

CONSTITUTION  
of  
IMPREZA WRX  
CLUB  
Incorporated

ADOPTED BY THE MEMBERS ON  
SEPTEMBER 19, 2010

Incorporated in NSW - May 11, 1998

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# Part 1 - Preliminary

## 1. Definitions

1) In this constitution:

**Annual subscription** means the fee referred to in 8(2).

**Joining fee** means the fee referred to in 8(1).

**CAMS** means Confederation of Australian Motorsport Limited, ABN 55 069 045 665 or any organisation which succeeds it.

**Club** means **Impreza WRX Club Incorporated**; a non-profit association registered in NSW. Registration number Y2796338.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Ordinary Committee Member** means a member of the Committee who is not an office-bearer of the Club.

**Ordinary Member** means a member of the Club who is not an office-bearer of the Club, referred to in 14(3).

**Secretary** means:

- a) the person holding office under this constitution as secretary of the Club, or
- b) if no such person holds that office; the Public Officer of the Club.

**Special General Meeting** means a general meeting of the Club other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **2. Membership generally**

- (1) A person is eligible to be a member of the Club if:
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the Club in accordance with clause 3.
- (2) A person is taken to be a member of the Club if:
  - (a) the person is a natural person, and
  - (b) the person has applied for membership of the Club as provided by Clause 3, and,
  - (c) the person has been approved for membership of the Club by the Committee of the Club, and,
  - (d) at the time when the applicant is approved for membership of the Club as set out in (c) above, the applicant owns, or is the principal driver of a Subaru passenger vehicle.
- (3) Family Membership
  - (a) The objective of this category is to foster and encourage the participation of the families of Club Members in Club events (Motorsport and Social) and in external Motorsport activities where membership of a car club is a prerequisite.
  - (b) Under this category, a Member of the Club may nominate members of his or her family as "Family Members".
  - (c) Family Membership eligibility
    - (i) The objective of this category is to foster and encourage the participation of the families of Club Members in Club events (Motorsport and Social) and in external Motorsport activities where membership of a car club is a prerequisite.
    - (ii) For the purpose of this category, "one generation" shall be taken to include spouse, parent, sibling and children of the Member.
    - (iii) For the purpose of this category, "related" shall be taken to include parents, parents-in-law, adopted and step children, de facto spouses and long term partners. It is not envisaged that proof of relationship will be required in keeping with the objective of this rule.
    - (iv) Family Members shall be afforded all rights and obligations of an Ordinary Member except for Voting Rights and except for the right to be elected as an office bearer or Committee Member of the Club and except for the obligation to pay the fees as referred to in Clauses 8.(1) and 8.(2).
  - (d) Family Membership cards
    - (i) Membership Cards for Family Members may be applied for by the Ordinary Member upon renewal of his or her membership.
    - (ii) Family Members shall be allocated a membership number designated as follows:  
xxxxF-A  
where  
xxxx is the Ordinary Member's membership number  
F is the Family Member designator  
A is the sequential character differentiating multiple Family Members
  - (e) Family Membership fees

(i) A fee for the provision of each Family Member's card will be payable by the Ordinary Member. The amount of the fee shall be determined from time to time by the Committee.

(ii) Family Members and Life Members are exempt from Joining fees and Annual Subscriptions as defined in Clauses 8.(1) and 8.(2).

### **3. Nomination for membership**

- 1) An application from a person for membership of the Club:
  - a) must be made by the applicant in writing in the form approved by the Committee from time to time, and
  - b) must be lodged with the Membership secretary of the Club.
- 2) As soon as practicable after receiving an application for membership, the Membership Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- 3) As soon as practicable after the Committee makes that determination, the Membership Secretary must:
  - a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - b) 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 under this constitution by a member as joining fee and annual subscription.
  - c) The Committee is not required to supply a reason for accepting or rejecting an application for membership.
- 4) The Membership Secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.

