

Constitution

NAME

1. The name of the club shall be the “.....Western Patrol Club Inc.....” hereinafter referred to as “the Club”.

(1a) For the purpose of subsection (1) the name of “The Club” shall be stated on all club documentation.

OBJECTS

2. The purpose of the Club is promoting Nissan Patrol Owners in Western Australia. To achieve this, the membership shall:

(2a) establish, maintain and conduct a Club of an educational, recreational, social and non-political character;

(2b) foster safe and intelligent “on” and “off” highway driving; and

(2c) actively support the conservation of the natural environment.

3. The income and property of the Club shall be vested to the Club and shall be applied solely for the promotion of its objects and no part thereof shall be paid or otherwise transferred directly or indirectly by way of dividend, bonus or other means of pecuniary profit to the members provided that remuneration may be paid in good faith to Committee members and servants of the Club, or other persons or members of the Club in reimbursement for expenditure incurred on behalf of the Club.

POWERS

4. “The Club” has the power to do all such things as are necessary, incidental or conducive to the attainments of the objects of “The Club”.

(4a) The functions of “The Club” shall subject to any condition imposed or direction given at a general meeting, be performed by the Committee Members of “The Club”

MEMBERSHIP

5. Membership of “The Club” shall consist of the following classes;

(5a) Full Membership - shall include two adult members of a family and dependant children, if any, up to the age of 17 years who shall enjoy all benefits of full financial Membership of the Club with the exception that only one adult member shall be entitled to nominate for, or be appointed as, a member of the Club committee at any one time. Either, but not both adult members of the family shall be eligible to vote on any matter of business and without need of a formal proxy from the other. .

(5b) Full Membership(Single member)- shall include one individual adult who shall enjoy all benefits of full financial Membership of the Club at any discounted rate that may apply from time to time. Such membership must be applied for at the time of making application for membership, upon annual renewal of membership or in writing to the Committee upon the change of personal circumstances.

(5c) Country Membership – when granted due to Western Australia’s diverse population centres and unique employment styles, shall enjoy the benefits as per (5a) or (5b) except that they shall not be permitted to sit on the Club committee due to the constraints cited in order to obtain discounted membership fees and eligibility requirements that may exist from time to time.

Inc. Registration:

A1013608F

E-mail:

general@westernpatrolclub.com

Website

www.westernpatrolclub.com

Members accorded Country Memberships may make application for consideration to change to Full Membership, upon annual renewal of membership or in writing to the Committee upon the change of personal circumstances.

(5d) Provisional Membership - A Provisional Member is deemed to be a person/s who subscribe to the objects of the Club and is in the process of fulfilling the Full Membership eligibility requirements as may exist from time to time. Such Provisional Members are bound by the Constitution and Standing Orders of the Club and may not vote at General Meetings of the Club, be elected as members of the Club Committee, sit on any Club Subcommittees or receive any benefits otherwise accorded only to Full Members of the Club.

(5e) Associate Member - An Associate Member is deemed to be a person who by virtue of skills, knowledge, employment, business or general standing in the Community will, when awarded Associate Membership, bring an ongoing and tangible benefit to the Club. Such Associate Members are bound by the Constitution and Standing Orders of the Club and may not vote at General Meetings of the Club, be elected as members of the Club Committee, sit on any Club Subcommittees or receive any benefits otherwise accorded only to Full Members of the Club.

All Associate Memberships shall expire at the Annual General Meeting unless individually renewed for a further period after due consideration by the Members present and provided that the number of Associate Memberships conferred does not exceed 10% of the Financial Membership of the Club.

6. Full membership shall be open to persons or groups of persons who, on application, satisfy the Committee that they are the owner or user of a Nissan Patrol, Nissan Safari, Ford Maverick or a derivative of the aforementioned vehicles

7. Associate membership shall be open to any person appointed by the Committee subject to the membership conditions in effect from time to time.

8. Full membership shall be dependant on the member paying subscriptions as determined from time to time by a General Meeting.

