



**Group S
Racing Association
Incorporated**

Constitution

Dated 4th January 2006

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Part 1 Preliminary

1 Definitions

(1) In these rules:

Commissioner means the Commissioner of the Department of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 19(1).

association means the Group S Racing Association Inc.

secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

(2) In these 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, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Introduction

2 Historic Sports Car Racing

(1) Historic car racing is generally conducted by promoters under the auspices of the Confederation of Australian Motor Sport (CAMS) 5th Category – “Historic Cars”.

(2) Within the CAMS 5th Category, “Group S” prescribes the general rules under which historic “Production Sports Cars” manufactured between 1941-1977, may participate in Group S historic motor sport activities; plus additional categories with later manufacture dates, as proscribed by CAMS.

(3) Under the prescription of CAMS 5th Category - Group S, historic production sports cars from the 50’s, 60’s and 70’s are further

categorised into the Groups Sa, Sb and Sc; plus additional categories with later manufacture dates, as proscribed by CAMS.

3 Association name

The association shall be known as the Group S Racing Association.

4 Purpose

The purpose of the association shall be to represent the interests of the owners and drivers of Group S cars in the course of participation in historic sports car motor sport.

5 Objectives

The objectives of the association are to:

- (a) provide a representational voice for the owners and drivers of Group S cars,
- (b) promote Group S motor sport, and
- (c) facilitate enjoyable participation in Group S historic motor sport.

Part 3 Membership

6 Types of membership

A person may be granted either full or associate membership.

7 Full membership

- (1) Full membership may be granted to:
 - (a) an owner of a historic production sports car issued with a CAMS Group S logbook, or
 - (b) a driver who holds a CAMS competition licence and who regularly competes in historic motor sport in another entrant's Group S car.
- (2) Full membership is conditional on the association member also maintaining membership of a motor club affiliated with CAMS. Should the person fail to maintain membership of a motor club with CAMS affiliation, association membership will lapse on the day the motor club membership lapses.
- (3) Clause 7 (2) ceases to apply should the association seek and be granted CAMS affiliation.

8 Associate membership

- (1) Associate membership may be granted by the committee to a person who in some way contributes to the enjoyable outcomes of Group S racing.
- (2) The committee shall be the sole determinant of the grant of associate membership.

- (3) Associate members have the same entitlements as full members but have no voting rights.

9 Cessation of membership

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

- (a) dies,
- (b) resigns membership, or
- (c) is expelled from the association.

10 Membership entitlements not transferable

A right, privilege or obligation which a person has by being a member of the association:

- (a) is not capable of being transferred to another person, and
- (b) terminates on cessation of the person's membership.

11 Resignation of membership

A member of the association who has paid all amounts payable to the association in respect of the member's membership may resign from the association by giving the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

12 Register of members

- (1) The public officer of the association must maintain a register of members specifying the name and address of each member together with the date on which the person became a member.
- (2) The register of members must be available for inspection, free of charge, by any member of the association.

13 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$30 or, if some other amount is determined by the committee, that other amount.
- (2) An associate member of the association must, on admission to membership, pay to the association a fee of \$10 or, if some other amount as determined by the committee, that other amount.
- (3) The financial year for the association is from 1st January to 31st December and the following annual membership fees are payable:
 - (a) a member must pay an annual membership fee of \$30 or, if some other amount is determined by the committee, that other amount, and
 - (b) an associate member must pay an annual membership fee of \$10 or, if some other amount is determined by the committee, that other amount.

- (4) If a member or associate member fails to pay the annual membership fee by 1 January of each calendar year, the member ceases to become a member of the association with effect the 31st January.
- (5) In the event of a member resigning, the association shall not be obliged to reimburse the member any admission to membership fee, or annual membership fee, paid by the member.

14 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 13.

15 Resolution of internal disputes

- (1) A dispute between members arises where a complaint is made in writing to the committee for intervention and resolution.
- (2) The committee is to make every effort to resolve the dispute.
- (3) If the committee is unable to resolve the dispute, either party may refer the dispute to an external party such as a community justice centre for resolution.
- (4) Unresolved disputes between members and the association are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (5) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

16 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned;
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee about the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- (6) The committee may, by resolution, either expel or suspend the member from the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (7) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 16.
- (8) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 17 (5),whichever is the later.

17 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 16, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice of appeal.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (5) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 4 Committee

18 Powers of the committee

- (1) The committee:

- (a) is to control and manage the affairs of the association,
 - (b) exercise all such functions, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
 - (c) has power to all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (2) In exercising its powers the committee is to be guided by the will of association members and where appropriate, is to conduct ballots of members to assess the sentiment of the membership.
 - (3) In arriving at a decision, the committee is to be guided by the will of the majority of membership but where possible, is to seek outcomes that also accommodate the minority.

