racing for all ages in.

4. MEMBERSHIP:

Membership is open to all, and will be granted in accordance with the following classes:

a) LIFE MEMBERSHIP

- i. Honorary Life membership of the Club may be granted at the Annual General Meeting by the Committee to a current or former financial member of the Club. To be worthy of the honour of nomination for Honorary Life Membership, candidates shall meet one (or both) of the following criteria:
 - Demonstrate exceptional services to the Club (KEORCA).
 - Demonstrate exceptional services in pursuit of the promotion of 1/10th EP OFFR remote control car racing in general, which benefits the KEORCA community.
- ii. Nominations for Life Membership are to be made formally (electronically or in writing) to the Committee prior to the AGM, and accepted by a majority vote by the Committee Members and formalised at the AGM
- iii. Life Members are not required to pay annual Subscription (Membership) fees.
- iv. Active Life Members have full voting rights

b) FULL MEMBERSHIP (JUNIOR, SENIOR AND FAMILIES)

- i. Will be categorised as Junior, Senior and Family
 - Junior (16 years and under)
 - Senior (16 years at joining date, and over)
 - Family (2 Adults, and unlimited children under 16 years of age at time of joining)
- ii. Available to both drivers, and non-drivers
- iii. Membership fees are payable every financial year (1st July until 30th June)
- iv. Full voting rights for Members who are 16 years and older (not including Junior Membership holders)
- v. Membership will be granted upon acceptance of the completed Membership application form (either paper or electronic) with full payment for the current financial year

5. MEMBERSHIP FEES (SUBSCRIPTION FEE):

The annual Membership fee for Junior, Senior and Family Memberships will be determined by the Committee, and endorsed by the Membership at the AGM.

- a) The Club Membership year will be from 1st July to 30th June in line with the Australian business financial year



2020 KEORCA INC. CONSTITUTION

- b) Members who join from 1st March onwards will have their Membership carried through to the following financial year (and will be added on to the current financial year concurrently)
- c) Membership will not be discounted based on when the member joins (notwithstanding the concessions made for Life Membership)
- d) The Subscription payable will be calculated and displayed as part of the Membership registration form for the current year (paper or electronic)
- e) Membership is non-transferrable

6. CANCELLATION OF MEMBERSHIP

- a) The Committee has the power to terminate or suspend the Membership of any Club Member at any time for a breach of the Club's Code of Conduct, proportionate to the breach that has occurred
- b) The severity of the penalty will be based on the nature of the breach, and will be determined following the majority vote of the Committee
- c) The person receiving a penalty will have the right of response and appeal under "Disputes and Mediation" contained within this Constitution, and the Model Rules (AIR).
- d) The person whose Membership has been revoked will cease to be a Member of the Club, and will not be eligible to regain Membership without the express permission of the Committee
- e) Membership fees are non-refundable

7. ELIGIBILITY TO PARTICIPATE:

- a) Eligibility to participate in any non-Sanctioned event run by the Club will be open to any interested person(s), and not restricted to Members only (except those whom have had their Membership revoked or suspended under Section 6: Cancellation of Membership)
- b) To participate in a Sanctioned event, or Victorian Driver's Series round, entrants must fulfil Membership requirements as defined under the conditions of entry for that event
- c) The KEORCA Club Series will define eligibility criteria under the annual rule revision set by the Committee

8. COMMITTEE MEMBERS:

The Committee will comprise of up to seven (7) persons as follows:

- President
 - Secretary
 - Treasurer
 - Facility Manager
 - Three (3) additional General Committee Members
- a) Committee Members must be Proposed, Seconded and Elected at each Annual General meeting of the Club, and will hold Office until the following AGM. They will be eligible for re-election from year to year, and must ensure that the well being and Objectives of the Club are maintained
 - b) The position of Secretary and Treasurer may be combined and undertaken by one Committee Member if necessary
 - c) All Committee Members will have full voting rights in all matters at Committee Meetings unless a declared Conflict of Interest is formally registered and recorded on a matter
 - d) Committee Members must be a Member of the club with Membership fees received in full within one month of election at the AGM. If this does not occur, Membership will be terminated immediately
 - e) All Committee Members must have a valid Working With Children's Check Card (WWCCC) within one month of being elected at the AGM (providing evidence to the Committee), and throughout their term. If this does not occur, Membership will be terminated immediately.
 - f) Any Committee Member missing three (3) consecutive Committee meetings of the Club without valid reason will have their seat declared vacant
 - g) All Committee Members must fulfil their requirements under CAV including their legal obligations to understand the financial position of the Club. This includes ensuring that the well being and Objectives of the Club are maintained, and reporting such breaches to relevant authorities



