



HSV OWNERS CLUB of WA

(Incorporating HDT)

««« CONSTITUTION »»»»»

&

BY – LAWS

Revision – 3

This Constitution was presented to the members of the HSV Owners Club of Western Australia at a correctly convened Special General Meeting, held on Tuesday 26th day of May 2009 at 7.30pm. The Constitution was adopted conditionally by the members on the basis of certain amendments being made. These amendments were made and the document reviewed in its entirety by the Committee and subsequently approved.

DARCY KEALLEY 28-July-2009

Signed: President

BRENDAN EDWARDS 28-July-2009

Signed: Vice President

LIZ CLARK 28-July-2009

Signed: Secretary

LYN GOEDECKE 28-July-2009

Signed: Treasurer

Table of Contents

PART 1. OBJECTIVES & DEFINITIONS	5
1. NAME	5
2. OBJECTIVES	5
3. DEFINITIONS.....	6
PART 2. MEMBERSHIP	8
4. MEMBERSHIP TYPES	8
5. APPLICATION FOR MEMBERSHIP	9
6. CESSATION OF MEMBERSHIP.....	9
7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	9
8. RESIGNATION OF MEMBERSHIP	10
9. DEREGISTRATION OF A MEMBER.....	10
10. EXPULSION OF MEMBER.....	10
11. REGISTER OF MEMBERS.....	11
12. FEES & SUBSCRIPTIONS.....	11
PART 3. SERVICE & MEMBERSHIP RECOGNITION	12
13. SERVICE RECOGNITION	12
14. MEMBERSHIP RECOGNITION	13
15. LIFE MEMBERSHIP RECOGNITION	13
PART 4. COMMITTEES	15
16. POWERS OF THE COMMITTEE	15
17. COMPOSITION & MEMBERSHIP – EXECUTIVE COMMITTEE	16
18. ELECTION OF MEMBERS TO THE EXECUTIVE COMMITTEE.....	17
19. PRESIDENT.....	17
20. VICE PRESIDENT	18
21. SECRETARY	18
22. TREASURER	18
23. COMPOSITION & MEMBERSHIP – GENERAL COMMITTEE.....	19
24. APPOINTMENT OF MEMBERS TO THE GENERAL COMMITTEE.....	19
25. CASUAL VACANCIES	20
26. REMOVAL OF A COMMITTEE MEMBER	20
27. COMMITTEE MEETINGS	21
28. COMMITTEE QUORUM	21
29. COMMITTEE DECISIONS.....	22

PART 5. MEETINGS & QUORUM	23
30. MEETING QUORUM	23
31. ANNUAL GENERAL MEETINGS	23
32. SPECIAL GENERAL MEETINGS	24
33. GENERAL MEETINGS	24
34. DECISION MAKING	24
35. VOTING.....	25
PART 6. MISCELLANEOUS ARTICLES	26
36. GENERAL ARTICLES	26
37. OWNERSHIP & RETURN OF PROPERTY	26
38. AMENDMENT OF CONSTITUTION	26
39. ACCOUNTING & DISBURSEMENT OF FUNDS	27
40. DISSOLUTION	27
41. ADDRESSES OF CLUB MEMBERS TO BE REGISTERED	28
42. COMMON SEAL	28

PART 1. OBJECTIVES & DEFINITIONS

1. NAME

The name of the Club shall be the, "HSV Owners Club of WA (Incorporating HDT) Inc", hereinafter referred to as the "Club".

2. OBJECTIVES

The objectives for which the Club has been established are:

- a) To increase the technical knowledge and driving skills of its members both in a competitive environment and when using the public roads system
- b) To promote and foster the collection, ownership and appreciation of HSV and HDT vehicles
- c) To promote and uphold positive social values, good sportsmanship, and Club camaraderie
- d) To recognize members who have excelled throughout the course of each calendar year in the areas of competitive motorsport, vehicle presentation, and clubmanship
- e) To provide a safe environment for the Club's members to engage in motorsport events of varying kinds, such as; sprints, super sprints, hill climbs, motorkhanas and time trials
- f) To cooperate and liaise with other entities whose objectives are aligned with those of the Club
- g) To be affiliated with the Confederation of Australian Motor Sport, including abiding by their rules and regulations, and those of the Federation Internationale de L'Automobile

