

THE CONSTITUTION OF THE
MACARTHUR DISTRICT
4WD CLUB (Inc.)



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TABLE OF CONTENTS

TABLE OF CONTENTS.....	2
PART I.....	4
1. Definitions.....	4
2. Aims & Objectives.....	5
PART II.....	6
3. Membership qualifications.....	6
4. Application for membership.....	6
5. Cessation of membership.....	6
6. Membership entitlements not transferable.....	6
7. Types of membership.....	7
8. Resignation of membership.....	7
9. Register of members.....	7
10. Fees and subscriptions.....	8
11. Member liabilities.....	8
12. Resolution of disputes.....	9
13. Disciplining of members.....	9
14. Right of appeal of disciplined member.....	10
PART III THE COMMITTEE.....	11
15. Powers of the committee.....	11
16. Composition and membership of committee.....	11
17. Election of committee members.....	12
18. Secretary (inc capacity of public officer).....	12
19. Treasurer.....	13
20. Casual vacancies.....	13
21. Removal of committee members.....	13
22. Meetings and quorum of committee.....	14
23. Appointment of club members as committee members to constitute quorum.....	14
24. Use of technology at Committee Meetings.....	14
25. Delegation by committee to sub-committee.....	14
26. Voting and decisions.....	15
PART IV GENERAL MEETINGS.....	16
27. Annual General Meetings – Holding of.....	16
28. Annual General Meetings – Calling of business at.....	16
29. Special General Meetings – Calling of.....	16
30. Notice.....	17
31. Quorum for General Meetings.....	17
32. Presiding member.....	18
33. Adjournment.....	18
34. Making of Decisions.....	18
35. Special resolution.....	19
36. Voting.....	19
37. Appointment of Proxies.....	19
38. Postal or electronic ballots.....	19
39. Use of technology at General Meetings.....	19
PART V. MISCELLANEOUS.....	20
40. Insurance.....	20
41. Funds source.....	20
42. Funds management.....	20
43. Club is non-profit.....	20
44. Distribution of property on winding up of club.....	21
45. Change of name, objects and constitution.....	21
46. Custody of books etc.....	21
47. Inspection of books etc.....	21
48. Service of notices.....	21

49. Financial year	22
50. Bylaws.....	22
51. Material assets	23
APPENDIX-A.....	24
FOUR-WHEEL-DRIVERS CODE OF ETHICS	24
APPENDIX-B.....	25
APPOINTMENT OF PROXY FORM	25
APPENDIX-C.....	26
NOMINATION FORM FOR OFFICE BEARER POSITIONS ON THE COMMITTEE.....	26
DOCUMENT CONTROL & RECORD OF REVISIONS	27

PART I

1. Definitions

- 1.1 In these rules, except insofar as the context or subject matter otherwise indicates or requires;
- The Club** The Macarthur District 4wd Club (Inc.), a non-profit organisation
- Financial year & membership year** means 1st July to 30th June
- Financial Member** a member who has paid their membership fee in accordance with section 10
- Life Member** a long-term financial member as elected by the club, who meets the requirements as determined in section 7
- Non-Financial Member** a member of the club whose membership fees are in arrears
- Visitor** a person visiting or attending a club activity or event as a guest, who is not a financial member
- Executive Office Bearer** a financial member who has been elected to hold an executive level committee role as a committee member and primary representative of the club
- Ordinary Office Bearer** (*ordinary committee member*) a financial member who has been elected to hold a committee level role, as a committee member and representative of the club
- Sub-Committee** a standing sub-committee or any other sub-committee formed by the committee
- Secretary**
- a) the person holding office under this constitution as secretary of the club; or
 - b) where no such person holds office, *the public officer of the club*.
- Special General Meeting** a General Meeting of the club as arranged under part IV, which is not an Annual General Meeting or a General Monthly meeting.
- General Monthly Meeting** a meeting that is held regularly that is opened to all members and visitors as arranged under part IV.
- The Act** the Associations Incorporation Act 2009.
- The Regulations** the Associations Incorporation Regulation 2016.
- 1.2 In this constitution;
- a) the reference to a function includes a reference to a power, authority and duty; and
 - b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the Interpretation Act 1987;
Apply to and in respect of this constitution in the same manner as those provisions would also apply if this constitution were an instrument made under the Act.