19 Committee membership

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) where appropriate, 2 ordinary members,
- (2) The office-bearers of the association are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- (3) Neither the president nor the vice-president may be office-bearers of another club or association involved in motor sport, if it is deemed by the majority of members that this could give rise to a conflict of interest.
- (4) The office-bearers of the association are to determine prior to the annual general meeting whether any ordinary committee positions are to be filled.
- (5) Each member of the committee is to be elected at the annual general meeting and to hold office until the conclusion of the following annual general meeting.
- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy. The appointed member is to hold office until the conclusion of the following annual general meeting.

20 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate, and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of 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 are taken to be elected and further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such proper manner as the committee may direct.
 - (7) Each member of the committee is eligible for re-election unless the person has served as a member of the committee throughout the five years immediately preceding the election.

21 Secretary

- (1) the Secretary of the association must, as soon as practicable after being appointed, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and 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 must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

23 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies,
- (b) ceases to be a member of the association,
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth,
- (d) resigns office by notice in writing given to the secretary,
- (e) is removed from office under rule 24,
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

24 Removal of committee member

- (1) The association in general meeting may by resolution remove any member of the committee from the office 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) A member of the committee to whom a proposed resolution referred to in clause (1) relates may make a representation in writing to the secretary or president (not exceeding a reasonable length) and request that the representation be notified to the members of the association. The secretary or the president may send a copy of the representation to each member of the association or, if the representation is not sent, the member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

25 Committee meetings and quorum

- (1) The committee must 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) Meetings may be held in person, by telephone conference, by postal mail, electronic mail or facsimile as shall be convenient.
- (4) Written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the

- members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (4) must specify the general nature of the business to be transacted and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
 - (6) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting.
 - (7) No business is to be transacted by the committee unless a quorum is present.
 - (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (9) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to 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 is to preside.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees 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) The exercise of a function which has been delegated to a sub-committee may be exercised 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, limitations, time, or circumstances as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (6) A sub-committee is to consist of such members of the association as the committee thinks fit, and may meet and adjourn as it thinks proper.

27 Delegation by committee to ex-officio member

- (1) The committee may, by instrument in writing, delegate to an association member the exercise of such functions of the committee as are specified in the instrument, other than:
 - (c) this power of delegation, and
 - (d) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) The exercise of a function which has been delegated to a member may be exercised by the member in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions, limitations, time, or circumstances as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

28 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to 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, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 25 (6), the committee may act despite 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 5 General meeting

29 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must 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 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner.
- (4) Annual general meetings may be held in person, by telephone conference, by postal mail, electronic mail or facsimile as shall be convenient.

30 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is to 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 general meeting is to include the following:
 - (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 on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association
 - (d) to elect ordinary members of the committee if deemed appropriate by the committee,
 - (e) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

31 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting,
 - (b) must be signed by the members making the requisition,
 - (c) must be lodged with the secretary,
 - (d) may consist of several documents in a 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 1 month 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 clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.
- (6) Special general meetings may be held in person, by telephone conference, by postal mail, electronic mail or facsimile as shall be convenient

32 Notice

- (1) The secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted.
- (2) If the nature of the business proposed at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 30 (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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

33 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present.
- (2) Twelve 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:
 - (a) if convened on the requisition of members, is to be dissolved,

- (b) in any other case, is to stand adjourned. An adjourned meeting is to be reconvened within 60 days from the date of the adjourned meeting.
- (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 at least 3) is to constitute a quorum.

34 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson.

35 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, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted.
- (3) Except as provided in clauses (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.

36 Making of decisions

- (1) A question arising at a general meeting of the association is to 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 the association, 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 the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the 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 is taken to be the resolution of the meeting on that matter.

37 Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 14 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

38 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 1 proxy.
- (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 the association unless all money due and payable by the member or proxy to the association has been paid
- (5) In the event of an annual general meeting, all members who paid the amount of the annual subscription in respect of the then current year are eligible to vote.

39 Appointment of proxies

- (1) Each member is to 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 is to be in the form set out in Appendix 1 to these rules.

Part 6 Miscellaneous

40 Insurance

The association may effect and maintain insurance.

41 Funds – source

- (1) The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 office-bearers of the association, being authorised to do so by the committee.

44 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

45 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

46 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

47 Inspection of books

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

48 Service of notices

- (1) For the purpose of these rules, a notice may be served on a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or

- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 1

(Rule 39 (2))

FORM OF APPOINTMENT OF PROXY

I,of
(full name) *(address)*

being a member of the Group S Racing Association

hereby appoint of
(full name of proxy) *(address)*

being a member of the Group S Racing Association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Group S Racing Association.