

CONSTITUTION of the 4WD ADVENTURERS CLUB OF SOUTH AUSTRALIA INC

DEFINITIONS

The Act: The Associations Incorporation Act 1985 (as amended)

Committee: The Executive Committee of the 4WD Adventurers Club of South Australia Incorporated.

Members: The members of the 4WD Adventurers Club of South Australia Incorporated.

Commission: The Corporate Affairs Commission

1. NAME

The name of the club shall be the 4WD Adventurers Club of South Australia Incorporated, hereinafter called "the Club".

2. MANAGEMENT

2.1. The management of the Club shall be vested in the Committee, subject to the Act, this Constitution and by-laws of the Club.

2.2. The Committee shall consist of not less than five persons or more than eleven persons including the following positions:

President

Vice President

Secretary

Public Officer

Minute Secretary

Treasurer

Event Officer

Membership Officer

2.3. Each committee member shall hold office for a term of one year and shall be elected at the Annual General Meeting of the Club.

2.4. The Committee shall meet not less than six times a year. The quorum for Committee meetings shall be half plus one of its current Members, and shall include the President or Vice President.

2.5. Should a casual vacancy occur, the Committee may appoint a Member to fill it. Such appointment is to be approved by the Members at a subsequent General Meeting. Each such

appointed Member shall hold office until the next Annual General Meeting when they shall be eligible for re-election in accordance with this Constitution.

3. OBJECTS

The objects of the Club shall be:

3.1. To organise, promote and conduct field events and trips in order to stimulate interest and the responsible use of 4WD vehicles.

3.2. To conduct meetings whereby members may gain knowledge and skill in, for example vehicle handling, use of equipment, navigation, minimal impact camping, travel safety, care and maintenance of their vehicle, and an awareness of environmental issues.

3.3. To actively support the conservation of the natural environment and liaise with controlling authorities.

3.4. To foster members knowledge of the nature of the land traversed and its history, conservational requirements and management strategies.

3.5. To encourage and promote interaction and friendship with other like-minded clubs.

3.6. To engage in social and sporting activities in so far as they evolve from the above objects.

3.7. To do all such other things as may be incidental to the attainment of such objects.

4. POWERS

4.1. The powers of the Club shall be the powers contained in the Act and without limiting those powers, the Club shall be entitled to

- a) hold real or personal property
- b) open and operate bank accounts
- c) invest in trustee securities
- d) enter into any necessary or desirable contract, including a contract of employment.

4.2. The Committee shall be entitled to exercise the full powers of the Club in accordance with the Constitution and By-laws and, without limiting those powers, shall have the management and control of the funds and other property of the Club.

5. MEMBERSHIP

5.1. Eligibility

5.1.1. Members shall be persons who have agreed to accept the above Objects, paid the prescribed Membership fee and made the appropriate written application which has been accepted by the Members in a General Meeting.

Ratified at General Meeting March 3rd 2021

5.1.2. A Member shall be defined as an adult (a person who has attained 18 years of age)who has applied and been accepted for membership.

5.1.3. A Membership consists of either:

(a) A single member, or

(b) A single member and adult partner.

5.1.4. A Membership consisting of a single member can add to their membership, an adult partner. The Membership Officer must be notified immediately of any changes to membership. No eligibility, voting in by members, or other criteria shall apply.

5.1.5. When a Membership consisting of a single member and adult partner who end their relationship, the members must notify the Membership Officer immediately, who will deem the Membership null and void and issue both with separate memberships, if this is what is required by the parties involved. The Membership Officer will appoint a suitable membership fee, taking into account fees already paid and the months left in the financial year. No joining fee, eligibility (other than per 5.1.6), voting in by members, or other criteria shall apply.

5.1.6. Membership shall be open to any person or persons having enduring access to a registered Four Wheel Drive vehicle specifically designed for off-road use and maintained in good condition.

5.1.7. Persons must have attended at either 2 club meetings and 1 trip, or 1 club meeting and 2 trips, for a total of 3 inter-actions, with club Members, before being eligible to obtain Membership, in a rolling 12 month period. Where a membership includes two persons, only one person needs to have completed the requirements stated in this clause. The joint attendance of both persons to a meeting or a trip only counts as one attendance.

5.1.8. At the discretion of the Committee, persons who have satisfied the requirements of Clause 5.1.7 may be invited to make application to join the Club. If an application is not received within two months of the request, the person(s) may be precluded from any Club activities.

