

2019

Porsche Club Canberra Constitution



Porsche Club
Canberra



Effective May 2019

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The Porsche Club Canberra Constitution

Part 1 - Preliminary

1 NAME

The name of the Association is **PORSCHE CLUB CANBERRA INCORPORATED** (the Club)

2 OBJECTIVES

- 2.1 To promote, foster and conduct the sport of automobilism and motor sport generally in all its branches.
- 2.2 To promote the Porsche marque, friendship and courtesy on the road, and friendly competition between members of the Club.
- 2.3 To promote and encourage social activities.
- 2.4 To conduct meetings and classes whereby members may obtain knowledge enabling them to become better drivers and to maintain their vehicles in a high standard of efficiency.
- 2.5 To affiliate with other sporting bodies and organisations; such as the Confederation of Australian Motor Sport (CAMS) for the enhancement of member benefits.

3 POWERS OF THE ASSOCIATION

- 3.1 Acquire, hold, deal with, and dispose of, any real or personal property.
- 3.2 Administer any property on trust.
- 3.3 Open and operate ADI (Authorised Deposit Taking Institution) accounts.
- 3.4 Invest in moneys –
 - (a) in any security which trust moneys may, by Act of Parliament, be invested; or
 - (b) in any other manner authorised by the rules of the association; and
- 3.5 Give such security for the discharge of liabilities incurred by the association as the Association thinks fit.
- 3.6 Appoint agents to transact any business of the association on its behalf.
- 3.7 Enter into any other contract it considers necessary or desirable.

Part 2 - Membership

4 CLUB MEMBERSHIP

4.1 Regular Member

- 4.1.1 Regular Membership shall be open to any Australian Resident interested in furtherance of the objects of the Club, providing they comply with the membership requirements of the category applied for, and as specified from time to time by the Committee.
- 4.1.2 A Regular Membership permits two individuals, not including any immediate family members under 18 years of age. The Committee may amend these membership requirements from time to time.
- 4.1.3 A Membership is not considered to be active until the membership has been approved by the Committee and the Annual Member Fee has been paid.
- 4.1.4 All Members will be issued with an annual membership card.
- 4.1.5 With respect to voting rights, a Regular Membership has two votes and may be exercised independently by the recorded individuals registered against the membership.

4.2 Special Membership

- 4.2.1 There are two categories of Special Membership
 - a) Honorary Membership
 - b) Life Membership
- 4.2.2 **Honorary Membership** is at the discretion of the Committee and may be conferred on any Natural Person or Business.
- 4.2.3 In recognition of the special relationship between Porsche Clubs and the Porsche brand, the Dealer Principal and one other nominated representative of the Porsche Centre Canberra are considered to be Honorary Members. The Porsche Centre Canberra will advise the Club who the members will be.
- 4.2.4 Honorary Members are not required to pay club fees and have no voting rights.
- 4.2.5 At the discretion of the Committee, Honorary Members may be issued with a Club Membership Card.
- 4.2.6 **Life Membership** is at the discretion of the Committee based on the following principles:
 - a) Any past or current Regular Member who has been a member for longer than 7 continuous years is eligible for consideration.
 - b) The member must have made a significant contribution to the club over the course of their membership.
 - c) The Committee at its discretion may waive the timeframe requirement given exceptional or specific circumstances.
 - d) Current Regular Members may provide a nomination via the Secretary for consideration by the Committee.
 - e) Where the Committee is unable to provide a clear majority in its decision, the decision will be put to Regular Members at either a Special General Meeting, or the Annual General Meeting.

- 4.2.7 Life Members are not required to pay the annual Member Fee.
- 4.2.8 Life Members have the same rights and privileges as Regular Members.
- 4.2.9 The Committee has the right to remove or amend Special Membership status at any time where deemed appropriate.

4.3 Recognition of Years of Membership

- 4.3.1 The Committee acknowledges that a strong and stable membership base is key to the ongoing longevity of the Club.
- 4.3.2 The following Member Status tiers will apply based on the length of time an individual has been a member of the Club:
 - a) Gold Member – 15 years or more
 - b) Silver Member – 10 years and less than 15 years
 - c) Bronze Member – 5 years and less than 10 years
- 4.3.3 For the purposes of Clause 4.3.2 the time period is calculated from when the member first joins the club and does not need to be contiguous.
- 4.3.4 The members status will be displayed on their membership card.
- 4.3.5 The Committee at its discretion can determine if any additional benefits are applied to the member status tiers.
- 4.3.6 The committee at its discretion can choose to recognise a member's years of membership in another approved Porsche Club for the purposes of Clause 4.3.2.

5 MEMBERS LIABILITY

- 5.1 The liability of members of the Club to contribute towards the payment of the 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 in Clause 6.

6 PAYMENT OF SUBSCRIPTION

- 6.1 The financial year for the Club shall be from 1 November to 31 October.
- 6.2 All annual subscription fees shall be payable by last day of November in the Club's financial year.
- 6.3 Any member whose subscription is unpaid on the last day of November shall cease to be a member but may be reinstated by the Committee upon payment of all applicable monies.
- 6.4 A member of the Club must pay the annual subscription fee of \$1, or if some other amount is determined by the Committee, that other amount.
- 6.5 The amount of the Annual Subscription fees shall be reviewed from time to time, as deemed necessary by the Committee, acting in the best interests of the Club. Members will be advised before the end of November of the Club's financial year what the annual subscription fee will for that year will be.

7 REGISTER OF CLUB MEMBERS

- 7.1 The Club must, under Clause 67 of the *Associations Incorporation Act 1991* maintain a register of its members, and must enter any prescribed particulars in the register.
- 7.2 The Committee shall use a tool of its choice to record the prescribed member information. The prescribed information, at a minimum, shall consist of:
- a) The members payment status.
 - b) Members name and if applicable their partners name including surnames.
 - c) Members address.
 - d) Members vehicle details including licence plate.
 - e) Members phone contact details.
 - f) Members email contact details.
- 7.3 If the tool for member management allows, individual members may update and manage their own information on the register.
- 7.4 Members that fail to provide the Prescribed Information after being requested to do so may at the discretion of the Committee have their membership suspended or terminated.
- 7.5 In the interests of member privacy, only the members own information will be visible to the member.
- 7.6 The Committee will not provide information on a member to other members without the express permission of that member.

8 COMMUNICATION WITH MEMBERS

- 8.1 The primary method of communication with Club Members shall be electronic via either email or other means.
- 8.2 Members acknowledge in reference to the *Spam Act*, that they have an explicit relationship with the Club and agree to receive communications electronically.

9 RESIGNATION OF MEMBERSHIP

- 9.1 A member may at any time, by giving notice in writing to the Secretary, resign membership of the Club but shall continue to be liable for any annual subscription due and unpaid at the date of such resignation.
- 9.2 Any such member having discharged all liabilities to the Club and wishing to re-join may do so in accordance with Clause 4 and the Committee may, at their discretion waive payment of any additional fee.
- 9.3 The rights associated with Regular Membership is not transferrable to another individual not already listed on the membership and terminates on cessation of the individual membership.

10 TERMINATION OF MEMBERSHIP AND RIGHTS OF APPEAL

- 10.1 If any member shall refuse or neglect to comply with any of the rules or by-laws of the Club or shall be guilty of conduct which, in the opinion of the Committee is injurious to the character or interests

of the Club, the Committee may call upon such member to make an explanation either in writing or by personal attendance before a meeting of the Committee specially called for the purpose and if, after considering the matter at such meeting, including the explanation (if any) offered by the member concerned, at least two-thirds of the members of the Committee present are of the opinion that the charge has been sustained, the Committee may, by the affirmative vote of a two-thirds majority, expel such member.

- 10.2 The Committee shall, in writing advise the member concerned of its decision. A member who has been expelled as aforesaid may, within 30 days thereafter give notice in writing to the Secretary, of his desire to appeal against the decision and in that case an appeal may be made to an SGM of the Club called for that purpose at which the member shall be given an opportunity to attend and make a statement. After considering such an appeal, such SGM may affirm or reverse the decision of the Committee.

11 FORFEITURE OF RIGHTS

- 11.1 Any member, in accordance with the rules or otherwise, ceasing to be a member of the Club, shall forfeit all such rights to, or claim upon the Club, or its property as he otherwise would have by reason of membership.

Part 3 - The Committee

12 POWERS OF COMMITTEE

- 12.1 The Committee shall have power to make and publish any by-laws for the improved management and control of the Club which shall not be inconsistent with this Constitution, and shall have the power to invite any other person to attend Committee meetings who may be of assistance to them in a professional and skilled manner for their advice and guidance thereon, provided that such person shall not be entitled to a vote.
- 12.2 The Committee in addition to the powers hereinafter specifically conferred upon them shall have the control of the finances of the Club, power to engage, control and dismiss any person or business employed by the Club, and all such administrative powers as may be necessary to properly carry out the objectives of the Club in accordance with these rules.
- 12.3 From time to time the Committee may choose to form a sub-committee to assist with certain aspects of the Club's activities. Such sub-committees can be made up of selected Regular Members or external Subject Matter Experts and have no power to act but will report any recommendations or suggestions back to the Committee for ratification and further action, if so agreed by the Committee.
- 12.4 The Committee can, when considered necessary, empower a sub-committee to act directly within such guidelines and parameters as the committee specifies.
- 12.5 Members of the Club may request to see copies of meeting minutes by contacting the Secretary in writing. The Committee may at its discretion redact elements of the minutes to protect the privacy of Club Members, or determine that it is not in the best interests of the club to release the minutes publicly.

13 BY-LAWS

- 13.1 The Committee is empowered to make, repeal and amend such by-laws as they consider necessary for the proper conduct of the Club. By-laws made as aforesaid shall have effect until otherwise determined by the Committee or at an AGM or SGM of the Club. In particular, but not exclusively, such by-laws may provide for and regulate:
- a) The types and categories of membership and how members may be elected to Membership and the Committee and method of election of a Committee to manage their affairs.
 - b) The provision of fines for the breach of any by-law.
 - c) Generally, all matters as are commonly the subject matter of rules, regulations or by-laws of a Club.

14 CLUB MANAGEMENT

- 14.1 The Management of the Club shall be vested in the Committee. The committee will consist of the following roles:

- a) President,
- b) Vice-President,
- c) Secretary and
- d) Treasurer

- 14.2 The President shall be the Chairperson of all meetings except that in their absence the Vice-President shall be Chairperson.
- 14.3 A quorum of three (3) Committee members is required for the transaction of the business of a meeting of the Committee.
- 14.4 The Committee may at its discretion appoint Regular Members to fulfil other non-elected roles to support the work of the Committee and/or the Club.
- 14.5 The tenure of these roles will not exceed the length of the time that the Committee which established them operates.
- 14.6 Committee Members must declare to the Committee and the AGM any possible conflicts of interests between themselves and any arrangement that the Club may enter into.
- 14.7 Where a Conflict of Interest has been declared and accepted, the Committee Member must recuse themselves from all discussion and/or approval processes in relation to the conflict of interest.

15 PUBLIC OFFICER

- 15.1 The Public Officer of the Club is the conduit between the Club and the ACT Government.
- 15.2 The requirements for the Public Officer are determined by Part 4 Section 57 of the *Associations Incorporation Act 1991 (ACT)* which specifies the following:
- a) Is current member of the Committee
 - b) Is over the age of 18
 - c) Is a resident of the ACT
 - d) Must have an address publicly available on the ACT Government Register of Incorporated Associations. This does not have to be the residential address of the Public Officer.
- 15.3 The Public Officer must familiarise themselves with the reporting requirements for Incorporated Associations within the jurisdiction of the ACT.

16 COMMITTEE MEETINGS AND QUORUM

- 16.1 The Committee shall meet at least quarterly or at a frequency decided upon by the committee.
- 16.2 The Secretary shall ensure that all meetings are appropriately recorded and that the minutes are stored in a location restricted to members of the committee.
- 16.3 Any Committee Member failing to attend three consecutive committee meetings without apology or just cause shall thereby render themselves liable to exclusion from that office or Committee, by the Committee.
- 16.4 Approval for any decisions taken by the committee at a committee meeting shall be by a simple majority via a show of hands.
- 16.5 Any 3 members constitutes a quorum for the transaction of business at a meeting of the committee.

17 ELECTION OF OFFICE BEARERS

- 17.1 The Office Bearers shall be elected at the AGM and shall hold office for a period of twelve months from the date of election.
- 17.2 The Office Bearers comprise the roles as described in Clause 14.1 or as amended by the membership at any AGM.
- 17.3 The whole of the Committee shall retire at the end of each twelve months and shall be immediately eligible for re-election.
- 17.4 Any current financial Regular Member of the Club may nominate any current Regular Member (not including Honorary/Complimentary Members) to serve on the Committee.
- 17.5 Nominations must be supported by another independent current Regular Member (for the avoidance of doubt a nomination cannot be supported by the second individual registered on membership if the proposer was the first individual) should be in writing, and forwarded to the Secretary at least twenty-one days before the AGM, accompanied by a written memorandum from the candidate agreeing to serve, if elected.
- 17.6 Individuals nominating for Committee positions must attest that they eligible under the *Associations Incorporation Act 1991* to put themselves forward for election.
- 17.7 In the event of there being insufficient nominations so received, those to hand shall be automatically elected and nominations shall then be called from those Members present to fill the vacancies.
- 17.8 A list of the names of the candidates for each position, in alphabetical order, shall be forwarded to the members of the Club at least fourteen days before the AGM.
- 17.9 If two or more candidates obtain an equal number of votes a further ballot will be held, restricted to such candidates.
- 17.10 The Ballot for the election of Office Bearers shall be conducted in such usual and proper manner as the Committee may direct.

18 PRESIDENT

- 18.1 The President of the Club is responsible for the overall coordination of the activities of the club.
- 18.2 The President has a strategic role to play in representing the vision and purpose of the club.
- 18.3 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.

19 VICE-PRESIDENT

- 19.1 The Vice-President of the Club is responsible for assisting the President and standing in when the President is not available.

20 SECRETARY

20.1 Documents

- 20.1.1 The Secretary shall conduct the correspondence of the Club and subject to the control of the Committee, shall have the custody of all documents.
- 20.1.2 The Secretary shall be responsible for the Common Seal belonging to the Club.
- 20.1.3 The Secretary shall keep full and correct minutes of all proceedings of the Club and of the Committee.
- 20.1.4 The Secretary shall maintain the register of members for the Club.

20.2 Notice of Meetings

- 20.2.1 The Secretary shall be responsible for providing Club Members with at least 14 days clear notice of intention to convene an SGM or an AGM
- 20.2.2 Any notice of motion intended to be put to the meeting shall be delivered to the Secretary not later than 14 days prior to the date fixed for the meeting, and shall be included with the notice for the Meeting.

21 TREASURER

21.1 Club Accounts

- 21.1.1 The Treasurer shall keep the accounts of the Club and shall make up the Annual Statement of Accounts and Balance Sheet of the Club to the end of the financial year in each year.
- 21.1.2 The Treasurer, via the Public Officer will provide the Financial Accounts to the ACT Government in accordance with their reporting schedule for Incorporated Associations.
- 21.1.3 The audited financial accounts via the Secretary, will be circulated to members 14 days prior to the AGM.

21.2 Funds

- 21.2.1 The funds of the Club are to be derived from annual subscriptions of members, donations, proceeds from any event, interest from bank accounts and from any other sources determined by the committee, subject to any special resolutions passed at an AGM.
- 21.2.2 Subject to any special resolutions passed at an AGM, the funds of the Club are to be used in pursuance of the objects of the Club in a manner determined by the Committee.
- 21.2.3 The funds of the Club shall be banked in the name of the Club, and the bank account shall be operated by any two Committee Members as prescribed within Clause 14.1.
- 21.2.4 The Club can reimburse Committee Members or Regular Members for out of pocket expenses incurred in facilitating the objectives of the Club. Unless exceptional circumstances are warranted, expenses should not be incurred without the prior approval of the Treasurer.
- 21.2.5 The Treasure shall pay all accounts on behalf of the Club in a timely manner.

21.3 Audit

- 21.3.1 Within 60 days of the end of the Financial Year the Committee will appoint a Regular Member, who is not a Committee Member, or in another role acting on behalf of the Committee as the Auditor of the Club accounts.
- 21.3.2 The Auditor shall certify as to the correctness of the accounts of the Club and shall report this to the members of the Club at the AGM.

22 CASUAL VACANCIES

- 22.1 Any casual vacancy on the Committee may be filled by the Committee, and any member so chosen shall retire at the following AGM, but shall be eligible to become a candidate for election to the Committee at such AGM.
- 22.2 A casual vacancy occurs if the committee member:
- a) Dies
 - b) Ceases to be a member of the Club
 - c) Becomes insolvent in accordance with that definition in the Corporations Act 2001 (Cwlth)
 - d) Resigns office by notice in writing to the Secretary (or if Secretary, the President)
 - e) Is medically unable to fulfil the role
 - f) Is convicted of an offence involving fraud or dishonesty for which the penalty on conviction is for not less than 3 months
 - g) Is prohibited from being a Director of a company as prescribed by the Corporations Act 2001 (Cwlth)

Part 4 - General Meetings

23 ANNUAL GENERAL MEETING (AGM)

- 23.1 The AGM of the Club shall be held no later than five (5) months after the end of the Club's most recent financial Year, as prescribed by Section 69 of the *Associations Incorporation Act 1991*.
- 23.2 The Annual Report, Balance Sheet and Auditor's Report shall be presented, and elections held for the Committee.

24 SPECIAL GENERAL MEETINGS (SGM)

- 24.1 The Committee may call an SGM whenever it deems necessary.
- 24.2 The Committee shall be bound to call an SGM on receiving a requisition signed by 5% (or 20) whichever is the greater of Regular Members of the Club for a specifically stated purpose, or by a member who has been expelled by the Committee and has duly given notice of his desire to appeal to an SGM.
- 24.3 A requisition of Members for an SGM must:
- a) Be in writing, for the avoidance of doubt this includes in electronic form
 - b) Must state the purpose(s) of the meeting
 - c) Must be signed by the members making the requisition, for the avoidance of doubt a signature may be transmitted in electronic form
 - d) Must be lodged with the Secretary
- 24.4 If the Committee fails to convene an SGM within one(1) month after the date of the requisition is lodged with the Secretary, any member who made the requisition may convene an SGM.
- 24.5 An SGM convened by a member or Members referred to in Clause 24.2 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

25 QUORUM

- 25.1 14 days prior to either the AGM or an SGM, the Committee shall audit the membership base of the Club to determine the number of Regular Members.
- 25.2 A quorum shall be 10% of the total number of Regular Members as determined under 25.1
- 25.3 The President shall at the commencement of the meeting shall determine if a quorum is achieved and advise attendees accordingly.

26 VOTING

- 26.1 On any question arising at an AGM or SGM that requires a decision by the member base, each individual registered on a financial regular membership shall have one (1) vote.
- 26.2 Only Regular Members, who are fully paid members (including Life Members), present at the AGM or SGM are able to vote.
- 26.3 There is no option for proxy voting.

- 26.4 Individuals registered on a membership may vote individually or together.
- 26.5 In circumstances where a membership has only one registered individual, that membership is deemed to have two votes. Both votes are to be exercised collectively, that is, both for, or both against.

Part 5 – Miscellaneous

27 DISSOLUTION OF THE ASSOCIATION

- 27.1 The Association shall be dissolved in the event of the membership being less than 10 persons or upon the vote of most of the members present at an SGM convened to consider such question.
- 27.2 Upon dissolution, assets and funds on hand may, after payment of all expenses and liabilities, be handed over to a registered charity as most of the members present at an SGM may decide.

28 MEMBERS RELEASE AND INDEMNITY

- 28.1 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.

29 MEMBERS NOT TO TAKE ACTION IN RELATION TO THE CONSTITUTION

- 29.1 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 Member's non-compliance with the constitution, Club Competition Rules or any by-laws made by the Association.

30 MEMBERS NOT TO TAKE ACTION AGAINST THE CLUB, ITS OFFICERS, OR OFFICIALS

- 30.1 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.

31 CLUB PROPERTY

- 31.1 No member shall take away or permit to be taken away from the Club under any pretext whatever, or shall injure or destroy any article that is the property of the Club.

This Constitution was presented to the members of the Club at a Special General Meeting on **08 May 2019**, and was adopted unanimously.

Signed



Ray Turner

President



David Hall

Secretary

