

## CONSTITUTION

### 1. Name of the Association

The name of the association is “Albany Four Wheel Drive Club Inc.”

### 2. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Association** means the Albany Four Wheel Drive Club Inc.

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**committee** means the management committee of the Association;

**general meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**member** means a person who is an ordinary member or an associate member of the Association;

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

### 3. Objects or purposes of the Association

- (1) To establish, maintain and conduct a Club of an educational, recreational, social and non-political character for the purpose of promoting and fostering:
  - (a) Safe and intelligent On-Road and Off-Road driving
  - (b) Active support for the conservation of the natural environment

### 4. Financial year

The financial year of the Association is the period of 12 months commencing December 1st and ending November 30<sup>th</sup> each year.

### 5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### 6. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member provided that person has reached the age necessary to qualify for a drivers licence in WA.

### 7. Applying for membership

- (1) A person who wants to become an ordinary member must apply in writing to the Association and in such form as the committee from time to time directs.
- (2) The application must be signed by the applicant and a member nominating the applicant.

## 8. Dealing with membership applications

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (3) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

## 9. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 14.

## 10. Classes of membership

- (1) The Association consists of ordinary members and any associate members provided for under sub rule (2).
- (2) The Association may have honorary members and life members who are approved by resolution of at least two thirds (2/3) majority of votes cast at an Annual General meeting,
- (3) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (4) An associate member has the rights referred to in sub rule (3).
- (5) Reciprocal membership may be offered for up to three months (3) to any financial member of a recognised Australian four wheel drive club.
- (6) Reciprocal members shall:
  - a) be entitled to all benefits and privileges of the club whilst visiting or residing in WA
  - b) not be subject to any membership fees
  - c) not be entitled to voting rights
  - d) have their membership extended at the discretion of the committee.

## 11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Association under rule 12.
  - (c) the persons membership is terminated under rule 16.
  - (d) the person ceases to be a member under rule 14(3).

## 12. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
  - (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.

## 13. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## 14. Membership fees

- (1) The entrance fee (if any) and the annual membership fee to be paid for membership of the Association will be determined by resolution of the members at each Annual General meeting.
- (2) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (3) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period except for Honorary and Life members who are not subject to a membership fee.
- (4) If a person who has ceased to be a member under subrule (3) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 15. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If a member wishes to make a copy of, or take an extract from, the register or makes a written request to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## 16. Termination of membership

- (1) The committee may decide to terminate the membership of a member of the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed termination at least 14 days before the committee meeting at which the proposal is to be considered by the committee and advise that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions
- (3) A decision of the committee to terminate the member's membership of the Association takes immediate effect.
- (4) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 14 days after the committee meeting at which the decision is made.
- (5) A member whose membership is terminated may, within 14 days after receiving notice of the Committee's decision under subrule (5), give written notice to the secretary advising they wish to appeal the decision at the next general meeting of members.
- (6) The committee decision to terminate the membership of a member may be overturned by at least a two thirds (2/3) majority vote of members present at a general meeting.
- (7) Such decision of a general meeting shall be final.
- (8) A member whose membership is terminated shall not be entitled to any refund of fees paid.

## 17. Parties to attempt to resolve dispute

This procedure applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

## 18. Grievance procedure

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party written notice of the committee meeting at which the dispute is to be considered and determined at least 14 days before the meeting is held.

## 19. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered, the committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the committee about the dispute; and
  - (b) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 14 days after the committee meeting at which the determination is made.

- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination give written notice to the secretary requesting the appointment of a mediator under rule 20.

## **20. Appointment of mediator**

- (1) The mediator must be a person chosen by agreement between the parties to the dispute or in the absence of agreement:
  - a) In the case of a dispute between a member and another member, a person appointed by the committee of the association;
  - b) In the case of a dispute between a member or relevant non-member and the association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation such as a community legal centre.

## **21. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) The mediator cannot determine the matter that is the subject of the mediation.
- (3) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (4) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **22. If mediation results in decision to suspend or expel being revoked**

If as the result of mediation, the decision to terminate the member's membership is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of since termination.

## **23. Committee**

- (1) The committee members have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

## **24. Committee members**

- (1) The committee members consist of —
  - (a) the office holders of the Association; and
  - (b) one ordinary committee member who shall act as Property Officer
- (2) The following are the office holders of the Association —
  - (a) the chairperson;
  - (b) the deputy chairperson;
  - (c) the secretary;
  - (d) the treasurer.
- (3) A person may be a committee member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) an ordinary or associate member
- (4) A person must not hold more than 1 of the offices mentioned in subrule (2).

