

Constitution for

WEST COAST 4X4 INCORPORATED

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1. Name of Association

The name of the Incorporated Association is:

WEST COAST 4X4 INCORPORATED

2. Objectives of the Association

1. The purpose of the Association is to foster and promote responsible Four-Wheel Driving.
2. The property and income of the association shall be applied towards the benefit of members, including related activities to four wheel driving. No part of the property or income will be distributed to members of the association, except in good faith for activities directly related to the benefit of club members.

3. Qualifications for Membership

There are no restrictions in applying for membership, however a current financial member must sponsor a potential new member. Any committee member reserves the right to reject an application, up to seven days after the annual club membership fee is paid. In this event, the person may appeal, in writing (writing includes email or fax), to the committee. The committee will notify the person concerned of its decision within 30 days and the decision of the committee will be final.

There are three levels of club membership:

I) Voting member - A Voting member has the right to vote on the issues at any general meeting. To be a Voting Member a person must;

1. Be a current financial member,
2. Have been a financial member continuously for 18 months immediately prior to application,
3. Apply to become a Voting Member by requesting in writing to any committee member, who will raise the matter with the committee. An applicant will be notified within 30 days of the outcome.
4. To remain a Voting Member, the member must have attended at least 2 club trips or meetings in the 6 months prior to voting at any General Meeting. This requirement can be waived by committee approval by request in writing at least 7 days prior to the meeting where voting will take place.

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5. With the introduction of the Voting member, any member of Track Marshal status prior to August 2010 will automatically assume Voting Member status, but must meet the new attendance requirements of the Voting Member status.

II) Track Marshal - A Track Marshal has the ability to lead trips and foster four wheel driving and is expected to be more involved with the club, particularly by way of assisting on club trips and their planning. Track Marshal status does **not** confer voting rights, but a Track Marshal may also be a Voting Member as per 3.1. To be a Track Marshal a person must;

1. Have the necessary skills deemed by the committee appropriate to four wheel driving e.g. demonstrated ability to use appropriate recovery equipment, held a first aid certificate, possess appropriate navigation skills, demonstrated ability to lead trips etc...
2. Be a current financial member.
3. Apply for track marshal status by requesting in writing to any committee member who will raise the matter with the committee. An applicant will be notified within 30 days of the outcome.

III) Member - The committee shall determine the requirements a potential member must achieve before applying for Member status. Application is made by request in writing to any committee member who will raise the matter with the committee. An applicant will be notified within 30 days of the outcome. Upon successful application by the committee and with payment of the annual membership fee, a person is deemed a financial member.

4. Register of members

1. A current register of all members is to be maintained by the club secretary. Any changes to the register must be recorded within one month of the change.

5. Subscriptions of Members

1. The association will charge annual membership fees. All members will pay the membership fee with the exception of:
 - i) The association reserves the right to waive this fee in special circumstances with the approval of the committee
2. The membership period is per calendar year and any new member will pay a pro-rata membership fee per quarter year.
3. An application to become a member can be made after attending 4 club events..
4. Membership may include the partner and any offspring of the applicant and is a family membership. While each partner and/or offspring may have individual access to the club's website, the membership shall have a maximum of one voting right (if applicable) and one person as the nominated member.

4. Any member who fails to renew their membership one month after the AGM shall cease to be a member, but they remain liable to pay to the association any fees due.
5. The committee will determine the annual membership fee.

6. Resignation of Members

1. Any member who delivers notice in writing to any committee member of his or her resignation ceases to be a member on delivery.
2. A person who ceases to be a member under rule 6.1 remains liable to pay to the association the amount of any subscriptions due to the association at the date of resignation.

7. Expulsion of Members.

1. If a quorum of committee members considers any member should be expelled from membership of the association because their conduct is detrimental to the interests of the association, then the committee member shall communicate, either orally or in writing, to the member that their membership is suspended immediately. The member then has 14 days to lodge an appeal by
 - I) Notifying in writing to any committee member their intention of appeal. The member will be notified within the 14 day period of 7.1 of a special committee meeting to, hear their appeal of expulsion, at which time the question of expulsion will be decided. The member in question has the right to be heard or make representation in writing at that committee meeting.
 - II) If no appeal is lodged within the 14 days then the suspension automatically becomes an expulsion.
2. A person who has been expelled as a member can have the remaining portion of his membership fee refunded by making a written application to the Treasurer. Any refund will be made within 14 days.
3. Any monies owed by an expelled member still remain owing.

