

CONSTITUTION

PORSCHE CLUB TASMANIA (INC)

Name and Headquarters:

1. The name of the Club shall be **“Porsche Club Tasmania Inc.”**. The postal address of the Club shall be (PO Box 910 Sandy Bay 7006).

Objects:

2. The objects of the Club shall be:
- (a) To promote the highest standards of courtesy and safety on the roads.
 - (b) To promote enjoyment and sharing of goodwill and fellowship amongst Porsche owners.
 - (c) To arrange and provide social activities for members.
 - (d) To promote interests in the Marques and the maintenance of the highest standards of operation and performance by sharing and exchanging information.
 - (e) To encourage the participation of members in all forms of motor sport and to co-operate with similar Clubs throughout Australia and the World.
 - (f) To co-operate as partners in the market with Porsche AG and to represent Porsche’s corporate identity.

Powers:

3. The powers of the Club are:
- (a) 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.
 - (b) To purchase, take on lease, or exchange, hire or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Club. To construct maintain or alter any buildings or works necessary or convenient for any purposes of the Club.
 - (c) To construct maintain or alter any buildings or works necessary or convenient for any of purposes of the Club.
 - (d) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Club.
 - (e) To borrow, raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charged upon all or any part of the Club’s property and to purchase, redeem or pay off any such securities.
 - (f) To invest any money of the Club not immediately required for any of its objects in such manner as may from time to time be determined.

- (g) To hire and employ such managers, secretaries, clerks and other persons as may be necessary and convenient for the purposes of the Club and to pay them for services rendered to the Club.
- (h) To make, draw, accept, endorse, execute and issue bills of exchange, debentures and other negotiable or transferable instruments.
- (i) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club whether by way of donations, sponsorships, subscriptions or otherwise.
- (j) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, but the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of rule 4.
- (k) To do all such other lawful things as the Club may from time to time think incidental or conducive to the attainment of the objects of the Club or of them.

4. The income and property of the Club whence so ever derived shall be used and applied solely in promotion of the objects and in the exercise of the powers of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein contained shall prevent the 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 rule 2 hereof.

Membership

- 5.
- (a) There shall be four types of membership, namely:
 - (i) Single membership;
 - (ii) Family Membership;
 - (iii) Social Membership; and
 - (iv) Life Membership.
 - (b) 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 financial members only.
 - (c) The Secretary/Treasurer, in hard copy and digital form, stating the name, address and car details of each member shall maintain a register of financial members. Such register will be updated accordingly and be supplied to the committee in printed form on a regular basis.
6. Any person who owns, has owned or has an interest in Porsche motor vehicles shall be eligible to apply to the Club to become an active member.
7. Any person who does not own and has not owned a Porsche motor vehicle but who considers he/she is a genuine enthusiast of the Marque or can assist the Club in any way may apply to the Club to become an Active Member. The Club may at any General Meeting accept or reject any such application without any obligation to divulge the reason for any rejection.
8. 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 to accept an application for active membership without obligation to divulge the reason.

9. The Committee may if it considers that a 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 Special general Meeting or Annual General Meeting such person shall be admitted as a Life Member.

10. All members shall be liable for annual membership fee. Life members are exempt from paying such membership fee.

The Club may at any Annual General Meeting determine the amount of the annual subscription for the current year. Any subscription so fixed shall become due and payable on the following March 31st. In the case of a new member the first annual subscription 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/her application.

New members joining after October 1st shall pay one half of the annual subscription. New members joining after January 1st shall pay the full annual subscription with the renewal date of 31st March the following year.

Termination of Membership:

- 11.
- (a) A member may resign from the Club at any time by giving notice in writing to the Secretary/Treasurer. Such termination shall take effect at the time such notice is received by the Secretary/Treasurer, or at a later date as specified.
 - (b) If a member:
 - (i) Is convicted of an indictable offence, or
 - (ii) Fails to comply with any of the provisions hereof for 2 months or more, or
 - (iii) Has membership fees in arrears for a period of 2 months or more, or
 - (iv) Conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Club;
- Then the Committee shall consider whether that member's membership shall be terminated and that member shall be given a full and fair opportunity of presenting their case for continuing membership.
- (c) Failure of such member to respond within 14 days to requests by the Committee in writing shall render such membership terminated.