#### **4. Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee under clause 8 (2) by the due date.

#### **5. Membership benefits**

- (1) Subject to these rules, the Committee may, from time to time limit and/or determine the type of benefits to which members or a category of members are entitled as to any of the benefits offered by the Club to its members.
- (2) A right, privilege or obligation which a person has by reason of being a member of the Club:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

#### **6. Resignation of membership**

- (1) A member of the Club may resign from membership of the Club by first giving to the secretary 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.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) If a member of the Club resigns a membership in accordance with this rule, there shall be no entitlement to a pro rated refund of un-used annual subscription fee.

#### **7. Register of members**

- (1) The Membership Secretary of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Club, or
  - (b) if the Club has no premises, at the Club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any mutually agreeable time.
- (4) A member of the Club may obtain a copy of any part of the register on payment of a fee for each page copied as determined by the Committee. No member's address details will

be included in such copy unless that member has specifically given their permission for its publication.

- (5) If a member requests that any information contained in the register about the member (other than the member's name) not be made available for inspection, that information will not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

- (1) A member of the Club must, on admission to membership, pay to the Club a joining fee of \$20 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Club must pay to the Club an annual membership fee of \$70 or, if some other amount is determined by the Committee, that other amount.
- (3) Annual subscription fees fall due on 1 January each year and are payable annually in advance.
- (4) The Committee may from time to time fix at different rates, suspend or waive payment of the joining fee or annual subscription fees in favour of any member or category of members.

## **9. Members' liabilities**

The liability of a member 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 by clause 8.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies of such statement to the mediator
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the Committee by any person that a member of the Club:

- (a) has refused or neglected to comply with a provision or provisions of this constitution,  
or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 12, whichever is the later.

## ***12. Right of appeal of disciplined member***

- (1) A member may appeal to the Club in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

## **Part 3 - The Committee**

### **13. Powers of the Committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Club in general meeting, the Committee:

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### **14. Composition and membership of Committee**

- (1) The Committee is to consist of:
  - (a) the office-bearers of the Club, and
  - (b) 8 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Club under clause 15.
- (2) The total number of Committee members is to be 13.
- (3) The office-bearers of the Club are as follows:
  - (a) the President,
  - (b) the Vice-president,
  - (c) the Treasurer,
  - (d) the Secretary, and
  - (e) the Membership Secretary.
- (4) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the 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 annual general meeting next following the date of the appointment.

### **15. Election of Committee members**

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary Committee members:
  - (a) must be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Club must be a member of the Club.

## **16. Secretary**

- (1) 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.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Committee, and
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
  - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. 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, and
- (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.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the 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 this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Club, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or

- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19. Removal of Committee members**

- (1) The Club in general meeting may by resolution remove any member of the Committee from the office of member 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.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations 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.

## **20. Committee meetings and quorum**

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (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.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) 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 the same place and at the same hour of the same day in the following week.
- (7) 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.
- (8) At a meeting of the Committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) 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.

## **21. Delegation by Committee to sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Except as set out in sub-clause (5), questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by 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.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.
- (5) If a document contains a statement that the signatories are in favour of a resolution, and the terms of the resolution are set out or identified in that document, and the document has been signed by a three-quarter majority of Committee members then in office each of whom is entitled to vote on the relevant resolution and approves the relevant resolution, a resolution in those terms shall be taken to have been passed at a meeting of the Committee held on the day on which and at the time at which the document was last signed by the Committee member who, by his or her assent to the resolution, formed the required majority.
- (6) For the purposes of sub-clause (5) above:
  - a) two or more separate documents containing statements in identical terms each of which is signed by one or more Committee members shall together be taken to

constitute one document containing a statement in those terms signed by those Committee members on the respective days on which they signed those separate documents.