2. Aims & Objectives

- 2.1 To conduct a variety of club-based trips in an organised, responsible and safe basis.
- 2.2 Adhere to the Code of Ethics as listed in Appendix “A” including the “Tread Lightly” philosophy.
- 2.3 To promote the club, its philosophies and expertise throughout the community.
- 2.4 To provide social opportunities between individuals and families with a common interest in 4 Wheel Driving, Touring and Camping.
- 2.5 To assist in the development of club members in the varied disciplines of 4 Wheel Driving, thereby increasing members skills and knowledge.
- 2.6 To be actively involved in our local community and to be capable of providing assistance when requested by statutory bodies and voluntary organisations.
- 2.7 To foster and encourage relationships with club sponsors.
- 2.8 To establish, develop and maintain relationships with like-minded clubs and organisations.
- 2.9 To raise funds by legal means to further the aims and interests of the club and its members.

PART II

3. Membership qualifications

- 3.1 A person is qualified to be a member of the Club if, and only if;
- a) The person is a person referred to in part III of the Act and has not ceased to be a member of the club at any time after incorporation of the club under the Act; or
 - b) Is a person who;
 - i) has applied for membership of the club provided by rule 4; and
 - ii) has been approved for membership of the club by the committee of the club,
 - iii) has fulfilled the obligations as set by the committee, on the application form,
 - iv) is interested in the development of the aims of the club.

4. Application for membership

- 4.1 Application of a person for membership of the club;
- a) Must be in writing on the nominated application form, (including by email or other electronic means) as determined by the committee,
 - b) and must be lodged, (including by email or other electronic means) with the Vice President of the club.
- 4.2 As soon as practicable after receiving an application for membership, the Vice President shall refer the application to the committee, which shall determine whether to approve or reject the application.
- 4.3 Where the committee determines the application for membership, the Vice President must;
- a) As soon as practical notify the applicant in writing of that approval or rejection, (including by email or other electronic means) as determined by the committee.
 - b) If the committee approved the application, the applicant shall pay within one calendar month after notification of their acceptance. The applicant shall pay the joining fee and annual subscription as set out in section 10. Fees are to be paid to the Treasurer.
- 4.5 The Vice President shall, on payment by the applicant of the designated fees, enter the applicant's name in the register of members and, upon the name being so entered, becomes a member of the club.

5. Cessation of membership

- 5.1 A person ceases to be a member of the club if the person;
- a) dies; or
 - b) resigns that membership; or
 - c) is expelled from the club; or
 - d) defaults on the payment of their fees by the end of the July General Monthly Meeting of each year.

6. Membership entitlements not transferable

- 6.1 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 upon cessation of the person's membership.

7. Types of membership

7.1 Financial Membership:

- a) shall consist of one (1) or two (2) adult persons,
- b) which may include dependent children under the age of seventeen (17) years or a person with special needs, as nominated on the application form and
- c) approved by the committee, per section 10.
- d) Membership fees shall be as determined by the committee, in accordance with the club Bylaws

7.2 Non-financial membership;

A member who has outstanding fees due between the period 30th Jun and 31st July

7.3 Life Membership;

A person may be elected a life member of the club by:

- a) holding an office bearer position on committee for a minimum 15 years, or
- b) being a member who has given outstanding service to the club over a period of 20 years, not necessarily consecutively.
- c) nominations for life membership must be made in writing to the committee at least two months prior to the AGM, and
- d) a maximum of two nominations are entitled to be voted on at any Annual General Meeting (AGM).
- e) no person shall be elected as a life member of the club unless their nomination for such election is recommended by the committee.
- f) voting on a life member of the club at any AGM by a majority of 75% of financial members in attendance/online, will be deemed as accepted.