3. DEFINITIONS

In reading this Constitution, unless the context or such otherwise indicates or requires:

- a) **HSVOCWA** : The HSV Owners Club of WA (Incorporating HDT) Inc
- b) **Club** means: The HSV Owners Club of WA (Incorporating HDT) Inc
- c) **Committee** means: Both Executive and General Committee's
- d) **Executive Committee** means: The committee formed by the elected Office Bearers of the Club; (President, Vice President, Secretary, Treasurer) plus the Motorsport Manager and Associates Representative
- e) **General Committee** means: The committee formed by appointee's to assist the Executive Committee in the running of the Club
- f) **Secretary** means: The person holding office under these rules as Secretary of the Club, or if no such person holds that office – the Public Officer of the Club
- g) **Annual General Meeting** means: A meeting held once per annum to elect Committee members and present the Annual Report, Balance Sheet and Auditors Report
- h) **Special General Meeting** means: A meeting of the Club called at a time other than the Annual General Meeting to decide a Constitutional matter or some other event of significance as determined by the Executive Committee
- i) **General Meeting** means: A meeting of the Club other than an Annual General or Special General Meeting
- j) **Ordinary Membership** means: Persons who currently owns or co-owns a Holden motor vehicle that meet the following criteria –
 - i. Can be verified as being of factory Holden Dealer Team (HDT) origin.
 - ii. Can be verified as being of factory Holden Special Vehicle (HSV) origin.
 - iii. Vehicles that were originally built as "export only models" by HSV and vehicles that have been modified by HSV or Walkinshaw Performance (and their subsidiaries and franchises) do not qualify unless they meet the criteria in 3 j)i) & ii) in the first instance
- k) **Life Membership** means: A Member who has had the honour of Life Membership bestowed upon them. Essentially a member of the Club for life at no cost to the individual should they wish
- l) **Associate Membership** means: Any other persons not meeting the criteria contained in Article 3 j) who wishes to become a member of the Club

- m) **Corporate Membership** means: Any business or vendor who meets the Corporate Membership criteria set out by the Committee from time to time
- n) **Month** means: a calendar month
- o) **Calendar Year** means: from the 1st January until the 31st December that same year
- p) **Financial year** means: from the 1st January until the 31st December that same year
- q) **Property** means: all physical or material assets, i.e. real property; all rights, knowledge or goodwill subsisting in the records, copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks, i.e. intellectual property, relating to the Club, or any event, competition, championship, meeting or motorsport activity of or conducted by, promoted or administered by or under the control of the Club

PART 2. MEMBERSHIP

4. MEMBERSHIP TYPES

The Club shall keep an up to date register of its members in respect of Ordinary, Associate and Corporate members. This register must be continually available for inspection at the club premises.

- a) A person is qualified to become an "**Ordinary Member**" of the Club if, but only if:
 - i. The person is a natural person
 - ii. Who has been nominated by an existing member of the Club to become a member
 - iii. Whose membership application has been reviewed and approved by the Committee
 - iv. The person is the bona fide owner or co-owner of a vehicle that satisfies either Article 3. j) i or ii of this Constitution and has been verified for authenticity by a member of the Committee
- b) A person is qualified to become an "**Associate Member**" of the Club if, but only if:
 - i. The person is a natural person
 - ii. Who has been nominated by an existing member of the Club to become a member
 - iii. Whose membership application has been reviewed and approved by the Committee
 - iv. The person is not the bona fide owner or co-owner of a vehicle that satisfies either Article 3. j) i or ii of this Constitution
- c) An entity and its nominated representative is qualified to become an "**Corporate Member**" of the Club if, but only if:
 - i. The entity is able to nominate a representative and that person is a natural person
 - ii. Notwithstanding the application of Article 4 c) i) the entities nominated representative may only be changed once in any calendar year
 - iii. The entity has met the Corporate Membership criteria as set down by the Committee from time to time, or
 - iv. The Committee at its sole discretion has elected to award a Corporate Membership to an entity

