



RULES

OF

Ferrari Club Australia Inc.

Incorporating the Australian Ferrari Register

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1. Name and Objectives

- (1) The name of the incorporated association is Ferrari Club Australia Inc. (in these rules referred to as "FCA").
- (2) The objectives of FCA are to:
 - (a) promote, foster interest in and conduct the sport of automobilism, motor sport and motoring generally as it relates to Ferraris, and including the restoration, preservation and maintenance of Ferrari automobiles;
 - (b) promote courtesy and safety on the road, and in competition between members of FCA; and
 - (c) promote friendship and engender social activities within FCA and the community generally.
- (3) Solely for the purpose of furthering the objectives set out above, FCA shall have the power to:
 - (a) conduct meetings so that members may obtain knowledge to enable them to become better drivers and to maintain their vehicles at a high standard of safety and efficiency;
 - (b) affiliate with, acknowledge, comply with and observe the Articles and National Competition Rules (NCR) of the Confederation of Australian Motor Sport Limited (CAMS), and other bodies as appropriate;
 - (c) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of FCA or persons on FCA premises, subject to Rule 41;
 - (d) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purposes of FCA, provided that in case FCA shall take or hold any property which may be subject to any trusts FCA shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (e) to take such steps by personal or written appeals, public meetings or otherwise, as may be deemed expedient for the purpose of procuring contributions to the funds of FCA, in the shape of donations, subscriptions or otherwise;
 - (f) invest and deal with monies of FCA in such manner as is thought fit; and
 - (g) raise or borrow money upon such terms and in such manner as thought fit, and do all such things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of FCA .

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2. Definitions

(1) In these Rules, unless the contrary intention appears:

“*Act*” means the *Associations Incorporation Act 1981* (Victoria) as amended;

“*class of membership*” means a membership class sought by the applicant and or approved by the National Committee (these are defined in Rule 4(5));

“*financial year*” means the year ending on 30 June or as otherwise determined by the National Committee, being a period determined by the National Committee at the expiration of the immediately preceding financial year which is not less than six (6) months and not greater than eighteen (18) months.

“*full member*” means the class of member defined as “full member” in Rule (5)(b), and includes “honorary life member”, and “paid life member”, unless a contrary intention appears or by its nature is not applicable;

“*general meeting*” means a meeting of the members convened in accordance with Rule 12;

“*list of members*” means a record held by, or under delegation for, the National Secretary that shows the name, address, contact details, current membership class and financial status of each member;

“*member*” means a member of FCA;

“*National Committee*” means the office holders and ordinary committee members as elected at an annual general meeting to manage FCA or as provided for in these Rules;

“*ordinary committee member*” means a member of the committee who is not the holder of an office described in Rule 21(1);

“*paid life member*” means a member who has paid for full membership at the rate determined at the time to apply for membership of FCA for the natural life of the person;

“*Public Officer*” means a responsible person required to be appointed under Section 25 of the *Associations Incorporation Act*, being a resident of the State of Victoria, and over eighteen (18) years of age whose purpose is to be the conduit for any regulatory matters in relation to FCA;

“*Registrar*” means the person appointed by the National Committee whose responsibility it is to maintain a record, in the form nominated by the National Committee, of the names of members and the details of all Ferrari motor vehicles in Australia, or known to have been in Australia;

“*Regulations*” means Regulations under the Act;

“*state*” means a state or territory in Australia unless specifically presented to be otherwise;

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“*State Committee*” means a standing sub-committee delegated, in writing, to manage the affairs of FCA in a state;

“*voting member*” means a member with a class of membership that gives the member voting rights for the committee or meeting concerned.

- (2) In these Rules, a reference to the National Secretary of FCA is a reference to:
- (a) where a person holds office under these rules as a National Secretary, to that person; and
 - (b) in any other case, to the public officer of FCA.

3. Alteration of the Rules

- (1) These Rules shall not be altered except in accordance with the Act.
- (2) These Rules may only be changed by way of a Special Resolution. Notwithstanding anything to the contrary contained in Rule 12, a Special Resolution is a resolution which is passed by a general meeting of FCA for which not less than twenty-one (21) days notice in writing has been given. Not less than three-quarters of those present in person or by a proxy, in the form provided for under these Rules and who are eligible to vote, must vote in favour of the proposal for it to be carried.
- (3) The Appendices to these Rules are not formally part of these Rules and may be amended by the National Committee in accordance with these Rules as it sees fit.

4. Membership, entry fees and subscription

Application

- (1) A natural person who applies and is approved for membership as provided for in these Rules is eligible to be a member of FCA on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of FCA must not, except in the case of an honorary membership, be admitted to membership unless:
 - (a) he or she applies for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the National Committee.
- (3) An application of a person for membership of FCA must:
 - (a) be made in writing in the form set out in Appendix 1 as amended by the National Committee; and
 - (b) be accompanied by a payment of not less than the amount set for the annual subscription and any joining fee for the class of membership being sought (these monies to be returned if the application is rejected, or is withdrawn by the applicant prior to dispatch of the notice required under Rule 4(6) in the event the application is successful).

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- (4) As soon as practicable after the receipt of an application, the National Secretary must ensure that the application is sufficiently complete and then refer the application to the National Committee.
- (5) The National Committee must determine whether to approve or reject the application and in doing so must have regard to the criteria for each class of membership. These are that:
 - (a) an application for membership must be supported by the relevant State Committee;
 - (b) a *full member* must be a person who owns, or has owned a Ferrari, or who has the substantive and beneficial use of a Ferrari;
 - (c) a *family member* must either be a spouse, a parent or child of a full member (or honorary life member) who is older than 14 years of age, and whose application is intended so that the person can compete in FCA events;
 - (d) an *associate member* must be a person who does not qualify as a full member or family member but who is able to demonstrate a substantial and abiding interest in Ferrari and who is willing to be actively involved in all activities of FCA;
 - (e) an *honorary member*, must be a person who the National Committee wishes to recognise as a member of FCA for a limited period;
 - (f) an *honorary life member*, must be a person who has rendered significant and meritorious service to FCA for not less than ten years, unless exceptional circumstances apply, and where that person meets any additional criteria as determined by the National Committee;
 - (g) an *other member*, must be a person who meets the membership criteria for another class of membership as determined by the National Committee; and
 - (h) criteria, that are consistent with these Rules, to assist the determination of eligibility for a class of membership, may be determined by the National Committee as set out in Appendix 1.