2020 KEORCA INC. CONSTITUTION

9. DUTIES OF THE PRESIDENT:

- a) The President must ensure that the well being and Objectives of the Club are maintained
- b) The President shall preside at all Committee Meetings and AGM's, and see that the business is conducted in a proper and legal manner. The Secretary may preside over such Meetings, where deemed necessary, by majority vote of the Committee ensuring business is conducted in a proper and legal manner
- c) The President may call either a Committee Meeting, or General meeting, in all cases of emergency
- d) The President will preside over Club events including, but not limited to, the Driver's meeting and presenting trophies
- e) The President will deliver an Annual Report (Annual Business Summary) to the KEORCA AGM to the Membership

10. DUTIES OF THE SECRETARY:

- a) The Secretary will attend the majority (preferably all) Committee Meetings, and must attend the Annual General Meeting
- b) The Secretary must ensure legal processes are followed for all official meetings to CAV standards (eg Notice Minutes, Quorum)
- c) The Secretary must ensure obligations under CAV are undertaken to legal standards, including annual reporting for Incorporated Associations. This includes, but is not limited to, the maintenance of legally required documentation, registers and databases
- d) The Secretary must ensure the retention of documentation from official meetings and correspondence according to CAV standards (both inward and outward)
- e) The Secretary must maintain a Master List of all Club Members to CAV standards. This includes the deletion of confidential information once the Membership has lapsed, is suspended or is terminated
- f) The Secretary is responsible for updating the Club website, or organising such by another party
- g) The Secretary will carry out such duties as required in this Constitution, and may also attend to such matters as the Club may from time to time direct

11. DUTIES OF THE TREASURER:

- a) The Treasurer must maintain adequate books of accounts, receive all monies on behalf of the Club. This is responsibility of the Treasurer, and will not be re-allocated to any other individual, Member, or Committee Member
- b) The Treasurer will maintain and retain receipts of the Club (electronic and/or hard copy) to CAV standards and legal requirements, including the retention of evidence of such receipts for the period determined by CAV
- c) The Treasurer must promptly deposit monies received into the Club bank account within five (5) working days as per CAV
- d) A cash float of \$280 will be held securely by the Treasurer and accounted for in financial reporting
- e) The Treasurer must submit an Annual Financial Report, balance sheet, and other such information as the Club may require at each AGM, and at any other time as so directed by the President, and/or by the majority of the Committee
- f) The Treasurer will report an accurate financial status of the Club at each monthly Committee Meeting including balance, float and dues. This must be recorded in the Minutes by the Secretary

12. DUTIES OF THE FACILITY MANAGER:

- a) The Facility Manager must ensure that the track surface is maintained to a standard suitable for racing and practice either personally, or by organising others to do such
- b) The Facility Manager will ensure the KEORCA property and assets (infrastructure) is maintained to a safe, clean and operational standard
- c) The Facility Manager and President will make the decision on whether the surface is suitable for racing on (or for practice) following inclement weather



2020 KEORCA INC. CONSTITUTION

- d) The Facility Manager will attend to, or organise others to, maintain landscaping (eg grass) at all times
- e) The Facility manager will organise Working Bees and direct volunteers on the necessary works to be completed
- f) The Facility Manager will be cost-effective within their role regarding any works
- g) The Facility Manager and President will sign-off any track changes. No individual will alter the track without the express permission of the Facility Manager and President

13. DUTIES OF THE GENERAL COMMITTEE MEMBER(S):

- a) Actively attend and participate in Committee Meetings and Annual General Meetings
- b) Actively assist and participate in Club events, operations and Working Bees
- c) Assist in any other tasks as directed by the Committee

14. POWERS OF THE ASSOCIATION:

The Committee, subject to this Constitution, may exercise all powers of the Club as are not, by this Constitution, required to be exercised by the Club in a General Meeting and, without prejudice to the generality of the foregoing, shall have the following powers:

- a) To control the finances, property, funds and interests of the Club
- b) To control all exhibitions, displays, events and competitions arranged by the Club
- c) To make by-laws for the conduct of Meetings, exhibitions, displays, events and competitions of the Club, and may alter, rescind and add to any by-laws. Such by-laws shall be binding on members as if they were rules of the Club unless and until rescinded by the Committee, or at the direction of a General Meeting.
- d) To declare vacant, the seat of a Committee Member who, without satisfactory reason absents him/herself from three consecutive Meetings of the Committee.