5. APPLICATION FOR MEMBERSHIP

An application by a person or entity for membership of the Club:

- a) Must be made in writing on the Membership Application Form supplied by the Club
- b) Must be lodged with the Secretary or delegate of the Club
- c) Must be accompanied by the prescribed, non refundable nomination fee, the value of which is set annually by the Committee
- d) As soon as practicable after receiving a nomination for membership, the Secretary or delegate must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination
- e) As soon as practicable after the Committee makes that determination, the Secretary or delegate must:
 - i. Notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
 - ii. If the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable for annual membership. The value of which is set annually by the Committee
 - iii. The sum payable shall be prorated of the annual membership fee based on the difference between the date of acceptance into the Club and the 1st January in the next calendar year
- f) The Secretary or delegate must, on payment by the nominee of the amounts referred to in Article 12 a) within the period referred to in this Article, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the HSVOCWA

6. CESSATION OF MEMBERSHIP

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

- a) Dies
- b) Resigns or rescinds their membership
- c) Is expelled from the Club

7. 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
- b) Terminates on cessation of the person's membership

8. RESIGNATION OF MEMBERSHIP

A member of the Club is not entitled to resign their membership except in accordance with this rule:

- a) A member of the Club who has paid all amounts payable by the member, to the Club in respect of the member's membership may resign from membership of the Club by first giving to the Secretary or delegate written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member
- b) If a member of the Club ceases to be a member under Article 8. a) and in every other case where a member ceases to hold membership, the Secretary or delegate must make an appropriate entry in the register of members recording the date on which the member ceased to be a member
- c) A member of the Club who resigns their membership shall not be entitled to any refund, compensation or otherwise in respect of any fee's or charges already paid to the Club

9. DEREGISTRATION OF A MEMBER

Any member of the Club who is declared by the Committee to be unfinancial, refer to Article 12 c) and remains so after the expiration of the notice period shall be deregistered from the Club

10. EXPULSION OF MEMBER

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, or detracts from the enjoyment of other Club members by way of harassment, threatening, offensive, demeaning or denigrating behaviour then;

- a) The Committee may call upon such member to make an explanation either in writing or by personal attendance before a meeting of the Committee specifically called for the purpose
- b) If after considering the matter at such a meeting including any submissions or 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 a member
- c) The Committee shall, advise the member concerned of its decision promptly and in writing

- d) A member who has been expelled as aforesaid may within 30 days thereafter give notice in writing to the Secretary of his/her 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
- e) A member of the Club who has been expelled shall not be entitled to any refund, compensation or otherwise in respect of any fee's or charges already paid to the Club

11. REGISTER OF MEMBERS

- a) The Public Officer or delegate of the Club must establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club together with the date on which the person became a member
- b) The register of members must be kept at the principal place of administration of the Club and must be made available for inspection, at the request of any member of the Club

12. FEES & SUBSCRIPTIONS

- a) The Nomination Fee and the Annual Membership Fee shall be set by majority vote of the Committee no later than the 1st November in each calendar year. Notice of the fees shall be provided to the members, via the club newsletters and general meeting announcements
- b) All membership fees are due from the 1st January in each year and are payable in advance. A member who has not paid their membership fees on or before the 1st March shall be declared unfinancial
- c) A member whom the Committee have declared unfinancial, and continues to remain so for a period greater than 14 days from the date of written notification from the Committee shall be deregistered from the Club
- d) Any member who does not notify the Secretary in writing before the 1st March of his/her resignation from the Club shall be liable for the subscription for the current club year

PART 3. SERVICE & MEMBERSHIP RECOGNITION

13. SERVICE RECOGNITION

The objective of the Service Recognition Awards is to provide encouragement and to recognise exemplary service to the Club above and beyond attendance and involvement as a regular member. These awards exist to recognise the valuable contribution of individuals to the current and future existence of the Club. In particular, the awards system described below is intended to recognise a wide range of contribution.

