



THE CONSTITUTION OF THE ACT FOUR WHEEL DRIVE CLUB INCORPORATED

Passed at Extraordinary General meeting 13 June 2023

1. Name

The name of the Club shall be the "A.C.T. Four Wheel Drive Club Incorporated" and will in this Constitution be referred to as "the Club".

2. Definitions

For the purpose of this Constitution the following definitions will apply:

- a. **Committee** Committee of Management of the A.C.T. Four Wheel Drive Club Incorporated referred to in rule 17;
- b. **Member** An individual financial member of the Club who has paid the appropriate fees;
- c. **The Act** The Associations Incorporation Act 1991 as amended; and
- d. **Financial Year** Period of 12 calendar months ending on 30 June.

3. Aim

The aim of the Club is to conduct sporting events involving four-wheel driving, to promote safety in these activities and to promote an exchange of knowledge and experience relating to the sport of four-wheel driving.

4. Affiliation

The Club may affiliate with other Clubs or organisations having similar objectives to the Club.

5. Membership Classes

There shall be five classes of membership:

- a. **Full Membership** - Membership of the Club may be open to any person interested in the furtherance of the objects of the Club, provided that s/he is of sufficient age to obtain a licence to drive in Australia and is an owner or part owner of a four-wheel drive vehicle registered in Australia.
- b. **Family Membership** Family membership is a concessional membership to Club members whose family wish to participate in the Club's activities.
- c. **Honorary Membership** - Honorary membership may be offered to selected persons but must be confirmed by a simple majority at the next General Meeting of the Club.



- d. **Social Membership** - Social membership of the Club may be open to any person (not an owner of a four-wheel drive) interested in the furtherance of the objects of the Club, provided that s/he is of sufficient age to obtain a licence to drive in Australia.
- e. **Life Membership** - Life membership may be offered to selected persons in recognition of services rendered to the Club but must be confirmed by a simple majority at the next General Meeting of the Club.

6. Conditions Affecting Membership

- a. **Full Membership** - Full members have complete voting powers and are required to pay both a joining fee and a membership fee in the first year and full membership fees annually thereafter.
- b. **Family Membership** - Family membership is automatically available to all members of the family of both full and social members. However, family membership is restricted to the equivalent of two votes.
- c. **Honorary Membership** - Honorary membership at any one time is limited to 5 persons. The names of current honorary members are to be submitted to the Annual General Meeting of the Club for re-election. Nominations for new honorary members are to be brought before a Committee Meeting by a Club member and, if a vacancy exists, the Committee is to make a recommendation to the next General Meeting of the Club for election by a simple majority of those members voting. Honorary membership carries no financial obligation to pay subscriptions and maintains full voting powers.
- d. **Social Membership** - Social members have no voting powers but are eligible to participate in all activities of the Club after paying both the joining fee and fifty (50) per cent of full membership fees in the first year and fifty (50) per cent of full membership fee annually thereafter.
- e. **Life Membership** - Nominations for life membership are to be brought before a Committee Meeting by a Club member and the Committee is to make a recommendation to the next General Meeting of the Club for election by a simple majority vote. Life membership carries no financial obligation to pay subscriptions and maintains full voting powers.

7. Membership Qualifications

A person is qualified to be a member if the person:

- a. has been approved for membership by the Committee; and
- b. has paid the relevant membership fees in accordance with Rule 11.

8. Nomination for Membership

- a. A person wishing to become a member of the Club must:



- i) satisfy the Committee that s/he is an owner or part owner of a four-wheel drive vehicle, except in the case of an application for social membership;
- ii) pay the prescribed joining and membership fees.
- b. As soon as is practicable after receiving an application for membership, the Secretary shall refer the application to the Committee, which shall determine whether to approve or reject the application.
- c. As soon as practicable after the Committee has approved the application of a member, the Secretary shall notify the applicant of the approval.

9. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Club:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's membership.

10. Cessation of Membership

A person ceases to be a member of the Club if the person:

- a. dies or, in the case of a body corporate, is wound up;
- b. resigns from membership of the Club in writing;
- c. is expelled from the Club. A motion of expulsion from the Club shall be notified to all members and voted upon in a secret ballot at a General Meeting; or
- d. fails to renew membership of the Club.

11. Fees

- a. The annual membership fees, shall be decided by a simple majority of those members voting.
- b. The annual membership fee shall become due on the first day of July.
- c. Where a fee remains unpaid for three (3) months, membership is cancelled.
- d. Any member joining within the first nine (9) months of the financial year will be required to pay the joining fee and the membership fee for that year.
- e. Any member joining within the last three (3) months of the financial year will be required to pay the joining fee and the membership fee and will be financial until the end of the next financial year; any increases in fees are to be payable by the member where applicable.
- f. All affiliation fees shall be paid through the Club Treasurer who shall be responsible for them to the appropriate body.