9. Applications for membership shall be made in such form and such manner as the Committee may from time to time prescribe. Upon making application for membership, each individual shall undertake an obligation to be bound by the Rules and Constitutions of "The Club".

10. The Committee may refuse any application for membership without assigning any reason therefore.

CESSATION OF MEMBERSHIP

11. Membership shall expire on the last day of "The Club's" financial year.

12. Membership may be withdrawn from any member, if in the opinion of the Committee, the member has acted in a manner incompatible with the objects of the Club. Notice in writing shall be given to the member concerned at least seven (7) days prior to the holding of the next General Meeting. The notice of Meeting (agenda) shall specify the withdrawal. Withdrawal shall be granted provided that 51% of the persons entitled to vote in person or via duly signed proxy agree to the withdrawal.

13. Any member may withdraw their membership from "The Club" by giving notice in writing to the Secretary subject, to the payment of any outstanding monies due to "The Club" and return of any "Club" property in the members possession.

14. A person, who from any causes whatsoever, ceased to be a member of "The Club" shall not have any claim, monetary or otherwise upon "The Club", its funds or property.

15. Membership shall be forfeited by any member within 3 months of ceasing to own or drive a four wheel drive vehicle as described herein.

GENERAL MEETING

16. A General Meeting shall be convened once each calendar month except December at such time and place as the Committee may determine.

Not less than seven (7) days notice shall be provided to all Members specifying the place, the date and the hour of the meeting and in case of special business the nature of that business.

17. If a member gives notice in writing to the secretary of an item of business that the member requires to be included on the agenda for the next general meeting of "The Club" the secretary shall include that item on the agenda accordingly and shall give notice of that item as an item of special business.

18. The General Meeting held in the month of July each year shall also be the Annual General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. Except otherwise provided, no business may be transacted at any General Meeting unless a quorum of members is present in person or by duly signed proxy at the time when the meeting proceeds to business.

20. Thirty percent (30%) of Full Members shall constitute a quorum.

21. If within fifteen minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place (if possible) and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present entitled to vote shall constitute a quorum.

22. The President shall normally preside as Chairperson at every General Meeting and in their absence the Vice President shall assume the role. In the event both the President & Vice President are absent or they choose not to act as Chairperson, a member of the Committee shall be appointed to act on their behalf. Failing a Committee member being available to act as Chairperson, the members present shall nominate a member to act as chairperson.

23. Except where otherwise required resolutions may be passed at a General Meeting by simple majority vote by way of a show of hands.

24. In the case of equality in the votes the question is determined in the negative.

VOTING OF MEMBERS

25. At any General Meeting the voting rights of members shall be as follows:

(25a) Full Member: 1 vote only

(25b) Provisional or Associate Members: No voting rights.

(25c) A proxy holder shall be a Full Member of "The club"

COMMITTEE

26. "The Club" shall be governed by a Committee consisting of nine (9) members as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Environmental Officer
6. Trip Coordinator
7. and three (3) additional Committee Members

27. All Committee members shall retire at each Annual General Meeting and for the duration of the election the chair shall be assumed by a Full Member who is not seeking election to the Committee.

28. The Chairman shall appoint two scrutineers from the financial members present to assist with the election process.

29. The election of Officers will proceed in the order shown in Clause 26

30. All retiring Committee members who are eligible may stand for re-election to any position.

31. The term "financial" shall mean any full Member who is shown on the Club Membership register to have paid their Club subscription and any other monies due in full prior to the commencement of the AGM.

32. Any financial Full member or Full member - single within the meaning of Clause 5a and 5b is eligible to be nominated or nominate themselves for election to the committee either in writing or from the floor.

(32a) Either adult of a Full Membership (clause 5a) may nominate for any Committee position however they cannot both nominate for the same position

(32b) One adult of a Full Membership (clause 5a) may not nominate the other for any Committee position

33. Where only one nomination is received for a position the Candidate will be deemed successful if 51% or more of the financial Full Members present at the meeting in person and by proxy vote in the affirmative by show of hands.