Appeal Against Termination of Membership:

12. An appeal shall lie to any member whose membership has been terminated by virtue of rule 11/(b) above. Such an appeal shall be in writing and be heard at a Special Meeting convened by the Committee and comprise the President, the Appellant and an independent Arbiter nominated by and from CAMS Ltd. (the Confederation of Australian Motor Sport).

The Committee:

- 13.
- (a) The Committee shall consist of:
 - (i) President
 - (ii) Vice President

- (iii) Secretary
- (iv) Treasurer
- (v) Motorsport Director
- (vi) Committee Person(s)

They shall meet as necessary but at least monthly.

- (b) All cheques drawn on the Club's bank account shall be signed by any two of the President, Vice President and Secretary/Treasurer.
- (c) The Committee shall have general control and management of the administration of the affairs, property and funds of the Club.
- (d) The Committee may exercise all the powers of the Club, as set out herein.

14. At the Annual General Meeting of the Club all members of the Committee shall retire but shall be eligible for re-election.

15. The Committee shall meet a minimum of nine times a year to transact the business of the Club except for the December/January Club recess. Three members of the Committee shall form a quorum. The President or in his/her absence the Vice President or some other member of the Committee shall take the chair at all meetings. All questions shall be decided by simple majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.

16. The position of any committee member absent for three consecutive committee meetings without 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. Any sub-committee so formed shall in the exercise of the powers delegated conform to any conditions or stipulation that may be imposed by the Committee. The sub-committee may elect a Chairperson of its meetings and may meet and adjourn as it thinks proper. Questions arising at any sub-committee meeting shall be determined by majority of votes of the persons present and in the case of equality of votes the Chairperson shall have a second or casting vote. The President of the Club shall be an exofficio member of any sub-committee so formed.

18. Should, at the commencement of the Annual General Meeting, there be insufficient nominations for any position, any two members may propose a member as a candidate for the Committee from the floor of the meeting.

19. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is discovered after that there was some defect in the appointment of any such member be as valid as if every such person was duly appointed to be a member of the Committee.

20. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Such resolutions may consist of several documents in like form, each signed by one or more members of the Committee.

Financial Year Accounts:

21. 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 an Auditor appointed at the preceding Annual General Meeting. Such Auditor shall be a qualified person and not a club member.

Annual General Meeting:

22. **Elections:**

- (a) All current financial members are invited to nominate for positions on the Committee. A call for nominations from members to stand on the Committee shall be given prior to the commencement of the Annual General Meeting.
- (b) All nominees shall be announced prior to the commencement of voting for that position on the Committee at the Annual General Meeting.
- (c) If two or more candidates are nominated. Then all other members present at the Annual General Meeting shall, if necessary, cast votes to elect that committee person.
- (d) The Committee may during the course of any year appoint a member to fill a casual vacancy on the Committee.
- (e) Any member of the Committee may resign from membership of that Committee at any time by giving notice in writing to the Secretary/Treasurer. Any member may be removed from office at a Special General Meeting of the Club, where such member shall be given the opportunity to fully present his/her case thus having rights of Appeal.

23. The Annual General Meeting of the Club shall be held no later than 31st day of August each year and otherwise upon a date and 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) Receipt of the Auditor's report upon the Club's books and accounts for the preceding year;
- (c) To fill the vacancies in the Committee of the Club and to appoint an Auditor for the ensuing year;
- (d) To decide on any resolution that may be duly submitted to the Meeting for which due notice has been given;
- (e) To do or decide any other act or thing provided in these Rules to be done or decided by the Club in General Meetings.

Special General Meeting:

24.

- (a) The Committee may at any time for any special purpose direct the Executive Secretary to call a Special General Meeting and the Committee shall do so forthwith upon the requisition in writing from any ten members stating the purpose from which the meeting is to be held.
- (b) Any member who calls a Special General Meeting at any time at which the removal from office of any member or members of the Committee is on the agenda, shall give 14 days written notice of such a meeting to club members. Final solutions of such meetings shall depend on the attendance of a quorum of 50% or more of all financial members. There shall be no right of appeal from any decision arising from such Special General Meetings.

Quorums:

25. At any Special General Meeting or Annual General Meeting, if a stipulated quorum is not reached within half an hour of the meetings appointed commencement, such meetings shall lapse. In any other case it shall stand adjourned to the same day, place and time the following week, or at a time and venue as the Committee sees fit. If such a quorum is not met at this subsequent meeting, the members present shall be the quorum.

