

CONSTITUTION

THE HOLDEN 4WD CLUB OF SA, INC.



Effective 1st February 2006

CONSTITUTION
THE HOLDEN FOUR WHEEL DRIVE CLUB OF SOUTH AUSTRALIA INC.

NAME

1. The name of the Club shall be "The Holden Four Wheel Drive Club of South Australia Inc".

OFFICE OF THE CLUB

2. The office of the Club shall be P.O. Box 10448, Adelaide B.C., 5000 in the State of South Australia or at such other place in the said State as may be determined from time to time by the Directors.

DEFINITIONS

3. In these rules, unless the contrary intention appears, the following words and expressions shall have the following meanings respectively:

"The Act" means the Associations Incorporation Act 1985 as amended from time to time.

"Secretary" includes any person or persons appointed for the time being to perform the duties of Secretary.

"The Club" means the association to be known by these rules as "The Holden Four Wheel Drive Club of South Australia Inc".

"Seal" means the Common Seal of the Club.

*****~~(DELETED)~~*****

Words importing the singular number include the plural and the converse applies.

Words importing males include females.

Words importing persons include corporations, companies, associations and institutions.

MISSION

4. To encourage and promote family orientated recreation; activities (in particular into areas inaccessible to other forms of transportation), organise Club trips which include activities such as bushwalking, photography, caravanning, bird watching, fossicking, fishing and camping etc.

OBJECTS AND PURPOSES

5. The objects and purposes of the Club shall be:
 - (1) To provide a common meeting place for all people with similar interests in four wheel driving.
 - (2) To actively support the conservation of the natural environment and to liaise with the controlling authorities;
 - (3) To foster members' knowledge of the nature of the land traversed and its conservational requirements and management;
 - (4) To conduct meetings whereby members may gain knowledge in vehicle handling, equipment, navigation, minimal impact camping, travel safety, care and maintenance of their vehicle, equipment and the environment;
 - (5) To facilitate the purchase of equipment for the members' benefit;

- (6) To maintain access to public lands, public road reserves and public access routes. To undertake campaigns to maintain this access which are consistent with conservation of natural resources.
- (7) To promote responsible multiple use of public lands;
- (8) To promote the requirements and benefits of 4WD touring amongst land management agencies.

POWERS

6. The Club shall have the following powers:
 - (1) to acquire, hold, deal with and dispose of any real or personal property;
 - (2) administer any property or trust;
 - (3) open and operate bank accounts;
 - (4) invest and deal with the moneys of the Club in such manner as may from time to time be determined.
 - (5) to borrow money upon such terms and conditions as the Club thinks fit;
 - (6) to give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - (7) to appoint agents to transact any business of the Club on its behalf;
 - (8) to enter into any contract or agreement it considers necessary or desirable;
 - (9) to retain or employ persons the Club desires to employ in connection with the objects of the Club and to pay therefore such fees or remuneration as may be considered expedient;
 - (10) to make application for grants, subsidies and/or other assistance;
 - (11) to make, draw, endorse, accept, execute, discount, issue and negotiate to buy, sell and deal in bills of exchange, promissory notes, drafts, bills of lading, bonds, stocks and shares, guarantees and all other negotiable or transferable instruments;
 - (12) to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

ASSETS AND INCOME

7. The Club shall not distribute to its members by way of dividend or otherwise any of the assets or income of the Club.

PERSONAL LIABILITY

8. No member of the Club shall as such member be under any personal liability to any creditor of the Club save and except in respect of those debts or liabilities incurred by or on behalf of the Club prior to incorporation.

SCOPE OF MEMBERSHIP

9. The intention of the Club in granting membership is to base the membership upon ownership of not less than one Holden badged four wheel drive vehicle, and may include all persons in the family group having the authorized and regular use of that vehicle.
10. *****(DELETED)

- 10.(a) If there is a gap evident within the range of new Holden badged four wheel drive vehicles, then, at the discretion of the Directors, owners of other badged vehicles may be granted full membership.
- 10.(b) Subject to conditions of clause 10(a)., existing members who change to a non Holden badged four wheel drive vehicle, are required to apply for continuing membership which, if granted, will not incur any additional fees.
11. The scope of the family group, for the purpose of a single Club membership shall be interpreted as widely as may be considered reasonable at the discretion of the Directors, but shall include both parents and children who normally reside together.
12. All those persons covered by any one membership shall be referred to in these rules collectively as the "member".
13. In the event that a member has the use of more than one four wheel drive vehicle to be used on any Club event, or for which a benefit of any kind offered by the Club to its members is to be derived, then an additional membership shall be required for any such vehicle other than the first.