## **25. Chairperson**

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## **26. Secretary**

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) preparing the notices required for meetings and for the business to be conducted at meetings;

- (c) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership;
- (d) maintaining on behalf of the Association an up-to-date copy of these rules;
- (e) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association;
- (f) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (g) maintaining full and accurate minutes of committee meetings and general meetings;
- (h) carrying out any other duty given to the secretary under these rules or by the committee.

## **27. Treasurer**

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

## **28. How members become Committee members**

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 34.

## **29. Nomination of committee members**

- (1) At least 14 days before an annual general meeting, the secretary must send written notice to all the members calling for nominations for election to the committee.
- (2) A member who wishes to be considered for election must nominate by providing written notice of their nomination to the secretary at least 2 days before the annual general meeting.
- (3) The written notice must be in the form provided by the secretary and must be signed by the nominee and another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member acting as Property Officer.

## **30. Election of committee**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association and for one other member off committee.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, a secret ballot of ordinary members present at the meeting will decide who is to be elected to the position.
- (5) Each member present at the meeting may vote for one member who has nominated for the position requiring a ballot.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

## **31. Term of office**

- (1) The term of office of a committee member begins when the member —

- (a) is elected at an annual general meeting or
- (b) is appointed to fill a casual vacancy under rule 34.
- (2) Subject to rule 32, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

### **32. Resignation and removal from office**

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 24(3) to fill the vacant position.

### **33. When membership of committee ceases**

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 32; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) fails to attend 3 consecutive Committee meetings, without having notified the Committee that the person will be unable to attend.
- (e) When a person ceases to be a member of the committee they must deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association

### **34. Filling casual vacancies**

- (1) The committee may appoint a member who is eligible under rule 24(3) to fill a position on the committee that —
  - (a) has become vacant under rule 33; or
  - (b) was not filled by election at the annual general meeting or under rule 32(3)(b).
- (2) Subject to the requirement for a quorum under rule 40, the committee may continue to act despite any vacancy in its membership.
- (3) If there are fewer committee members than required for a quorum under rule 40, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

### **35. Validity of acts**

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

### **36. Payments to committee members**

- (1) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred -
  - (a) in attending a committee meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

### **37. Committee meetings**

- (1) The committee must meet at least 6 times in each year on the dates and at the times and places determined by the committee.
- (2) The first committee meeting each year will follow immediately after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.
- (4) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

### **38. Procedure and order of business**

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee and if the matter is being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (5) A person invited under subrule (4) to attend a committee meeting —
  - (a) must not comment about any matter discussed at the meeting unless invited by the committee to do so and cannot vote on any matter that is to be decided at the meeting.

### **39. Use of technology to be present at Committee and General Meetings**

- (1) The presence of a member at a committee meeting or general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting or general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member is eligible to vote at the meeting, the member is taken to have voted in person.

### **40. Quorum for committee meetings**

- (1) Subject to rule 34(3), no business is to be conducted at a committee meeting unless a quorum of 3 committee members is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting the meeting is adjourned to the same time, day and place in the following week.
  - (a) If a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2) and at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

### **41. Voting at committee meetings**

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting except that if the votes are divided equally, the chairperson of the meeting has a second or casting vote.

### **42. Minutes of committee meetings**

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 38(4);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
  - (e) every disclosure made by a committee member of a material personal interest..
- (3) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee meeting.

### **43. Subcommittees and subsidiary offices**

- (1) The committee in the conduct of the Association's business has the power to appoint Subcommittees consisting of committee members, members of the association or other persons as the committee may deem necessary to recruit, and to appoint a chairman of any such subcommittee and otherwise regulate the proceedings of such subcommittee and to delegate any of their powers as they think fit and to make such by-laws as they think necessary provided they are not inconsistent with anything contained in these rules.
- (2) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.

#### 44. Annual general meeting

- (1) The Annual General Meeting will be held in December each year at a date, time and place determined by the committee.
- (2) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider the financial statements of the Association for the preceding financial year
  - (c) to elect the office holders of the Association and other committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor.
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### 45. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least Fifty percent (50%) of the members request a special general meeting be convened.
- (3) The members requesting a special general meeting to be convened must —
  - (a) make the request by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given.
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the request may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - (a) must be held within 3 months after the date the original request was made; and
  - (b) may only consider the business stated in the notice by which the request was made.

