

CONSTITUTION

PORSCHE CLUB TASMANIA INC

Name of Association

1. The name of the Association shall be Porsche Club Tasmania Inc.

Interpretation

2. In these Rules, unless the context otherwise requires:
 - (a) *Accounting Records* has the same meaning as in the Act;
 - (b) *Act* means the Associations Incorporation Act 1964;
 - (c) *Auditor* means the person if appointed in accordance with the Act;
 - (d) *Club* means the Association referred to in rule 1;
 - (e) *General Meeting* means the Annual General Meeting or a Special General Meeting;
 - (f) *Model Rules* means Associations Incorporation (Model Rules) Regulations 2017.
3. Interpretation of Rules:
 - (a) subject to the provisions of the Act, the interpretation and application of the Rules shall be vested in the Committee whose decision thereon shall be final and binding;
 - (b) if these Rules are silent on any topic then the Model Rules will be read into the Club Rules.

Association's Office

4. The Club registered office is:
 - (a) C/- Civic Club, 131 Davey Street, Hobart TAS 7000 or such other place that the Club decides;
 - (b) the postal address is PO Box 910, Sandy Bay 7006.

Objects

5. The objects of the Club shall be:
 - (a) to promote the highest standards of courtesy and safety on the roads;
 - (b) to promote enjoyment and sharing of goodwill and fellowship amongst Porsche enthusiasts;
 - (c) to arrange and provide social activities for members;
 - (d) to promote interest in the Marque and the maintenance of the highest standards of operation and performance by sharing and exchanging information;
 - (e) to encourage the participation of members in motor sport and to co-operate with similar Clubs throughout Australia and the World;
 - (f) to co-operate as partners with Porsche AG and to represent Porsche's corporate identity.

Powers

6. The powers of the Club are:
 - (a) to purchase, take on lease, or exchange, hire or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Club;
 - (b) the borrowing and raising of money in any manner and on terms the committee thinks fit or as approved or directed by resolution passed at a general meeting;
 - (c) subject to the provisions of the Trustee Act 1898 (as amended), the investment, in any manner the committee determines, of any money of the Club not immediately required for any of the objects or purposes of the Club;
 - (d) to do all such other lawful things as the Club may from time to time think incidental or conducive to the attainment of the objects of the Club.

Membership

7. Membership generally:
 - (a) membership is open to persons who have applied for membership in writing in such form as the Committee shall determine from time to time and whose application been accepted by the Committee;
 - (b) notwithstanding anything contained herein to the contrary, the right to vote at any meeting and the right to be elected to any office of the Club shall be restricted to adult ordinary members;
 - (c) members employed by another automotive brand or an automotive accessory company or owners of competing companies in the automotive industry shall not have the right to be elected to any office of the Club.
8. Ordinary Membership qualifications:
 - (a) a person is eligible for membership if the person is the owner of a Porsche vehicle or has a Porsche vehicle at their permanent disposal; or
 - (b) the person is the partner of an ordinary or life member.
9. Associate Membership qualifications:

Associate Membership is open to persons who are not the current owner of a Porsche but support the Porsche brand and the Club's objects that the Committee votes to accept.
10. Life Membership qualifications:
 - (a) A person is eligible to be a Life Member of the Club if the Committee votes to issue membership for life and the person is a Member of the Club;
 - (b) Life Members have the right to vote but do not pay membership fees.
11. Honorary Membership qualifications:
 - (a) a person is eligible for Honorary Membership if that person's membership would be beneficial to the Club and the committee awards the person Honorary Membership;
 - (b) Honorary Members are not required to pay fees;
 - (c) Honorary Members shall not have voting rights nor shall they have the right to be elected to any office of the Club.
12. Other Membership matters:
 - (a) the Secretary shall maintain a register in hard copy and digital form, stating the name, address and car details of each financial member such register to be updated accordingly and supplied to the committee on a regular basis;
 - (b) the Committee may determine the amount of the annual subscription for which members and members with a partner and/or dependant shall become liable for the current year which shall become due and payable on the following March 31;
 - (c) the first annual subscription of a new member applicant, if joining after October 1 shall pay one half of the annual subscription, or if joining after January 1 shall pay the full annual subscription with the renewal date of 31 March the following year;
 - (d) any right, privilege or obligation of a person as a member of the Club is not capable of being transferred to another person and terminates when the person ceases to be a member of the Club.