- a) Certificate of Appreciation
 - i. This is the minimum award available and is intended to provide encouragement and recognition for members of all categories who have volunteered their services to the Club throughout the course of a calendar year
 - ii. Examples of this award would be; an act or service that has directly improved the community standing of the Club or the ability of the Club to provide services to its members; a significant donation or gift to the Club; sponsorship of an event etc
 - iii. This award is made entirely at the discretion of the Committee by way of a majority vote
- b) Presidents Service Award
 - i. This award is to recognise outstanding and exemplary contribution to the Club by an individual during a particular calendar year.
 - ii. Examples of this award would be; a significant voluntary, non committee based, contribution to the running or improvement of the Club; motorsport officiating at more than half of the events in one calendar year; holding multiple simultaneous Committee roles during one calendar year; assumption of a leadership role outside of the Committee such as ongoing mentoring and coaching to new or younger members in relation to motorsport or Club social events, provided that act of mentoring or coaching has required significant personal commitment and sacrifice by that individual
 - iii. The Committee will provide to the President the names of potential candidates for this award (maximum three). The President will select one member to be the recipient of this award

14. MEMBERSHIP RECOGNITION

Membership Recognition Awards are broken down into the following categories:

- a) Ten Year Membership Medal – Recognition of ten years continuous membership with the Club
- b) Fifteen Year Membership Medal – Recognition of fifteen years continuous membership with the Club
- c) Twenty Year Membership Medal – Recognition of twenty years continuous membership with the Club

15. LIFE MEMBERSHIP RECOGNITION

Life Membership to the Club is the ultimate form of recognition by the Club of an individual. It is awarded not simply for long service but for demonstrated significant or outstanding contributions made in the progress of the goals and objectives of the Club over many years which are clearly recognised, respected, acknowledged and endorsed by all members of the Club:

- a) To qualify for Life Membership to the Club an individual must meet the following criteria:
 - i. Maintained continuous financial Membership with the Club for a period of not less than fifteen years
 - ii. Served on either the Executive and/or General committees for a cumulative total of not less than five years
 - iii. Been awarded at least one Certificate of Appreciation and / or one Presidents Service Award during their membership period
- b) Nomination for Life Membership
 - i. Nominations for Life Membership must be made on the official Life Member nomination form
 - ii. The nomination must articulate the reasons why Life Membership is considered appropriate and specify examples of work or involvement which has significantly contributed to the Club
 - iii. A member cannot self nominate
- c) The process for considering applications for Life Members shall be as follows:
 - i. Nominations shall be submitted confidentially to the Club Secretary
 - ii. Nominations must reach the Club Secretary no later than 31st December

- iii. The Life Membership nomination form must be co-signed by at least two financial Members, both of whom must have been members of the Club for five years or more
 - iv. Once having received a valid nomination the Club Secretary must inform the Committee to enable the nomination to be scrutinised at the next available Committee meeting
 - v. The Committee will only consider nominations made in the period since the last Annual General Meeting
 - vi. The Secretary shall prepare a report on each nomination summarising the Committees findings and any accompanying substantiation
 - vii. By way of majority vote the Committee will find for or against supporting each nomination
 - viii. Nominations supported by the Committee will then be presented to the membership at the Annual General Meeting for a decision on the award of Life Membership by way of secret ballot
 - ix. The President shall then confer the award of Life Membership on the successful nominee/s
 - x. All persons involved in the Life Membership selection process will keep the process and vote results confidential
- d) Life Membership benefits:
- i. Waiving of all membership fees, including any motorsport or competition levy paid annually, whilst the individual wishes to remain a member
 - ii. Waiving of all cover charges and costs at Club social events
 - iii. Waiving of the entry fee to the first, full daylight sprint event of the Club Championship
 - iv. Inclusion on the Club Honour Role
 - v. Notwithstanding Article 15. d) i), ii) and iii) a Life Member shall still be liable for all other event entry fees, levies or costs as set by the Committee from time to time
- e) Forfeiture of Life Membership:

Life Membership is absolutely forfeited upon any failure to observe any by-laws or constitutional requirements and will be forfeited upon the passing of a special resolution for the removal from Life Membership for extreme reasons including but not limited to those described in Article 10 of this Constitution.