Notification

- (6) If the National Committee approves an application for membership, the National Secretary must, as soon as practicable, notify the applicant in writing of the approval for membership, subject to:
 - (a) any payment by personal or business cheque being cleared; and
 - (b) substantially complete information being provided about any Ferrari motor vehicles owned or used by the person.
- (7) The National Secretary must within 28 days of an application for membership being approved, but subject to sub-rule (6), enter the applicant's name in the list of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the list of members.

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- (9) If the National Committee rejects an application, the National Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of FCA:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership for any reason.

Fees and Subscriptions

- (11) The entrance fee will be determined by the National Committee.
- (12) The annual subscription fee will be determined by the National Committee.
- (13) The National Committee will determine any fees or levies to be imposed on members, prior to the Annual General Meeting (AGM) for the year ahead.
- (14) The National Secretary shall ensure that members are advised of the amount of the annual subscription not less than 28 days before the due date each year. Membership will be considered to have lapsed if payment has not been received by the due date. The National Secretary shall then have the member's name struck from the list of members. In this event the member so effected will be treated as a non-member and be required to re-apply for membership, or be subject to a financial penalty as determined by the National Committee before re-admission as a member.

Rights and Conditions

- (15) A *full member* (including an *honorary life member*) is entitled to enjoy all the benefits and opportunities of FCA.
- (16) A *family member* is not entitled to voting rights in respect of a general meeting, or the right to be elected to any position on the National Committee or as an office holder on a State Committee. The member may be elected as an ordinary member of a sub-committee (including a State Committee) and may vote on questions arising in such sub-committee. The member will not be provided with any publication or other service such as may be supplied to other classes of member.
- (17) An *associate member* is entitled to participate socially and enjoy the companionship of the members in addition to being provided with any publication or service provided to other members. The member will not have voting rights in respect of a general meeting, or the right to be elected to any position on the National Committee or as an office holder on a State Committee. The member may be elected as an ordinary member of a sub-committee (including a State Committee) and may vote on questions arising in such sub-committee. Membership renewal shall be at the pleasure of the National Committee and the maximum number of persons in FCA having associate membership shall not exceed ten per cent (10%) of the financial membership of FCA at any one time.

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- (18) An *honorary member* is entitled to participate socially and enjoy the companionship of the members in addition to being provided with any publication or service provided to other members, including the right to compete, for a limited period. This will normally be for not more than thirty (30) days, but may be up to the end of the current financial year, and in exceptional circumstances beyond this if extended by the National Committee. The member will not have any voting rights or be entitled to hold any position on any committee or sub-committee.
- (19) An *other member* will not be entitled to vote, and will be subject to other restrictions on participation in FCA, and access to the benefits of membership of FCA, as determined by the National Committee. The title by which this class of member will be referred to will also be determined by the National Committee.

5. List of Members and Register of Vehicles

- (1) The National Secretary must keep and maintain, or cause to be kept and maintained, a list(s) of members containing –
 - (a) the name, address and contact details of each member;
 - (b) the date on which each member's name was entered in the list of members;
 - (c) the member's membership class; and
 - (d) the member's cessation date, if any.
- (2) The list of members must be available for inspection by members upon request. Copying information from the list of members is permitted, at the discretion of the National Secretary, where there is a need to contact members of FCA in respect of FCA affairs. In the event that the National Secretary declines to allow such copying he or she may undertake to dispatch any mail that the member would otherwise have posted if the membership information sought had been provided by the National Secretary to the member.
- (3) The Registrar of FCA must keep a record of the details of all Ferrari vehicles in Australia or known to have been in Australia. The record will be maintained on the basis of the Registrar's own efforts and on the basis of information provided to the Registrar by the National Secretary as part of a member's application for, or renewal of, membership.
- (4) In the interests of FCA and its members, information shall not be provided to members or third parties about other members or their cars from the records referred to in Rule 5, except as provided for in sub-rules (2) and (3), or as agreed by the National Committee.

6. Cessation of membership

- (1) A member of FCA who has paid all monies due and payable to FCA may resign from FCA by giving one month's notice in writing to the National Secretary of his or her intention to resign.
- (2) After the expiration of a notice given under sub-rule (1),
 - (a) the member ceases to be a member; and

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- (b) the National Secretary must record in the list of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, the National Committee may by resolution:
 - (a) expel a member from FCA;
 - (b) suspend a member from membership of FCA for a specified period; or
 - (c) fine a member an amount not exceeding three times the annual subscription,if the National Committee is of the opinion that the member:
 - (d) has refused or neglected to comply with these Rules; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of FCA.
- (2) A resolution of the National Committee under sub-rule (1):
 - (a) does not take effect unless a meeting of the National Committee, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule; and
 - (b) if the member exercises a right of appeal to FCA under this rule, does not take effect unless FCA confirms the resolution in accordance with this rule.
- (3) If the National Committee passes a resolution under sub-rule (1), the National Secretary must, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the National Committee and the grounds on which it is based;
 - (b) stating that the member may address the National Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the National Committee, before the date of the meeting, a written statement seeking the revocation of the resolution; and
 - (iii) Where a resolution is made in accordance with sub-rule 1 (a) herein the member may lodge a notice with the National Secretary against the resolution with such notice being given not less than forty-eight (48) hours before the date of the meeting, to the effect that he or she wishes to appeal to FCA in a special general meeting against the resolution. or
 - (iv) Where the resolution is made in accordance with Sub Rule 1 (b) herein where the term of the suspension is greater than six (6) months then the member may lodge a notice with the National Secretary against the resolution with such notice being given not less

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than forty-eight (48) hours before the date of the meeting, to the effect that he or she wishes to appeal to FCA in a special general meeting against the resolution. Or

- (v) Where the resolution is made in accordance with Sub Rule 1 (b) herein where the term of suspension is less than six (6) months or in accordance with Sub Rule 1 (c) herein the member shall not be entitled to appeal the decision of the National Committee

- (4) At a meeting of the National Committee held in accordance with sub-rule (2), the National Committee must:
 - (a) give the member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the member;
 - (c) hear and consider any other evidence thought relevant by the National Committee; and
 - (d) determine by resolution whether to confirm or to revoke the resolution.

