

PORSCHE CLUB NSW INC.

RULES

(AMENDED 11 November 2008)

KOFFELS

Solicitors & Barristers

Level 9
263 Clarence Street
SYDNEY NSW 2000
AUSTRALIA
DX 13009 Sydney Market St
Tel: (02) 9283 5599
Fax: (02) 9264 7169
Email: rosskoffel@koffels.com.au
Ref:RCK:AG:121789



PORSCHE CLUB NSW INC. RULES

PART 1 PRELIMINARY	1
1 Definitions	1
PART 2 MEMBERSHIP	1
2 Membership Qualifications	1
3 Ordinary Member Qualifications	2
4 Associate Member Qualifications	2
5 Life Member Qualifications	2
6 Honorary Member Qualifications	2
7 Nomination for Membership	2
8 Cessation of Membership	2
9 Membership Entitlements Not Transferable	2
10 Resignation of Membership	3
11 Register of Members	3
12 Fees and Subscriptions	3
13 Members' Liabilities	3
14 Resolution of Internal Disputes	3
15 Disciplining of Members	3
16 Right of Appeal of Disciplined Member	4
PART 3 THE COMMITTEE	4
17 Powers of the Committee	4
18 Constitution and Membership	4
19 Election of Members	5
20 Public Officer	5
21 Secretary	5
22 Treasurer	6
23 Club Captain	6
24 Register Captain	6
25 Social Secretary	6
26 Merchandising Manager	6
27 Club Administrator	6
28 Casual Vacancies	6
29 Removal of Member	6
30 Meetings and Quorum	7
31 Delegation by Committee to Sub-Committee	7
32 Appointment by Committee of Registrars	8
33 Appointment by Committee of Delegates	8
34 Australian Distributor of Porsche Cars and Porsche AG	8
35 Voting and Decisions	8

PART 4 GENERAL MEETING	9
36 Annual General Meetings – holding of	9
37 Annual General Meetings – calling of and business at	9
38 Special General Meetings – calling of	9
39 Notice	9
40 Procedure	10
41 Presiding Member	10
42 Adjournment	10
43 Making of Decisions	10
44 Special Resolution	11
45 Voting	11
46 Appointment of Proxies	11
PART 5 MISCELLANEOUS	11
47 Insurance	11
48 Funds – Source	11
49 Funds – Management	11
50 Alteration of Objects and Rules	12
51 Common Seal	12
52 Custody of Books	12
53 Inspection of Books	12
54 Service of Notices	12
55 Dissolution	12
PART 6 LIABILITY OF ASSOCIATION AND MEMBERS	12
56 Motor Sport Event:.....	12
57 Members Release and Indemnity.....	12
58 Members Not to Take Action in Relation to the Rules.....	13
59 Members Not to Take Action Against the Club, its Officers or Officials.....	13
60 Provisions Enduring.....	13
61 Transitional Provision Relating to Hold Harmless Deed	13

Part 1 Preliminary

1 Definitions

(1) In these rules:

the Act means the *Associations Incorporation Act 1984*.

Annual Membership Fee means \$105.00 or, if some other amount is determined by the committee, that other amount and covers one year of membership for a qualified Member of the Association.

Application Fee means means \$130.00 or, if some other amount is determined by the committee, that other amount. This represents the fee due with an application for new membership which is comprised of the Initial Joining Fee and an Annual Membership Fee to cover the first year of membership to the Association.

Associated Bodies means all companies, incorporated associations or organisations which are associated with or are members of CAMS or are otherwise engaged in any motor sport activity.

Association means Porsche Club NSW Inc.

CAMS means Confederation of Australian Motor Sport Limited (ACN: 069 045 665)

Child means any person aged from 12 years to and including 21 years of age.

Club Competition Rules means the competition rules published by the Association that regulate competitive events run by the Association including but not limited to competitive events known as super sprints, hill-climbs, lap dashes, motorkhanas and observation runs.

Director-General means the Director-General of the Department of Fair Trading.

Discounted Annual Membership Fee means \$35.00 or, if some other amount is determined by the committee, that other amount and covers one year of membership for a qualified Member of the Association.

Discounted Application Fee means \$60.00 or, if some other amount is determined by the committee, that other amount. This represents the fee due with an application for new membership which is comprised of the Initial Joining Fee and a Discounted Annual Membership Fee to cover the first year of membership to the Association.