15. RULES OF THE ASSOCIATION:

- a) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the following procedure:
 - i. The Association may alter its rules by Special Resolution but not otherwise;
 - ii. Within one month of the passing of a Special Resolution altering its rules, the Association must notify its Members setting out the particulars
 - iii. An alteration of the Constitutional rules of the Association does not take effect until sub-rule (ii) is complied with, and the amended Constitution has been lodged with Consumer Affairs Victoria as legally required
- b) Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions

16. MEETINGS:

- a) Annual General Meetings:

The AGM will be held every year between July and September. Members will be given at least fourteen days notice of such meeting as per CAV requirements. The purpose and requirement of the AGM is to:

 - i. Confirm the Minutes of the previous AGM, and of any general meeting held since that meeting
 - ii. To receive complete and accurate reports from the Committee about the transactions of the Club during the last financial year
 - iii. Receive and consider the complete and accurate Annual Financial Report (Statement) of the Club under the AIR Act
 - iv. Confirm or vary the annual subscription fee (Membership Fee) (may include term definitions)
 - v. Stand down current Committee, and elect new Committee Members



2020 KEORCA INC. CONSTITUTION

b) Special Meetings:

The Secretary shall call a Special Meeting of the Club whenever required to do so by the Committee or upon receipt by the Secretary of a written request for a Special General Meeting signed by at least eight (8) Members. The request for the Special Resolution must state the matter for consideration at the Special General Meeting. For a Special General Meeting:

- i. Members will be given Notice to CAV standards of the Special General Meeting (21 days)
- ii. Members will be advised of the business to be transacted at the meeting, and that no business except that of which notice will have been so given, will be transacted at any Special General Meeting

c) Committee Meetings:

- i. The Committee will meet monthly, or more frequently as necessary. These will be formal meetings with Notice, Agenda, Minutes and Quorum (to CAV standards) with Members being provided with Minutes of such Meetings
- ii. The President or Secretary may call these Committee Meetings with the Membership advised of such with Notice
- iii. Any Club Member may attend a Committee Meeting provided prior notice of attendance is received by the Secretary in writing

17. MINUTES OF MEETINGS OF ASSOCIATION:

- a) The Secretary must cause proper Minutes of all proceedings of all General Meetings and Committee Meetings
- b) All Minutes are to be to CAV standard, and approved and signed as true and correct by the Secretary and President, and entered within 30 days after the holding of each General Meeting or Committee Meeting as the case requires (both in electronic form, and a printed copy kept for that purpose). This may be at the next succeeding General Meeting or Committee Meeting, as the case requires
- c) When Minutes have been entered and checked as correct under this rule, they are, until the contrary is proved, evidence that:
 - i. The General Meeting or Committee Meeting to which they relate (in this sub-rule called "the Meeting") was duly convened and held;
 - ii. All proceedings recorded as having taken place at the Meeting did in fact take place at the Meeting and are true and correct;
 - iii. All appointments or elections purporting to have been made at the meeting have been validly made
- d) All approved Minutes are to be promptly made available to current Members to access, and original signed copies are to be retained to CAV standards

18. ANNUAL REPORTS:

- a) At each Annual General Meeting, the President must present a written report on the affairs of the Club for the preceding twelve months
- b) The Treasurer must make a verbal and written Annual Financial Statement offering all relevant documents, including a balance sheet, for inspection at the Meeting by Members. Sufficient time must be given to the majority of Members to read the report prior to the commencement of the AGM. The Committee may circulate this Annual Financial Statement in advance of the AGM at their discretion
- c) Annual Reports must be retained according to CAV standards

19. QUORUMS:

- a) A quorum for Committee Meetings requires at least four members
- b) A quorum for an AGM must comprise of:
 - i. At least four(4) Members of the Committee, and
 - ii. Three (3) other Members of the Association