- b) a facsimile or e-mail which is received by the Secretary and is expressed to have been sent by a Committee member shall be taken to be signed by that Committee member at the time of receipt of the facsimile or e-mail in legible form.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
  - (a) within 6 months after the close of the Club's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Club is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year,
  - (c) to elect office-bearers of the Club and ordinary Committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **28. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Club.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at a general meeting of the Club is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **31. Special resolutions**

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

## **33. Appointment of Proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is to be appointed. Proxy voting must not be undertaken at or in respect of a general meeting.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

*Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

### **34. *Postal ballots***

- (1) The Club may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Club Name and Identification.**

- (1) The Committee may determine the method of identifying the Club from time to time. Until the Committee otherwise determines, the badge of the Club shall be:



- (2) No member shall, without the written consent of the Club, publish or exhibit any document, notice or sign which, in each case, is either in the nature of advertising or intimates to the public that the member is under the auspices or patronage of the Club.

### **36. Insurance**

The Club may effect and maintain insurance.

### **37. Remuneration and Indemnification of Committee Members.**

- (1) Office holders and Committee members are not entitled to be paid remuneration.
- (2) To the extent permitted by law, every officer, auditor or agent of the Club shall be indemnified by the Club against any liability incurred by that person in that capacity. This includes the entitlement to reimbursement for expenses properly incurred in connection with Club business.
- (3) Nothing in this rule exempts any officer, auditor or agent of the Club from liability in respect of which an exemption or indemnity cannot validly be granted, including conduct involving a lack of good faith.

### **38. Club affiliation with CAMS.**

- (1) The Club shall affiliate with and remain affiliated with CAMS and shall to the extent permissible by this Constitution, comply with any lawful and reasonable direction of CAMS.

### **39. Life members**

- (1) At an annual general meeting of the Club, any person or persons may be elected a Life member of the Club in recognition of special services rendered over a period of not less than seven (7) years to the Club.

- (2) Each nominee for Life membership shall be recommended to the Committee for consideration and if approved by the Committee, such nomination shall be submitted to the vote at the next annual general meeting of the Club.
- (3) The resolution of the Club at annual general meeting to approve the granting of a Life membership shall be passed as a special resolution.
- (4) A Life Member shall be afforded all rights and obligations of an Ordinary Member except for the obligation to pay the fees as referred to in Clauses 8.(1) and 8.(2). A Life Member may be entitled to such other privileges as may be determined from time to time by the Club in general meeting.

#### **40. Club sub-rules**

- (1) The Committee may from time to time make such Club sub-rules as may be necessary and convenient for the purposes of attaining the objectives of the Club.
- (2) Subject to clause 40(3) below, a Club sub-rule made pursuant to this rule shall take effect from the date the sub-rule is made, or such later date as the Committee determines.
- (3) Any Club sub-rule made pursuant to this rule shall be laid before the next general meeting which may allow or disallow the sub-rule by ordinary resolution. If the Club votes to disallow the sub-rule, it shall cease to have effect from the date of that meeting.
- (4) A Club sub-rule made pursuant to this rule shall not be inconsistent with this Constitution, or any rules adopted or recognised by CAMS, unless CAMS has given its prior written consent to the adoption of the Club sub-rule.

#### **41. Funds - source**

- (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **42. Funds - management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.

### **43. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

### **44. Custody of books etc**

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control, all records, books and other documents relating to the Club.

### **45. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - (a) records, books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the Club.

### **46. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **47. Financial year**

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

## Appendix 1

# FORM OF APPOINTMENT OF PROXY



I, ..... (Full Name)

of.....

..... (Address)

being member number .....(Member No.) of the Impreza WRX Club Inc

hereby appoint ..... (Full Name of Proxy)

of.....

..... (Address)

being a member of that incorporated association, as my proxy to vote on my behalf at the 201x annual general meeting of the association to be held on the xx<sup>th</sup> day of September 201x, and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf for the election of 201x/201x committee members.

Signature of member:

Date:

.....

.....

### **NOTE:**

A proxy vote may only be given to a person who is a member of the Impreza WRX Club Inc. Proxies must be returned by fax to 8587 0012 no later than 2pm Saturday xx<sup>th</sup> September.