Initial Joining Fee means \$25.00 or, if some other amount is determined by the committee, that other amount and is paid as a one-off on applying for new membership to the Association.

Member means a person who is an Ordinary, Associate, Honorary or Life Member of the Association.

Motor Sport Event has the meaning given in clause 56.

Officer means any director, secretary, committee member or other person holding any office of responsibility in the company, incorporated association or organisation referred to in these Rules.

Official means any person acting in an official capacity as appointed by the Club from time to time and includes but not limited to marshals, flag marshals, time keepers and scrutineers.

Partner means an adult person with whom a Member lives with on a bona fide domestic basis including either a spouse, a de-facto partner or a person of the same sex.

Porsche Car Club of N.S.W. Limited ABN 58 001 948 054 means the company that is incorporated under the *Associations Incorporation Act 1984*.

Public Officer means the person who is for the time being the Public Officer of the Association under the Act.

the Regulation means the *Associations Incorporation Regulations 1999*.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

Secretary means the person holding office under these rules as Secretary of the Association.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

Part 2 Membership

2 Membership Qualifications

A person is qualified to be a Member of the Association if

(a) the person is a person referred to in section 15(1)(a),(b) or (c) of the Act, or

(b) the person is a natural person who
(i) is qualified to be either an Ordinary Member as referred to in rule 3 or an Associate

- Member as referred to in rule 4 or an Honorary Member as referred to in rule 6; and
- (ii) has applied for membership of the Association as referred to in rule 7; and
 - (iii) Deleted.
 - (iv) has not had their application rejected for the reason referred to in Rule 7(2); and
 - (v) the Committee has not rejected their nomination for membership of the Association or
- (c) the person is a natural person who is qualified to be a Life Member as referred to in rule 5.
- 3 Ordinary Member Qualifications**
A person is qualified to be an Ordinary Member of the Association if the person is
- (a) the owner of a Porsche vehicle or has a Porsche vehicle at his or her permanent disposal; or
 - (b) the Partner of an Ordinary Member.
- 4 Associate Member Qualifications**
A person is qualified to be an Associate Member of the Association if the person
- (a) does not meet the requirements of an Ordinary Member as referred to in rule 3 but is a Porsche enthusiast; or
 - (b) is the Child of an Ordinary Member; or
 - (c) is the Partner or Child of an Associate Member.
- 5 Life Member Qualifications**
A person is qualified to be a Life Member of the Association if the Committee votes to issue the person with membership of the Association for life and at the time of the vote the person is an Ordinary or Associate Member of the Association.
- 6. Honorary Member Qualifications**
A person is qualified to be an Honorary Member of the Association if that person's membership would be beneficial to the Association and the committee votes to issue the person with membership of the Association without requiring the person to pay any fee to the Association for one year or, if the Committee determines some other period of time, that other period.
- 7. Application for Membership**
- (1) An application for membership of the Association:
 - (a) must be made in writing in the form set out in Appendix 1 to these rules, or as may be determined by the committee from time to time; and
 - (b) must be lodged with the Club Administrator with payment of:
 - (i) the Application Fee or Discounted Application Fee, whichever is applicable; and
 - (ii) Deleted.
 - (2) A person's application to become an Associate Member will not be accepted if the acceptance of the application will cause the number of Associate Members to be greater than one fifth of the total number of Members.
 - (3) The Club Administrator must, if the person satisfies the requirements of the membership for which the person applied, enter the person's name in the register of Members and, on the name being so entered, the person becomes a Member of the Association subject to clause (4).
 - (4) The Committee may within 3 months of the receipt by the Association of the application for membership and in its absolute discretion, reject or accept any application by a person for membership of the Association. The rejection may occur after the person has become a Member under clause (3).
 - (5) The right of the committee to reject or accept any application by a person for membership of the Association under clause (4) is paramount notwithstanding any other provisions made under these rules.
- 8. Cessation of Membership**
A person ceases to be a Member of the Association if the person:
- (a) Dies; or
 - (b) resigns membership; or
 - (c) is expelled from the Association; or
 - (d) becomes a mentally incapacitated person; or
 - (e) does not pay the Annual Membership Fee or Discounted Annual Membership Fee, whichever is applicable, within 3 months of the date the fee is due; or
 - (f) Deleted.
- 9. Membership Entitlements not Transferable**
A right, privilege or obligation which a person has by reason of being a Member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and

- (b) terminates on cessation of the person's membership.