8. Resignation of membership

8.1 A member of the club is not entitled to resign that membership except in accordance with this rule.

8.2 Any financial member of the club may resign from the club by giving notice in writing to the secretary of their intention to resign at least one month (or any other period that the committee may determine) of the members intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.3 Where the member of the club ceases to be a member and, in every other case where the member ceases to hold membership, the Vice President shall make the appropriate entry in the register of members, recording the date when membership ceased.

8.4 When membership ceases there will be no refund of membership fees to that member.

9. Register of members

9.1 The Vice President must establish and maintain a register of members of the club (whether in written or electronic form) specifying the name and address of each person who is a member of the club together with the date on which the person became a member.

a) It shall be the responsibility of each member of the club to inform the Vice President of any change of residence, change of vehicle, change of contact details, and any other relevant information for the keeping of accurate membership records

b) Changes of details must be in writing to the Vice President or submitted online via the official Club website

9.2 The register of members must be kept in NSW, at the Secretary's and Vice President's place of residence.

9.3 The register of members shall be open for inspection, free of charge, by any member of the club at any reasonable hour.

9.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

9.5 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 regulation.

9.6 If the register of members is kept in electronic form;

a) it must be convertible into hard copy, and

b) the requirements in subclauses (9.2) and (9.3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. Fees and subscriptions

10.1 A member of the club must, on admission to membership pay to the club a one-off joining fee, as determined by the committee, in accordance with the club bylaws.

10.2 In addition to any amount payable by the member under clause 10.1 a member of the club shall pay an annual membership fee, in accordance with the club bylaws, the determined amount;

a) except as provided by paragraph (b), before or first day of the financial year of the club

b) if the member becomes a financial member of the club on or after the first day of the financial year, and before the first day of the financial year in each succeeding year, or

c) the member has been identified as a life member, per section 7

10.3 Membership is due on the 1st July, (new financial year) and can be paid before or at the July General Meeting and each succeeding financial year regardless of initial date of joining the club.

10.4 Membership is to be paid no later than 31st July. After this date a member will incur the re-joining fee in addition to the membership fee, in accordance with the club bylaws.

10.5 New members joining after the 1st February shall pay 50% of the annual membership fee, in accordance with the club bylaws.

10.6 Members elected and identified to be Life Members under clause 7.2, are exempt from any ongoing annual membership fees, in accordance with the club bylaws.

11. Member liabilities

11.1 The members of the club shall have no liability to contribute towards the payment of debts and liabilities of the club or the costs, charges and expenses of the winding up of the club except to the amount of any unpaid membership fees, per clause 8

12. Resolution of disputes

12.1 A dispute between a member and another member (in their capacity as members) of the club, should initially follow the process of internal mediation, in accordance with the Club bylaws

12.2 If a dispute is unable to be resolved internally, the dispute between a member and another member (in their capacity as members) of the club, are to be referred to a Community Justice Centre for external mediation under the *Community Justice Centres Act 1983*.

12.3 If a dispute is not resolved by external mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

12.4 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

13. Disciplining of members

13.1 A complaint may be made to the committee by any person that is a financial member of the club; against another member/members who;

- 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, or
- c) has breached a condition of any code of behaviour of the club in accordance with the club

Bylaws.

13.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

13.3 If the committee decides to deal with the complaint, the committee:

- a) must give 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.

13.4 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.

13.5 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 14.

13.6 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 14,

*whichever is the later.

14. Right of appeal of disciplined member

14.1 A member may appeal to the club against a resolution of the committee under clause 13, within seven (7) days after notice of the resolution is served on the member, by writing to the Secretary, a notice to that effect.

14.2 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.

14.3 Upon receipt of the appeal the Secretary shall notify the committee which shall convene a Special General Meeting of the club to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

14.4 At a special General Meeting of the club convened under section 14.3

- a) no business other than the question of appeal shall be transacted
- b) the committee and the member must be given the opportunity to state their respective cases orally, or in writing or in both, and
- c) the members present are to vote by secret ballot on the question of whether the decision shall be confirmed or revoked.