Termination of Membership

13. Termination:
 - (a) a member may resign from the Club at any time by giving notice in writing to the Secretary,

- such termination shall take effect at the time such notice is received by the Secretary; or
- (b) If a member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions hereof for 2 months or more; or
 - (iii) has membership fees in arrears for a period of 2 months or more; or
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Club;
 - (c) the Committee shall consider whether that membership shall be terminated under these Rules and the member shall be given fair opportunity of presenting a case for continuing membership;
 - (d) failure of such member to respond within 14 days to requests by the Committee in writing shall render such membership terminated.

Appeal Against Termination of Membership

14. Appeals:

Any member whose membership has been terminated by virtue of these Rules may appeal the decision. Such an appeal shall be in writing and be heard at a Special Meeting convened by the Committee and comprise the President, the Appellant and an independent Arbiter nominated by the Confederation of Australian Motor Sport Limited or its successor.

The Committee

15. The Committee shall consist of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Committee Person(s).

16. Committee Powers and Obligations:

- (a) the Committee shall have general control and management of the administration of the affairs, property and funds of the Club as set out herein;
- (b) at the Annual General Meeting of the Club all members of the Committee shall retire but shall be eligible for re-election;
- (c) the position of any committee member absent for three consecutive committee meetings without leave shall automatically become vacant;
- (d) the Committee may delegate any of its powers to a sub-committee consisting of such persons whether members of the Committee or not. The President of the Club shall be an *ex officio* member of any sub-committee so formed;
- (e) a resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held;
- (f) the Committee may during any year appoint a member to fill a casual vacancy on the Committee;
- (g) any member of the Committee may resign from membership of that Committee at any time by giving notice in writing to the Secretary;
- (h) any member may be removed from office at a Special General Meeting of the Club, where such member shall be given the opportunity to fully present his/her case thus having rights of Appeal.

17. Committee Meetings:

- (a) meetings shall be conducted at least nine times a year on the third Tuesday of each month or as otherwise agreed;
- (b) the quorum at all Meetings shall be five Committee members;
- (c) the President, in consultation with the Committee, may adjourn any Meeting from time to time, providing that unfinished business only is transacted at any subsequent resumption.

Proceedings at General Meetings

18. At every General Meeting:

- (a) the President shall preside as Chairperson unless absent; or
- (b) the President may nominate the Vice President or a Committee member to preside;
- (c) every matter or resolution shall be decided by a majority of votes of financial members;
- (d) in the event of equality of votes, the Chairperson shall have casting or second vote;
- (e) voting can be by show of hands or if requested, by ballot;
- (f) a member may vote by proxy, in writing, or by representative, such instrument or representative shall exercise only one vote for that absent member;
- (g) such instruments shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting where voting is proposed.

Annual General Meeting

19. The Annual General Meeting of the Club will:

- (a) be held no later than 31st day of August each year and upon a date and at a time and place to be fixed by the Committee;
- (b) receive from the Committee a report and statement of accounts and balance sheet for the preceding financial year;
- (c) fill the vacancies in the Committee of the Club;
- (d) decide on any resolution that may be duly submitted to the Meeting for which due notice has been given and deal with any business allowed by these Rules at General Meetings.