10. Resignation of Membership

- (1) A Member of the Association is not entitled to resign that Membership except in accordance with this rule.
- (2) A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership of the Association by first giving to the Club Administrator written notice of at least one month (or such other period as the committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (3) If a Member of the Association ceases to be a Member under clause (2), and in every other case where a Member ceases to hold membership, the Club Administrator must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

11. Register of Members

- (1) The Club Administrator must establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member together with the date on which the person became a Member.
- (2) The register of Members must be kept at the principal place of administration of the Association. Except as required by law, any Member of the Association may, at any reasonable hour, inspect a list of names of Members. No other personal details of Members are to be available to any person except to the committee Members, its legal and accounting advisors, any competent taxation authority or other regulatory body as required by law or in accordance with an order of a Court.

12. Fees and Subscriptions

- (1) An Ordinary Member and an Associate Member of the Association must pay to the Association the Application Fee upon application for membership and thereafter pay the Annual Membership Fee every 12 months after the date of admission to membership.
- (2) The following Members are not required to pay the Application Fee

but must pay the Discounted Application Fee to the Association upon application for membership and thereafter pay the Discounted Annual Membership Fee every 12 months after the date of admission to membership:

- (a) an Ordinary Member who is a Partner of an Ordinary Member
- (b) an Associate Member who is a Partner of an Associate Member
- (c) an Associate Member who is a Child of an Ordinary Member or an Associate Member.
- (3) When an Associate Member who is a Child of an Ordinary Member or a child of an Associate Member becomes 22 years of age then that Member must pay the Annual Membership Fee. That person may then become an Ordinary Member if that person meets the requirements of an Ordinary Member.
- (4) A Member is not entitled to any refund of the Application Fee, Discounted Application Fee, Annual Membership Fee or the Discounted Annual Membership Fee after payment.

13. Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 12.

14. Resolution of Internal Disputes

- (1) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

15. Disciplining of Members

- (1) A complaint may be made to the committee by any person that a Member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these

- rules or any by-laws or the Competition Rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association or Porsche AG or the Australian distributor of Porsche.
- (2) On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the Member concerned; and
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (3) The committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the committee for having taken that action and of the Member's right of appeal under rule 16.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
- (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 16(5), whichever is the later.
- 16. Right of Appeal of Disciplined Member**
- (1) A Member may appeal to the Association in a general meeting against a resolution of the committee under rule 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under clause (1), the Secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3):
- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- Part 3 The Committee**
- 17. Powers of the Committee**
- The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in a general meeting:
- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of Members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- 18. Constitution and Membership**
- (1) Subject in the case of the first Members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the Association, and
 - (b) 3 other Members,
- (2) The office-bearers of the Association are to be:
- (a) the President
 - (b) the Vice-President
 - (c) the Treasurer, and
 - (d) the Secretary
 - (e) the Club Captain
 - (f) the Registrar Captain
 - (g) the Social Secretary, and
 - (h) the Merchandising Manager
- (3) The President, the Vice-President, Club Captain and Registrar Captain must be Ordinary Members. At least two-thirds of all committee members must be Ordinary Members.
- (a) (4) (deleted)
- (5) Subject to these rules,
- (a) Each office-bearer of the committee is, subject to these rules, to hold office for a period of one year.
 - (b) Each non office-bearer Member of the committee is, subject to these rules, to hold office for a period of one year only.
- (6) (deleted)
- (7) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (8) The committee may from time to time appoint 2 Ordinary or Associate Members to serve as ex-officio Members of the committee who have specialised skills and whom the committee considers will be beneficial to be a part of the committee. The ex-officio Members of the committee are not able to vote on the resolutions of the committee.
- 19. Election of Members**
- (1) Nominations of candidates for election as office-bearers of the committee or as other members of the committee:
- (a) must be made in writing, supported by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (c) Nominations can also be accepted in person at the annual general meeting.
 - (d) Nominations can be accepted electronically including via e-mail.
- (2) The committee members are to be elected at the annual general meeting of the Association under rule 36 in the order that they appear in rule 18 (2). The other Members are then elected. The results of the vote of each committee member must be determined before the next committee member can be elected to ensure at least two-thirds of all committee members are Ordinary Members.
- (3) If insufficient nominations are received to fill all vacancies on the committee, in accordance with clause (2) any vacant positions remaining on the committee are taken to be casual vacancies
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) Subject to clause (2), the ballot for the election of office-bearers and Members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 20. Public Officer**
- (1) (deleted)
 - (2) The Secretary is appointed as Public Officer of the Association.
 - (3) Where at any time there is a vacancy in the office of Public Officer of the Association, and the Secretary is not willing or able to be Public Officer, then the committee shall, within 14 days after the vacancy arises, appoint a person to fill the vacancy.
- 21. Secretary**
- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
 - (2) It is the duty of the Secretary to ensure that minutes are kept of:

- (a) all appointments of office-bearers and other Members of the committee,
 - (b) the names of Members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) (deleted)

22. Treasurer

- (1) It is the duty of the Treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (2) The duties referred to in clause (1) will be carried out by the Administration Manager. This does not remove the responsibility of the Treasurer to ensure the duties have been carried out correctly.

23. Club Captain

It is the duty of the Club Captain of the Association to carry out the following:

- (a) organise the running of all events under the Club Competition Rules,
- (b) chair the Events Sub-Committee,
- (c) co-ordinate all internal and external requirements for the running of all events referred to in paragraph (a),
- (d) recommend to the committee any changes to the Club Competition Rules that may be required from time to time and to implement the changes when made, and
- (e) report on competition activities at committee meetings and general meetings

24. Registrar Captain

It is the duty of the Registrar Captain of the Association to be responsible for the coordination of all club Registrars and to report on Registrar activities at committee meetings and general meetings.

25. Social Secretary

It is the duty of the Social Secretary of

the Association to carry out the following:

- (a) co-ordination of all social and special events,
- (b) chair the Social Sub-Committee, and
- (c) report on social and special events at committee meetings and general meetings.

26. Merchandising Manager

It is the duty of the Merchandising Manager to be responsible for the procurement and sale of the range of official club merchandise and to make sure all merchandise comply with Porsche AG guidelines.

27. Club Administrator

- (1) It is the duty of the Club Administrator to carry out the duties that the Members and the Committee require him or her to carry out. The duties of the Club Administrator may include but are not limited to the duties of membership, Event Secretary and support for the Treasurer and Editor of the Association's magazine.

- (2) The committee may employ a person to be the Club Administrator who:

- (a) may be a Member of the Association
- (b) will be paid by the Association
- (c) will not serve on the committee or on any sub-committee appointed by the committee whilst employed to be Club Administrator

- (3) The terms and conditions of the employment of the Administrative Manager shall be in writing.

28. Casual Vacancies

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

- (a) dies, or
- (b) ceases to be a Member of the Association, or
- (c) resigns office by notice in writing given to the Secretary, or
- (d) is removed from office under rule 29, or
- (e) becomes a mentally incapacitated person, or
- (f) does not make themselves available to attend a minimum of seventy percent of the meetings held in any one year.

29. Removal of Member

- (1) The Association may by resolution in a general meeting remove any Member of the committee from the office of Committee Member before

the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

- (2) If a Member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

30. Meetings and Quorum

- (1) The committee must meet either in person or electronically at least 8 times in a period of 12 months.
- (2) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee so each member of the committee receives the notice at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee provided 4 of those 5 members are Ordinary Members.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the

same hour of the same day in the following week.

- (7) At the adjourned meeting any 3 members of the committee constitute a quorum provided 2 of those 3 members are Ordinary Members. If at this adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
- (a) the President or, in the President's absence, the Vice-President is to preside, or
- (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the Members present at the meeting is to preside.

31. Delegation by Committee to Sub-Committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Ordinary or Associate Members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
- (b) a function, which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation. Despite any delegation under this rule, the committee may continue to exercise any function delegated
- (4) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

- (5) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (6) A sub-committee may meet and adjourn, as it thinks proper.
- (7) Without limiting the committee's power to appoint or revoke the appointment of sub-committees, in accordance with clause (1) the committee may appoint
 - (a) an Events Sub-Committee to organise events for Members to compete each other; and
 - (b) a Social Sub-Committee to organise events for Members to socialise with each other.