- (5) If the National Secretary receives a notice under sub-rule (3)(d)(iii), he or she must notify the National Committee and the National Committee must convene a special general meeting of FCA to be held within twenty-eight (28) days after the date on which the National Secretary received the notice. The National Committee may at its discretion, unless the member to which the resolution applies is prepared to stand the additional cost, limit the distribution of notices of the meeting to the members of the state concerned and the members of the National Committee.

- (6) At a special general meeting of FCA convened under sub-rule (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the National Committee must place before the meeting, details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present must vote, where their class of membership entitles them to vote, by secret ballot on the question whether the resolution should be confirmed or revoked.

- (7) A resolution is confirmed if, at the special general meeting two-thirds of those members present in person or by proxy, being entitled to vote and who do vote, vote in favour of the resolution. In any other case, the resolution is revoked.

- (8) A special general meeting of FCA convened under sub-rule (5) shall, except where good reason exists to the contrary, be convened in the state of residence of the member concerned.

- (9) The National Committee may delegate all or any of its part of the discipline process to a State Committee, on a case by case basis, except for the final decision to expel a member and the power to review a decision. The National Committee must, in making any final decision, have before it all the facts of the case and the details of the conduct of the case. It must consider all this material before it makes a final decision.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (a) a member and another member; or
 - (b) a member and FCA.

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- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend a meeting, then the parties must, within fourteen (14) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, the National Committee of FCA, or a member of a State Committee delegated by the National Committee of FCA; or
 - (ii) in the case of a dispute between a member and FCA, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice) or a person from an equivalent organisation in the state of residence of the current President of FCA unless otherwise agreed between the parties to the dispute.
- (5) A member of FCA can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator must, in conducting the mediation process;
 - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must determine the dispute and report to the National Committee.
- (10) 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.

9. Annual general meetings

- (1) The National Committee may determine the date, time and place of the Annual General Meeting (AGM) of FCA in accordance with the Act.
- (2) The notice convening the AGM must specify that the meeting is an AGM.
- (3) The ordinary business of the AGM shall be:

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- (a) to confirm the minutes of the last previous AGM and of any special general meeting held since that meeting;
 - (b) to receive from the National Committee reports upon the transactions of FCA-during the last preceding financial year;
 - (c) to elect officers of FCA, ratify the appointment of the State Presidents and elect the ordinary committee members of the National Committee; and
 - (d) to receive and consider the statement submitted by FCA in accordance with section 30(3) of the Act (financial reporting standards).
- (4) The AGM may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The period between consecutive AGM's shall not be greater than eighteen (18) months.

10. Special general meetings

- (1) In addition to the AGM, any other general meetings may be held in the same year.
- (2) All general meetings other than the AGM are special general meetings.
- (3) The National Committee may, whenever it thinks fit, convene a special general meeting of FCA.
- (4) If, but for this sub-rule, more than fifteen (15) months would elapse between general meetings, the National Committee shall convene a special general meeting before the expiration of that period.
- (5) The National Committee must, on the request in writing of members representing not less than five (5) per cent of the total number of members, convene a special general meeting of FCA.
- (6) The request for a special general meeting must:
 - (a) state the objects of the meeting;
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the National Secretary.
- (7) If the National Committee does not cause a special general meeting to be held within twenty-eight (28) days after the date on which the request is sent to the address of the National Secretary, the members making the requisition, or any of them, may convene a special general meeting. It shall be held not later than three (3) months after that date.
- (8) If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner as far as possible as a meeting convened by the National Committee. All reasonable expenses incurred in convening the special general meeting shall be refunded by FCA to the persons incurring the expenses.

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11. Special business

- (1) All business that is conducted at a special general meeting, and all business that is conducted at the AGM, except for business conducted under the Rules as being the ordinary business of the AGM, is deemed to be special business.
- (2) Where an item of Special Business has been advised to the National Secretary and this is listed as an item of business at a General Meeting, and is to be voted on, then the item of Special Business will be accompanied by information approved by the National Committee which fairly outlines the main points for and against a proposal.

12. Notice of general meetings (includes the AGM)

- (1) The National Secretary of FCA, at least fourteen (14) days before the date fixed for holding a general meeting of FCA, must cause a notice to be sent by prepaid post to each member of FCA, at the address appearing in the list of members, or by other means if agreed with the member concerned. The notice must state the place, date and time of the meeting, and the nature of the business to be conducted at the meeting.
- (2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3) A member intending to bring any business before a meeting may notify in writing to the National Secretary of that business, who must include that business in the notice calling the next general meeting after the receipt of the notification.
- (4) The National Secretary shall forward a document for each annual general meeting or special general meeting on which a proxy vote can be recorded in respect of the items of business of the meeting. The form of the document shall provide the member the opportunity to:
 - (a) vote, or abstain from voting, in respect of each item of business to be addressed at the meeting; and
 - (b) in the case of elections for committee positions, the document will be separate and -
 - (i) include the individual names of the nominees for each position which must be received by the National Secretary before the time indicated in sub-rule (1); and
 - (ii) the document or an accompanying document shall provide for a short description of each candidate's claims for office agreed by the candidate and at least one member of the National Committee.
- (5) The National Secretary must ensure that early information about the likely date for the AGM and/or any need for nominations is made available to each relevant member. This must be not less than fourteen (14) days before issuing the notice for a general meeting at which any general election for a committee position takes place.

13. Quorum at general meetings (includes AGMs)

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- (1) No item of business shall be conducted at a general meeting unless a quorum of members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- (2) Five (5) members personally present (being members entitled to vote under these Rules at a general meeting) constitute a quorum for the conduct of the business of a general meeting, so long as the total representation of voting members when proxy votes are included is not less than:
 - (a) in the case of a special general meeting, five per cent (5%); or
 - (b) in the case of an annual general meeting, ten per cent (10%).
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (a) in the case of a meeting if convened upon the requisition of the members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time. Unless another place is specified by the Chairperson at the time of the adjournment, or by a written notice to members given before the day to which the meeting is adjourned, the meeting will be at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall be a quorum.