2020 KEORCA INC. CONSTITUTION

20. VACANCIES:

- a) When an extraordinary vacancy occurs in the Committee, the Committee Meeting next following will proceed without further notice to select an eligible Member for the vacancy, but only for the remainder of the current term
- b) The selection may be made by resolution or ballot by the Committee
- c) If the Office of President becomes vacant, the Secretary will call a Special General Meeting for the purpose of election of a new President
- d) If the Office of Secretary becomes vacant:
 - i. The Committee must appoint another Member of the Committee to be Secretary within 14 days of the position becoming vacant, and that person will remain appointed until the next AGM
 - ii. CAV must be notified within 14 days of the change (as per AIR Act) via MyCAV
- e) If the Office or Secretary changes at AGM or due to a vacancy:
 - i. CAV must be notified of the change via MyCAV within 14 days of the appointment (As per AIR Act)

21. VOTING:

- a) Each Member present at an AGM will be entitled to one vote if over 16 years of age, and not holder of a Junior Membership
- b) The Chairperson at any Meeting is entitled to cast a deliberative vote, and is further entitled to a casting vote.
- c) Voting will be by simple majority except where otherwise expressly provided herein:
 - i. Voting shall be by show of hands but any two members shall be entitled to request a secret ballot
 - ii. Unless secret ballot is requested, a declaration by the Chairperson that a resolution has been carried, and an entry to that effect in the Minutes of the Meeting, signed by the Chairperson, will be sufficient evidence of the fact, and will be deemed to be the Resolution of the Club.
 - iii. Should an eligible voting Member be unable to attend a Meeting, they are permitted to cast a Proxy Vote which must be forwarded to the Secretary in writing prior to the meeting

22. AMENDMENT TO CLUB RACE RULES AND SPECIFICATIONS:

- a. The Committee is responsible for any amendment and subsequent approval of the Club Race Rules and Specifications
- b. Changes to Rules and Specifications will be promptly circulated to Members

23. INCOME/PROFIT:

- a) The income and profit of the Club where so ever derived will be applied solely to the promotion of its Objectives as set forth in Section 3 of this Constitution
- b) No portion thereof will be paid or transferred directly or indirectly by way of dividends, bonuses or otherwise howsoever to its Members, provided that nothing herein prevents the payment in good faith or remuneration to any Member of the Club for services actually rendered to the Club

24. INSPECTION OF RECORDS, ETC, OF THE ASSOCIATION:

- a) A Committee Member may inspect without charge the books, documents and records and securities of the Club at any reasonable time and with reasonable notice
- b) A Member may inspect without charge the books, documents and records and securities of the Club at any reasonable time and with reasonable notice. Confidential personal details of Members will be withheld



2020 KEORCA INC. CONSTITUTION

25. DISPUTES AND MEDIATION

The grievance procedure set out in this rule applies to disputes under these rules between:

- A Member and another Member; or
 - A Member and the Club; or
 - If the Club provides services to non-Members; those non-Members who receive services from the Club, and the Club
- a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
 - b) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a Mediator
 - c) The mediator must be:
 - i. A person chosen by agreement between the parties; or
 - ii. In the absence of agreement –
 - In the case of a dispute between a Member and another Member, an independent person appointed by the Committee of the Club; or
 - A person who is a mediator appointed to, or employed with, an independent not for profit organisation (e.g. Dispute Settlement Centre of Victoria)
 - d) Any Member of the Association can be a mediator
 - e) The Mediator cannot be a Member who is a party to the dispute
 - f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
 - g) The mediator, in conducting the mediation, must –
 - i. Give the parties to the mediation process every opportunity to be heard;
 - ii. Allow due consideration by all parties of any written statement submitted by any party; and
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
 - iv. Not determine the dispute
 - v. Be confidential and without prejudice
 - h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law

26. DISSOLUTION:

- a) The Club may be dissolved or wound up by a resolution of a General or Extraordinary Meeting called for such purpose
- b) If upon the dissolution or winding up of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the Members of the Club, but shall be transferred to some other Club or institution having objects similar, wholly or in part, to the objects of this Club, and which shall prohibit the distribution of its or their income and property among its or their Members, or to some charitable object or objects, which Club, institution or object shall be determined by the Members of this Club at or before the time of dissolution or winding up
- c) In default thereof, or if and insofar as effect cannot be given to such determination, then such payment or distribution shall be determined by a Judge of the Supreme Court

NOT FOR PROFIT:

- a) The income and property of the Club where so ever derived, shall be applied solely towards the promotion of its Objectives as set forth in this Constitution
- b) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever to Members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club for services actually rendered in the Club.