20. Elections:

- (a) all current financial members are invited to nominate for positions on the Committee;
- (b) nominations from members to stand on the Committee shall be given 10 days prior to the commencement of the Annual General Meeting;
- (c) should, at the commencement of the Annual General Meeting, there be insufficient nominations for any position, any two members may propose a member as a candidate for the Committee from the floor of the meeting;
- (d) all nominees shall be announced prior to the commencement of voting for that position on the Committee at the Annual General Meeting;
- (e) if two or more candidates are nominated, then all other members present at the Annual General Meeting shall, if necessary, cast votes to elect that committee person.

Special General Meeting

21. Special General Meeting:

- (a) the Committee may at any time for any special purpose direct the Secretary to call a Special General Meeting;
- (b) the Committee shall upon the requisition in writing from any ten members stating the purpose from which the meeting is to be held direct the Secretary to call a Special General Meeting;
- (c) all members shall be notified of the date, time and place of any Special General Meeting not

- less than fourteen days before the day of such meeting;
- (d) a resolution is a special resolution if it is passed by a majority of not less than three-quarters of such members entitled under the Rules of the Club to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those Rules.

Quorums

22. Quorums:
- (a) The quorum at a General Meeting is ten financial members;
 - (b) At any meeting if a stipulated quorum is not reached within half an hour of the meetings appointed commencement, such meetings shall lapse;
 - (c) In any other case it shall stand adjourned to the same day, place and time the following week, or at a time and venue as the Committee sees fit.

Minutes

23. Minutes of Meetings:
- (a) the Secretary shall cause full and accurate Minutes of resolutions and other proceedings of every Committee Meeting and General Meeting of the Club to be retained in digital or written form and available for inspection at all reasonable times by any financial member;
 - (b) the Minutes of every meeting shall be tabled at the next succeeding meeting for confirmation by the Committee.

Funds and Accounting Records

24. Income:
- (a) the income and property of the Club whence so ever derived shall be used and applied solely in promotion of the objects and in the exercise of the powers of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly by way of dividend or bonus or otherwise to the members of the Club;
 - (b) nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any other person whether a member of the Club or not for the carrying out or giving effect to any of the objects or powers referred to these Rules.
25. Accounting Records:
- (a) the funds of the Club shall be banked in the name of the Club with such banking institution as the committee may from time to time determine;
 - (b) cheques and electronic funds transfer upon a bank account of the Club shall be authorised by any two of the President, Vice President, Secretary or Treasurer, or any Committee Member to whom the Committee has delegated authority.
 - (c) the financial year of the Club shall end on the 30th day of June in each year to which date the accounts of the Club shall be balanced;
 - (d) proper accounting records shall be kept by the Treasurer in written or digital form;
 - (e) as soon as practicable at the close of the financial year the Treasurer shall prepare a statement of the Club's income, expenditure, assets, liabilities for the financial year just ended;
 - (f) audit of the statements is not required provided the Club retains its exemption under section 24(1B) of the Act; or
 - (g) an audit is otherwise required by a vote of members at a General Meeting.

Amendment of Rules

26. Amendment of Rules:

Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time by Special Resolution carried at any General Meeting.

Indemnity

27. Indemnity of Members:

No member of the Club shall be liable for any loss from error in judgment, omission, default or oversight on his own part or any loss damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his wilful default or neglect.

Seal

28. Common Seal:

- (a) the Club may have a Seal, which shall be in the custody of the Committee;
- (b) the Seal shall not be affixed to any instrument except by a resolution of the Committee and in the presence of any two of the President, the Vice President, Secretary or Treasurer and the witnesses as aforesaid shall sign the instrument to which the Seal is so affixed.

Winding Up

29. Dissolution:

- (a) the Club shall be dissolved when the membership falls below ten members and/or a Special Resolution to wind up is proposed at a duly convened General Meeting is carried;
- (b) if, upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to such one or more Clubs, Associations, Societies or Institutions or Companies whose objects are similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members;
- (c) if the Club is wound up, each person who was, immediately before the Club is wound up, a member of the Club is liable for payment of the liabilities of the Club and any liability under this Rule is not to exceed \$10 (ten dollars).