34. Where more than one nomination is received for a position a ballot shall be held and the chairman shall offer the choice of Show of Hands or Paper Ballot to the meeting.

(34a) In the event of a paper ballot, the scrutineers shall issue one (1) voting slip to each eligible Full member and proxy whereupon the Member shall write the name of the candidate of their choice on the voting slip and return it to the scrutineers

(34b) any voting slip that indicates a clear choice of candidate shall be deemed valid and only illegible or ambiguous votes shall be deemed informal.

35. If a ballot is required, the elected chairperson shall

(35a) announce the names of all the candidates and the position being contested.

(35b) call for the scrutineers to count the votes in favour of each candidate and when satisfied all is in order shall announce the successful candidate.

(35c) In the event of a tie the chairperson shall call for a second ballot. If there is a subsequent tie the successful candidate shall be decided by lot.

36. Any candidate who is unsuccessful in contesting a position is eligible to nominate for any other positions still to be decided.

37. Members submitting written nominations for themselves or others under Clause 5 are eligible to nominate for multiple positions, however, a separate nomination form shall be required for each position sought.

38. If, in the course of the election, a member is duly elected to a position their nomination for all further positions shall be immediately withdrawn.

39. If, in the course of the election, one adult member of a Full Membership is duly elected to a position their nomination and also any nomination of the other Member for all further positions shall be immediately withdrawn

40. Casual vacancies occurring on the Committee shall be filled at the next General Meeting if a suitable nomination is forthcoming and 51% or more of the financial Full members present vote in the affirmative.

41. Committee Meetings may be held at such time and place and frequency as the Committee determines.

42. A quorum for a Committee Meeting shall consist of five (5) or more Committee members being present in person or via duly signed proxy (proxy must be a committee member) and no business shall be transacted at any Committee Meeting unless a quorum is present.

43. A Committee member may retire from the Committee by giving notice in writing by hand or any electronic means to the Secretary and such notice will take effect on acknowledgement of receipt of the notice by the Secretary.

44. A Committee member's position on the Committee shall be vacant if:

(44a) The member resigns from the Committee

(44b) The member resigns from the Club.

(44c) The member is absent from three consecutive Committee meetings without leave of absence.

(44d) Five (5) or more Committee members elect to expel the member from the Committee.

45. Business/Questions arising at any Committee meeting shall be decided by a majority vote. In the case of equality in the votes the question is determined in the negative.

46. The President shall normally preside as Chairperson at every Committee Meeting and in their absence the Vice President shall assume the role. In the event both the President & Vice President are absent or they choose not to act as Chairperson a member of the committee shall be appointed as Chairperson.

POWERS OF THE COMMITTEE

47. The conduct and procedure of all meetings and all elections shall be as prescribed by the Constitution and Rules in effect from time to time and as directed by the Chairman.

48. The Committee shall have the power to deal with all matters and transact any business that may affect the Club or its members subject to any condition imposed or direction given at a general meeting of members.

DUTIES OF COMMITTEE

49. The Committee shall control and manage any common goods/property for the benefit of all members, with any cost associated with keeping goods/property in serviceable repair payable by "The Club".

50. Cause to be reported in a loose leaf or bound book particulars of the purport of notices served on "The Club"

51. The Secretary, on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

The Secretary must cause the name of a person who dies or who ceases to be a member of the Club to be deleted from the register of members.

52. Cause to be kept Minutes of its meetings, which shall include particulars of motions passed at those meetings including (all resolutions and proceedings at each General Meeting, Extra Ordinary General Meeting, Annual General Meeting and Committee meeting, and a roll of members or committee members present at each meeting.

53. The Treasurer shall on behalf of "the Club", cause to keep a proper book of accounts in respect to moneys received or expended by "The Club" showing the items in respect of which moneys were received or expended.

