

# **Constitution of the Dry Lakes Racers Australia Incorporated**

## **1. Name**

Dry Lakes Racers Australia Incorporated

## **2. Definitions**

‘Committee’ means the committee of management of the association

‘General meeting’ means a general meeting of members of the association convened in accordance with these rules

‘Member’ means a member of the association, of which there may be two types:

- i. “inactive member” means a member of the Association that has paid the initial joining fee only. An inactive member has no voting rights and is considered unfinancial.
- ii. “active member” means a member of the Association that has paid the initial joining fee and the annual subscription renewal fee due for that financial year. An active member has voting rights equivalent to one vote and is considered financial.

‘Month’ shall mean a calendar month

‘Special Resolution’ means a special resolution defined in the Act, where:

- (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;

‘The Act’ means the Associations Incorporation Act 1985

‘The Regulations’ means Associations Incorporation Regulations 2023

## **3. Objects or purposes of the association**

Key objectives and purposes of the Dry Lakes Racers Australia Inc :

- a) **PROMOTING LAND SPEED RACING:** DLRA aims to raise awareness and interest in, wheel driven, land speed racing within Australia, encouraging participation from enthusiasts and competitors alike.

**FACILITATING EVENTS:** The DLRA organizes and hosts events where members can attempt to set speed records on dry lake beds or other suitable locations, providing a platform for racing under controlled conditions.

**SAFETY AND REGULATIONS:** Ensuring the safety of participants and spectators is paramount. DLRA establishes and enforces rules and regulations that govern the conduct of races, ensuring fair competition and minimizing risks.

**PRESERVING THE SPIRIT OF LAND SPEED RACING:** DLRA often emphasizes the historical and technical aspects of land speed racing, promoting the preservation of classic and historically significant vehicles, as well as encouraging innovation in vehicle design and engineering.

**COMMUNITY AND CAMARADERIE:** Fostering a community of land speed racing enthusiasts and providing opportunities for networking, camaraderie, and shared passion for speed and automotive engineering.

**RECORD KEEPING:** DLRA maintains records of speed achievements and attempts, contributing to the broader international community of land speed records and achievements.

**RESPECT:** The DLRA respects the historical and environmental significance of the land upon which we race and the traditional owners past, present and future.

- b) To raise funds by means of joining fees, subscription fees and participation fees from members, and fees and levies from spectators for the objects and purposes of the Association in such amounts and in such manner as is considered adequate to achieve the above objectives.

Overall, DLRA aims to provide a structured and supportive environment for wheel driven, land speed racing in Australia while promoting safety, community, and the thrill of pushing the limits of speed.

## **4. Powers of the Association**

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

## **5. Membership**

### **5.1. Types**

- a) Ordinary Member

Any person who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association.

The application for membership shall be made in writing, signed by the applicant on the prescribed form or on-line via the members platform.

Upon the acceptance of the application by the committee and upon

payment of the joining fee, the applicant shall be a member of the association.

b) Life Membership

Members at the AGM may elect any person to life membership of the Association in recognition of outstanding service to the Association, upon recommendation of the committee and by acclamation.

## **5.2. Fees and Subscriptions**

- (a) The joining fee for membership shall be payable at the time of application for membership only and shall be such sum as the active members shall determine from time to time at an annual general meeting.
- (b) The subscription fees for membership shall be such sum as the members shall determine from time to time in the annual general meeting.
- (c) The subscription fees shall be payable annually on 1 January or at a time that the committee determines.
- (d) Any member whose subscription is outstanding after the due date for payment shall cease to be a financial member of the association, provided that the committee may reinstate such a person's membership once the fee for that year has been paid or as it thinks fit.

## **5.3. Resignations**

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association. At no time is the member entitled to a refund of the joining fee or subscription fee.