5.2. Application for Membership

5.2.1. An application for Membership in the Club shall include the appropriate fee and shall be on a form provided by the Club and signed by the applicant.

5.2.2. Applications may only be approved by the Members at a General Meeting.

5.2.3. Discretion can be used by the Committee Members for special application circumstances where work commitments make attending General Meetings nearly impossible.

5.3. Life Member

5.3.1. The Committee may nominate, to an Annual General Meeting suitable person(s) to become Life Member(s) of the Club. Nominated persons must have been a Member of the Club for at least 10 years, served on the Committee for at least 5 years and must have been of outstanding service to the Club.

5.3.2. Once accepted, the Life Member will not have to pay the annual Membership fee for as long as set out in Clause 5.3.4. If the Life Member has another adult on their Membership, that Member will also be covered for as long as set out in Clause 5.3.4.

5.3.3. If the accepted Life Member has already paid the current year Membership fee, it will be refunded.

5.3.4. Life Member status will cease once the Life Member becomes a non-active member (not attending a meeting or a trip) within a 12 month continuous period or by death.

5.4. Fees

All Members shall pay an annual Membership fee, joining fee, or late fee(if applicable), which shall be recommended by the Committee and approved at the Annual General Meeting.

5.5. Rights of Members

5.5.1. Members shall be entitled to attend all Annual, General and Special Meetings of the Club.

5.5.2. Each Membership (as defined in Clause 5.1.) shall be entitled to one vote only.

5.6. Disposal of Vehicle

Any Member who has disposed of their Four Wheel Drive vehicle and not replaced it with another may remain a Member of the Club until the end of the current year of membership.

5.7. Termination of Membership

Membership shall cease on:

5.7.1. Resignation, in writing to the Club.

5.7.2. Suspension of Membership.

5.7.3. Non-renewal of Membership following an Annual General Meeting within the period specified in Clause 1 of the By-Laws.

5.8. Leave of Absence

Members may request by either written or verbal notice to the Membership Officer that they require 'Leave of Absence', in which their Membership will lapse. The Member will have 12 months to re-connect with the club and pay the required Membership fee. Upon re-joining, no joining fee, eligibility or voting in by Members will be required. The Committee has the right to refuse a 'Leave of Absence' Member to re-join if there is just cause and the 'Leave of Absence' Member will be given reasons for the refusal. If the 'Leave of Absence' Member wishes to appeal the reasons, clauses 5.9.2. and 5. Leave of Absence may be, but not limited to:

5.8.1. Sickness

5.8.2. Temporary lack of access to a 4WD

5.8.3. Financial issues

5.9. Suspension of Membership

Subject to giving a Member an opportunity to be heard or to make a written submission, the Membership of any Member may be suspended by not less than a two-thirds majority vote at a Committee Meeting if that Member wilfully refuses or neglects to comply with the provisions of this Constitution, or is guilty of any conduct which in the opinion of the Club is unbecoming of a Member or prejudicial to the interests of the Club.

5.9.1. A suspended Member or Delegate must be given written notice of such suspension within seven days of such resolution, together with the reasons for suspension.

5.9.2. It shall be open to a Member to appeal to the Club against the suspension or expulsion. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the Club within fourteen (14) days after the determination of the Committee Meeting has been communicated to the Member.

5.9.3. The Club shall not be required to accept the renewal of Membership of a suspended Member when renewal next falls due.

5.9.4. In the event of an appeal under Clause 5.9.2, the appellant's Membership of the Club shall not be terminated unless the determination to suspend or expel the Member is upheld by the Members of the Club at a General Meeting after the appellant has been heard, and in such event Membership will be suspended or terminated at the date of the General Meeting at which the determination is upheld.

5.9.5. The suspension of a Member for a period of twelve (12) months will be deemed to be an expulsion of the Member from the Club.

5.10. Past Members

Membership that has lapsed for more than 12 months, must re-apply as per clause 5.1.7.

5.11. Guests of the Club

The Club considers visitors who only attend registered club social functions, no more than twice in a calendar year, as guests to the Club. Guest registration must follow the guidelines as set out in the Guest Policy. If the guest wishes to start a formal application to join the club the normal application process will apply. Any trips taken so far will not be counted, as per the Guest Policy.

5.11.1. Guests are classed as:

- (a) Family
- (b) Friends
- (c) Lone travellers
- (d) Specially invited persons

6. MEETINGS

6.1. Annual General Meeting

6.1.1. The Club shall hold an Annual General Meeting every calendar year.

6.1.2. The Annual General Meeting shall be held within four months after the close of the Club Financial Year (refer to Clause 15 of the By-Laws).

