

PORSCHE CLUB OF SOUTH AUSTRALIA

CONSTITUTION

Name and headquarters

1. The name of the club shall be the Porsche Club of South Australia (incorporated)* The address of the Club shall be P.O Box 2209 Kent Town, 5071

Objects

2. The objects of the Club shall be:-

- (a) The preservation and restoration of Porsche's
- (b) To promote the highest standards of courtesy and safety on the roads
- (c) To promote enjoyment and sharing of goodwill and fellowship amongst the Porsche owners
- (d) To promote interest in the marque and the maintenance of the highest standards of operation and performance by sharing and exchanging information
- (f) To encourage the participation of members in all forms of motor sport and to cooperate with similar clubs throughout Australia and the World
- (g) To purchase, hire, make or provide and maintain all kinds of vehicles, furniture, implements, tools, machinery, books, papers, periodicals and stationary and all other things required or which may be deemed necessary or convenient for any of the purposes of the Club
- (h) To purchase, take on lease, or exchange, hire or otherwise acquire and real and personal property, which may be deemed necessary or convenient for any purposes of the club

- (i) To construct maintain or alter any buildings or works necessary or convenient for any purposes of the Club
 - (j) To borrow, raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issues of bonds or exchange promissory notes, securities, mortgages, or debentures charges upon all or any part of the Club's property and to purchase, redeem or pay off any such securities
 - (k) To invest and money of the Club's not immediately required for and of its objects in such a manner as may from time to time to be determined
 - (l) To hire any employ managers, secretaries, clerks and workmen and to pay them and other persons for the services rendered to the Club, salaries, wages and gratuities
 - (m) To make, draw, accept, endorse, execute, and issue bills of exchange, debenture and other negotiable or transferable instruments
 - (n) To take such steps by personal or written appeals public meeting or otherwise as may from time to time be deemed expedient for the purpose of procuring contribution to the fund of the Club whether by way of donations, sponsorships, subscriptions or otherwise
 - (o) To do all such lawful things as the Club may from time to time think incidental or conducive to the attainment of the objectives of the Club or any of them
3. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing contained shall prevent payment in good faith of remuneration to any officers or servants of the Club or any other person whether a member of the Club or not for the carrying out or giving effect to any of the objects comprised or referred to in Clause 2 hereof.

Membership

4. There shall be three types of membership namely:-

- (1) Active membership
- (2) Associate membership
- (3) Life membership

Notwithstanding anything contained herein to the contrary, the right to vote at any meeting of the Club and the right to be elected to any office of the Club shall be restricted to Active members only.

5. Any person who owns or has owned a Porsche motor vehicle shall be eligible to apply to the Club to become an Active member.

6. Any person who does not own a Porsche and has not owned a Porsche motor vehicle but who considers he has performed a valuable service for the club or can assist the Club in any way may become an associate member. The Club may at any General Meeting accept or reject such application without obligation to divulge the reason for any rejection.

7. Any application for membership shall be in writing and shall be in such form, as the Committee shall determine from time to time. The committee reserves the right to refuse or accept an application for Active membership without obligation to divulge the reason.

8. The committee may if it considers that the person has or is in the course of rendering outstanding service to the Club, nominate such person for Life Membership. If a majority of three-quarters of Active members approve the nomination at any General Meeting, such a person shall be admitted as a Life Member. The provisions of Clause 9 hereof shall not apply to any person elected as a Life member.

Subscription

9. New members whether Active or Associate shall be liable for a joining fee. The joining fee shall be payable within 10 days of the members application for membership having been accepted by the Club and shall be such amount as the club may from time to time determine at and Annual General Meeting.
10. All members other than life members shall be liable to pay an annual subscription. The Club may at any Annual General Meeting determine the amount of the annual subscription for the current year. Any subscriptions so fixed shall become due and payable on a date 10 days after the date on which the Club notifies the new member of the acceptance of his application.
11. Any member who shall fail to pay his joining fee and/or annual subscriptions within two months of the same becoming due may be expelled from the membership of the same Club.

Management

12. The management of the Club shall be vested in the committee composed of:
 - (a) A President
 - (b) A Vice President
 - (c) A Secretary
 - (d) A Treasurer
 - (e) An Activities Chairman
 - (f) The Magazine Editor
 - (g) Any Additional Committee members appointed by the Annual General Meetings.

All cheques drawn on the Club's bank account shall be signed by any two of the President, Secretary and the Treasurer.

13. At the General Meeting of the club all members of the Committee shall retire but shall be eligible for re-election. Any two members may propose a member as a candidate for the Committee from the floor of the meeting.
14. The committee may during the course of any year appointed as a member to fill a casual vacancy on the committee.
15. The committee shall meet as it sees fit to transact the business of the club. Three members of the committee shall form a quorum. The President or in his absence some other member of the committee shall take the chair at all meetings. All questions shall be decided by a simple majority of votes. In the case of equality of votes the President shall have second or casting of votes. Proper minutes shall be kept of the proceedings of the meetings and shall be confirmed at the next subsequent meeting.
16. The position of any committee member absent for three consecutive committee meeting with leave shall automatically become vacant. Acceptance of an apology shall be deemed a grant of such leave.
17. The committee may delegate any of its powers to a sub-committee consisting of such persons whether members of the Committee or not as the Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any conditions or stipulations that may be imposed by the Committee. The sub-committee may elect a chairman its meetings and may meet and adjourn as it thinks proper. Questions arising at any sub-committee meeting shall be determined by a majority of votes of the persons present and in the case of equality of votes the Chairman shall have a second or casting vote. The President of the club shall be the ex-officio member of any sub-committee so formed.