32. Appointment by Committee of Registrars

- (1) The Committee may appoint one or more Ordinary Members to be Registrars.
- (2) The Registrars will co-ordinate the organisation of events for Ordinary Members who own or have at their permanent disposal the same type of Porsche as each other.
- (3) Without limiting the Committee's power to appoint or revoke the appointment of Registrars, the Committee may appoint a Registrar to coordinate events for Members who own or have at their permanent disposal the following Porsche vehicle models or any other models at the Committee's discretion:
 - (a) 356
 - (b) 911/912
 - (c) 924/44/68
 - (d) 928
 - (e) Boxster
 - (f) 993
 - (g) Cayenne
- (4) The committee may, by instrument in writing, revoke the appointment of a Registrar.

33. Appointment by Committee of Delegates

- (1) The Committee may appoint one or more Members to be a delegate to various organisations including but not limited to Classic Motor Cars (CMC) and the Association to Confederation of Australian Motor Sport (CAMS). The duties of the delegates are to represent the Association at these organisations' meetings and other events held by these organisations or to carry out other duties requested by the committee.

- (2) The delegate may be either an Ordinary or Associate Member
- (3) The committee may, by instrument in writing, revoke wholly or in part any appointment of a delegate.

34. Australian Distributor of Porsche Cars and Porsche AG

The President, or a person appointed by the President from time to time, will have the sole responsibility for all contact between the Association and Porsche AG or the Australian distributor of Porsche Cars. No other Member may have contact with Porsche AG or the Australian distributor of Porsche Cars on behalf of the Association.

35. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of Members of the committee or sub-committee present at the meeting.
- (2) Members of the committee or sub-committee present at a meeting of the committee or of any sub-committee are entitled to vote in the following manner:
 - (a) Ex-officio committee members cannot vote,
 - (b) Ordinary Members are entitled to one vote,
 - (c) Associate Members are entitled to one vote except the number of Associate Members who are able to vote is limited to one third of the number of Members voting at the meeting,
 - (d) If the number of Associate Members present at a meeting exceeds the number allowed to vote, a ballot is to be held to determine which Associate Members are able to vote. The ballot will be conducted in such usual and proper manner as the person presiding directs,
 - (e) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) The committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may

afterwards be discovered in the appointment or qualification of any Member of the committee or sub-committee.

Part 4 General Meeting

36. Annual General Meetings – holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- (2) The Association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

37. Annual General Meetings – calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to rule 36, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and Members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to Members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

38. Special General Meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special general meeting of the Association.
- (3) A requisition of Members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the Members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any reasonable expense so incurred.

39. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each

Member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 37(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

40. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 5 Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting provided at least 4 are Ordinary Members.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) and at the same hour of the same day in the following week.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

41. Presiding Member

- (1) The President or, in the President's absence, the Vice-President, is to

preside as chairperson at each general meeting of the Association.

- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect an Ordinary Member to preside as chairperson at the meeting.

42. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

43. Making of Decisions

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Members present in person and able to vote in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

44. Special Resolution

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

45. Voting

- (1) Subject to clause (2), on any question arising at a general meeting of the Association each Ordinary and Associate Member has one vote only.
- (2) The number of Associate Members who are able to vote is limited to one-fifth of the number of Ordinary Members voting at a meeting.
- (3) If the number of Associate Members present at a meeting exceeds the number allowed to vote, a ballot is to be held to determine which Associate Members are to vote. The ballot will be conducted in such usual and proper manner as the person presiding may direct.
- (4) All votes must be given personally, electronically or by proxy but no Ordinary Member may hold more than 5 proxies.
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the Annual Membership Fee or Discounted

Annual Membership Fee, whichever is applicable and payable in respect of the then current year.

- (7) Life or Honorary Members can only vote under Part 4 of these rules if they meet the requirements of Ordinary Member under Rule 3 of these rules.

46. Appointment of Proxies

- (1) Each Member is to be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules or as may be determined by the Committee from time to time.

Part 5 Miscellaneous

47. Insurance

- (1) The Association may effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

48. Funds – Source

- (1) The funds of the Association are to be derived from Application Fees and Annual Membership Fees of Members, donations and proceeds from motor sports and social events and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.