54. Cause to be prepared from the books of accounts referred to in (53) a proper statement of accounts of "The Club" in respect of each period commencing on the date of registration of "The Club" or the date up to which the last previous such statement was prepared and ending on a date not earlier than two (2) months before each Annual General Meeting.

55. Cause to be prepared a list of assets & liabilities of "The Club"

56. Cause to be retained for the prescribed period (not less than seven (7) years): -

(56a) the records kept under, and the notices and orders referred to in paragraph (50)

(56b) the minutes and books of account referred to in paragraphs (52) & (53).

(56c) Copies of correspondence received and sent by "The Club"

(56d) Notices of meetings of "The Club" and it's Committee

(56e) Voting papers relating to ballots

(56f) Such other documents as prescribed.

57. Upon application to the Committee a full member may at any reasonable time inspect without charge the books, documents, records and securities of the "The Club". The Committee shall determine from time to time to what extent the books are to be made available for inspection by any other person.

58. At each Annual General Meeting, the Committee shall submit to members a report which shall contain a summary of the activities of the Club since the last Annual General Meeting and an audited financial statement for the financial year.

59. The President and Vice President are the only authorized persons to make public comment on behalf of "The Club" unless the Committee empowers another member, associate or other person to act on their behalf or on behalf of "The Club"

FINANCIAL

60. The Club shall be a non-profit organisation.

61. The Club” shall maintain a banking account/trust account, in the name of “The Club”, with a maximum of four (4) Signatories one of which shall be the Treasurer and which requires any debit transaction to have two (2) or more authorised signatures.

62. Auditors shall be appointed each year by the members at the Annual General Meeting to audit the accounts of “The Club”.

63. The Club’s financial year shall be 1st July to 30th June inclusive.

64. The Treasurer shall receive all monies on behalf of “The Club” and shall account for the same to each General Meeting.

65. All monies shall be expended

66. No member shall undertake any obligations or incur any charges to “The Club”.

67. The income and property of the Club shall be vested to the Club and shall be applied solely for the promotion of its objects and no part thereof shall be paid or otherwise transferred directly or indirectly by way of dividend, bonus or other means of pecuniary profit to the members provided that remuneration may be paid in good faith to Committee members and servants of the Club, or other persons or members of the Club in reimbursement for expenditure incurred on behalf of the Club.

COMMON SEAL

68. Upon becoming an incorporated body, the Committee shall have a Common Seal for the Club and shall provide for the custody thereof. The seal shall not be used or affixed to any document except by the authority of the Committee and every document to which such seal is affixed shall be countersigned by at least two members of the Committee.

CONSTRUCTION OF THE CONSTITUTION

69. In the event of any questions arising as to the construction of any of the foregoing rules or as to any matter not provided for by these rules, the Committee shall have the power to decide the same and its decision shall be final.

ALTERATION OF CONSTITUTION

70. This Constitution may be altered, added to, or repealed at any General Meeting, provided that notice of the proposed alternation, addition or repeal shall have been notified to all members at least sixty (60) days prior to the General Meeting and the same shall have been passed and approved by at least 75% of the member votes of those members present in person or via duly signed proxy and voting at such meeting.

71. The Committee shall from time to time make such rules not inconsistent with this Constitution as in the opinion of the Committee are necessary and desirable for the proper control, administration and management of the Club’s operations, finances, affairs, interests, effects and property and for the contributions, duties, obligations and responsibilities of the members and to amend or rescind from time to time any such rules and the same shall have been passed and approved by at least 75% of the member votes of those members present in person or via duly signed proxy and voting at such meeting.

DISSOLUTION

72. The Club may be dissolved or wound up by resolution at an Extra Ordinary General Meeting called for such purpose, providing sixty (60) days written notice of intent to dissolve “The Club” is given to all financial members.

73. Seventy five percent (75%) majority vote of members present in person or via duly signed proxy is required to dissolve or wind up “The Club”.

74. If upon the winding up or dissolution of “The Club” there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members but shall be (74a) given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members; or

(74b) for charitable purposes

Which association or purpose shall be determined by resolution of the members.