



# Porsche Club of South Australia Incorporated

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## Rules

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# Porsche Club of South Australia Incorporated—Rules

## 1. Name

- 1.1. The name of the association is Porsche Club of South Australia Incorporated (the Club).
- 1.2. The Club is authorised by a licence agreement with Dr ING. h. c. F. Porsche AG to use the name “Porsche” in its name and logo and is recognised as an officially approved Porsche Club.

## 2. Definitions

**Committee** means the committee of management of the Club.

**General Meeting** means a general meeting of Members of the Club convened in accordance with these rules.

**Historic Registration** means the Conditional Registration Scheme operated under the Motor Vehicles Act 1959, the Motor Vehicles Regulations 2010 (as amended) and the Road Traffic Act 1961 and associated regulations as explained in the Code of Practice.

**Member** means a Member of the Club.

**Month** shall mean a calendar month.

**Motorsport Australia** means Confederation of Australian Motor Sport Limited, trading as Motorsport Australia ABN 55 069 045 665

**Office Bearers** means the President, Vice President, Secretary and Treasurer.

**Regulations** means the Associations Incorporation Regulations 2008.

**Rules** as set out in section 23A of the Act, which outlines the content that must be included in the rules of an incorporated association.

**Special Resolution** means a special resolution defined in the Act.

**the Act** means the Associations Incorporation Act 1985.

## 3. Objectives of the Club

- 3.1. To promote the Porsche marque, friendship, courtesy on the road and motor sport competition between Members of the Club and other Porsche Clubs.
- 3.2. To organise and encourage social activities that reflect the enthusiasm for and appreciation of the Porsche marque.
- 3.3. To provide Members with the opportunity to participate in Historic Registration.
- 3.4. To act in a non-profit capacity.
- 3.5. To affiliate with Motorsport Australia and other like organisations, acknowledging their Rules and observing the National Competition Rules of the Fédération Internationale de l'Automobile (FIA).

## 4. Powers of the Club

- 4.1. Acquire, hold, deal with, and dispose of, any real or personal property; and
- 4.2. Administer any property on trust; and
- 4.3. Open and operate ADI (Authorised Deposit Taking Institution) accounts; and
- 4.4. Invest in moneys:

- i. in any security which trust moneys may, by Act of Parliament, be invested; or
- ii. in any other manner authorised by the rules of the Club; and

- 4.5. Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit; and
- 4.6. Appoint agents to transact any business of the Club on its behalf; and
- 4.7. Enter into any other contract it considers necessary or desirable.

## 5. Membership

- 5.1. Membership shall be open to any natural person over 18 years of age, interested in the Objectives of the Club, providing they comply with the Membership requirements of the category applied for, and as specified from time to time by the committee. Individuals shall apply for Membership in such form as the Committee shall determine.

## 6. Member Types

- 6.1. **Full Member**— must own (whether legally or beneficially) a Porsche motor vehicle or be the spouse, partner or child of such a person or the applicant must be an officer of a corporation or other entity which is or was the owner (whether legally or beneficially) of a Porsche motor vehicle at the time of joining. A Full Member:
  - i. has voting rights
  - ii. may nominate for a Committee position
  - iii. can enter motorsport competition and can qualify for the PCSA championship
  - iv. can participate in Historic Registration
- 6.2. **Family Member**— must be a spouse, partner or dependent child living at the same address as a Full Member. A Family Member:
  - i. has voting rights
  - ii. may nominate for a Committee position
  - iii. can enter motorsport competition and can qualify for the PCSA championship
  - iv. can participate in Historic Registration.
- 6.3. **Family Member—Non Competition**— must be a spouse, partner or dependent child living at the same address as a Full Member. A Family Member:
  - i. has voting rights
  - ii. may nominate for a Committee position
  - iii. cannot participate in motorsport competition
  - iv. can participate in Historic Registration
- 6.4. **Associate Member**— may not own a Porsche but should be interested in the marque and may apply to join the Club. An Associate Member :
  - i. has no voting rights
  - ii. may not nominate for a Committee position
  - iii. can enter motorsport competition but cannot qualify for the championship
  - iv. does not qualify for Historic Registration.
- 6.5. **Life Membership**—may be conferred on Members at the Annual General Meeting (AGM), provided due

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notice has been given in accordance with Rule 25 and has the rights of a Full Member.

- 6.6. **Honorary Member**—may be conferred on non-Members by the Committee for a period as determined by the Committee. Honorary Membership may be terminated at any time by the Committee if deemed appropriate under Rule 34. An Honorary Member:
- has no voting rights
  - may not nominate for a Committee position
  - can enter motorsport competition but cannot qualify for the championship
  - does not qualify for Historic Registration.
- 6.7. **Complimentary Membership**—is a 6 month trial membership, granted to individuals who have recently bought a Porsche to encourage membership. Granting and promotion of Complimentary Membership is determined by the Committee.