14. Presiding at general meetings (includes AGMs)

- (1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of FCA (provided they have no conflict of interest).
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- (1) The person presiding may, with the consent of the majority of members present, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business of the meeting at which the adjournment took place.
- (3) Where a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- (4) Except as provided for in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

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16. Voting at general meetings

- (1) Upon any question arising at a general meeting of FCA, a member who is entitled to vote has one (1) vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all monies due and payable by the member to FCA have been paid.

17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than three (3) members, it must be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

- (1) If a question arising at a general meeting of FCA is determined on a show of hands:
 - (a) a declaration by the Chairperson that a resolution has been :
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book, or record, of FCA -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (2) A vote for the election of persons to the National Committee or a State Committee shall be by secret ballot unless determined otherwise by the meeting.

19. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the National Secretary, or his appointees, no later than twenty-four (24) hours before the meeting in respect of which the proxy is appointed.

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- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 or as determined by the National Committee.
- (3) In the case where a member holds more than two proxies and that member exercises those proxies in respect of a matter at a meeting, then the name of the holding member and the number and voting intention, but not the name of the giver of those proxies will be published to the meeting, regardless of whether the ballot is otherwise secret.

20. Committee of management

National

- (1) The affairs of FCA shall be managed by the National Committee and through sub-committees appointed by the National Committee under these Rules as it sees fit. The National Committee and any sub-committee established for the purpose of managing the affairs of FCA at state level shall be constituted as provided for in Rule 20 and Rule 21.
- (2) The National Committee:
 - (a) shall control and manage the business and affairs of FCA;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by FCA other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of FCA; and
 - (c) subject to these Rules, the Regulations and the Act, has the power to perform all such acts and things as appear to the National Committee to be necessary for the proper management of the business and affairs of FCA.
- (3) Subject to section 23 of the Act (*pre-existing officers at formation date*), the National Committee shall consist of:
 - (a) its office holders; and
 - (b) not less than two (2) ordinary committee members, being in the first instance the current State Committee President/s and/or others if appropriate according to numbers;
 - (i) Queensland 1
 - (ii) New South Wales 2
 - (iii) Australian Capital Territory 1
 - (iv) Victoria 2
 - (v) Tasmania 1
 - (vi) South Australia 1
 - (vii) Western Australia 1
 - (viii) Northern Territory 1

for so long as the state concerned has a minimum of five (5) full members.

- (c) each person nominated in respect of the list in sub-rule (b) is an ordinary committee member of the National Committee, except where Rule 23(5) applies; and

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- (d) if the state of residence of the National Committee, as determined by two or more office bearers being from one state, is other than NSW or Victoria, the figure in sub-rule 3(b) may be increased to two at the discretion of the National Committee.
- (4) Subject to these Rules, each ordinary member and officer on the National Committee will normally hold office until the AGM next plus one after the date of his or her election but is eligible for re-election. The term may be less, if so nominated by the National Committee prior to the election of a person to that position so that about one half of the positions on the National Committee become vacant and open for election each year.
- (5) In the event of a casual vacancy occurring in the office of an ordinary member of the National Committee, the committee may appoint a member of FCA to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the AGM next following the date of the appointment.

State

- (6) A State Committee:
 - (a) shall be established by an instrument in writing, as determined by the National Committee. A State Committee so established shall exercise the powers and functions delegated to it by that instrument as a sub-committee which is ultimately responsible and accountable for all its actions to the National Committee;
 - (b) must fill its offices by a vote of the members of the state concerned and it must operate in a way that complies with these Rules and is consistent with these Rules. Beyond these constraints the National Committee may use its discretion to prepare an instrument that meets the needs of FCA and state concerned;
 - (c) must be responsible for the management and resourcing of all state based FCA activities, except as specified in sub-rule (d) or as otherwise provided for in the instrument in writing by which it was established;
 - (d) will not be required to carry the full management and funding burden involved in organising activities that are determined by the National Committee to be national activities. These and other items as determined by the National Committee are detailed in Appendix 4: and
 - (e) will have the power to form sub committees to assist it in its functions.
- (7) Each ordinary member and officer on a State Committee shall hold office until the AGM next after the date of his or her election but is eligible for re-election.

Other

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- (8) The National Committee may elect to establish an executive of not less than three of its number to manage the daily administrative operations of the National Committee. The activities of such an executive will be limited to:
 - (a) the payment of amounts on routine items, or any amount specified by a quorum of the National Committee in respect of an identified item or activity; and
 - (b) routine administrative matters including correspondence of a non contentious nature but not including any matter affecting the long term financial status or nature of FCA and not including any matter of policy or principle or discipline.
- (9) The offices, the number of members and the method of appointment of committee members in respect of any other sub-committee will be determined by the National Committee at the time the sub-committee is established.
- (10) Any member of a National Committee or State Committee failing to attend three consecutive committee meetings without apology or just cause shall be excluded from membership of the committee.

21. Office holders

- (1) The officers of the National Committee shall be:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.

Each office will be filled and, except for the position of Treasurer and Secretary, no two offices will be occupied by the same person.

- (2) The officers of a State Committee shall be:
 - (a) a President;
 - (b) a Treasurer; and
 - (c) a Secretary.

Each office will be filled and, except for the position of Treasurer and Secretary, no two offices will be occupied by the same person.

- (3) Rule 22 applies to any office mentioned in sub-rule (1) and sub-rule (2) except that it and Rule 23 shall be read down as required for the election of State Committee members. This includes that for the process so it can be conducted entirely within the state concerned.
- (4) In the event of a casual vacancy in any office referred to in sub-rules (1) and (2) the National Committee or State Committee concerned may appoint one of its members to the vacant office or, if necessary, appoint a full member of FCA to the position. The member so appointed may continue in office until the national or state AGM as appropriate next following the date of appointment;

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- (5) The position of President of the National Committee may not be filled by the President of a State Committee.
- (6) A person is not eligible to be elected consecutively to the office of National President for more than two terms of two years each.
- (7) The National Committee will give consideration to the approach that should be used within the limitation of these Rules to encourage changes in the state of residency of the majority of office holders on the National Committee and will make a recommendation in regard to either the design of the approach or its application at intervals of not greater than two years.