14.5 If at the Special General Meeting a majority vote upholds the committee's findings then disciplinary action is effective immediately.

PART III THE COMMITTEE

15. Powers of the committee

- 15.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the club at a General Meeting, the committee;
- a) is to control and manage the affairs of the club; and
 - b) may exercise all the functions that 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 the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

16. Composition and membership of committee

- 16.1 The committee shall consist of:
- a) 5 Executive Office Bearers of the club; and
 - b) 10 Ordinary Office Bearer Members, each of whom are to be elected at the Annual General Meeting of the club under clause 17

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee

- 16.2 The Executive Office Bearers of the club shall be;
- a) the president;
 - b) the vice president;
 - c) the treasurer;
 - d) the secretary (*public officer*); and
 - e) a representative from an elected position within and at the beginning of each term, of a non-Executive Committee Office Bearer, as determined by the incoming committee members, in accordance with the club bylaws.

- 16.3 The Non-Executive, Committee Office Bearers of the club shall be:
- a) the editor
 - b) the trip coordinator
 - c) the social secretary
 - d) the driver awareness facilitator and environmental officer
 - e) the public relations officer
 - f) the material assets officer
 - g) the merchandising officer
 - h) the canteen officer
 - i) the web master
 - j) the competition coordinator, and
 - k) the Greater Sydney Region representatives*

*based on total membership numbers per NSW & ACT 4wd Association guideline

16.4 Each member of the committee is subject to this constitution, to hold office until immediately before the election of committee members, at the Annual General Meeting, following the date of the member's election, and is eligible for re-election.

16.5 An elected office bearer can nominate a financial member to provide support or assistance to help perform the responsibilities in their role, subject to confidentiality, as determined by the committee

16.6 There is no maximum number of consecutive terms for which a committee member may hold office

16.7 Description of each Committee Office Bearers role, in addition to details already identified in this constitution, shall be determined by the committee in accordance with the club bylaws

17. Election of committee members

17.1 Nomination of candidates for election as Executives Office Bearers of the club or as Committee Office Bearers of the club;

a) must be made in writing in the form set out in Appendix C, seconded by a financial member of the club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

b) must be delivered to the secretary of the club not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

17.2 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.

17.3 If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.6 The ballot for the election of Executive Office Bearers and ordinary members of the committee is to be conducted at the Annual General Meeting in any usual and proper manner in accordance with the club bylaws

17.7 A nomination of a candidate for election under this clause is not valid if that candidate has already been elected to a position at the same election.

17.8 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.

17.9 Order of election of office bearers shall be in the same order as identified in clauses 16.2 (a to d) followed by 16.3 (a to k)

17.10 At the Annual General Meeting, the period between the outgoing committee standing down and the incoming committee being elected shall be known as the caretaker period

18. Secretary (inc capacity of public officer)

18.1 The Secretary of the club must, as soon as practicable after being appointed as secretary, lodge notice with the club vice president of his or her address for distribution to financial members.

18.2 It is the duty of the secretary to keep minutes (whether in written or electronic form) of;

a) all appointments of the Executive 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.

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

18.4 The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

19. Treasurer

19.1 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.

20. Casual vacancies

20.1 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) is/or 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 who will present the resignation at the next Committee Meeting;

e) is removed from office under clause 21; or

f) becomes a mentally incapacitated person; or

g) is absent without the consent of the committee from all Committee Meetings held during a period of 3 months.

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.

20.2 In the event of a casual vacancy occurring in the committee. This vacancy shall be referred to a General Meeting as soon as practicable, to elect a new committee member to fill a vacancy and the member so appointed is to hold office, subject to this constitution, until the next Annual General Meeting;

a) the position may be filled by a present committee member if no nomination from the General Meeting is received,

b) a committee member cannot hold two (2) Executive Office Bearer positions.

21. Removal of committee members

21.1 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.

21.2 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.

22. Meetings and quorum of committee.

22.1 The committee shall meet at least 8 times in each period of 12 months at such place and times as the committee may determine.

