

The Porsche Club of South Australia Constitution

1. NAME

The name of the association is PORSCHE CLUB OF SOUTH AUSTRALIA INCORPATED. _

2. OBJECTIVES

- 2.1 To promote, foster and conduct the sport of automobilism and motor sport generally in all its branches.
- 2.2 To promote the Porsche marque, friendship and courtesy on the road, and competition between members of the Club.
- 2.3 To promote and encourage social activities.
- 2.4 To conduct meetings and classes whereby members may obtain knowledge enabling them to become better drivers and to maintain their vehicles in a high standard of efficiency.
- 2.5 To affiliate with Confederation of Australian Motor Sport (CAMS) Acknowledging its constitution and observing the National Competition Rules of the Fédération Internationale de l'Automobile (FIA).

3 POWERS OF THE ASSOCIATION

- 3.1 Acquire, hold, deal with, and dispose of, any real or personal property; and
- 3.2 Administer any property on trust; and
- 3.3 Open and operate ADI (Authorised Deposit Taking Institution) accounts; and
- 3.4 Invest in moneys –
 - 3.4.1 in any security which trust moneys may, by Act of Parliament, be invested; or
 - 3.4.2 in any other maner authorised by the rules of the association; and
- 3.5 Give such security for the discharge of liabilities incurred by the association as the Association thinks fit; and
- 3.6 Appoint agents to transact any business of the association on its behalf; and

3.7 Enter into any other contract it considers necessary or desirable.

4. MEMBERSHIP

4.1 Membership shall be open to any person interested in furtherance of the objects of the Club, providing they comply with the membership requirements of the category applied for, and as specified from time to time by the committee.

Individuals shall apply for membership in such form as the Committee shall determine. All members will be elected by the Committee of the Club.

4.2 Life membership may be conferred on members at the Annual General Meeting (AGM), provided due notice has been given in accordance with Article 19.

4.3 Honorary membership may be conferred on non-members by the Executive Committee for a period as determined by the said Committee. Such Honorary Membership may be terminated at any time by the Committee if deemed appropriate under Article 29 of the constitution.

5. MANAGEMENT

The Management of the Club shall be vested in the Committee which shall consist of the President, Vice-President, Secretary and Treasurer and not more than ten ordinary members of the Club. The President shall be the Chairperson of all meetings except that in their absence the Vice-President shall be Chairperson.

6. COMMITTEE MEETINGS

The Committee shall meet at least quarterly and at such other times as decided upon by the committee, and also upon a written request from a majority of members of the Committee giving fourteen days notice.

7. OFFICE BEARERS

The Office Bearers shall be elected at the AGM, and shall hold office for a period of twelve months from the date of election, and they shall consist of the President, one Vice-President, Secretary and Treasurer, and such other members as shall be decided upon at the AGM.

The whole of the Committee shall retire at the end of each twelve months and shall be eligible for re-election.

Any Office Bearer or member of the Committee failing to attend three consecutive committee meetings without apology or just cause shall thereby render themselves liable to exclusion from that office or Committee, by the Committee.

8. ELECTION OF COMMITTEE

The election of members of the Committee shall take place in the ensuing manner:-

- 8.1 Any two ordinary members of the Club may nominate a member to serve on the Committee. Nominations must be in writing, and forwarded to the Secretary at least twenty-one days before the AGM, accompanied by a written memorandum from the candidate agreeing to serve, if elected. In the event of there being insufficient nominations so received, those to hand shall be automatically elected and nominations shall then be called from those Members present to fill the vacancies.
- 8.2 A list of the names of the candidates for each position, in alphabetical order, shall be forwarded to the members of the Club at least fourteen days before the AGM. Balloting lists shall be prepared containing the names of the candidates only and each full member present at the AGM shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
- 8.3 If two or more candidates obtain an equal number of votes a further ballot will be held, restricted to such candidates.