6.1.3. The business of the Annual General Meeting shall be:

- (a) To confirm the minutes of the previous Annual General Meeting.
- (b) To receive the reports of the President and Treasurer for the preceding financial year.
- (c) To set Membership subscriptions and fees for the next financial year.
- (d) To elect or re-elect Officers of the Club.
- (e) To conduct any other business placed on the agenda in accordance with Clause 6.2.2 of the Constitution.

6.1.4. By consent of no less than 75% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of all meetings, other than Special General Meetings.

6.2. Notice of Annual General Meetings

6.2.1. Not less than 60 days' notice in writing (or via email) of the Annual General Meeting shall be given to every Member. The notice of the Annual General Meeting shall include a request for agenda items, notices of motion, and also notification of requirements for election to the Committee.

6.2.2. Agenda items and notices of motion shall be in writing, addressed to the Secretary and be received at the Club's postal address not less than fourteen days prior to the Annual General Meeting.

6.3. General Meetings

The Committee shall convene a minimum of six General Meetings each calendar year.

6.4. Special General Meetings

A Special General Meeting shall be called by the Secretary within twenty-eight days of the receipt of a directive of the Committee or a written request of three Committee Members or six Members, specifying the business to be conducted at the meeting.

6.5. Quorum

A quorum at any Annual General Meeting or Special General Meeting shall be 40% of the number of Members. A quorum at any General Meeting shall be 30% of the number of Members.

7. SUB-COMMITTEES

The Club in general meeting, or the Committee, may set up sub-committees for the purpose of carrying out specific tasks and/or making recommendations to the Committee on specific matters. Their function, terms of reference, and proposed date of winding up will be recorded in the minutes of the meeting at which they were created.

8. AUDIT

An independent Auditor shall be appointed by the Club prior to the Annual General Meeting each year. The Auditor shall examine all books of account of the Club and provide a report, made available to the Members, as to the correctness of those accounts at the Annual General Meeting.

9. ACCOUNTS AND FINANCE

9.1. The Committee shall cause proper accounting and other records to be kept, which shall be available for the inspection of any Member by appointment with the Treasurer.

9.2. Persons who, with the authorisation of the Committee, incur any debt or other liability on behalf of the Club shall have such liability met from the resources of the Club so that they incur no personal loss.

9.3. The income, property and funds of the Club shall be used solely towards the promotion of the Objects and shall not be paid or transferred to any Members or relatives of Members, provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Club and without undue preference.

9.4. Any information or material however stored, retained, presented or prepared, that has been requested, directed or contracted for any purpose or by any means by the Club, the Committee or any Member of the Club on behalf of the Club, shall become and remain the sole property of the Club unless otherwise contracted.

10. AMENDMENT OF THE CONSTITUTION AND BY-LAWS

10.1. This Constitution may be repealed or amended by resolution of 75% of Members present and eligible to vote at a General Meeting, of which not less than sixty days written notice including notice of the proposed repeal or amendment has been distributed to all Members.

10.2. By-laws for the proper administration of the Club, meetings, or business may be made, repealed or amended by a General Meeting or the Committee, subject to subsequent approval at a General Meeting, provided that not less than thirty days written notice of the proposed new by-law, repeal or amendment has been distributed to all Members.

11. NOTICES

11.1. A notice may be served by or on behalf of the Club upon any Member personally by sending it through the post, by courier messenger or electronic means addressed to the Member at the address supplied by the Member.

11.2. The notice is deemed to have been received by the Member, club or Delegate two business days after posting or delivery, or on acknowledgment of correct electronic transmission.

12. WINDING UP

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

12.2. The Club may be wound up or dissolved by resolution passed by a 75% majority of the Members present and eligible to vote at a Special Meeting called for that purpose.

13. MEMBERS NOT TO BENEFIT

The income and property of the Club, from whatever source derived will be applied solely towards the promotions of the objects of the Club as set out in this Constitution. No proportion of that will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Committee or Members of the Club.

14. APPLICATION OF SURPLUS ASSETS

If, upon winding up or dissolution of the Club, there remains after satisfaction of all debts and liabilities "surplus assets" as defined in the Act, such surplus assets shall not be distributed among the Members but shall be given or transferred to some other institution or institutions which have objectives similar to those of the Club.