

# PORSCHE CLUB NSW INC.

## CONSTITUTION

*Under the Associations Incorporation Act 2009 (as amended)*

**DATE: 13 August 2019**

### **About this constitution**

The constitution of an incorporated association forms the structure within which the association operates.

This Constitution is a modified version of the model constitution provided by NSW Fair Trading.

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# Contents

Part 1	Preliminary .....	4
1	Definitions .....	4
Part 2	Membership .....	6
2	Membership generally .....	6
3	Ordinary Member Qualifications .....	6
4	Life Member Qualifications .....	6
5	Honorary Member Qualifications .....	6
6	Application for membership .....	6
7	Cessation of membership .....	7
8	Membership entitlements not transferable .....	7
9	Resignation of membership .....	7
10	Register of members .....	7
11	Fees and subscriptions .....	8
12	Members' liabilities .....	8
13	Resolution of disputes .....	8
14	Disciplining of members .....	8
15	Right of appeal of disciplined member .....	9
Part 3	The Committee .....	10
16	Powers of the committee .....	10
17	Composition and membership of committee .....	10
18	Election of committee members .....	11
19	President .....	12
20	Vice-President .....	12
21	Secretary .....	12
22	Treasurer .....	13
23	Competition Director .....	13
24	Registrar Director .....	13
25	Social Director .....	14
26	Casual vacancies .....	14
27	Ex-Officio Members of the Committee .....	15
28	Removal of committee members .....	15
29	Committee meetings and quorum .....	15
30	Appointment of Association members as committee members to constitute quorum .....	16
31	Use of technology at committee meetings .....	16
32	Delegation by committee to sub-committee .....	16
33	Appointment of Delegates by Committee .....	17
34	Porsche AG and Porsche Cars Australia .....	17
35	Voting and decisions .....	17
Part 4	General meetings .....	18
36	Annual general meetings - holding of .....	18
37	Annual general meetings - calling of and business at .....	18
38	Special general meetings - calling of .....	18
39	Notice .....	19
40	Quorum for general meetings .....	19
41	Presiding member .....	20
42	Adjournment .....	20
43	Making of decisions .....	20
44	Special resolutions .....	20

45	Voting.....	20
46	Proxy votes allowed .....	21
47	Returning Officer.....	21
48	Postal or electronic ballots.....	21
Part 5	Miscellaneous .....	22
49	Insurance .....	22
50	Funds - source .....	22
51	Funds - management.....	22
52	Association is non-profit.....	22
53	Distribution of property on winding up of Association.....	22
54	Change of name, objects and constitution .....	22
55	Custody of books etc.....	23
56	Service of notices.....	23
57	Financial year.....	23
Part 6	Liability of Association and Members .....	24
58	Members Release and Indemnity.....	24
59	Members not to Take Action in Relation to the Constitution.....	24
60	Members not to Take Action against the Club, its Officers or Officials.....	24
61	Provisions Enduring .....	24

# Part 1 Preliminary

## 1 Definitions

(1) In this constitution:

**Annual Membership Fee** means \$105 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 \$130 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.

**Associated Bodies** means all companies, incorporated associations or organisations which are associated with or members of CAMS or are otherwise engaged in Motor Sport Event activity.

**Association** means Porsche Club NSW Inc.

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

**Casual Appointee** means a Member who has been appointed to fill a casual vacancy on the Committee.

**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, motorkhana, hill-climbs, modern regularity and observation runs.

**Club Registers** means a list of all members with a vehicle that fits the description of that Register such as the model and/or year of manufacture, e.g. 993 Register.

**Discounted Annual Membership Fee** means \$35 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 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.

**Honorary Member** means a Member who meets the qualifications given in clause 5.

**Initial Joining Fee** means \$25 or, if some other amount is determined by the committee, that other amount and is paid one time only on applying for new membership to the Association

**Junior** means any person aged from 12 years to and up to 18 years of age.

**Life Member** means a Member who meets the qualifications given in clause 5.

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

**Officer** means any director, secretary, committee member or other person holding any office of responsibility in the Association.