22.2 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 that may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

22.3 Notice of a meeting given under clause 22.2 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.

22.4 The quorum for the Committee Meeting shall be made up of 7, consisting of at least 3 Executive Office Bearer members and 4 ordinary committee members.

22.5 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 and reconvened as in 22.4.

22.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

22.7 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, one of the remaining members of the committee, chosen by the members present at the meeting shall preside.

23. Appointment of club members as committee members to constitute quorum

23.1 A member of the committee so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.

23.2 This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

24. Use of technology at Committee Meetings

24.1 A Committee Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate;
a) Type, frequency and use of technology will be determined at the commencement of each new inbound Committee being elected.
b) Committee may adopt the use of any form of technology, under extraordinary circumstances, should a situation arise, outside of the initial nominated arrangement.

24.2 A committee member who participates in a Committee Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25. Delegation by committee to sub-committee

25.1 The committee may provide in writing the terms of reference under which the sub-committee may act.

25.2 The committee may, in writing, delegate to one or more sub-committees, [consisting of members of the club as the committee considers appropriate] the exercise of any functions of the committee that are specified in the instrument, other than:

- a) this power of delegation; and
- b) a function which is the duty imposed on the committee by the Act or by another law, or by resolution of the club in a General Meeting.

25.3 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.

25.4 A delegation under this clause may be subject to any conditions or limitations about the exercise of any function, or as to the time or circumstances specified in the delegation.

25.5 Despite any delegation under this clause, the committee may continue to exercise any function delegated.

25.6 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.

25.7 The committee may in writing revoke wholly or in part any delegation under this clause.

25.8 A sub-committee may meet and adjourn as it considers appropriate.

25.9 The sub-committee will report as directed by the committee.

26. Voting and decisions

26.1 Questions arising at a meeting of the committee or 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.

26.2 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.

26.3 Subject to clause 22.4, the committee may act despite any vacancy on the committee, subject to meeting the requirement of a quorum for items to be voted on.

26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or 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.

PART IV GENERAL MEETINGS

27. Annual General Meetings – Holding of

- 27.1 The club must hold its first Annual General Meeting (AGM) within the period of 18 months after its registration under the Act;
- 27.2 The club must hold its AGM;
- a) within 6 months after the close of the club financial year, or
 - b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

28. Annual General Meetings – Calling of business at

- 28.1 The AGM of the club is, subject to the Act and to rule 27, to be convened on the date and at the place and time that the committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following; -
- a) to confirm the minutes of the last preceding AGM 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 preceding financial year;
 - c) to elect the Executive Office Bearers of the club and Committee Office Bearers of the committee; and
 - d) to receive and consider any financial statement or report, required to be submitted to the members under the Act.
- 28.3 An AGM must be specified as that type of meeting in the notice convening it.

29. Special General Meetings – Calling of

- 29.1 The committee may, whenever it thinks fit, convene a Special General Meeting of the club.
- 29.2 The committee must on receipt of notification from no less than 15% of total number of financial members convene a Special General Meeting of the club.
- 29.3 The requisition of members for a Special General Meeting:
- a) must be in writing; and
 - b) shall state the purpose or purposes of the meeting; and
 - c) must be signed by the members making the request;
 - d) must be lodged with the Secretary; and
 - e) may consist of several documents in a similar form, each signed by one or more of the members making the request.
- 29.4 If the committee fails to convene a Special General Meeting to be held within 1 month after the date on which a receipt of notification from the members is lodged with the Secretary. Any one or more of the members who made the request may convene a Special General Meeting to be held no later than 3 months after that date.
- 29.5 A Special General Meeting convened by a member or members as referred to in section 29.4 shall be convened as early as practical in the same manner as General Meetings are convened by the committee,
- 29.6 For the purposes of subclause (3):
- a) a requisition may be in electronic form, and

b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

29.7 No business other than that specified in the notice shall be voted upon at any of these meetings.

30. Notice

30.1 Within 4 weeks of the Annual General Meeting a calendar of dates or specific dates/days of each month shall be made available to all financial members for the holding of General Meetings for the year. These dates may change due to specific circumstances and members will be notified.