#### 46. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 45(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting;

#### 47. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment in a format approved by the committee.
- (4) Notice of a general meeting given to an ordinary member under rule 46 must include a copy of any form that the committee has approved for the appointment of a proxy.
- (5) A form appointing a proxy must be received by the secretary before the commencement of the general meeting for which the proxy is appointed.

#### 48. Quorum for general meetings

- (1) **No business is to be conducted at a general meeting unless a quorum, being 25% of eligible members, are present.**
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and

- (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (3) If a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (2)(b) and at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

#### **49. Adjournment of general meeting**

- (1) Every General Meeting shall have the power to adjourn to a future date
- (2) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (3) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 46.

#### **50. Voting at general meetings**

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (4), each ordinary member has one vote.
  - (b) ordinary members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member must have paid any fee or other money payable to the Association by the member.

#### **51. When special resolutions are required**

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to alter the name, rules or objects of the association

#### **52. Minutes of general meeting**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the ordinary members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting; and
  - (c) the financial statements or financial report presented at the meeting; and
  - (d) any report of the review or auditor's report on the financial statements
- (4) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.

#### **53. Source of funds**

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

#### **54. Control of funds**

- (1) The Association must maintain an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The treasurer will have full authority to expend funds on behalf of the Association following approval from the committee.

#### **55. Financial statements and financial reports**

- (1) For each financial year, the committee must ensure the preparation of the financial statements; and

- (a) the presentation to the annual general meeting of the financial statements or financial report, as applicable
- (b) maintain those financial records for at least 7 years

#### **56. By-laws**

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 10); and
  - (b) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

#### **57. Executing documents and common seal**

- (1) Common seal —
  - (a) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
    - (i) 2 committee members; or
    - (ii) one committee member and a person authorised by the committee,
- (2) The secretary must make a written record of each use of the common seal.
- (3) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

#### **58. Giving notices to members**

- (1) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

#### **59. Custody of books and securities**

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control except as otherwise decided by the committee.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control except as otherwise decided by the committee.
- (3) The books of the Association must be retained for at least 7 years.

#### **60. Record of office holders**

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

#### **61. Inspection of records and documents**

- (1) Members may have access to inspect, the register of members, the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association or any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The member may make a copy of or take an extract from a record or document referred to in rule (1) but does not have a right to remove the record or document for that purpose.
- (4) The member must not use or disclose information in a record or document referred to in subrule (1) except for a purpose that is directly connected with the affairs of the Association or that is related to complying with a requirement of the Act.

#### **62. Distribution of surplus property on cancellation of incorporation or winding up**

- (1) Surplus property, in relation to the Association, means property remaining after satisfaction of the debts and liabilities of the Association; and the costs, charges and expenses of winding up

or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.

- (2) The Association may be wound up by Special Resolution to be passed by at least a Seventy Five percent (75%) majority, calculated in numbers of votes, of members present or by proxy at a meeting called for such purpose.
- (3) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be handed over or distributed to such other club(s), association(s) or institution(s) as described in Section 24(1) of the Act having objects wholly or in part, similar to those stated in this constitution and whose rules prohibit the distribution of its or their income and property among its or their members.

### **63. Alteration of rules**

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

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### **By-laws**

1. Group Membership – the individual membership fee may be reduced for each of two eligible adults whose names appear on the same annual renewal form.
2. New members joining after June 30<sup>th</sup> each year shall incur a reduced subscription fee as determined by the committee
3. Personal Safety – the personal safety of any member or visitor shall be the sole responsibility of that person. The club, its Officers or any of them shall accept no legal responsibility whatsoever for the safety of any member or visitor of the club present on or taking part in any activity of the club, regardless of the cause of any accident or injury.
4. Vehicle Identity Symbol – Albany four wheel drive club Inc. identification symbols shall always remain the property of the club. Prior to the termination of membership, a member must return all symbols to a committee member
5. A member who disposes of a vehicle to which has been attached a club symbol shall remove the symbol from said vehicle. Failure to remove such symbol may incur a penalty imposed by the Executive Committee. Such penalty may be in the form of censure, fine or withdrawal of club privileges.
6. The property Officer shall maintain and bring to all club outings all Four Wheel Drive Club equipment.