**Official** means any person acting in an official capacity as appointed by the Association 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.

**Ordinary Committee Member** means a member of the committee who is not an office-bearer of the Association.

**Ordinary Member** means a Member who meets the qualifications given in clause 3.

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) if no person holds that office - the public officer of the Association.

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

**the Act** means the *Associations Incorporation Act 2009* (NSW).

**the Regulation** means the *Associations Incorporation Regulation 2016* (NSW).

- (2) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 Membership

### 2 Membership generally

- (1) A person is eligible to be a member of the Association if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the Association in accordance with clause 3.
- (2) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

### 3 Ordinary Member Qualifications

A person is eligible to be an Ordinary Member of the Association if:

- (a) the person is the owner of a Porsche vehicle or has a Porsche vehicle at their permanent disposal; or
- (b) the person is the Partner of an Ordinary Member; or
- (c) the person is the Partner of a Life Member.

### 4 Life Member Qualifications

A person is eligible 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 a full Member of the Association.

### 5 Honorary Member Qualifications

- (1) A person is eligible 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.
- (2) An honorary member is not entitled to vote.

### 6 Application for membership

- (1) An application by a person for membership of the Association:
  - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the Secretary of the Association with the payment of the Application Fee or Discounted Application Fee, whichever is applicable.
- (2) The Secretary must, if the person satisfies the requirements of the membership for which the person applied, enter or cause to be entered the applicant's name in the

register of members and, on the name being so entered, the applicant becomes a member of the Association subject to Clause 6.3

- (3) 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 for membership of the Association. The rejection may occur after the person has become a member under clause 6.2
- (4) The right of the committee to reject or accept any application by a person for membership of the Association under clause 6.3 is paramount notwithstanding any other provisions made under this constitution.

## 7 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) fails to pay the Annual Membership Fee or Discounted Annual Membership Fee, whichever is applicable, within 3 months after the fee is due.

## 8 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.

## 9 Resignation of membership

- (1) A Member of the Association is not entitled to resign that Membership except in accordance with the following.
- (2) A Member of the Association may resign from membership of the association by first giving to the Secretary written notice of at least 1 month (or any other period that 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 subclause (1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## 10 Register of members

- (1) The Secretary must establish and maintain a register of Members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member of the Association together with the date on which the person became a Member.

- (2) The register of members must be kept in New South Wales.
- (3) If the register of members is kept in electronic form, it must be convertible into hard copy.

## 11 Fees and subscriptions

- (1) A Member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the Member under subclause (1), a Member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.
- (3) The membership fee shall be invoiced one (1) month prior to the anniversary of the Member's joining date, or as otherwise agreed, and shall be payable by the Member within seven (7) days.

## 12 Members' liabilities

The liability of a Member of the Association 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 clause 11.

## 13 Resolution of disputes

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a Community Justice Centre for mediation under 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.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 14 Disciplining of members

- (1) A complaint may be made to the committee by any person that a Member of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution or any by-laws or the Competition Rules, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The complaint must be made in writing (including email).



- (3) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (4) If the committee decides to deal with the 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.
- (5) 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 and the expulsion or suspension is warranted in the circumstances.
- (6) 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 clause 15.
- (7) 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 clause 15,
 whichever is the later.

## 15 Right of appeal of disciplined member

- (1) A Member may appeal to the Association in general meeting against a resolution of the committee under clause 14, 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 subclause (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 subclause (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) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

## Part 3 The Committee

### 16 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the Association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) may engage a person or persons who:
  - (i) may be a Member of the Association.
  - (ii) may be paid by the Association.
  - (iii) will not serve on the committee or on any sub-committee appointed by the committee whilst engaged to provide support to the committee.
  - (iv) will undertake the duties that the Committee requires them to carry out, including but not limited to administration of membership and events, and support for the Treasurer and Editor of the Associations magazine.(currently engage people to write articles and do ad hoc projects and invoice).
- (e) may engage suppliers for contractors:
  - (i) The Club can subcontract administrative duties to one or more persons.
  - (ii) Subcontract arrangement can be on whatever terms are agreed by the committee.
  - (iii) Persons, businesses or companies engaged as a subcontractor:
    - a) may be a Member of the Association if an individual or a director or Secretary of a company.
    - b) may be paid by the Association.
    - c) will not serve on the committee or any sub-committee appointed by the committee whilst engaged to provide support to the committee.