30.2 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.

30.3 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.

Note. A special resolution must be passed in accordance with section 39 of the Act.

30.4 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 28 (2).

30.5 A member wishing 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 after receipt of the notice from the member and, to be carried out under general business.

31. Quorum for General Meetings

31.1 No item of business shall be transacted at a General Meeting unless a quorum of financial members, entitled under this constitution to vote, is present during the time the meeting is considering that item;

31.2 15% of financial members are present in person, including attendance per Clause 39 (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.

31.3 If within half an hour of the appointed time for the commencement of a General Meeting a quorum is not present, the meeting;

a) shall be dissolved; and

b) in any other case, shall stand adjourned to the same day in the following fortnight at the same time, (unless another place and/or time is specified at the time of the adjournment by the person presiding at the meeting, or communicated by the Secretary in writing to members, given before the day to which the meeting is adjourned) at the same place.

31.4 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present (being not less than 15% of the Financial members) are to constitute a quorum.

32. Presiding member

32.1 The president or, in the president's absence, the vice-president is to preside as chairperson at each General Meeting of the club.

32.2 If the president and the vice-president are absent or unwilling to act at a General Meeting they may nominate a member to preside as chairperson at the meeting.

32.3 If the president and the vice-president are absent or unwilling to act, the members present shall elect one of their ordinary members to preside as chairperson at the meeting.

33. Adjournment

33.1 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 to another time/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.

33.2 If a General Meeting is adjourned fourteen 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.

33.3 Except as provided in sub-clauses (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.

34. Making of Decisions

34.1 A question arising at a General Meeting of the club shall be determined by:
a) a show of hands or, if the meeting is one to which clause 39 applies (*technology at a meeting*), any appropriate corresponding method that the committee may determine, 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.

34.2 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 the effect in the minutes 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.

34.3 Subclause (2) applies to a method determined by the committee under subclause (1a) in the same way as it applies to a show of hands.

34.4 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.

34.5 At a General Meeting of the club, a poll may be demanded by the Chairperson or by a financial member in person or by registered proxy at the meeting.

34.6 Where a poll is demanded at a General Meeting, the poll shall be taken;
a) immediately in the case of a poll which relates to the election of a chairperson of the meeting or to the question of an adjournment; or
b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

35. Special resolution

35.1 A special resolution must be passed in accordance with section 39 of the Act.

36. Voting

36.1 On any question arising at a General Meeting of the club a member has one vote only.

36.2 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.

36.3 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.

36.4 A member is not entitled to vote at any General Meeting of the club if the member is under 18 years of age.

37. Appointment of Proxies

37.1 All votes shall be given personally or by proxy. No member may hold more than 3 proxies on any occasion.

37.2 A proxy vote can only be submitted by a financial member who is entitled to vote.

37.3 Each financial member shall be entitled to appoint another financial member as proxy by notice given to the secretary no later than the time appointed for the commencement of the meeting in respect of which the proxy is appointed.

37.4 The notice appointing the proxy shall be in the form set out in Appendix "B" to these rules;
a) Appendix B proxy voting form can only be modified in the event of extenuating or exceptional circumstances, as determined by committee and in accordance with the club bylaws.

38. Postal or electronic ballots

38.1 The club may hold a postal or electronic ballot (as determined by the committee);
a) to determine any issue or proposal (other than an appeal under clause 14) and
b) in accordance of the club bylaws.

38.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation (*Associations Incorporation Act 2016*).

39. Use of technology at General Meetings

39.1 A General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the club's members a reasonable opportunity to participate.

39.2 A member of a club who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART V. MISCELLANEOUS

40. Insurance

40.1 The club shall affect and maintain insurance.

40.2 In addition to the insurance required under clause (1), the club may affect and maintain other insurance in accordance with the club Bylaws.

41. Funds source

41.1 The funds of the club are to be derived from entrance fees and annual subscriptions of members, magazine advertising fees, donations and, subject to any resolution passed by the club in a General Meeting, any other sources as the committee determines.