49. Funds – Management

- (1) The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the Members of the Association except for services rendered or expenses incurred on behalf of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 people who are either:

- (a) members of the committee; or
 - (b) employees,
- and who are authorised to do so by the committee.

50. Alteration of Objects and Rules

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

51. Common Seal

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of either:
 - (a) 2 Members of the committee; or
 - (b) 1 Member of the committee and either the Public Officer or Secretary.

52. Custody of Books

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

53. Inspection of Books

The records, books and other documents of the Association, except for the Register of Members referred to in rule 11, must be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

54. Service of Notices

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

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

55. Dissolution

In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any Association which has similar objects and which has rules prohibiting the distribution of its assets and income to its Members.

Part 6 Liability of Association and Members

56. Motor Sport Event

Motor Sport Event means the sport involving the use of motor vehicles either for practice, training or competition. This includes but is not limited to super sprints, hill-climbs, lap dashes and motorkhanas. This does not include any events held on public roads unless the roads are closed to the public for the running of an event.

57. Members release and Indemnity

- (1) **Release**
In consideration of the Association and CAMS permitting the Member to participate in a Motor Sport Event, particularly as Membership of the Association is a condition of participation in a Motor Sport Event, to the extent permitted by law, the Member hereby releases and discharges the Association, each Member of the Club, CAMS and Associated Bodies, Officers and Officials from and against all liability arising out of Motor Sport Events as a result of any injury, damage or loss sustained by the Member as a consequence of participation in the Motor Sport Event or by any act or omission of any other Member or participant in the Motor Sport Event.
- (2) **Indemnity**
To the extent permitted by law, each Member hereby indemnifies and agrees that at all times hereafter the Member shall keep indemnified the

Association, each Member, CAMS and all Associated Bodies and all Officers and Officials against all and any liability, damage, loss and expense of whatsoever nature that are incurred by any one or more of them as a result of the participation of the Member in the Motor Sport Event or by any act or omission of the Member.

(3) **Exception**

The provisions of this clause is not intended to exclude any valid claim that a Member may have under the CAMS Personal Insurance Scheme.

58. Members Not to Take Action in Relation to the Rules

Subject to clause 14, 15 and 16 of the Rules a Member shall not make any claim or take any action whatsoever against the Association, its Officers or Officials or against any other Member in regard to these Rules, the Club Competition Rules or any by-laws made by the Association, including but not limited to a Member's non compliance with these Rules, Club Competition Rules or any by-laws made by the Association.

59. Members Not to Take Action Against the Club, its Officers or Officials

In addition to the provisions of clauses 57 and 58, it is a condition of membership of the Association that Members shall not make any claim or take any action whatsoever against the Association, its Officers or Officials or any person acting on behalf of the Association.

60. Provisions Enduring

The provisions of clauses 57, 58 and 59 shall be binding on all Members of the Association and shall continue to endure and be binding after the Member has resigned their membership of the Association or whose membership of the Association has discontinued for any reason whatsoever.

61. Transitional Provision relating to Hold Harmless Deed

- (a) The Club releases each Member being a party to a Hold Harmless Deed with the Club from its terms and conditions.
- (b) Each Member being a party to a Hold Harmless Deed with the Club, releases the Club from its terms and conditions.



Porsche Club
New South Wales



PORSCHE CLUB NSW Inc
ABN 43 620 817 223

Appendix 3
(Rule 46(2))

AGM OF PORSCHE CLUB NSW Inc.
FORM FOR APPOINTMENT OF PROXY

I,
(full name of member)

of,
(address)

being a member of Porsche Club NSW Inc. hereby appoint

..... of
(name of proxy) (address)

being a member of that incorporated company limited by guarantee, as my proxy to vote for me on my behalf at the Annual General Meeting of Porsche Club NSW Inc. to be held on Tuesday 11 November 2008 at Porsche Centre Willoughby;

and at any adjournment of that meeting.

- #1 This form authorises the proxy to vote on my behalf on all matters generally.
- #2 This form authorises the proxy to vote on my behalf on the following matters only:

.....
.....
.....

[Specify the matters and any limitations on the matter in which you want the proxy to vote.]
[# Delete paragraph 1 or 2, whichever does not apply. If no matters are specified in paragraph 2, and neither paragraph is deleted, then paragraph 2 is deemed to be deleted.]

Signature of member appointing proxy

Date: