

CONSTITUTION OF
MOUNT LOFTY RANGERS 4WD CLUB



May 2016

CONSTITUTION - MOUNT LOFTY RANGERS 4WD CLUB INCORPORATED

NAME

1. The name of the Club shall be "Mount Lofty Rangers 4WD Club Incorporated".

DEFINITIONS

2. In these rules, unless the contrary intention appears, the following words and expressions shall have the following meanings respectively:
 - (i) "the Act" means the Associations Incorporation Act 1985 as amended from time to time;
 - (ii) "the Club" means the association to be known by these rules as "Mount Lofty Rangers 4WD Club Incorporated";
 - (iii) "Committee" means the committee of management of the club;
 - (iv) "Director" or "Directors" means a member or members of the committee of management of the club;
 - (v) "notice in writing" means a notice either hand delivered or sent by post or by email or by any other electronic means;
 - (vi) "Secretary" includes any person or persons appointed for the time being to perform the duties of Secretary;
 - (vii) "Seal" means the Common Seal of the Club.
 - (viii) "Special Resolution" means a resolution passed at a duly convened meeting of the members of the Club if-
 - (a) at least 21 days notice in writing specifying the intention to propose

the resolution as a special resolution has been given to all members of the Club; and

- (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Club as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- (ix) Words importing the singular number include the plural and the converse applies.
- (x) Words importing males include females.
- (xi) Words importing persons include corporations, companies, associations and institutions.

MISSION

- 3. To encourage and promote family orientated recreation; activities (in particular into areas inaccessible to other forms of transportation), organise Club trips which include activities such as bushwalking, photography, caravanning, bird watching, fossicking, fishing and camping etc.

OBJECTS AND PURPOSES

- 4. The objects and purposes of the Club shall be:
 - (i) To provide a common meeting place for all people with similar interests in four wheel driving;
 - (ii) To actively support the conservation of the natural environment and to liaise with the controlling authorities;
 - (iii) To foster members' knowledge of the nature of the land traversed and its

- conservational requirements and management;
- (iv) To conduct meetings whereby members may gain knowledge in vehicle handling, equipment, navigation, minimal impact camping, travel safety, care and maintenance of their vehicle, equipment and the environment;
 - (v) To facilitate the purchase of equipment for the members' benefit;
 - (vi) To maintain access to public lands, public road reserves and public access routes. To undertake campaigns to maintain this access which are consistent with conservation of natural resources.
 - (vii) To promote responsible multiple use of public lands;
 - (viii) To promote the requirements and benefits of 4WD touring amongst land management agencies.

POWERS

5. The Club shall have the following powers:
- (i) to acquire, hold, deal with and dispose of any real or personal property;
 - (ii) administer any property or trust;
 - (iii) open and operate bank accounts;
 - (vi) invest and deal with the moneys of the Club in such manner as may from time to time be determined by the Directors.
 - (v) to borrow money upon such terms and conditions as the Club thinks fit;
 - (vi) to give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;

- (vii) to appoint agents to transact any business of the Club on its behalf;
- (viii) to enter into any contract it considers necessary or desirable;

- (ix) to retain or employ persons the Club desires to employ in connection with the objects of the Club and to pay therefore such fees or remuneration as may be considered expedient;

- (x) to make application for grants, subsidies and/or other assistance;

- (xi) to make, draw, endorse, accept, execute, discount, issue and negotiate to buy, sell and deal in bills of exchange, promissory notes, drafts, bills of lading, bonds, stocks and shares, guarantees and all other negotiable or transferable instruments and to buy and sell foreign exchange;

- (xii) to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

ASSETS AND INCOME

6. The Club shall not distribute to its members by way of dividend or otherwise any of the assets or income of the Club.

PERSONAL LIABILITY

7. No member of the Club shall as such member be under any personal liability to any creditor of the Club save and except in respect of those debts or liabilities incurred by or on behalf of the Club prior to incorporation.

SCOPE OF MEMBERSHIP

8. The intention of the Club in granting membership is to base the membership upon a single four wheel drive vehicle, and to include all persons in the family group having the authorised and regular use of that vehicle.

9. The scope of the family group, for the purpose of a single Club membership shall be interpreted as widely as may be considered reasonable at the discretion of the Directors, but shall include both parents and children who normally reside together.
10. All those persons covered by any one membership shall be referred to in these rules collectively as the "member".
11. In the event that a member has the use of more than one four wheel drive vehicle to be used on any Club event, or for which a benefit of any kind offered by the Club to its members is to be derived, then an additional membership shall be required for any such vehicle other than the first.