41.2 All money received by the club shall be deposited as soon as practicable and without deduction to the credit of the club's bank account or other authorised deposit taking institution account.

41.3 The club must as soon as practicable after receiving any money, issue an appropriate receipt.

42. Funds management

42.1 Any one committee member may incur expenses and or liabilities to the club,
a) limited to either a monthly or per capita value as determined by the committee at the first Committee Meeting after the AGM.
b) and approved by the following General Meeting each year, and
c) in extraordinary circumstances this limit may be exceeded with the approval of at least two Executive Office Bearer members.

42.2 The committee may incur expenses or liabilities to the club to cover the cost of printing and distribution of the club magazine.

42.3 Subject to any resolution passed by the club in General Meeting, the funds of the club are to be used solely in pursuance of the objects of the club in such manner, as determined by the committee.

42.4 All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by two authorised signatories.

42.5 Subject to clauses 42.1 & 42.2, all expenses and/or liabilities to the club must be recorded and claims submitted to the treasurer, in accordance with the club Bylaws.

43. Club is non-profit

43.1 Subject to the Act and the Regulation, the club must apply its funds and assets solely in pursuance of the objects of the club and must not conduct its affairs to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

44. Distribution of property on winding up of club

44.1 Subject to the Act and the Regulations, in a winding up of the club any surplus property of the club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

44.2 In this clause, a reference to the surplus property of a club is a reference to that property of the club remaining after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of the winding up of the club.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

45. Change of name, objects and constitution

45.1 An application 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.

46. Custody of books etc.

46.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the club must be kept in New South Wales:

- a) at the main premises of the club, in the custody of the public officer or a member of the club (as the committee determines), or
- b) if the club has no premises, at the club's official address in the custody of the public officer.

47. Inspection of books etc.

47.1 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.

47.2 A member of the club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

47.3 Despite subclauses (1) and (2), the committee may refuse to permit a member of the club to inspect or obtain a copy of records of the club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the club.

48. Service of notices

48.1 For the purpose of this constitution a notice may be served on or given to a person by:

- a) delivering it to the person personally, or
- b) sending it by pre-paid post to the address of the person, or
- c) 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.

48.2 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.

49. Financial year

49.1 The financial year of the club is:

a) the period of time, commencing on the date of incorporation of the association and ending on the following 30 June, and

b) each period of 12 months after the expiration of the previous financial year of the association commencing on 1 July and ending on the following 30 June.

Notes.

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

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

50. Bylaws

50.1 Governance of the club is covered under all sections and clauses of this constitution. The bylaws provide clarification and further details to support such governance.

50.2 Bylaws can be;

a) added, amended or removed from time to time, in the course of normal business at a General Meeting, and

b) proposed additions, amendments or removals must be passed by a majority of 60% of the votes of financial members who being entitled to vote, in person at a meeting/online or by providing a proxy.

50.3 Amendments to the bylaws may be proposed to the Secretary in writing or via email, by any financial member of the club;

a) Committee Office Bearers may propose new bylaws, amendments to the existing bylaws or removal of superseded bylaws, for the club membership to consider and vote on, at a General Meeting, per clause 50.2b.

b) members may propose new bylaws, amendments to the existing bylaws or suggestion of removal of superseded bylaws. These are to be submitted to committee for consideration and, if accepted by committee, to be presented at a General Meeting for voting, per clause 50.2b.

50.4 Proposals for changes to the bylaws, when received for consideration by the committee, the committee may elect to decline the tabling of the bylaw proposal to the membership for voting. Determination is to be documented in the Committee Meeting minutes

51. Material assets

51.1 Material assets of the club shall be listed and updated by the committee as required.

51.2 The material assets shall be stored or kept at a place acceptable to the proper caring of them, as determined by the committee.

51.3 The material assets trustee shall be responsible for the recovery, storage, maintenance, issue and receipt of the material assets.

51.4 The material assets shall be for use by the club on organised club activities or functions approved by the majority of the committee.

51.5 Should the material assets be required as per rule 51.4, the member heading the activity or function shall request the material assets from the trustee, within a reasonable period of time.