### 17 Composition and membership of committee

- (1) The committee is to consist of:
  - (a) the office-bearers of the Association, and
  - (b) shall be 2 ordinary committee members,each of whom is to be elected at the annual general meeting of the Association under clause 17.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members is to be 9.
- (3) The office-bearers of the Association are as follows:

- (a) the President,
  - (b) the Vice-President,
  - (c) the Treasurer,
  - (d) the Secretary,
  - (e) the Competition Director
  - (f) the Registrar Director,
  - (g) the Social Director
- (4) The President, the Vice-President, the Treasurer and the Secretary can only hold office in that position for 5 consecutive years
- (5) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (6) The following persons are excluded from acting on the committee:
- (a) who work for another automotive manufacturer or a vehicle accessories company or
  - (b) who are members of the board of management of another automotive brand club or
  - (c) who regularly create unrest and pursue personal interests
  - (d) who are employees or owners of competitor companies in the automotive sector (e.g. workshops, grey-market dealers, tuners etc).

## 18 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as committee members:
- (a) must be made in writing, signed by two (2) members of the Association 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 seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) The committee members are to be elected at the annual general meeting of the Association under this clause with the office-bearers elected in the order that they appear in clause 17 (3). The ordinary committee members are then elected.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be taken from the floor of the meeting. Nominations must only be taken for persons who are members of the Association.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (7) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

## 19 President

- (1) The President of the Association is responsible for the overall coordination of the activities of the association.
- (2) The President has a strategic role to play in representing the vision and purpose of the association.
- (3) The President ensures that the committee functions properly, that there is full participation at meetings, all relevant matters are discussed and that effective decisions are made and carried out.
- (4) The President of the Association must have served on the committee for 2 years.

## 20 Vice-President

- (1) The Vice-President of the Association is responsible for assisting the President and standing in when the President is not available.
- (2) The Vice-President of the Association must have served on the committee for one year.

## 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) The Secretary is appointed as Public Officer of the Association. If the Secretary is not willing or able to be the Public Officer, then the committee shall within 14 days after the vacancy arises, appoint a person to fill the vacancy.
- (3) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and Members of the committee, and
  - (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.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (4).

## 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 22(1) may be carried out by a person or persons who may be required to carry out the duties as necessary, including but not limited to administration of membership and events, and support for the Treasurer. This does not remove the responsibility of the Treasurer to ensure the duties have been carried out correctly.

## 23 Competition Director

- (1) It is the duty of the Competition Director of the Association to carry out the following:
  - (a) organise the running of all competitive events under the Club Competition Rules,
  - (b) chair the Motorsport Sub-Committee,
  - (c) co-ordinate all internal and external requirements for the running of all events referred to in sub-clause (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.
- (2) The Competition Director must have been on committee for one year, or subcommittee approved by committee.

## 24 Registrar Director

It is the duty of the Registrar Director to carry out the following:

- (a) Co-ordination of the activities of Club Registers that have been approved by the club, and
- (b) Report on Registrar activities at committee and general meetings.

## 25 Social Director

It is the duty of the Social Director of the Association to carry out the following:

- (a) Co-ordination of all social events,
- (b) Chair the social sub-committee, and
- (c) Report on social and special events at committee meetings and general meetings.

## 26 Casual vacancies

- (1) A casual vacancy in the office of a member of the committee occurs if a member:
  - (a) Dies, or
  - (b) ceases to be a Member of the Association, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 28, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (2) 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 this constitution, until the annual general meeting next following the date of the appointment.
- (3) In selecting a Member to fill a casual vacancy, the committee should have regard to the following:
  - (a) Whether the candidate has been actively involved in the Association's activities and meetings, and
  - (b) Whether the candidate has aspirations to seek a nomination in the same position that is currently vacant at the next annual general meeting.
- (4) For appointments pursuant to clause 26(2) to fill a vacancy in the office of President, Vice-President or Competition Director, the Casual Appointee selected by the Committee shall not be subject to the provisions of clause 19(4), 20(2) and 23(2).
- (5) A Casual Appointee is deemed eligible for nomination in that same position at the next annual general meeting.