## 7. Register of Members

- 7.1. A register of Members must be kept and contain the:
- name and address of each Member
  - email address of each Member
  - phone number of each Member
  - details of cars owned for the purposes of membership
  - date on which each Member was admitted to, or resigned from, the Club
  - date of and reason(s) for termination of Membership (if applicable).
- 7.2. It is the responsibility of each Member to maintain their current contact details.

## 8. Membership Subscription

Membership Subscriptions are charged annually and must be paid 12 months in advance. Any Member whose subscription is unpaid after one Month shall cease to be a Member but may be reinstated by the Committee upon payment of all applicable monies.

Subscription rates shall be determined from time to time, as deemed necessary by the Committee, at a SGM or AGM.

## 9. The Committee

- 9.1. The affairs of the Club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.
- 9.2. The Committee has the management and control of the funds and other property of the Club.
- 9.3. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules, and the Act, are silent.
- 9.4. The Committee in addition to the powers hereinafter specifically conferred upon them shall have the

control of the finances of the Club, power to engage, control and dismiss the Club servants and all such administrative powers as may be necessary to properly carry out the objectives of the Club in accordance with these rules and the Act.

- 9.5. The Committee shall appoint a Public Officer as required by the Act.
- 9.6. The Office Bearers shall be elected at the AGM, and shall hold office for a period of twelve months from the date of election, and they shall consist of the President, one Vice-President, Secretary and Treasurer, and such other Members as shall be decided upon at the AGM.
- 9.7. The whole of the Committee shall retire at the end of each twelve months and shall be eligible for re-election.
- 9.8. The office of a Committee member shall become vacant if a Committee member is:
- disqualified from being a Committee member by the Act
  - expelled as a member under these rules
  - permanently incapacitated by ill health
  - absent without apology from more than three Committee meetings in a financial year.

## 10. Powers of the Committee

- 10.1. The Committee shall have power to make and publish any by-laws for the improved Management and control of the Club which shall not be inconsistent with these Rules, and shall have the power to invite any other person to attend Committee meetings who may be of assistance to them in a professional and skilled manner for their advice and guidance thereon, provided that such person shall be entitled to a vote.
- 10.2. The Committee in addition to the powers hereinafter specifically conferred upon them shall have the control of the finances of the Club, power to engage, control and dismiss the Club servants and all such administrative powers as may be necessary to properly carry out the objectives of the Club in accordance with these rules.
- 10.3. From time to time the Committee may choose to form a sub-committee to assist with certain aspects of the Club's activities. Such sub-committees can be made up of selected Club Members and associates and have no power to act but will report any recommendations or suggestions back to the Committee for ratification and further action, if so, agreed by the Committee. The Committee can, when considered necessary, empower a sub-committee to act directly within such guidelines and parameters as the committee specifies.

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## 11. Election of the Committee

The election of Members of the Committee shall take place in the ensuing manner:-

- 11.1. Any two Full / Family Members of the Club may nominate a Member to serve on the Committee. Nominations must be in writing, and forwarded to the Secretary at least twenty-one days before the AGM, accompanied by a written memorandum from the candidate agreeing to serve, if elected. In the event of there being insufficient nominations so received, those to hand shall be automatically elected and nominations shall then be called from those Members present to fill the vacancies.
- 11.2. A list of the names of the candidates for each position, in alphabetical order, shall be forwarded to the Members of the Club at least fourteen days before the AGM. Balloting lists shall be prepared containing the names of the candidates only and each full Member present at the AGM shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
- 11.3. If two or more candidates obtain an equal number of votes a further ballot will be held, restricted to such candidates.

## 12. Committee Meetings

- 12.1. The Committee shall meet at least quarterly and at such other times as decided upon by the committee, and also upon a written request from a majority of members of the Committee giving fourteen days' notice.
- 12.2. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote. A casting vote is optional.
- 12.3. A quorum for a meeting of the Committee shall be one half of the members of the Committee.
- 12.4. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of their interest in the contract at the next AGM of the Club.

## 13. Management

The Management of the Club shall be vested in the Committee which shall consist of the President, Vice-President, Secretary and Treasurer and not more than ten ordinary Members of the Club. The President shall be the Chairperson of all meetings except that in their absence the Vice-President shall be Chairperson.

## 14. Minutes

- 14.1. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after

the relevant meeting in minute books or in electronic form kept for the purpose.