51.6 In the event of two organised club activities or functions requiring the use of the same material assets, the decision to its allocation shall be made by the Trips Coordinator or their delegate.

51.7 All incidents, defects, shortages or malfunctions must be notified to the trustee in writing or via email, by the member who requisitioned the material assets, upon its return. The trustee shall then submit the report to the next meeting of the committee.

51.8 All requested material assets will be returned at the earliest possible convenience before the next organised activity.

APPENDIX-A

(Part I, Rule 2.2)

FOUR-WHEEL-DRIVERS CODE OF ETHICS

1. Keep to the laws and regulations for 4WD vehicles
(They may change State-to-State)
2. Keep to constructed vehicle tracks. Do not drive "off road".
3. Keep the environment clean. Carry your own - and maybe other people's rubbish home.
4. Obey restrictions on use of public lands. Respect national parks and other conservation areas.
5. Obtain permission before driving on private land.
Leave livestock alone and gates as found.
6. Keep your vehicle mechanically sound.
7. Take adequate water, food, fuel and spares on trips.
In remote areas travel with another vehicle.
8. Respect our wildlife. Stop and look, but never disturb or chase animals.
9. Respect other recreationalists right to peace and solitude in the bush.
10. Obey all fire restrictions. Extinguish your fire before leaving. Don't let your exhaust emit sparks.
11. Help in bushfire emergencies and search and rescue, if you are properly equipped and able.
12. Join a 4WD club and support 4WD touring as a responsible and legitimate recreational activity.

APPENDIX-B

(Rule 37.4)

APPOINTMENT OF PROXY FORM

I ()
full name mbr. no.

of
address

being a member of MACARTHUR DISTRICT 4WD CLUB Inc.

hereby appoint ()
full name of proxy mbr. no.

of
address

being a member of MACARTHUR DISTRICT 4WD CLUB Inc., as my proxy to vote for me, on my behalf at the meeting of the club (Committee Meeting, Annual General Meeting or Special General Meeting, as the case may be) to be held on the

..... day of 20..... and any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (*delete as appropriate*) the resolution (*insert details below*)

.....
.....
.....
.....

..... / / 20.....
signature of member appointing proxy date

****NOTE:**

No more than three proxies may be held by one financial member of the club (as per rule 37.1).
A proxy vote cannot be held by a non-financial member or visitor of the club (as per rule 37.3).

APPENDIX-C

(Rule 17.1)

NOMINATION FORM FOR OFFICE BEARER POSITIONS ON THE COMMITTEE



COMMITTEE NOMINATION FORM

(Per section 17.1 of the Club Constitution)

(Insert year here)

Name of Nominee: _____ **Member No.** _____

Position 1: _____

Position 2: _____

Mobile No: _____

Email address: _____

Nominees' endorsement for their name and details to go forward.

Nominee Signature: _____

Date: _____

Nominated, supported or seconded.

Seconded by: _____

Member No.: _____

Signature: _____ **Date:** _____

Please return to: (insert recipient email details here)

Return no later than (insert date here)

Please use your membership number in the Subject Field when submitting this document via email.

**Nomination will be invalid unless this form
has been fully completed.**

DOCUMENT CONTROL & RECORD OF REVISIONS

SECTION PART	DESCRIPTION or DETAILS	DATE &/or MONTH	PASSED ACCEPTED
<i>Total document</i>	<i>ALL preceding revisions & releases</i>	<i>1990 to 2014</i>	<i>AGM of all preceding AGM's as accepted by previous members</i>
Total document	Reviewed and updated in line with associations NSW Corporation Act 2009, in conjunction with NSW Associations Incorporation Regulation 2016 per NSW Fair Trading 'Adopt a modified version of the model constitution' Aligned formatting, page breaks, header/footer, spelling/grammar, identified & highlighted reference to various clauses	JUNE 2022	PENDING APPROVAL

UNCONTROLLED DOCUMENT WHEN PRINTED or ELECTRONICALLY DISTRIBUTED