Proceedings at Special General Meetings:

26. All members shall be notified of the date, time and place of any General Meeting (including Annual General Meeting) not less than fourteen days before the day of such meeting.

Proceedings at General Meetings:

27. General Meetings shall be conducted on the third Tuesday of each month, at least nine times a year. The quorum at all General Meetings shall be half the number Committee members. No business shall be transacted unless a quorum of members is present. President, in consultation with the Committee of members, may adjourn any meeting from time to time, and place to place, providing that unfinished business only is transacted at any subsequent resumption.

28. **At every General Meeting:**

- (a) The President shall preside as Chairperson;
- (b) In his/her absence the Vice-President or a nominated Committee member shall preside;
- (c) The meeting shall be conducted in a proper and orderly manner;
- (d) Every matter or resolution shall be decided by a majority of votes;
- (e) Only financial members may vote;
- (f) In the event of equality of votes, the Chairperson shall have casting or second vote;
- (g) Voting can be by show of hands or if requested , by ballot;
- (h) A member may vote by proxy, in writing, or by representative, such instrument or representative shall exercise only one vote for that absent member;
- (i) Such instruments shall be deposited with the Secretary/Treasurer prior to the commencement of any meeting or adjourned meeting where voting is proposed.

Funds:

- 29.
- (a) 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.
 - (b) Proper books and accounts shall be kept by the Secretary/Treasurer and maintained in at least written or digital form.
 - (c) Cheques shall be crossed not negotiable.
 - (d) As soon as practicable at the close of the financial year, the Secretary/Treasurer shall prepare a statement with particulars of the Club's income, expenditure, assets, liabilities for the financial year just ended.
 - (e) All such statements to be examined by the Auditor, who shall present his report to the Secretary/Treasurer prior to the Annual general meeting.
 - (f) All Members shall abide by the financial by-laws of the Club
 - (g) All accounts shall be presented to the President, Vice-President or Secretary/Treasurer for consideration prior to being paid.

Interpretation:

30. Subject to the provisions of the *Associations Incorporation Act of 1981*, the interpretation and application of the Constitution shall be vested in the Committee whose decision thereon and on all other matters affecting the Club not provided for by the Constitution shall be final and binding on each member of the Club and it shall not 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 take any evidence or statements from any members. In the construction of the Constitution, words importing or signifying “males” only shall extend to and include “female” and the singular shall include the plural and vice versa.

31. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein.

32. Save as otherwise provided by these Rules, no member shall be entitled to any benefit or advantage from the Club, which is not equally shared by every member.

Amendment of Rules:

- 33.
- (a) Subject to the provisions *Associations Incorporation Act of 1981*, these Rules may be amended, rescinded or added to from time to time by Special Resolution carried at any General Meeting.
 - (b) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief executive of the Department administering the Act.

Indemnity of Officers:

34. No member of the Committee, Auditor, Secretary/Treasurer 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 of for joining in any receipts or other act of conformity or for loss or expense happening to the Club through insufficiency or deficiency of title to any property acquired by or on behalf of the Club or for 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 bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss or error in judgment, omission, default or oversight on his own part or any loss damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his willful default or neglect.

Seal:

35. The Club shall have a Seal, which shall be in the custody of the Committee. The Seal shall not be affixed to any instrument except by authority of a resolution of the Committee and in the presence of any two of the President, the Vice President and the Secretary/Treasurer and the witnesses as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

Minutes:

36. The Secretary/Treasurer shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Committee Meeting and General Meeting and the results of events organised by the Club to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary/Treasurer for that inspection.

37. For the purposes of ensuring the accuracy of the recording of such Minutes, the Minutes of every Committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding meeting verifying their accuracy.

38. Similarly, the Minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting verifying their accuracy.

39. However, the Minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting verifying their accuracy.

Winding Up:

40. The Club shall be dissolved when the membership falls below ten members or if a resolution to wind up is proposed at a General Meeting duly convened and constituted and is carried by a majority of not less than three-fourths of the members present in person who are entitled to vote and if such resolution is confirmed by a similar majority at 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.

41. If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to such one or more Clubs, Associations, Societies or Institutions or Companies whose objects are similar to the objects of the Club and which 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 virtue of this rule.