8. Committee of Management;

1. The affairs of the association shall be managed exclusively by a Committee of Management consisting of:
 - I) A Chairperson
 - II) A Secretary (optional if less than 30 members)
 - III) A Treasurer
 - IV) Not less than two other persons

All of whom shall be of Voting Member and Track Marshal status of the association elected to membership of that committee at an annual general meeting or appointed under rule 8.7.
2. At the first annual general meeting to be held after incorporation of the association, any member who under rule 3.3 shall be eligible to nominate themselves for any position on the committee. A voting member must second this nomination. If the number of nominations match the number of positions on the committee then the current chairperson will declare all positions filled. If the number of nominations exceed the positions available then a vote will be held for those contested positions.

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The current chairperson will declare which positions are contested and they will be decided by ballot of all voting members present at the meeting.

3. During the course of each successive Annual General Meeting the secretary will announce that all positions on the committee are vacant and will announce the nominations for committee members. Until the new committee is duly elected, during the course of the current annual general meeting, the existing committee will continue in their previous positions.
4. Nominations for committee positions are made when at least 15 days prior to an annual general meeting a notice stating their nomination is delivered in writing to the secretary, signed by the nominee. The nominee must be a Voting Member and a Track Marshal as per rule 3.1 and 3.2.
5. The Secretary shall ensure that notice of all persons nominated for the committee is placed on the association website at least 14 days prior to an annual general meeting.
6. If the number of persons nominated for election to membership of the committee does not exceed the number of vacancies in that membership to be filled then:
 - I) The secretary shall report accordingly to; and
 - II) The chairperson shall declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.
7. When a casual vacancy within the meaning of 12 occurs in the membership of the committee then:
 - I) The committee may appoint a voting member to fill that vacancy; and
 - II) A member appointed under this sub-rule shall hold office until the next annual general meeting.

9. Chairperson;

1. Subject to rule 9.2, the Chairperson shall preside at all general meetings and committee meetings. While there is less than 30 members, the Chairperson may take on all duties associated with the Secretary.
2. In the event of the Chairperson's absence from a general meeting or a committee meeting, then the Treasurer or Secretary shall preside at that meeting.

10. Secretary;

1. The secretary shall:
 - I) Co-ordinate the correspondence of the association;
 - II) Keep full and correct minutes of the proceedings of the committee and of the association;
 - III) Comply on behalf of the association with;
 - i) Section 27 of the act in respect of the register of members of the association;
 - ii) section 28 of the act in respect of the rules of the association; and
 - iii) section 29 of the act in respect of the record of the officeholders, and any trustees, of the association;
 - IV) Have custody of all books, documents, records and registers of the association, including those referred to in rule 10. 1 .3, other than those required by the treasurer referred to in rule 11.
 - V) Perform such other duties as are imposed by these rules on the secretary.

11. Treasurer;

1. The treasurer shall:

- I) Be responsible for the receipt of all moneys paid to or received by him on behalf of the association and shall keep a record for those moneys in the name of the association.
- II) Pay all moneys referred to in 11.1.1 into such account or accounts of the association as the committee may from time to time direct. Any cash not deposited into an account but used for petty cash must be recorded;
- III) Make payments from the funds of the association to meet the Association's debts;
- IV) Comply on behalf of the association with sections 25 and 26 of the act in respect of the accounting records of the association;
- V) Whenever directed to do so by the chairperson, submit to the committee a report, balance sheet or financial statement in accordance with that direction;
- VI) Have custody of all securities, books and documents of a financial nature and accounting records of the association, including those referred to in 10.1.4 and 11.1.5; and
- VII) Perform such other duties as are imposed by these rules on the treasurer.

12. Casual Vacancies in membership of the Committee

1. A casual vacancy occurs in the committee if the committee member:

- I) Dies;
- II) Resigns by notice in writing delivered to any other committee member;
- III) Is convicted of an offence under the Act;
- IV) Is permanently incapacitated by mental or physical ill health;
- V) Is absent from 3 consecutive meetings without tendering an apology to the person presiding at each of those meetings; or
- VI) Ceases to be a member of the association.