22. Administration

- (1) The National Committee shall appoint a person to each of the duties of:
 - (a) Registrar for FCA; and
 - (b) Editor of the national magazine.

The positions will be filled by a member or members as an ordinary member. The National Committee may provide an allowance or equipment to assist the person/s in their task if it determines that this is appropriate.

- (2) The National Committee or a State Committee shall have the power to invite people to attend its meetings who may be of assistance in a professional and technical or skilled manner, provided that they shall not be entitled to vote upon the committee.
- (3) The National Committee may appoint a paid person to act as a secretary for FCA. The duties of the position will be as directed by the National Committee.

23. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of FCA, except for the position of national Vice President, or as ordinary members of a National Committee must be:
 - (a) made in writing, signed by two members of FCA and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the National Secretary of FCA within ten (10) days after the advice referred to in Rule 12(5) unless the Secretary specifies that a longer period is permitted, *except that*
 - (c) notwithstanding the above, this Clause and these Rules may be read down so the nomination of candidates for, and their election as, ordinary members of the national committee (Clause 20(3)(b) specifies the numbers) may be conducted wholly as a State matter.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed elected and further nominations may be received at the AGM.

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- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations for a position exceeds the number of vacancies, a ballot shall be held.
- (5) The position of national Vice-President shall be filled by a vote of the members of the National Committee electing one of their number to that position. This will be conducted at the first meeting of the committee following the AGM.
- (6) Where there is more than one nomination for a position, the ballot for the election of officers and ordinary members to a position on the National Committee at the annual general meeting shall be by secret ballot, unless the meeting determines otherwise.

24. Vacancies

- (1) For the purposes of these Rules a National Committee or State Committee position becomes vacant if its incumbent:
 - (a) ceases to be a member of FCA;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (c) resigns from office by notice in writing given to the National Secretary; or
 - (d) is subject to Rule 20(10) or 7(1) or 30(1).
- (2) A member of FCA must be a full member to be eligible for election to the National Committee or a State Committee, except that a person who is an *associate member*, or a *family member*, is eligible to be elected as an ordinary member of a State Committee or a sub-committee.

25. Meetings of the committee

- (1) The National Committee shall meet at least four (4) times in each year at such place, times and manner as the National Committee may determine.
- (2) Special meetings of the National Committee may be convened by the President, or by any four of the members of the National Committee.
- (2) Notice shall be given to members of the National Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be conducted at such a meeting.

26. Notice of committee meetings

- (1) Written notice of each National Committee meeting shall be served on each member of the National Committee by delivering it to the member at a reasonable time before the meeting. This is to be at least seven (7) days before the date of the meeting. Where electronic mail or

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facsimile is used the sender will obtain and retain a record confirming that the transmission was successful.

27. Quorum for committee meetings

- (1) Any five (5) members of the National Committee, or two (2) members in the case of a State Committee, constitute a quorum for the conduct of the business of a meeting of the committee. The determination of a quorum must include any member in contact by phone with the balance of the quorum of the meeting.
- (2) No business shall be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting, a quorum is not present:
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

28. Presiding at committee meetings

- (1) At meetings of the National Committee, and in like manner at State Committee meetings:
 - (a) the National President, or in the President's absence the Vice-President presides; or
 - (b) if the National President and Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29. Voting at committee meetings

- (1) Questions arising at a meeting of the National Committee or at a meeting of any sub-committee appointed by the National Committee shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (2) Each member present at a meeting of the National Committee or of any sub-committee appointed by the National Committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of a committee member

- (1) FCA, in general meeting may, by a resolution, remove any member of the National Committee before the expiration of the member's term of office and appoint another member in his or her place. The member so appointed will hold office until the next AGM following the member's appointment.

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- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the National Secretary or National President of FCA (not exceeding a reasonable length) and may request that these representations be provided to the members of FCA.
- (3) The National Secretary or the National President may send a copy of the representations to each member of FCA, or if they are not so sent, the member may require that they be read out at the meeting.

31. Minutes of meetings

- (1) Each Secretary of FCA shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting. The record will be in books provided for that purpose, together with a record of the names of persons at committee meetings.
- (2) An electronic record may be kept if a duplicate or back-up copy of that record is maintained in another place. A copy of the minutes of each committee meeting will be distributed to the members of the committee involved within 14 days of the meeting.

32. Funds

- (1) The Treasurer of FCA shall, except for state based functions:
 - (a) collect and receive all monies due to FCA, and make payments authorised by FCA;
 - (b) keep correct accounts and books/records showing the financial affairs of FCA with full details of all receipts and expenditure connected with the activities of FCA; and
 - (c) operate bank and investment accounts as authorised by the National Committee.
- (2) The Treasurer of a State Committee shall:
 - (a) collect and receive all monies in respect of activities and functions of the state not being due for collection by the national Treasurer and make payments authorised by the State Committee;
 - (b) keep correct accounts, books and records showing the financial affairs of the State Committee in relation to the activities and functions run in that state;
 - (c) submit a financial report to the National Secretary on an annual basis at a time determined by the National Committee; and
 - (d) operate bank and investment accounts as authorised by the State Committee.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by:
 - (a) two (2) members of the National Committee where drawings are from a National Committee account, or an account for a national event; and
 - (b) at least one (1) office holder where drawings are from a State Committee account.

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- (4) All accounts for payment shall be provided to the National Committee or State Committee, as appropriate, for consideration prior to passing them for payment, except where:
- (a) the payment is approved in advance by the National or State Committee concerned;
 - (b) the payment is of a type agreed as being appropriate for an executive committee to pay; or
 - (c) there is a need to make urgent payment provided that -
 - (i) agreement to the payment is obtained from at least one other office holder on the committee;
 - (ii) the payment is not to a close associate or employee of either party and neither party has any pecuniary interest involved in the decision to make the urgent payment; and
 - (iii) that the payment is ultimately ratified by a meeting of the committee.
- (5) The funds of FCA shall be derived from entrance fees, annual subscriptions, donations and such other sources as the National Committee determines.
- (6) The funds of a State Committee shall be derived from the profits made from running events and functions including from:
- (a) advertisements in state based publications;
 - (b) informal raffles held at functions;
 - (c) the sale of goods including regalia; and
 - (d) funds provided by the National Committee in support of a national program items including the publication of state newsletters.
- (7) A state may levy its members if this is supported by a majority of the members of that state at a general meeting and approved by the National Committee.