MEMBERS

12. (i) There shall be members of the Club, Officer members and Director Members;
- (ii) Director Members and Officer members shall be those persons constituting the Committee of management of the Club (hereinafter referred to as "the/a Director(s) or the/an Officer(s)").
13. A person shall become a member:
 - (i) upon attending two Club meetings and one Club trip;
 - (ii) (a) upon his or her application for membership being accepted by the Directors; or
 - (c) upon being nominated as a member by the Directors and upon his or her acceptance of his or her nomination as a member either in writing or by conduct; and
 - (iii) upon payment of a subscription fee and joining fee as per clause 43 of these rules

14. The Directors may at any time determine that there shall be other classes of members than specified in paragraph 12 and may classify them as:
- (i) honorary members;
 - (ii) life members;
 - (iii) or otherwise as they may from time to time determine.

LIFE MEMBERS

15. In determining the qualification for classification as a life member the Committee shall consider whether a member has in the opinion of the Committee rendered such service to the Club for its betterment and the promotion of its objects as to be entitled be classified as a life member of the Club.

DIRECTORS

16. The management of the Club and of its business, property and affairs is by these Rules vested in the Directors (together or in quorum constituting the Committee of the Club) and they shall promote the objects and purposes of the Club in accordance with these Rules and they shall cause all proper records and accounts to be kept.
17. The Directors shall consist of a President, a Vice President, a Treasurer, a Secretary (who shall be the Public Officer), an Association Delegate, a Trip Coordinator and a Membership Coordinator and shall be elected from the members at the annual general meeting of the Club.
18. (i) The President, Secretary, Vice President and Treasurer shall each be elected every second year shall hold office until the annual general meeting two years after his or her election when he or she shall retire from office and shall be eligible for re-election provided that he or she shall hold office until his or her successor is duly elected.

- (ii) The President and Secretary and the Vice President and Treasurer shall be elected in different consecutive years.

- 19. The remaining Directors shall be elected and shall hold office until the next ensuing annual general meeting when he or she shall retire from office and shall be eligible for re-election provided that he or she shall hold office until his or her successor is duly elected.

- 20. Nominations for the election of a President, a Vice-President, a Treasurer, a Secretary, an Association Delegate, a Trip Coordinator and a Membership Coordinator shall open and close on dates as determined by the Directors and be notified to the members as per clause 33. If more candidates are nominated than the required number, the election shall then be made in such manner as the President may decide.

- 21. A Director may retire from office by giving seven (7) days' notice in writing to the Secretary of his or her intention so to do and such resignation shall take place upon the expiration of the notice or its earlier acceptance by the Directors.

- 22. The Club may at a meeting specially summoned for the purposes remove any Director before the expiration of the period of his or her office and appoint another qualified person in his or her place.

- 23. In the event of any vacancy occurring in the office of President or among the other Directors, the continuing Directors shall fill the vacancy and may act notwithstanding such vacancy but if the number falls below five (5), they shall not act except for the purpose of filling any vacancy.

- 24. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

- 25. A decision of the Directors shall be decided by a majority of the votes of those present and a memorandum signed by all the Directors shall have the same effect as a resolution to that effect duly passed at a meeting.

26. The quorum for a meeting of the Directors shall be five (5).

OFFICERS OF THE CLUB

27. The Directors may appoint one or more Officers of the Club.
28. Officers shall be elected from the membership at the Annual General Meeting of the Club each year and each Officer shall hold office until the next ensuing Annual General Meeting, when he or she shall retire from office and be eligible for re-election.
29. Directors may appoint Officers from time to time.
30. Each Officer of the Club shall exercise and carry out his or her powers and duties in accordance with any specific directions of the Directors and, subject thereto, an Officer shall have the same authority as the Directors in relation to the matter for which the Officer is so empowered by the Directors.
31. Each Officer shall periodically, or as and when directed by the Directors, report his or her activities to the Directors.

GENERAL MEETINGS

32. There shall be held each calendar year an annual general meeting of the Club, at such place and time as the Directors may determine.
33. Notice in writing of the annual general meeting shall be given to the members fourteen (14) days prior to the date fixed for the meeting.
34. The Directors shall obey the directions of any general meeting of the Club.
35. At each annual general meeting, the Directors shall submit to the members all proper accounts and a report which shall contain a summary of the activities of the Club

during the period since the last annual general meeting.

36. Thirty three percent (33%) of members of the Club who have paid their membership subscription for the then current year as per clause 44 of these rules and are present in person or by proxy shall be a quorum for a general meeting.
37. Every single Club member (as defined within rules 8 to 11 of this Constitution) present in person or by proxy shall have one vote.
38. The order of business and general conduct at general meetings shall (subject to any direction of the Directors) be in the discretion of the President.
39. All minutes, correspondence, books, accounts and other documents and electronic records relating to the affairs of the Club shall, upon resolution, be produced to the members at a general meeting.

SPECIAL MEETINGS

40. The Directors may call a special general meeting of the club at any time.
41. Upon a requisition in writing of not less than thirty three percent (33%) of members of the Club who have paid their membership subscription for the then current year as per clause 44 of these rules, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

PRESIDENT

42. The President of the Club or, in his or her absence, the Vice President shall be the Chairperson at meetings of the members or of the Directors and if the President and Vice President are absent, or unwilling to act, a nominated member approved by a majority of members then present shall be Chairperson.

43. At any meeting the President in the case of an equality of votes shall have a second or casting vote.

SUBSCRIPTIONS

44. (i) The subscription and joining fees for each class of membership shall be such sum as the Directors shall determine from time to time.
- (ii) The subscription and joining fees for each class of membership shall be payable annually immediately after the Annual General Meeting or at such other time as the Directors shall determine from time to time.
- (iii) The membership of any person whose subscription is outstanding for more than three (3) months after the due date for payment may in the discretion of the Directors be determined.

EXPULSION OF A MEMBER

45. (i) Subject to giving a member an opportunity to be heard or to make a written submission, the Directors may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- (ii) Particulars of the charge shall be communicated to the member at least 14 Days before the meeting of the Directors at which the matter will be determined.
- (iii) The determination of the Directors shall be communicated to the member and in the event of an adverse determination the member shall subject to sub-rule (iv) hereof cease to be a member fourteen (14) days after the Directors have communicated their determination to him or her.
- (iv) It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or public officer of the Club within fourteen (14) days after the determination

of the Directors has been communicated to the member.

- (v) In the event of an appeal under sub-rule (4) hereof the appellant's membership of the Club shall not be terminated unless the determination of the Directors to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Directors is upheld.

DISQUALIFICATION OF DIRECTORS

46. The office of a Director shall become vacant if such Director is:
- (i) disqualified by the Act;
 - (ii) removed pursuant to Rule 22 of this Constitution;
 - (iii) expelled under Rule 45 of this Constitution;
 - (iv) permanently incapacitated by ill health;
 - (v) absent without apology for more than three (3) consecutive committee meetings, or more than three (3) Committee meetings in a financial year.

FINANCIAL YEAR

47. The financial year of the club shall be the period of twelve (12) months ending on 31 March in each year.

AUDITOR

48. The auditor shall be appointed by the Directors.
49. The auditor shall be a person who, for the time being, is licensed to act as an auditor

under any legislation regulating the audit of the affairs of a limited liability company.

50. Upon the auditor ceasing to be a licensed auditor under the said legislation he or she shall cease to be the auditor of the Club.
51. The auditor shall make his or her audit and report, as far as possible, in the same manner and dealing with the same matters as if he or she were auditing the affairs of a limited liability company.
52. The Directors and every member of the Club shall immediately produce to the auditor all such property and all such accounts, books, papers and documents relating to the affairs of the Club as the auditor may require.

MINUTES

53. (1) Proper minutes of all proceedings of meetings of the Club and of meetings of the Directors shall be entered within one (1) month after the relevant meeting in a minute book or such other electronic record as determined by the Committee kept for that purpose.
 - (2) The minutes kept pursuant to this rule shall be signed by the member who presided at the meeting, at the next succeeding meeting, or by the member presiding at the meeting at which the minutes are confirmed.
 - (3) Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at the meeting were valid such appointments.

SEAL

54. The Club shall have a Seal.
55. Each Director shall be a Seal holder.

56. The Seal of the Club shall not be affixed to any instrument except pursuant to the resolution of the Directors and the instrument shall be signed by either two Directors and the Seal shall be affixed in the presence of those signatories.

NOTICES

57. Notice in writing may be given to any member either personally or by sending it by post or by email to him or her at his or her postal or email address as it appears in the records of the Club.

INDEMNITY

58. Every Director and other officer or servant of the Club shall be indemnified by the Club against and it shall be the duty of the Directors out of the funds of the Club to pay all costs, losses and expenses (including travelling expenses) which any of such persons may incur or become liable by reason of any act or thing done by him or her as such member, Director, officer or servant or in any way in the discharge of his or her duties.
59. No Director or other officer or servant of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or servant of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Club in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her duties or in relation thereto unless the same happen through his or her own dishonesty, wilful negligence, default, breach of duty or breach of trust.

ALTERATION TO THE RULES

60. These rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

WINDING UP

61. The Club may be wound up in the manner provided for in the Act.

APPLICATION OF SURPLUS ASSETS

62. If after the winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets shall be made over or distributed to such public benevolent institution or institutions as may be determined at a general meeting but if no such determination is made then to such public benevolent institution or institutions as the Public Trustee for the State of South Australia shall in his or her sole discretion decide.

BY-LAWS

63. The Directors are empowered to make or repeal from time to time such by-laws, rules and regulations which are not inconsistent with these rules as the Directors may reasonably think necessary or desirable in connection with the management of the Club.