MEMBERS

14. (1) There shall be members of the Club, Director members and associate members;
- (2) Director members shall be those persons constituting the Committee of the Club (hereinafter referred to as "the Directors");
- (3) Associate members will have no voting rights and cannot hold Director Positions.
15. The general body of the member shall be such number as the Directors may from time to time determine.
- 16.(a) A person shall become a member upon:
- (1) making applications for membership in the manner prescribed from time to time by the Directors and,
- (2) payment of a subscription fee and joining fee in accordance with clause 43.
- 16.(b) The Directors may reject any membership application without giving a reason
- 16.(c) Membership is conditional upon adherence to the rules contained in this constitution as well as any other by-laws and rules of the Club, including any amendments to this constitution, by-laws and rules, as and when they are made.
17. The Directors may, at any time determine that there shall be other classes of members than specified in paragraph 14.

DIRECTORS

18. The management of the Club and of its business, property and affairs is by these Rules vested in the Directors (together or in quorum constituting the Committee of the Club) and they shall promote the objects and purposes of the Club in accordance with these Rules and they shall cause all prior records and accounts to be kept.
19. The Directors shall consist of a President, a Vice-President, a Treasurer, a Secretary (who shall be the Public Officer), an Association Delegate and four (4) committee members.

20. The Directors shall be elected from the members at the annual general meeting of the Club each year, and each Director shall hold office until the next annual general meeting when he or she shall retire from office and shall be eligible for re-election, provided that he or she shall hold office until his or her successor is duly elected.
21. Notice of the annual general meeting shall be sent to the members at their last notified address.
22. Nominations for the election of all Directors, shall open and close on dates as determined by the Directors and be notified to the members as per clause 21. If more candidates are nominated than the required number, the election shall then be made in such manner as the President may decide.
23. A Director may retire from office by giving seven (7) days notice in writing to the Secretary of his or her intention to do so and such resignation shall take place upon the expiration of the notice or its earlier acceptance by the Directors.
24. The Club, in accordance with clause 34, may, at a meeting specially summoned for the purposes accept or reject a motion of no confidence in any Director before the expiration of the period of his or her office and, if required, elect another member in his or her place.
25. In the event of any vacancy occurring among the Directors, the continuing Directors shall fill the vacancy and may act notwithstanding such vacancy but if the number falls below five (5), they shall not act except for the purpose of filling any vacancy.
26. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
27. A decision of the Directors shall be decided by a majority of the votes of those present and a memorandum signed by all the Directors shall have the same effect as a resolution to that effect duly passed at a meeting.
28. The quorum for a meeting of the Directors shall be five (5).
29. *****(DELETED)

OFFICERS OF THE CLUB

30. The Directors may appoint one or more Officers of the Club.
31. Each Officer of the Club shall exercise and carry out their powers and duties in accordance with any specific directions of the Directors; but those powers shall not include, motion and voting rights, nor inclusion for quorum purposes, at Directors meetings.
32. Each Officer shall periodically, or as and when directed by the Directors, report his or her activities to the Directors.

MEETINGS – ANNUAL, SPECIAL, GENERAL

33. There shall be held each calendar year an annual general meeting of the Club, at such place and time as the Directors may determine.
- 33.(a). Notice of annual general meetings and special general meetings shall be sent to the members twenty-one (21) days prior to the date fixed.
34. Any twenty (20) members of the club may, by notice, convene a special general meeting and for that purpose the Secretary shall notify all members of the time, place and purpose of the special general meeting.
35. The Directors may summon a special general meeting of the members at such time and place as they may fix but notice of the business to be transacted at any special meeting shall be given in the notice calling the meeting and a special general meeting shall not deal with any business except that of which notice is given or which, in the opinion of the President, is cognate or relevant to the business of which notice has been given.
36. At each annual general meeting, the Directors shall submit to the members all proper accounts and a report which shall contain a summary of the activities of the Club during the period since the last annual general meeting.
37. Twenty (20) members shall be a quorum for a general meeting.
38. Every Club member (as defined within rules 9 to 17 of this Constitution) present in person or by proxy shall have one (1) vote.
39. The order of business and general conduct at general meetings shall (subject to any direction of the Directors) be in the discretion of the President.
40. All minutes, correspondence, books, accounts and other documents relating to the affairs of the Club shall, upon resolution, be produced to the members at a general meeting.
41. The President of the Club or, in his or her absence, the Vice President shall be the Chairperson at meeting of the members or of the Directors and if the President and Vice President are absent, or unwilling to act, a nominated member approved by a majority of members then present shall be Chairperson.
42. At any meeting the President (or Chairperson), in the case of an equality of votes, shall rule in favour of the status quo, except in the case of elections for office; in which instance a tied vote shall be settled by favouring the retiring candidate, if there is one; or otherwise by lot.

SUBSCRIPTIONS

43.
 - (1) The subscription and joining fees for each class of membership shall be proposed by the Directors and set at the annual general meeting.
 - (2) The subscription and joining fees for each class of membership shall be payable annually immediately after the annual general meeting.
 - (3) The membership of any person whose subscription is outstanding for more than three (3) months after the due date for payment may in the discretion of the Directors be determined.