33. Seal

- (1) The common Seal of FCA shall be kept in the custody of the National Secretary.
- (2) The common Seal shall not be affixed to any instrument except by the authority of the National Committee and the affixing of the common Seal shall be attested by the signatures either of two members of the National Committee, or by one member of the National Committee and the Public Officer of FCA.
- (3) Use of the Seal must be recorded in the minutes of the next meeting.

34. Notice to members

- (1) Except for the requirement in Rule 12, any notice that is required to be given to a member by or on behalf of FCA, under these Rules may be given by:
 - (a) delivering the notice to the member personally;
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the list of members;

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- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- (2) It is the responsibility of members to notify the National Secretary of any change of address, or contact details.

35. Winding up

- (1) In the event of the winding up or the cancellation of the incorporation of FCA, the remaining assets of FCA shall not be paid to or distributed among the members of FCA but are to be given or transferred to some other institution or institutions that:
- (a) have objects similar to the Objects of FCA; and
 - (b) whose constitution prohibits the distribution of assets and income among members to an extent at least as great as imposed on FCA by virtue of this Rule 35; and
 - (c) such institution or institutions are to be determined by the members of FCA at or before the time of dissolution and if the members cannot reach agreement, by application to the Supreme Court for determination -

PROVIDED THAT such institution or institutions shall be income tax exempt.

- (2) The remaining assets of FCA are those that remain after no debt is owed by FCA to any creditor, including to any member who has paid for a life membership, and which are not subject to any other lien or restriction under the Act.

36. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the National Secretary shall keep in his or her custody or under his or her control all books/records, documents and securities of FCA.
- (2) All accounts, books and records, documents and securities of FCA shall be available for inspection, and copying by any member of FCA at the discretion of the National Secretary or the National Committee. The National Secretary shall nominate a suitable time and place for this to occur.
- (3) The national Treasurer shall in respect of State Committee activities and funds:
- (a) oversee and monitor the management of monies and the standard of records maintained in each state;
 - (b) have reason to be satisfied that a proper record is being kept in relation to the receipt and expenditure of monies in each state;
 - (c) have the power to collect, and audit or have audited all State Committee financial records; and
 - (d) provide his or her records and books to the National Secretary or the President for inspection if so requested.

37. Governance

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- (1) A Public Officer shall be a person appointed by the National Committee as required under the Act. The aforesaid officer must be a resident of the State of Victoria.
- (2) The National Committee shall ensure that FCA is adequately covered by public and any other insurances that are appropriate, including indemnity of FCA and its members against any death or injury or damage to property arising out of a motor sport event.
- (3) The National Committee shall arrange for the financial records of FCA to be audited in accordance with the Act.
- (4) No officer of a State Committee shall give any undertaking on behalf of FCA that he or she has not been authorised to make by the National Committee, by virtue of an instruction or a permission or that which is contained in an instrument in writing.

38. Income and property

- (1) The income and property of FCA whenever it is derived, must only be applied towards the promotion of the Objects of FCA as set out in Rule 1.
- (2) The income and property of FCA must not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members except –
 - (a) for payment, in good faith, of remuneration to any officer, member, National Committee member or employee or agent of FCA;
 - (b) payment to any officer, member, National Committee member or employee or agent of FCA in return for services actually rendered to FCA or for goods supplied in the ordinary and usual way of business;
 - (c) the payment of interest on money borrowed from any officer, member, National Committee member, employee or agent of FCA;
 - (d) the payment of reasonable and proper rent for premises let to FCA by any officer, member, National Committee member, employee or agent of FCA; and
 - (e) payment of fees to any officer, member, National Committee member, employee or agent of FCA who has been appointed to a salaried office of FCA.

39. Audit

- (1) An auditor must be appointed at each annual general meeting.
- (2) Nominations for the position of auditor are to be taken at or before each annual general meeting.
- (3) An auditor must not be an officer or National Committee member of FCA.

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- (4) An auditor may be removed by resolution of a general meeting.
- (5) Where an auditor resigns or is removed by resolution or a general meeting, the National Committee may appoint another person, not being an officer or National Committee member, to be the auditor until the holding of the next annual general meeting.
- (6) The auditor will -
 - (a) have power at all times to examine the books and documents of FCA;
 - (b) after the close of the financial year in each year and prior to the annual general meeting, audit the balance sheet and statement of receipts and expenditure of FCA.
- (7) Any report of the auditor must be submitted to the annual general meeting.

40. By-laws

- (1) For the official working of FCA, the National Committee may make by-laws which must be consistent with these Rules.
- (2) The National Committee may alter, amend or rescind the by-laws as it thinks fit.
- (3) All by-laws must be recorded in a register of by-laws to be kept by the National Secretary. The register of by-laws must be available for inspection by members.

41. Trading

FCA is permitted to trade in accordance with section 51 of the Act.

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APPENDIX 1

APPLICATION FOR MEMBERSHIP
(complete all items so far as possible)

Full Name of Applicant _____
First Name/s _____ Surname _____

Class of Membership Sought _____ *(see over for classes)*

Residential Address _____
Street _____

Postal Address (if different) _____
City _____ State _____ Postcode _____
Street / PO Box _____

Ph. No. _____ BH _____
_____ AH _____
_____ Mobile _____

Fax _____
E-Mail _____

Ferrari Vehicles Owned (if any)	Vehicle 1	Others	Verified by Committee
Period of Ownership <i>(mths/yrs)</i>	_____	_____	
Model	_____	_____	
Year	_____	_____	
Colour	_____	_____	
Reg. No.	_____	_____	
Engine No.	_____	_____	
Chassis/VIN No.	_____	_____	
Previous Owner	_____	_____	

I the undersigned hereby declare that all particulars supplied above are true and correct and, in the event of my admission as a member, I agree to be bound by the rules of FCA for the time being in force.