## **5.4. Register of Members**

A register of members must be kept and contain:

- a) the name and address of each member
- b) the email address of each member
- c) the phone number of each member
- d) the birthdate of each member
- e) the National Member ID assigned to each member

- f) the date on which each member was admitted to, or resigned from, the association
- g) the date of and reason(s) for termination of membership (if applicable).

### **5.5. Expulsion of Member**

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.5d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## **6. The committee**

### **6.1. Powers and Duties**

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act

- e) The committee may delegate any of its powers and functions to a subcommittee, a committee member, employee, the association or any other person considered appropriate.

## **6.2. Appointment**

- a) The committee shall be comprised of a president, vice president, secretary, treasurer and a maximum of eight other committee members, made up of a maximum of one from each State and a maximum of one from each of the Australian Capital and Northern Territories.
- b) A committee member shall be a natural person.
- c) The first committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meetings after incorporation. At this time, all committee positions shall be subject to re-election at each AGM.
- d) No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association

## **6.3. Proceedings of the Committee**

- a) Unless otherwise determined by the Committee, meetings of the Committee must be held at least 6 times in every calendar year, at such times and places and in such format as the Committee may from time to time determine (including by using any technology, such as video or teleconferencing, which permits each Committee Member to communicate with every other Committee Member).
- b) Notice of a committee meeting shall be given in writing (including electronically) at least 7 days prior to the meeting.
- c) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

- d) A quorum for a meeting of the committee shall be one half of the members of the committee.
- e) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

#### **6.4. Disqualification of committee members**

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a corporate member

## **7. The seal**

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

## **8. Meetings**

### **8.1. Annual General Meetings**

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
  - the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - the election of committee members
  - the appointment of auditors (if required - see rule 11.5)

- the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- any other business requiring consideration by the association in a general meeting

## **8.2. Special General Meeting**

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## **8.3. Notice of General Meeting**

- a) Subject to 8.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting(s) will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given, in writing, at least 21 days prior to the date of the meeting, specifying the intention to propose the resolution as a special resolution.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See rule 5.4).
- d) Where a notice is sent by post:
  - the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

- unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

#### **8.4. Proceedings at General Meetings**

- Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.
- A general meeting may be held wholly or partly by way of electronic communication, including by video conference or telephone, if the meeting notice specifies how members can participate using electronic means and gives them a reasonable opportunity to do so. A member participating in the meeting by electronic means is deemed to be present at the meeting for all purposes, including the exercise of voting rights, as if they were physically present at the meeting place

#### **8.5. Voting at General Meetings**

- Subject to these rules, every member of the association has only one vote at a meeting of the association.
- Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of active members whose votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances or where proxies are allowed, by proxy, at that meeting. Votes will be tallied by a nominated returning officer, usually the Secretary.
- Unless a poll is demanded by at least five members, a question for decision at a general meeting can be determined by a show of hands.



- d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

#### **8.6. Poll at General Meetings**

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **8.7. Special and Ordinary Resolutions**

- a) A special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### **8.8. Proxies**

A active member shall be entitled to appoint in writing a natural person who is also an active member of the association to be their proxy, and attend and vote at any general meeting of the association.

### **9. Minutes**

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

- d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10. Dispute Resolution**

- a) The dispute resolution procedure set out in this rule applies to disputes under these

Rules between -

- a member and another member
  - a member and the association
- b) 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
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

## **11. Financial Reporting**

### **11.1. Financial Year**

The first financial year of the association shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

### **11.2. Accounts to be kept**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3. Accounts and reports to be laid before members**

The accounts, together with the auditor's report (if required) on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

## **12. Prohibition against securing profits for members**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to

members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

### **13. Rules**

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

### **14. Winding Up**

Winding up is normally by the passing of a special resolution by the members of the association and in accordance with the Act.

### **15. Application of surplus assets**

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

#### **CERTIFICATION**

I certify that this is a true and correct copy of the rules of the Dry Lakes Racers Australia Incorporated.



Public Officer

Dated: 18/5/2025