13. Proceedings of the Committee

- 1. The committee shall meet together for the dispatch of business not less than twice a calendar year and the chairperson may at any time call a meeting of the committee to be held within 7 days.
- 2. Each committee member has a deliberative vote.
- 3. A question arising at a committee meeting shall be decided by a majority of votes, but if there is a tie, then the person presiding at the meeting shall have the casting vote in addition to his or her deliberative vote.
- 4. At a committee meeting, four (4) committee members constitute a quorum.
- 5. Subject to these rules, the procedure and order of business to be followed at a committee meeting shall be determined by the committee members present at the meeting.

14. General Meetings

1. The committee may:

- I) At any time convene a special General Meeting;
- II) Shall convene Annual General Meetings within the time limits for Annual General Meetings in section 23 of the act; and
- III) shall, within 30 days of:
 - i) Receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - ii) The committee member receiving a notice under rule 7.1.1, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

2. The members making a request referred to in rule 14.1.3.1 shall state in that request the purpose for which the special general meeting is required and sign that request.

3. The Secretary shall give notice of not less than 14 days of a General Meeting and of any motions to be moved at the General Meeting. The notice shall be placed on the club website

- I) The notice given under rule 14.3 shall specify when and where the general meeting concerned is to be held and;
- II) Particulars of the business to be transacted at the general meeting and of the order in which that business is to be transacted.

4. In the case of an annual general meeting, the order in which business is to be transacted is;

- I) First, the consideration of the accounts and reports of the Committee.
- II) Second the election of Committee members.
- III) Third, any other business requiring consideration by the association in a general meeting.

15. Quorum in proceedings at General Meetings

1. At a General Meeting a quorum is achieved by the physical presence of 75% of all Voting Members as listed according to rule 4.1, or their proxy.

2. If within 30 minutes after the time specified for the holding of a general meeting a quorum is not present then the members who are present may proceed as if a quorum was present provided the full committee, or the committee members proxy, is present.

3. At a General Meeting;

- I) An ordinary resolution put to the vote shall be decided by a majority of vote's cast on a show of hands.
- II) A special resolution to the vote shall be decided in accordance of section 24 of the Act.

16. Minutes of meetings

1. The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be posted within 30 days after the meeting into the club website kept for that purpose.

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2. The Chairperson shall ensure that the minutes taken of a General Meeting or Committee Meetings under rule 16.1 are checked and recorded as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate.
3. When minutes have been entered into and signed as correct under rule 16.2 they shall, until the contrary is proved, be evidence that;
 - I) The general meeting or committee meeting to which they relate was duly convened and held;
 - II) All proceedings recorded as having taken place at the meeting did in fact take place,
 - II) All appointments or elections purporting to be made at the meeting have been validly made.

17. Voting rights of members.

1. Only a person who has voting rights under rule 3.1 can vote at any meeting.
2. All members have the right to be present at any General Meeting and to make themselves heard if they so wish.
3. A person must be present at a meeting to vote OR may appoint, in writing, a proxy. A proxy vote is counted towards a quorum at any General Meeting
 - I) A Proxy Vote can either direct the way a vote is to be made OR it can enable the holder of the Proxy Vote to vote as desired
 - II) A person can only hold the non-directed voting rights of one proxy, in addition to their own voting right if applicable.
 - II) A proxy must be a voting member of the association.

18. Rules of Association

1. The association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
2. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

19. Common Seal of Association

1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
2. The common seal of Association shall not be used without the express authority of the committee and every use of the common seal shall be recorded in the minute book referred to in rule 16.
3. The affixing of the common seal of the Association shall be witnessed by any 2 of the Chairperson, the Secretary and the Treasurer.
4. The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

20. Inspection of Records of the Association

1. All records shall be kept on the club website and be available to members only. All copies of records shall be made available at any reasonable time to be inspected without charge the books, documents, records and securities of the Association to members of the Association or those who have a lawful right.

21. Distribution of surplus property on winding up of the Association

1. If, on the winding up of the Association, any property remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed;
 - I) To any Incorporated Four Wheel Driving Club; or
 - II) For charitable or benevolent purposes.
2. The selection of the organisation in rule 21.1 shall be made by a resolution of the members when authorising and directing the committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.