SEE OTHER SIDE
FOR INFORMATION

Signature _____ Date _____

Recommended by _____
State Committee
Date _____

Approved by _____
National Committee
Date _____

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Classes of Member		Joining Fee/ Annual Subs (as at 8/10/09)
Class	Base Criteria	\$ (inc GST)
Full Member	shall be a person who owns, or has owned a Ferrari, or who has the substantive and beneficial use of a Ferrari.	95 joining fee 155 annual fee
Family Member	shall either be a spouse, a parent or child of a <i>full member</i> or <i>honorary life member</i> and whose application is intended so that they can compete in FCA events; (note: family membership is not required for spouses, partners and siblings to attend social functions)	0 joining fee 30.00 annual fee
Associate Member	shall be a person who does not qualify as a <i>full member</i> or <i>family member</i> but who is able to demonstrate a substantial and abiding interest in Ferrari and who is willing to be actively involved in all the activities of FCA Approval and continuation of membership will be solely at the discretion of the National Committee;	95 joining fee 155 annual fee

Note: *Honorary life members* and *honorary members* are appointed on the initiative of a State or National Committee and at the discretion of the National Committee.

PAYMENT AND MAILING INFORMATION

Payment accompanying application should be by cheque payable to: **Ferrari Club Australia Inc.**

Applications should be forwarded through the committee in your state if known to : **PO Box 2727
Canberra ACT 2601**

Other information is available at the FCA website www.fca.org.au

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APPENDIX 2

FORM OF APPOINTMENT OF PROXY (Meeting Business)

I _____ of _____
(full name) (address)

being a member of Ferrari Club Australia Inc and being entitled to vote do hereby appoint

_____ as my proxy to vote as follows:
(full name)

Tick one box for each item only

Business Item	Short Description of Item	I vote Yes	I vote No	I Abstain	My Proxy can Vote for me
1.	• _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	• _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	• _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	• _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	• _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Tick one box for each item only

Signed _____
(member)

Date _____

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FORM OF APPOINTMENT OF PROXY (Election of Office Bearers)

I _____ of _____
(full name) (Address)

being a member of Ferrari Club Australia and being entitled to vote do hereby appoint

_____ as my proxy to vote as follows:
(full name)

tick one box per position if first column not completed

Committee Position	Name of * candidate to vote for	OR	Abstain	OR	My Proxy is free to vote on nominations received at the AGM
• President	1 _____		<input type="checkbox"/>		<input type="checkbox"/>
	2 _____				
	3 _____				
• Secretary	1 _____		<input type="checkbox"/>		<input type="checkbox"/>
	2 _____				
	3 _____				
• Treasurer	1 _____		<input type="checkbox"/>		<input type="checkbox"/>
	2 _____				
	3 _____				
• Ordinary Member/s	1 _____		<input type="checkbox"/>		<input type="checkbox"/>
	2 _____				
	3 _____				
	4 _____				
	5 _____				
	6 _____				

Signed _____
(member)

Date _____

* Nominate in order of preference if more than one nominee for the position. If persons nominate for more than one position their name is passed over once they are elected. Elections are in the order of the positions as listed above.

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APPENDIX 3

AUTHORITY TO OPERATE AS A STATE COMMITTEE

The National Committee of Ferrari Club Australia (FCA) hereby establishes a standing sub-committee to manage and operate the affairs of Ferrari Club Australia in the state of *(State Name)*.

The officers of the sub-committee as above are to be elected by the members of FCA who reside in the aforesaid state according to the Rules of FCA.

All the business of the sub-committee shall be conducted in accordance with the Rules of FCA as amended by the National Committee and the sub-committee shall continue only for so long as it abides by the Rules of FCA or until this authority is withdrawn by the National Committee.

The particular requirements specified by the National Committee for conduct of the business of the above state are that:

1. The office bearers of the State Committee shall be:
 - a President, and
 - a Secretary and a Treasurer or
 - a Secretary/ Treasurer.
2. The number of ordinary members of the committee will be up to the officers of the State Committee.
3. All officers and ordinary members of the State Committee will be elected by the members of the above state in accordance with the Rules of FCA.
4. The President and the National Secretary/Treasurer will report to the National Committee as requested, for the purposes of:
 - the preparation of reports for the AGM of FCA;
 - keeping the National Committee adequately informed about the affairs of the State; and
 - confirming that the financial records are of an adequate standard and that proper records of the conduct of the affairs of FCA in the State are being maintained.
3. As provided for in the Rules of FCA, *associate members* and *family members* are allowed to occupy any ordinary State Committee position and shall be permitted to vote.
4. The State Committee shall conduct national events in discussion with the National Committee.
5. The State Committee does not have the power to affiliate in its own right directly with CAMS or any other like body.

Signed, sealed and delivered this the ___ day of the month of _____ in the year _____.

President of FCA _____

Secretary of FCA _____

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APPENDIX 4

NATIONAL PROGRAM ITEMS

The National Committee of FCA have determined that certain program items shall be regarded as national events and these events will be run under the aegis of the National Committee. The National Committee will provide appropriate level of financial support where significant resources are involved in establishing and or operating the program item. Unless specified otherwise the profits, if any, will be retained by FCA nationally.

ITEM	Frequency	Comment
National Rally	Annual	Held on rotation through the states
National Magazine	Quarterly	
Australian Grand Prix	Annual	Grand stand seats/special functions

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APPENDIX 5

ROLES AND RESPONSIBILITIES OF OFFICE HOLDERS

Position

Role and Responsibilities

President

To assume prime responsibility for the oversight of activities and operations of FCA at national or state level as appropriate and to ensure that everything is undertaken to the advantage and good name of FCA, the marque of Ferrari and of individual members through:

- motivating, leading and developing FCA in pursuit of its purposes;
- setting a good example to members;
- delegating and controlling activities as required for the effective operation of FCA; and

in the case of the National President:

- being the official representative of FCA at national and international functions and in respect of formal correspondence with FCA.
- ensuring good governance of FCA.

Vice-President

To support the National President by taking some of the burden as requested and specially in the National President's absence:

- helping to motivate, lead and develop FCA in pursuit of its purposes;
- setting a good example to members;
- assuming the role of National President in the event that the President is unable to fulfil their duties.