- g. Persons elected to honorary membership and life membership of the Club shall be exempt from payment of annual membership fees and any Club affiliation fees.

12. Rights of Members

- a. Only financial members are entitled to attend and vote at General Meetings of the Club in accordance with Rules 30 and 31.
- b. Only financial members are eligible to be nominated as a member of the Committee of the Club and/or as a delegate of the Club to affiliated Clubs or other organisations.

13. Members' Liabilities

The liability of a member to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any unpaid by the member in respect of membership of the Club as required by Rule 11.

14. Discipline of Members

- a. Where the Committee is of the opinion that a member:
 - i) has persistently refused or neglected to comply with a provision of these Rules; or
 - ii) has wilfully acted in a manner prejudicial to the interests of the Club, the Committee may, by resolution;
 - iii) expel the member from the Club; or suspend the member from such rights and privileges of membership of the Club as the Committee may determine for a specified period.
- b. A resolution of the Committee under Sub-Rule (a) is of no effect unless the Committee, at a Committee meeting held not earlier than 14 days and not later than 45 days after service on the member of a notice under Sub-Rule (c), confirms the resolution in accordance with this rule.
- c. Where the Committee passes a resolution under Sub-Rule (a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - i) setting out the resolution of the Committee and the grounds on which it is based;
 - ii) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 45 days after service of the notice;
 - iii) stating the date, place and time of that meeting; and iv) informing the member that the member may do either or both of the following:
 - 1. attend and speak at that meeting;



2. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution
- d. Subject to Section 50 of the Act, at a meeting of Committee mentioned in Sub-Rule (b), the Committee shall:
 - i) give to the member mentioned in Sub-Rule (a) an opportunity to make oral representations;
 - ii) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and ii) by resolution determine whether to confirm or to revoke the resolution of the Committee under Sub-Rule (a).
- e. Where the Committee confirms a resolution under Sub-Rule (d), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Rule 15.
- f. A resolution confirmed by the Committee under Sub-Rule (d) does not take effect:
 - i) until expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - ii) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with Sub-Rule 15(d).

15. Right of Appeal of Disciplined Member

- a. A member may appeal to the Club in General Meeting against a resolution of the Committee which is confirmed under Sub-Rule 14(d), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b. Upon receipt of a notice under Sub-Rule (a), the Secretary shall notify the Committee which shall convene a General Meeting to the Club to be held within 40 days after the date on which the Secretary received the notice or as soon as possible after that date.
- c. Subject to Section 50 of the Act, at a General Meeting of the Club convened under Sub-Rule (b):
 - i) the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - ii) the members present shall vote by secret ballot on the question of whether the resolution made under Sub-Rule 14 (d), that the resolution is confirmed.
- d. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Sub-Rule 14(d), that resolution is confirmed.

16. Powers of the Committee



The Committee, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Club in a General Meeting:

- a. shall control and manage the affairs of the Club;
- b. may exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules to be exercised by the Club in a General Meeting; and
- c. has the 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 Club;
- d. if the cost of an individual initiative to be carried out under Sub-Rule (c) may exceed \$3,000, the proposal is to be brought before a General Meeting for approval by a simple majority of members present at the meeting, before expenditure is undertaken. If a simple majority vote is not achieved then the initiative shall not go ahead.

17. Constitution of the Committee

- a. **Club Committee** - The Committee will consist of the following officials:
 - i) President
 - ii) Vice-President
 - iii) Secretary
 - iv) Treasurer
 - v) Activities and Trip Co-ordinator
 - vi) Newsletter Editor
 - vii) Public Officer
- b. Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- c. In the event of a vacancy in the membership of the Committee the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting following the date of the appointment.

18. Election of Committee Members

- a. Any financial member may nominate to be a candidate for election for any position on the Committee. Nominations may be made orally or in writing to the Secretary at or prior to the Annual General Meeting. An acceptance of nomination shall have been signed by the nominee if the nominee intends not to be present at the Annual General Meeting.



- b. If only one person is nominated for any Committee position, then that person shall be taken to be elected.
- c. If more than one person is nominated for a position then a secret ballot shall be held to vote for each such position. The candidates with the most votes shall be taken to be elected.
- d. If no person is nominated for a position, then that position shall remain vacant.
- e. A person is not eligible to simultaneously hold more than two positions on the Committee. The positions of President, Secretary and Treasurer must be filled by distinct members.

19. President

The President is the elected head of the Club and chairs all meetings. The President is directly responsible for the continued promotion of the Club's activities and the correct functioning of the Committee and any Sub -Committees.

20. Vice-President

The Vice-President stands in for the President and chairs all meetings in his/her absence. The Vice-President is also responsible for the development of social activities for the Club.

21. Secretary

The Secretary is responsible to the Club for:

- a. conducting all Club correspondence except that which is the specific responsibility of the Treasurer, and maintaining correspondence files;
- b. recording the minutes of meetings including results of elections, and the names of members present at any Committee or General Meeting;
- c. drawing up, in conjunction with the appropriate Committee member any Club regulation, By Law, policy or rule considered necessary; and
- d. ensuring that all Club members have access to the Club's Constitution, By Laws, rules and policies.

22. Treasurer

The Treasurer is responsible to the Club for all financial matters including:

- a. maintaining an up-to-date register of all Club members;
- b. the collection of subscriptions, and other Club revenue, and making payments authorised by the Club;
- c. presenting a monthly statement of accounts to the Committee, and a written financial statement to the Annual General Meeting; and



- d. keeping correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

23. Activities and Trip Co-ordinator The Activities and Trip Co-ordinator is responsible to the Club for co-ordinating Club trips and social activities and for providing a report to all general meetings.

24. Newsletter Editor The Newsletter Editor is responsible to the Club for co-ordinating and distributing the newsletter to members of the Club.

25. Public Officer

The Public officer must be a resident in the Australian Capital Territory, to be the public officer. The duties of the public officer be those of the prescribed in the ACT Association's Incorporations Act.

26. Vacancies

- a. For the purposes of these Rules, a vacancy in the office of a member of the Committee occurs if the member:
 - i) dies;
 - ii) ceases to be a member of the Club;
 - iii) resigns from office. Resignations from the committee must be in writing and must be tabled by the Secretary at a General Meeting;
 - iv) is removed from office pursuant to Rule 27;
 - v) becomes an insolvent under administration within the meaning of the Corporation Law;
 - vi) suffers from mental or physical incapacity;
 - vii) is disqualified from office under Subsection 63 (1) of the Act; or
 - viii) is absent without the consent of the Committee members from all meetings of the Committee held during a period of six (6) months.

27. Removal of Committee Members

The Club in General Meeting may by resolution, subject to Section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

28. Committee Meetings and Quorum

- a. The Committee shall meet at least one (1) time each financial year at such a place and time as the Committee may determine.



- b. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours before the time appointed for the holding of the meeting.
- c. Any four (4) distinct members of the Committee constitutes a quorum.
- d. No business shall be transacted by the Committee unless a quorum is present.

29. Delegation by Committee to Sub-Committee

- a. The Committee may establish by instrument in writing, one or more SubCommittees (consisting of such Committee member, Club members or consultants as the Committee thinks fit) to exercise such functions of the Committee as are specified in the instrument.
- b. The Committee may at any time, by instrument in writing revoke wholly or in part any Sub-Committee under this rule.

30. Annual General Meetings

- a. The Annual General Meeting of the Club shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit, provided that it is held by 30 November each year.
- b. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - i) to confirm the minutes of the preceding Annual General Meeting
 - ii) to receive from the Committee reports on the activities of the Club during the last preceding financial year;
 - iii) to elect members of the Committee for the forthcoming year; and
 - iv) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to Sub-Section 73 (1) of the Act.
- c. Members shall be notified of the date, place and time of the meeting at least fourteen (14) days prior to the meeting.
- d. Twenty-five (25) per cent of all voting members must be present to form a Quorum at any Annual General Meeting.
- e. If a quorum is not achieved, a new Annual General Meeting will be convened as soon as practical in accordance with Sub-Rule 30 (c) and those voting members attending will be deemed to have formed a quorum.

31. General Meetings

- a. The Committee may, whenever it thinks fit, convene a General Meeting of the Club.
- b. The Committee shall, on the requisition in writing of not less than twenty-five (25) per cent of all voting members, convene a General Meeting of the Club.



- c. Except where the nature of the business proposed to be dealt with requires a special resolution of the Club, the Secretary shall notify the members of the date, place and time of the meeting at least 7 days prior to the meeting.
- d. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member stating the time and place of the meeting, and also specifying in addition to the matter required under that Sub-Rule, the intention to propose the resolution as a special resolution.
- e. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.
- f. No item of business shall 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.
- g. Ten (10) 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.
- h. Any matters arising from the meeting which require a vote, are to be determined in accordance with Rule 32.

32. Voting

- a. Subject to Sub-Rule (b) upon any question arising at a General Meeting of the Club a member has one (1) vote only.
- b. In case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- c. A member is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member to the Club has been paid.
- d. No proxy voting shall be permitted on any motion presented to the Club.
- e. Unless otherwise specified, ten (10) days notice shall be given of any motion which requires a specified majority as stated in these Rules.

33. Rescission of Resolutions No meeting of the Club shall rescind or alter a motion after it has been passed by the Club unless the alteration or rescission is decided by a simple majority of those members voting.

34. Funds - Source

- a. The funds of the Club shall be derived from entrance fees, annual subscriptions of members, donations, sale of promotional products, sale or hire of four-wheel drive



equipment and accessories, levies on members, interest on Club funds, reimbursement of expenses, any other income derived as a result of the Clubs' activities and subject to Section 114 of the Act, such other sources as the Committee determines.

- b. All money received by the Club shall be passed to the Treasurer and deposited as soon as practicable to the Club's bank account.
- c. The Treasurer shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35. Funds - Management

- a. Subject to any resolution passed by the Club at any General Meeting and to limitations specified in Sub-Rule 16 (d), the funds of the Club shall be used in pursuant of the objects of the Club in such a manner as the Committee determines.
- b. The Club's financial year shall be from 1 July to 30 June.
- c. All disbursements are to be made by cheque or electronic funds transfer from the Club's bank account except those disbursements from petty cash.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised in the case of electronic funds transfers, by any two (2) of the following Office Bearers - Treasurer, Vice President, President or Secretary.
- e. The bankers of the Club shall be decided by the Committee.
- f. If required, funds for special projects not involving the whole Club will be obtained by a levy determined by the Committee and placed on all members participating in that project.
- g. Income, monies and property of the Club, howsoever derived, shall be applied solely towards the promotion of the Club as laid down in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to any members of the Club. Except that the payment in good faith or remuneration to any officers or servants of the Club, or other persons in return for any services actually rendered to the Club is permitted, and as permitted under Rule 41.
- h. Members of the Club shall have access to the books of the Club at all reasonable times.

36. Appointment of Reviewer

The Committee shall appoint a Reviewer each financial year. Subject to the Act, the appointment of any Reviewer shall be for a term not exceeding one year, however the



Committee may reappoint a Reviewer for consecutive terms. The Reviewer shall not be a member of the Club, or the Public Officer of the Club.

37. Review and Financial Accounts

The Committee shall ensure that each financial year they cause to:

- a. prepare a balance sheet setting out the assets and liabilities of the Club;
- b. prepare an income and expenditure statement showing the Club's income and expenditure for the year;
- c. prepare a Committee's report in accordance with section 73 (c) of the Act; and
- d. have the financial affairs of the Club Reviewed by a person who is not a member of the Club.

and that such reports and Review are completed at least fourteen (14) days prior to the Annual General Meeting.

38. Alteration of Objects or Rules

Amendments to the Constitution may be made only at an Annual General Meeting or at an Extraordinary General Meeting called for that purpose with the approval of seventy-five (75) per cent of those members voting, providing that it complies with all provisions of the Act.

39. Common Seal

- a. The Secretary is to provide safe custody of the Common Seal,
- b. The Common Seal is only to be used with the authority of the Committee, and every document to which the seal is affixed shall be signed by the Secretary and countersigned by another Committee member.

40. Custody of Books

Subject to this Act, the regulations and these rules:

- a. The Secretary shall keep in his or her control all records and other documents relating to the Club, other than the Club's financial records.
- b. The Treasurer shall keep in his or her control all of the financial records, including books of accounts, bank statements, source documents and all other financial records.

41. Inspection of Books

- a. A member may request, in writing, to inspect the records, books and other documents of the Club, in the Territory, free of charge, subject to the provisions of the *Privacy Act 1988*.



- b. The Committee must take reasonable steps to ensure that the member is able to inspect the books and other documents within fourteen (14) days of receiving the written request referred to in Sub-Rule (a).
- c. Each member is entitled to only one such inspection in any three (3) month period.

42. Service of Notices

- a. For the purpose of these rules, a notice may be served by or on behalf of the Club upon any member at the member's residential or email address shown in the register of members.
- b. Where a document is sent to a person by properly addressing, preparing and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. Dissolution

- a. The Club shall be dissolved voluntarily whenever a resolution is passed requiring the Club to be dissolved voluntarily, at an extraordinary meeting called for that purpose, by a seventy- five (75) per cent majority of those members voting, providing that is complies with all provisions of the Act.
- b. If upon Dissolution of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to another club or association with similar objectives, as determined by the members.

44. Complaints

All complaints about the Club or its functions shall be made in writing to the Secretary who shall submit them to the Committee, who shall investigate such complaints, and take whatever action they deem necessary

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