9. CASUAL VACANCIES

Any casual vacancy on the Committee may be filled by the Committee, and any member so chosen shall retire at the following AGM, but shall be eligible to become a candidate for election to the Committee at such AGM.

10. POWERS OF COMMITTEE

- 10.1 The Committee shall have power to make and publish any by-laws for the improved Management and control of the Club which shall not be inconsistent with this Constitution, and shall have the power to invite any other person to attend Committee meetings who may be of assistance to them in a professional and skilled manner for his or her advice and guidance thereon, provided that such person shall be entitled to a vote.
- 10.2 The Committee in addition to the powers hereinafter specifically conferred upon them shall have the control of the finances of the Club, power to engage, control and dismiss the Club servants and all such administrative powers as may be necessary to properly carry

out the objectives of the Club in accordance with these rules.

- 10.3 From time to time the Committee may choose to form a sub-committee to assist with certain aspects of the Club's activities. Such sub-committees can be made up of selected club members and associates and have no power to act but will report any recommendations or suggestions back to the Committee for ratification and further action, if so agreed by the Committee. The Committee can, when considered necessary, empower a sub-committee to act directly within such guidelines and parameters as the committee specifies.

11. INDEMNITY OF OFFICERS

No member of the Committee, Officer of the Club, or member of the Club shall be liable for any act of loss or expense incurred by the Club through the execution of the duties of this office, or in relation thereto, unless the same happens through their wilful default or neglect.

12. BY-LAWS

The Committee is empowered to make, repeal and amend such by-laws as they consider necessary for the proper conduct of the Club. By-laws made as aforesaid shall have effect until otherwise determined by the Committee or at an AGM or Special General Meeting (SGM) of the Club. In particular, but not exclusively, such by-laws may provide for and regulate:-

- 12.1 The types and categories of membership and how members may be elected to Membership and the Committee and method of election of a Committee to manage their affairs.
- 12.2 The provision of fines for the breach of any by-law.
- 12.3 Generally all matters as are commonly the subject matter of rules, regulations or by-laws of a Club.

13. DUTIES OF TREASURER

The Treasurer shall keep the accounts of the Club and shall make up the Annual Statement of Accounts and Balance Sheet of the Club to the end of June in each year, which shall, after audit, be typed or printed and circulated amongst the members with the notice of the AGM.

14. FUNDS

The funds of the Club shall be banked in the name of the Club, and the bank account shall be operated

upon by any two of the President, Vice-President, Secretary or Treasurer.

The Club is prohibited from making any distribution to its members, whether in money, property or otherwise howsoever, of any assets; provided however, that this shall not prevent payment in good faith of remuneration to any officers or servants, or reimbursement of out of pocket expenses incurred in facilitating the objectives of the Club.

15. ACCOUNTS

All accounts for payment shall be presented to the Committee for consideration where practical prior to passing for payments.

16. AUDIT

An Auditor or Auditors shall be elected at each AGM, and it shall be their responsibility to examine all accounts, vouchers, receipt books, etc., and furnish a report thereon at the AGM. Audits shall be conducted at regular intervals of 12 months.

17. FINANCIAL YEAR

The financial year of the Club shall conclude on the last day of June in each year.

18. DUTIES OF SECRETARY

The Secretary shall conduct the correspondence of the Club and subject to the control of the Committee, shall have the custody of all documents belonging to the Club. They shall keep full and correct minutes of all proceedings of the Club and of the Committee.

19. NOTICE OF MEETING

At least 14 days clear notice of intention to convene an SGM or an AGM shall be given by the Secretary to all members. Any notice of motion intended to be put to the meeting shall be delivered to the Secretary not later than 21 days prior to the date fixed for the meeting, and shall be included with the notice for the Meeting.

20. QUORUM

At AGM and SGM, a quorum shall be 10% of the membership and at a Committee Meeting 50% of the Committee members and at a Sub-committee meeting 60% of the Committee members.

21. ANNUAL GENERAL MEETING

The AGM of the Club shall be held no later than the last day of September in each year, when the Annual Report, Balance Sheet and Auditor's Report shall be presented, and elections held for the Committee.

22. SPECIAL GENERAL MEETING

The Committee may call an SGM when any question of urgent importance shall arise and shall be bound to do so on receiving a requisition signed by 10 ordinary members of the Club for a specifically stated purpose, or by a member who has been expelled by the Committee and has duly given notice of his desire to appeal to an SGM.

23. VOTING

Any decisions of the Committee or of the members at any SGM or AGM, except as otherwise elsewhere provided, shall be decided by the majority of those present and voting.

The Chairperson has a deliberative and casting vote.

24. AMENDMENT OF CONSTITUTION

The Constitution may be amended at an SGM or an AGM convened in accord with Article 17, provided that the amendment is approved by at least two-thirds of the members present and voting at the meeting, in the case of a name change 80% of the members present and provided that this Article shall not empower the Club to amend this Constitution as far as it refers to the provisions set out in Articles 14 (Funds) and 25 (Dissolution).

25. DISSOLUTION

The Club shall be dissolved in the event of the membership being less than 10 persons or upon the vote of a majority of the members present at an SGM convened to consider such question. Upon dissolution, assets and funds on hand may, after payment of all expenses and liabilities, be handed over to such other club or similar association having objectives such as are stated in Article 2 of this Constitution or such registered charity as a majority of the members present at a SGM may decide.

26. PAYMENT OF SUBSCRIPTION

All annual subscriptions shall be payable on the first day of July on which day the financial year shall commence. Any member whose subscription is unpaid on the last day of the month of July shall

cease to be a member but may be reinstated by the Committee upon payment of all applicable monies.

Subscription rates shall be determined from time to time, as deemed necessary by the Committee, at a SGM called as per section 20 of this Constitution.

27. ADDRESSES OF CLUB MEMBERS TO BE REGISTERED

Every member shall communicate their address to the Secretary. Such address shall be inserted in the register of members and all notices sent by post to such address shall be deemed to have been duly delivered on the day following the day of posting. It shall be the responsibility of all members to notify the Secretary of any change of address.

28. RESIGNATION

A member may at any time, by giving notice in writing to the Secretary, resign membership of the Club but shall continue to be liable for any annual subscription due and unpaid at the date of such resignation. Any such member having discharged all liabilities to the Club and wishing to rejoin may do so in accordance with rule 2.1 and the Committee may, at their discretion waive payment of any entrance fee.

29. EXPULSION OF MEMBERS

If any member shall refuse or neglect to comply with any of the rules or by-laws of the Club or shall be guilty of conduct which, in the opinion of the Committee is injurious to the character or interests of the Club, the Committee may call upon such member to make an explanation either in writing or by personal attendance before a meeting of the Committee specially called for the purpose and if, after considering the matter at such meeting, including the explanation (if any) offered by the member concerned, at least two-thirds of the members of the Committee present are of the opinion that the charge has been sustained, the Committee may, by the affirmative vote of a two-thirds majority, expel such member. The Committee shall, in writing advise the member concerned of its decision. A member who has been expelled as aforesaid may, within 30 days thereafter give notice in writing to the Secretary, of his desire to appeal against the decision and in that case an appeal may be made to an SGM of the Club called for that purpose (see Article 19) at which the member shall be given an opportunity to attend and make a statement. After considering such an appeal, such SGM may affirm or reverse the decision of the Committee.

30. FORFEITURE OF RIGHTS

Any member, in accordance with the rules or otherwise, ceasing to be a member of the Club, shall forfeit all such rights to, or claim upon the Club, or its property as he otherwise would have by reason of membership.

31. CLUB PROPERTY

No member shall take away or permit to be taken away from the Club under any pretext whatever, or shall injure or destroy any article that is the property of the Club.

This Constitution was presented to the members of this Club at a Special General Meeting on the **30th** day **July 2010**, and was adopted.

Signed:President (A Sparks)

Secretary (R Paterson)