RESIGNATION

44. A member may resign from membership of the Club by giving written notice thereof to the Secretary of the Club. Any member so resigning shall be liable for any outstanding subscription which shall be recovered as a debt due to the Club.

EXPULSION OF A MEMBER

45. (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Directors may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- (2) Particulars of the charge and the time and place of the meeting shall be communicated to the member twenty-one (21) days before the meeting of the Directors at which the matter will be determined.
- (3) The determination of the Directors shall be communicated to the member and in the event of an adverse determination the member shall subject to sub-rule (4) hereof cease to be a member fourteen (14) days after the Directors have communicated their determination to him or her.
- (4) It shall be open to a member to appeal to the Club at a special general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Club within fourteen (14) days after the determination of the Directors has been communicated to the member.
- (5) In the event of an appeal under sub-rule (4) hereof the appellants membership of the Club shall not be terminated unless the determination of the Directors to expel the member is upheld by the members of the club in special general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the special general meeting at which the determination of the Directors is upheld.

DISQUALIFICATION OF DIRECTORS

46. The office of a Director shall become vacant if such Director is:
- (1) disqualified by the Act;
- (2) removed pursuant to Rule 24 of this Constitution;
- (3) expelled under rule 45 of this Constitution;
- (4) death;
- (5) permanently incapacitated by ill health;
- (6) Absent without apology for more than three (3) consecutive committee meetings, or more than three (3) Committee meetings in a financial year.

FINANCIAL YEAR

47. The financial year of the Club shall be a period of twelve (12) months ending on 30th April in each year.

AUDITOR

48. The auditor shall be recommended by the Directors and ratified by vote at the annual general meeting or a special general meeting.
49. The auditor shall be a person who, is licensed to act as an auditor under any legislation regulating the audit of the affairs of a limited liability company.

50. Upon the auditor ceasing to be a licensed auditor under the said legislation he or she shall cease to be the auditor of the Club.
51. The auditor shall make his or her audit and report, as far as possible, in the same manner and dealing with the same matters as if he or she were auditing the affairs of a limited liability company.
52. The Directors and every member of the Club shall immediately produce to the auditor all such property and all such accounts, books, papers and documents relating to the affairs of the Club as the auditor may require.

MINUTES

53. (1) Proper minutes of all proceedings of meetings of the Club and of meetings of the Directors shall be entered within one (1) month after the relevant meeting in the minute books kept for that purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the President or Chairperson of the next relevant meeting, upon formal acceptance that they are a true and accurate reflection of the previous meetings proceedings.
- (3) 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 were duly held, and that all appointments made at the meeting were valid such appointments.

SEAL

54. The Club shall have a Seal, which shall remain in the safe keeping of the Public Officer.
55. (1) The Seal of the Club shall not be affixed to any instrument except by resolution of the Directors and the instrument shall be signed by either two (2) Directors and the Seal shall be affixed in the presence of those signatories.
- (2) The Secretary shall keep and maintain copies of all documents to which the Club Seal is affixed.

NOTICES

56. (1). Notice may be given to any member either personally or by sending it to their address as it appears in the records of the Club.
56. (2). Unless otherwise specified in these Rules, the period for Notices shall be 21 days.

INDEMNITY

57. Every Director and other officer or servant of the Club shall be indemnified by the Club against and it shall be the duty of the Directors out of the assets of the Club to pay all costs, losses and expenses (including traveling expenses) which any of such persons may incur or become liable by reason of any lawful act or thing done by him or her as such member, Director, officer or servant or in any way in the discharge or the attempted discharge of his or her duties.

58. No Director or other officer or servant of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or servant of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Club in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her duties or in relation thereto unless the same happen through his or her own dishonesty, willful negligence, default, breach of duty or breach of trust.

ALTERATION TO THE RULES

59. The rules may be added to, repealed or amended at any annual general or special general meeting by a majority of those present, provided that no alteration shall be made to the mission and objects and purposes of the Club. Nor shall any alteration be made which would render the registration of the Club under the Associations Incorporation Act 1985, of it liable to be cancelled.

WINDING UP

60. The Club may be wound up in the manner provided for in the Act,

APPLICATION OF SURPLUS ASSETS

61. If after the winding up of the club, there remains "surplus assets" as defined in the Act, such surplus assets shall be made over, or distributed, to such public benevolent institution/s or to any organization which has similar objects (and has rules which prohibit the distribution of its assets and income to its members) as may be determined at a special general meeting.

BY-LAWS

62. The Directors are empowered to make or repeal from time to time such by-laws, rules and regulations which are not inconsistent with these rules as the Directors may reasonably think necessary or desirable in connection with the management of the Club.
63. *****(DELETED)