Financial year and Accounts

18. The financial year of the Club shall end on the 30th day of June in each year to which date the accounts of the Club shall be balanced. After the end of the financial year and before the Annual General meeting the accounts of the Club shall be audited by the Auditor appointed at the process of the Annual General meeting. Any vacancy in the office of Auditor may be filled by the committee.

Annual General Meeting

19. The Annual General Meeting of the club shall be held no later than the 31st day of August in each year and otherwise upon a date at a time and place to be fixed by the committee for the following purposes:
- (a) To receive from the Committee a report and statement of Accounts and balance sheet for the preceding financial year
 - (b) To fill the vacancies in the Committee of the Club, to appoint and Auditor for the ensuing year.
 - (c) To decide on any resolutions which may be duly submitted at the meeting as hereinafter provided
 - (d) To do or decide any other act or thing provided in there Rules to be done or decided by the Club in General Meeting.

Special General Meeting

20. The committee may at any time for any special purpose call a Special General Meeting and the Committee shall so forthwith upon the requisition in writing from any the members stating the purpose for which the meeting is required

Notice of Business

21. All members shall be notified of the date. Time and place of any General Meeting (including the Annual General Meeting) not less than fourteen days before the meeting is required.

Proceeding at the General Meetings

22. The provisions of Clause 15 hereof shall apply to all General meetings as such of meeting were meeting of the Committee (except where otherwise specifically altered). The quorum at all General Meetings shall be ten financial members.

Funds

23. The funds of the Club shall be banked in the name of the Club with such banking institution as the Committee may from time to time determine

Accounts

24. All accounts for payments shall be presented to the Committee for consideration prior to being paid.

Interpretation

25. The interpretation and application of the Constitution shall be vested in the Committee whose decision thereon and on all other matters effecting the Club not provided for by the Constitution shall be the final and binding on each member of the Club and it shall be incumbent upon the committee before arriving at such decision to give notice to any member or to hold any formal or informal hearing or to hear or to take any evidence or statements from any member. In the construction of the Constitution word importing or signifying males only shall extend to and include females and the singular shall include plural or vice versa.

Amendment of the Rules

26. The constitution may be added and repealed or amended at any Annual General Meeting at which notice of such intention had been given to members at least fourteen days before the meeting. A resolution from such a purpose shall require a majority of at least two thirds of the members voting thereon.

Indemnity of Officers

27. No members of the Committee, auditor, secretary, or other Officer of the Club and no member of the Club shall be liable for the acts, receipts, neglects or defaults of any other member or officer of the Club or committee or for joining in any receipts or other act of conformity for loss or expenses happening to the Club through the insufficiency or deficiency of any security in or upon which any of the monies shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or oversight on his own part or any other loss damage or misfortune whatever which shall happen in relation to the execution of the duties of this office or in relation thereto unless the same happens through his wilful default or neglect.

Resignations and Expulsions

28. A member may retire from membership at any time by giving notice to the Secretary. Any member who resigns through his own volition or is expelled by the Club will not be entitled to participate in any Club activities.
29. The Club may at any General Meeting resolve that a member ought to be expelled because he has, in the opinion of the Club, acted in a manner detrimental to the interests of the Club. The member shall thereafter give notice setting out the grounds on which the Club proposes to expel him and informing him that he may request that Special Meeting of the Club be convened on order to confirm or revoke the proposal for his expulsion. The member may within fourteen days after the service of the notice but not after and upon lodging a deposit of fifty dollars (\$50) with the Secretary of the Club request that a special General Meeting be convened in order to confirm or revoke the proposal for his expulsion. Forthwith after receipt of such request and deposit the Committee shall convene a Special General Meeting and if the Special General Meeting confirms the proposal for the members expulsion he shall be duly expelled and the deposit shall forthwith be returned to the member. Should the member not request a Special General Meeting within fourteen days after such service of the said notice he shall automatically be deemed to have been expelled from the Club.

30. Any expelled member shall be liable for his subscription for the financial year in which he was expelled.

Seal

31. The club shall be dissolution when the membership falls below ten members or if a resolution to wind up its proposed at a General Meeting duly convened and constituted and is carried by a majority ay a further General Meeting separately called for that express purpose within twenty eight days of the General Meeting at which the resolution was first carried.
32. if upon a winding up of or discussion of the Club there remains after the satisfaction of all its debts and liabilities and property whatsoever the same not be paid to or distributed amongst the members of the Club but shall be given or transferred to such one or more Clubs or associations, societies or institutions or companies whose objects are similar to the objects of the Club and shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Club under the virtue of the Clause or if and so far as effect cannot be given to the aforesaid provisions within a period of one year then to some charitable objects.