## 27 Ex-Officio Members of the Committee

The committee may from time to time appoint two Members to serve as ex-officio members of the committee who have specialised skills and whom the committee considers will be beneficial to be part of the committee. The ex-officio members of the committee are not able to vote on resolutions of the committee.

## 28 Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of 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 subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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.

## 29 Committee meetings and quorum

- (1) The committee must meet at least 8 times in each period of 12 months at the place and time that the committee may determine.
- (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 at least 48 hours (or any other period that 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 subclause (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.
- (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) If at the 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## 30 Appointment of Association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of Members of the Association as committee members to enable the quorum to be constituted.

- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

### 31 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using electronic audio vision that gives each of the committee's members a reasonable opportunity to participate.
- (2) The committee must have agreed in advance of the meeting to use this electronic technology.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 32 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members of the Association that the committee thinks fit) the exercise of any of the functions of the committee that 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 clause 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### 33 Appointment of Delegates by Committee

- (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 Confederation of Australian Motorsport (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 committee may, by instrument in writing, revoke wholly or in part any appointment of a delegate.

### 34 Porsche AG and Porsche Cars Australia

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 Porsche Cars Australia. No other Member may have contact with Porsche AG or Porsche Cars Australia 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) Each Member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 18(4), 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 meetings

### 36 Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37(2)(b) 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 clause 36 to be convened on the date and at the place and time that 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 ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting 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 of at least 5% 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 be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by Members making the requisition, and
  - (d) must be lodged with the Secretary, and
  - (e) 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 the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### 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 subclause (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 clause 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 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five Members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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 day in the following week at the same time and (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) at the same place.
- (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 Members present (being at least 3) are to constitute a quorum.

#### 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 one of their number 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 subclauses (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 by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more Ordinary Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### 44 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

#### 45 Voting

- (1) On any question arising at a general meeting of the Association only Members may vote and each Member has one vote only.

- (2) 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.
- (3) A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- (4) A Member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

#### 46 Proxy votes allowed

- (1) Proxy voting is allowed at or in respect of a general meeting.
- (2) 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.
- (3) Only five proxy votes per member or any number directed to Chairman.

#### 47 Returning Officer

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a returning officer to conduct the ballot.
- (2) The returning officer:
  - (a) may be a member of the association.
  - (b) may be a non-member of the association.
  - (c) must not be a committee member.
- (3) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

#### 48 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## Part 5 Miscellaneous

### 49 Insurance

The Association may effect and maintain insurance.

### 50 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations, proceeds from competitive events and social events and, subject to any resolution passed by the Association in general meeting, any other sources that 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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 51 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### 52 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

### 53 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

### 54 Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## 55 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a Member of the Association (as the committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

## 56 Service of notices

- (1) For the purpose of this constitution, 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 to an address specified by the person for giving or serving the notice.
  - (d) by sending it by email to the last address specified by the person for giving or serving the notice. The rule does not apply if the person doesn't have access to email.
- (2) For the purpose of this constitution, 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 by email, 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.
- (3) It is the responsibility of members to advise secretary of any change of this email address.

## 57 Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

## Part 6 Liability of Association and Members

### 58 Members Release and Indemnity

#### (1) Release

In consideration of the Association and CAMS permitting the Member to participate in 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 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.

### 59 Members not to Take Action in Relation to the Constitution

Subject to Clauses 13, 14 and 15, 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 this constitution, the Club Competition Rules, or any by-laws made by the Association, including but not limited to a Members non-compliance with the constitution, Club Competition Rules or any by-laws made by the Association.

### 60 Members not to Take Action against the Club, its Officers or Officials

In addition to the provisions of clauses 58 and 59, 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.

### 61 Provisions Enduring

The provisions of clauses 58, 59 and 60 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.