PART 4. COMMITTEES

16. POWERS OF THE COMMITTEE

The Committee, comprising both the Executive Committee and the General Committee are tasked with managing the Club on a day to day basis and ensuring its affairs are maintained within the requirements of the Law of Western Australia and Australia and with making decisions that are in the overall best interests of the Club. Specifically;

- a) To purchase or otherwise procure goods and services as it may see fit
- b) To appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties
- c) To delegate (subject to such conditions as it thinks fit) any of its powers to sub committees consisting of such members of the Committee and other members of the Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub committees as may be thought desirable
- d) To regulate and control their own meeting and the transaction of business thereat
- e) To pay any servant of the Club any gratuity for faithful and diligent service as deemed fit
- f) In accordance with the rules to suspend, or expel any member
- g) To enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, goods and equipment, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient
- h) To take and defend all legal proceedings by or on behalf of the club and to appoint all necessary Attorneys for any such purpose
- i) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club
- j) To make, alter and repeal by-laws and rules governing the admission of members, management and participation in motorsport events, and the general conduct of the Club, as it deems necessary for the overall improvement and achievement of the Club objectives
- k) To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these rules require to be done by the Club in General Meetings

- l) To appoint delegates to sporting bodies and associations with which the Club may from time to time be affiliated with, or as may be required by the rules thereof. Such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively
- m) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and / or Club and the Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to Committee activities
- n) A member of the Committee who has any direct or indirect pecuniary interest in any matter under contemplation by the Committee, shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of such interest to the Committee and shall not take part in any deliberations or decision of the Committee with respect to that matter

17. COMPOSITION & MEMBERSHIP – EXECUTIVE COMMITTEE

The Executive Committee consists of the Club's four legal Office-Bearers plus two senior leadership roles. All six members of this committee shall be elected at the Annual General Meeting of the Club and in accordance with Article 18. The Executive Committee is structured as follows:

Office-Bearers of the Club:

- a) President (Ordinary Member)
- b) Vice-President (Ordinary Member)
- c) Secretary (Ordinary Member)
- d) Treasurer / Membership Officer (Ordinary Member)

Non Office Bearing Roles:

- e) Motorsport Manager (Either Ordinary or Associate membership type)
- f) Associate Member Representative (Either Ordinary or Associate membership type)

Each member of the Executive Committee is, subject to these rules, to hold office until the conclusion of the next Annual General Meeting following the date of the member's election, but at their exclusive option may choose to stand for re-election, however the President shall not serve more than three consecutive terms.

In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of their appointment.

18. ELECTION OF MEMBERS TO THE EXECUTIVE COMMITTEE

Nominations of candidates for election to the Executive Committee shall occur as follows:

- a) Must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination)
- b) Must be delivered to the Secretary of the Club at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place
- c) These nominations shall be read out to the membership at the appropriate time during the Annual General Meeting. The membership shall then vote by way of secret ballot to either accept or reject the nominations at hand
- d) Should there be insufficient nominations, or the nominations submitted in accordance with Article 18. a) & b) are rejected by the ballot process; further nominations for the vacant positions may be called from the AGM's attendee's. These nominations may be verbal, must be seconded and must have the consent of the nominee
- e) Once all further nominations have been finalised the membership shall then vote by way of secret ballot to accept or reject the nominations
- f) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies
- g) In the matter of election of the President, Vice President, Treasurer and Secretary a fully financial Ordinary Member has one vote only. Associate Members are not eligible to vote
- h) In the matter of election of all other Executive Committee positions save those covered in g), fully financial Ordinary and Associate Member's shall be entitled to one vote only

19. PRESIDENT

The President sets the overall annual committee agenda (consistent with the views of members), helps the committee prioritise its goals and then keeps the committee on track by working within that overall framework. At the operational level, the major function of the President is to facilitate effective committee meetings. Broadly the Presidents duties are:

- a) Chair Committee meetings
- b) Chair the Annual, Special and General meetings
- c) Represent the Club at local, regional, state and national levels to affiliated and governing bodies
- d) Act as a facilitator for Club activities

- e) Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members

20. VICE PRESIDENT

The Vice President assists the President in developing and implementing the Club's overall development strategy. Broadly the Vice Presidents duties are:

- a) Act as alternate Chair for Committee meetings
- b) Act as alternate Chair for the Annual, Special and General meetings
- c) Represent the Club at local, regional, state and national levels to affiliated and governing bodies
- d) Act as a facilitator for Club activities
- e) Lead various sub committees or action groups that are tasked with specific activities or goals. Generally of a significant nature such as an annual event or similar

21. SECRETARY

The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address. It is the duty of the Secretary to keep minutes of:

- a) All appointments of Office-Bearers and members of the Committee,
- b) The names of members present at Committee, General, Special and Annual General Meetings
- c) All proceedings at Committee, General, Special and Annual General Meetings

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. TREASURER

It is the duty of the Treasurer of the Club to ensure:

- a) That all money due to the Club is collected and received and that all payments authorised by the Club are made
- b) That correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club

23. COMPOSITION & MEMBERSHIP – GENERAL COMMITTEE

The General Committee's function is to assist the Executive Committee with day to day running of the Club. Members of this committee can hold any level of membership within the Club and are appointed to their roles, assuming acceptance, at the direct request of the Executive Committee. Should more than one person apply for a position or the Executive Committee is unable to make a selection then the same voting process should be followed as is used for the election of the Executive Committee. The General Committee may comprise up to a maximum of six members, including the following compulsory roles, plus two optional roles:

- a) Motorsport Event Assistant
- b) Media Officer
- c) Merchandise & Marketing Officer
- d) Social Event Coordinator

Each member of this committee is, subject to these rules, to hold office until the conclusion of the next Annual General Meeting, following the date of the member's appointment.

In the event of a casual vacancy occurring in the membership of the General Committee, the Executive Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of their appointment.

24. APPOINTMENT OF MEMBERS TO THE GENERAL COMMITTEE

Appointment to the roles of the General Committee is to be made as follows;

- a) Appointment is to be by way of "offer" by the Executive Committee and "acceptance" by the appointee
- b) Appointments to the General Committee must be finalised by the Executive Committee no later than 14 days after the Annual General Meeting
- c) If the Executive Committee is unable to fill all the roles on the General Committee, any vacant positions remaining are taken to be casual vacancies and must be filled at the next General Meeting utilising the election process described in Article 18

25. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy on the Committee occurs if the member:

- a) Dies
- b) Ceases to be a member of the Club
- c) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth of Australia
- d) Resigns office by notice in writing given to the Secretary
- e) Is removed from office under Article 26 a)
- f) Becomes a mentally incapacitated person
- g) If, without satisfactory explanation, any Committee person shall absent himself from three consecutive Committee meetings, his/her office shall be terminated forthwith unless the disqualification shall be dispensed with on a resolution of the Committee

26. REMOVAL OF A COMMITTEE MEMBER

- a) The Club in General Meeting may by resolution remove any member of the Committee from their office 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
- b) If a member of the Committee to whom a proposed resolution referred to in Article 26 a) relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club 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
- c) Notwithstanding Article 26 b) if the Club in General Meeting has passed a resolution as defined in Article 26 a) then the Committee Member is deemed to have been removed and must immediately pass over all work in progress, notes, files or information to the appointed caretaker

27. COMMITTEE MEETINGS

- a) The Committee must meet at least 6 times in each Calendar Year at such place and time as the Committee may determine. Additional meetings of the Committee may be convened by the President or by any member of the Committee
- b) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting
- c) Notice of a meeting given under Article 27 b) must specify the general nature of the business to be transacted at the meeting. Other matters of business may be discussed at such a meeting provided they are minuted as per all other matter of business
- d) 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 a place and time that is mutually agreeable to the Committee's members
- e) 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
- f) At a meeting of the Committee:
 - i. The President or, in the President's absence, the Vice-President is to preside
 - ii. If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside

28. COMMITTEE QUORUM

The minimum requirements for a committee meeting quorum are as follows:

- a) For a meeting of the Executive Committee there must be at least any two Office Bearers plus one other Executive member
- b) For a meeting of the General Committee there must be any two of the compulsory roles plus one other General Committee member
- c) For a combined Executive and General Committee meeting there must be at least any three of the four Office Bearers, plus one other member of the Executive, plus any three other committee members

29. COMMITTEE DECISIONS

Questions arising at a meeting of the Executive Committee, General Committee or combined committees, are to be determined by a majority of the votes of the members of the relevant Committee present at the meeting.

Each member present at a meeting of 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.

PART 5. MEETINGS & QUORUM

30. MEETING QUORUM

The minimum requirements to achieve a quorum for each type of assembly are detailed below:

- a) An Annual General Meeting shall require twenty five percent of the Clubs registered financial Ordinary Members, plus ten percent of the Clubs registered financial Associate Members to achieve a quorum
- b) A Special General Meeting shall require twenty registered financial Ordinary and / or Associate Members to achieve a quorum, of which not less than fifteen of those Members shall be Ordinary Members
- c) Notwithstanding Article 30 b), if the business to be heard at the Special General Meeting is an amendment to the Club's Constitution then the requirements for quorum are as per Article 30 a)
- d) A General Meeting shall require twenty financial Ordinary and / or Associate Members to achieve a quorum

31. ANNUAL GENERAL MEETINGS

The Annual General Meeting of members shall be held every calendar year, at a date no later than the last day of March. Notice of the meeting and agenda items including special notices of motion must be posted in Club newsletters and magazines a minimum of 30 days before the date of the meeting. The Chairman of the meeting shall be the Club President or if not available a person nominated and elected by the members present.

At this meeting a report shall be presented by the President on behalf of the Committee summarizing the concluding year's activities and any ongoing activities that require the immediate attention of the incoming Committee. The Treasurer shall present the clubs statement of accounts and balance sheet for the past year, the auditor's report, and other business in accordance with these rules may be transacted.

In the case of insufficient members to form a quorum, as detailed in Article 30 a), if insufficient numbers exist to form a quorum 30 minutes after the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time in the following calendar month and shall proceed with or without a quorum.

The order of business at the Annual General Meeting shall be as follows:

- a) Reading notice of meeting
- b) Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same
- c) Reading President's Report, discussion and adoption or otherwise
- d) Reading Statement of accounts and Balance Sheet to be received or otherwise
- e) Dissolution of the Committees
- f) Election / Appointment of Committee members
- g) Appointment of Club Auditor
- h) Special Business of which Notice of Motion has been given
- i) Other Business

32. SPECIAL GENERAL MEETINGS

The Committee may, at any time call a Special General Meeting by giving adequate notice on via the Club newsletters or magazine. A Special General Meeting shall also be called by the Committee on a requisition signed by no less than five members stating in detail the purpose of the meeting. Notice of the meeting and a copy of the requisition shall be posted either physically or electronically to all members at least seven days prior to the specified date and time of the meeting. Only business, of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting. In the case of insufficient members to form a quorum, as specified in 30 b) or c), being present after 30 minutes following the advertised start time the meeting shall lapse.

33. GENERAL MEETINGS

The Club shall hold a General Meeting for its members at a frequency, location and time as determined by the Committee, notwithstanding this there shall be not less than nine meetings in one calendar year. The requirements for quorum are outlined in 30 d).

34. DECISION MAKING

A question arising at an Annual General Meeting, Special General Meeting or General Meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

35. VOTING

At an Annual General Meeting, Special General Meeting or General Meeting of the Club, a poll may be demanded by the Chairperson or by at least 3 members present in person or by proxy at the meeting. If a poll is demanded, the poll must be taken;

- a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment
- b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs
- c) The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter
- d) On any question arising at a General Meeting, Special General Meeting or Annual General Meeting of the Club a fully financial Ordinary Member has one vote only
- e) On any question arising at a General Meeting, Special General Meeting or Annual General Meeting of the Club that does not alter or impinge the Club's Constitution, or involve the election of Office Bearers to the Executive Committee, as outlined previously, a fully financial Associate Member has one vote only
- f) All votes must be given personally or by proxy but no member may hold more than 2 proxies
- g) In the case of an equality of votes on a question at a General Meeting, SGM or AGM the chairperson of the meeting is entitled to exercise a second or casting vote
- h) A member or proxy is not entitled to vote at any General Meeting, Special General Meeting or Annual General Meeting of the Club unless all monies due and payable to the Club by the member or proxy have been paid.
- i) Each member is to be entitled to appoint another member as proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed

PART 6. MISCELLANEOUS ARTICLES

36. GENERAL ARTICLES

- a) No member shall be entitled to take any legal action or make any claim against the assets or property of the Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Committee in all instances, or in the case of an appeal, to the decision of the General Meeting to which he/she may appeal
- b) This Constitution and its associated By-Laws and Rules as published by the Committee from time to time shall be the Rules of the Club and shall be binding on all members

37. OWNERSHIP & RETURN OF PROPERTY

- a) A member who has in their possession any Club property, be it real, intellectual or otherwise, must return that property promptly when ceasing to be a member of the Club, or when requested to do so by the Committee
- b) Members acknowledge that all knowledge, records, member details or similar are the intellectual property of the Club and that membership to the Club carries no right or entitlement to transmit that knowledge to any persons or entities outside of the Club without the express written approval of the Committee
- c) Members acknowledge that any property created, collated, interpreted, or edited on behalf of the Club, is and shall remain the property of the Club and be returned to a representative of the Committee when requested in accordance with 37 a)
- d) Failure to comply with a formal written request by the Committee issued pursuant to Article 37 a) renders the member liable to prosecution under Western Australian Law

38. AMENDMENT OF CONSTITUTION

The Constitution may be amended at an Annual General Meeting or Special General Meeting providing:

- a) If the meeting is a Special General Meeting it has been convened in accordance with Article 32
- b) The proposed Constitution amendment is approved by at least 75% of the members present and voting at the meeting
- c) Notwithstanding Article 38 a) or b) this Article shall not empower the Club to amend this Constitution as far as it refers to the provisions contained within Articles 39 (Accounting & Disbursement of Funds) and Article 40 (Dissolution)

39. ACCOUNTING & DISBURSEMENT OF FUNDS

- a) The Club's financial year shall run from the 1st January until the 31st December
- b) The funds of the Club shall be banked in the name of the Club and the bank account shall be operated upon by any two of the President, Vice-President, Secretary or Treasurer
- c) Where commitments for the purchase of goods and services on account, over time or at a future date are necessary, a purchase order shall be completed and duly authorised utilising the same process as Article 39 b)
- d) The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes
- e) All accounts for payment shall be presented to the Committee for consideration prior to passing of payments
- f) An Auditor or Auditors shall be appointed at the AGM. The appointed auditor will be responsible for examining all accounts, payment vouchers, receipt books, etc and furnish a report to the Executive Committee one month prior to the next AGM detailing their findings. Audits shall be conducted at regular intervals of once every twelve (12) months, or at the direct request of the Executive Committee

40. DISSOLUTION

The Club shall be dissolved in the event of the membership being less than ten (10) persons or upon the affirmative vote of 75% of the members present at an Annual General Meeting or Special General Meeting convened to consider such a question. If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred as follows;

- a) To any association with similar purposes, which is not carried on for the profit or gain of its individual members
- b) Which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 33(3) of the Corporations Act 2001 to prepare a distribution plan of the surplus property of the Club
- c) In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution

41. ADDRESSES OF CLUB MEMBERS TO BE REGISTERED

Every member shall communicate his or her address to the Secretary. Such address shall be inserted in the register of members and all notices sent by post to such address shall be deemed to have been duly received on the day following the day of posting. It shall be the responsibility of all members to notify the Secretary of any change of address.

42. COMMON SEAL

The Club shall have a common seal, if required by Law, which shall be kept in the custody of the Secretary and shall not be affixed to any document except by the authority of the Committee and in the presence of one member of the Committee. Any document to which the seal is affixed shall be countersigned by the Secretary or an officer appointed by the Committee for that purpose.