Secretary

To support the President and to ensure the well-being of FCA through the proper and effective control and management of FCA records and processes including:

- the timely preparation and distribution of meeting notices;
- the receipt, consideration, control and storage of all correspondence;
- the taking, keeping and distribution of meeting minutes; and

primarily for the National Secretary:

- ensuring the maintenance of an accurate list of members;
- strict compliance with the record-related processes dictated by the Act and the Rules of FCA; and
- the oversight of the location and control of the Treasurer's records in accordance with FCA Rule 36.

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Treasurer

To ensure the financial well being of FCA through the keeping of a proper record of the financial affairs of FCA including:

- the maintenance of proper records in respect of the receipt and expenditure of monies;
- the preparation of financial reports as required for general meetings and in particular the Annual General Meeting; and

primarily for the National Treasurer:

- the management of the conduct and standard of records keeping by the Treasurers in each State with a State Committee; and
- proper financial planning advice to the President and FCA in respect of FCA's long-term financial well-being.

CODE OF CONDUCT FOR COMMITTEE MEMBERS

All National and State Committee members shall at all times:

- (1) act in the best interest of Ferrari and be generally positive about the Ferrari marque;
- (2) act in the best interest of, and be generally positive about FCA and its members, including through their actions and choice of words, and particularly in respect of their Committee and its members;
- (3) ensure that confidential or sensitive matters, including member-related or financial issues, that have been referred to the Committee, are not discussed with or broadcast to the wider membership of FCA without the approval of either the President, the National Secretary or the Committee;
- (4) ensure that on any occasion where it is necessary to follow up a sensitive matter, such follow up is with the approval of either the President or the National Secretary and that such follow up is conducted so far as is possible in a discreet and constructive way, and that it is confined to the resolution of the problem in hand. In the event that the matter to be dealt with involves either the President or the National Secretary, the agreement of another member of the Committee to follow up action is acceptable;
- (5) ensure that they make a point of mixing with all members of FCA, and with a particular emphasis on ensuring that they are not seen to be or come to be regarded by members of FCA as always socialising with a particular and limited group of individuals;
- (6) ensure that in the event that they have any difficulty in relations with any member of FCA, and including with other Committee members, that they do nothing through action or the spoken word to increase that difficulty and, where an ordinary member is involved, that they initiate communication with the individual to try and improve relations;
- (7) contribute as far as they are able to the productive and constructive operation of the Committee, including volunteering for or accepting tasks to be completed for the Committee, and completing such tasks by the due date. In the event that members are unable to complete a task they should advise the Committee as soon as possible of their inability and the reason for it;
- (8) ensure that they declare any conflict of interest and are scrupulously honest and ethical in dealing with FCA business and in discussion on FCA matters;
- (9) ensure that the Committee deals with all matters referred to it and that all (non-attendee) Committee members are provided with the opportunity to be fully informed on all matters raised in Committee. Non attendees of a particular meeting should be made aware of the existence of all correspondence through meeting minutes and copies of all correspondence should be provided to them on request unless specifically asked not to be so circulated by the originating author;

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- (10) ensure that all material provided to them for attention, or which is relevant or useful to the FCA is put to the Committee for consideration unless the originating author has specifically provided for that member or some other nominated person to deal with the matter without referral to the Committee;
and
- (11) ensure that all sensitive and strategic matters are dealt with in as comprehensively, unbiased and circumspect a way as the resources and role of the Committee permit, including where possible the resolution of the concerns of the individuals involved and the detailing of the approach to be taken by all Committee members having the best interest of FCA in mind, and having a regard to possible or probable actions by all parties outside the Committee.

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APPENDIX 7

GUIDELINES FOR THE APPOINTMENT OF HONORARY MEMBERS

Type

Criteria

Honorary Life Member - for a person who is or has:

- six or more years as a National Committee member or ten or more years as a State Committee member or a combination of these;
- significant standing in FCA as a person;
- significant contributions to FCA as a Committee member;
- greater than twelve years in FCA;
- frequent attendance at the Annual National Rally.

Note: A maximum of ten extant persons are to have *honorary life membership* in FCA at any one time.

Honorary Member - is intended for a person who is:

- significant to the world at large; or
- able to contribute substantially to FCA; or
- a member of another Ferrari club.

and where FCA wishes

- them to participate as a member of FCA; or
- to give them recognition as a gesture of goodwill.

for a period of

- 30 days for a person primarily to allow them to participate in an event, or
- to the end of the financial year, and longer in exceptional circumstances, as a gesture of goodwill for a person not likely to participate.

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APPENDIX 8

ROLES OF COMMITTEES

Committee Type	Role
National	<p>To assume prime responsibility for the management, promotion and development of FCA and its activities in relation to FCA members and Ferrari in Australia including:</p> <ul style="list-style-type: none">• the approval of membership applications;• the discipline of members;• the economic well-being of FCA;• FCA policy and procedures;• co-ordination of state-based activities;• liaison with other Ferrari bodies and the Ferrari factory; and• the sponsorship and ultimate responsibility for national events.
State	<p>To assume prime responsibility for the organisation of club activities for its members and contributing to the well-being of the club as a national or state entity including through:</p> <ul style="list-style-type: none">• the operation committee and financial activities at state level under the aegis of the National Committee;• the initiation and organisation of local social activities including concours and track days, picnic runs and other social outings;• assisting with new membership applications;• promotion of FCA locally;• the publication of a local newsletter or magazine as appropriate; and• assuming the major part of the work involved in running a national rally when it comes due for that state.
Other	<p>Other committees may be established by the National Committee to undertake specific tasks. The duties of these committees will be determined by the National Committee as required and will be passed to the chairman of the committee either orally or in writing as appropriate.</p>

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Ver 1.1.1 – explanation of x.x.1

x.x.1 means amendment to pagination or appendices, not requiring approval of members
(and possibly not of National Committee)

Amendments to 1.1a version:

Appendix 1: note added re family membership not required for spouses attending social functions

Appendix 4: deleted reference to Corporate Box and retained “special functions” as and/or item rather than
as separate line.

Differences noted in filename ver1.1a compared with 1.1 to produce filename ver 1.1aa

Couple of minor text moves across page boundary
Appendix 1: Fees changed and pagination adjusted