- 14.2. The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting.
- 14.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 14.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 15. Duties of the Secretary

- 15.1. The Secretary shall conduct the correspondence of the Club and subject to the control of the Committee, shall have the custody of all documents belonging to the Club.
- 15.2. They shall keep full and correct Minutes of all proceedings of the Club and of the Committee.

## 16. Duties of the Treasurer

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

The Treasurer shall maintain the accounting records of the Club and shall make up the Annual Statement of Accounts and Balance Sheet of the Club to the end of June in each year, which shall, after audit, be typed or printed and circulated amongst the Members with the notice of the AGM.

## 17. Club Seal

- 17.1. The Club Seal (Seal) shall be retained and managed by the Public officer. Under the Act, Section 26(1)(a) deals with contracts made under common seal. Section 63(5) deals with documents bearing the common seal.
- 17.2. The Seal shall not be used without the express authorisation of the Committee, and every use of the Seal shall be recorded in the minutes of the Club. The affixing of the Seal shall be witnessed by the President and the Public Officer.

## 18. Casual Vacancies

Any casual vacancy on the Committee may be filled by the Committee, and any Member so chosen shall retire at the following AGM, but shall be eligible to become a candidate for election to the Committee at such AGM.

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## 19. Indemnity of Members

No Member of the Committee, Officer of the Club, or Member of the Club shall be liable for any act of loss or expense incurred by the Club through the execution of the duties of this office, or in relation thereto, unless the same happens through their wilful default or neglect.

## 20. By-Laws

- 20.1. The Committee is empowered to make, repeal and amend such by-laws as they consider necessary for the proper conduct of the Club.
- 20.2. By-laws made as aforesaid shall have effect until otherwise determined by the Committee or at an AGM or Special General Meeting (SGM) of the Club. In particular, but not exclusively, such by-laws may provide for and regulate:
- The types and categories of Membership and how Members may be elected to Membership and the Committee and method of election of a Committee to manage their affairs.
  - The provision of fines for the breach of any by-law.
  - Generally, all matters as are commonly the subject matter of rules, regulations or by-laws of a Club.

## 21. Accounts

- 21.1. The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act
- 21.2. All accounts for payment shall be presented to the Committee for consideration where practical prior to passing for payments.

## 22. Financial Year

The financial year of the Club shall conclude on the last day of June in each year.

## 23. Funds

- 23.1. The funds of the Club shall be banked in the name of the Club, and the bank account shall be operated upon by any two of the President, Vice-President, Secretary or Treasurer.
- 23.2. The Club is prohibited from making any distribution to its Members, whether in money, property or otherwise howsoever, of any assets; provided however, that this shall not prevent payment in good faith of remuneration to any officers or servants, or reimbursement of out of pocket expenses incurred in facilitating the objectives of the Club.

## 24. Audit

An Auditor or Auditors shall be elected at each AGM, and it shall be their responsibility to examine all accounts, vouchers, receipt books, etc., and furnish a report thereon at the AGM. Audits shall be conducted at regular intervals of 12 months.

## 25. Annual General Meeting (AGM)

- 25.1. The AGM of the Club shall be held no later than the last day of November in each year.
- 25.2. The order of the business at the meeting shall be:
- The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
  - The consideration of the accounts and reports of the Committee and the auditor's report
  - the election of Committee Members
  - Appointment of the auditor.
  - Any other business requiring consideration by the Club in a general meeting

## 26. Special General Meeting (SGM)

- 26.1. The Committee may call an SGM when any question of urgent importance shall arise and shall be bound to do so on receiving a requisition signed by 10 Full / Family Members of the Club for a specifically stated purpose, or by a Member who has been expelled by the Committee and has duly given notice of their desire to appeal to an SGM.
- 26.2. A Special Resolution may be passed when:
- at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Club; and
  - it is passed at a meeting referred to in this paragraph by a majority of not less than 75% of such members of the association as, being entitled to do so, vote in person or by proxy, at that meeting.

## 27. Notice of Meetings

At least 21 days clear notice of intention to convene an SGM or an AGM shall be given by the Secretary to all Members. Any notice of motion intended to be put to the meeting shall be delivered to the Secretary not later than 21 days prior to the date fixed for the meeting, and shall be included with the notice for the Meeting.

## 28. Quorum

At an AGM or SGM, a quorum shall be 10% of the Membership and at a Committee Meeting 50% of the Committee Members and at a Sub-committee meeting 50% of the Committee Members.

## 29. Voting and Polling

- 29.1. Any decisions of the Committee or of the Members at any SGM or AGM, except as otherwise elsewhere provided, shall be decided by the majority of those present and voting. The Chairperson has a deliberative and casting vote.
- 29.2. A Member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any AGM or SGM of the Club.
- 29.3. If a poll is demanded by at least ten members, it must be conducted in a manner specified by the



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person presiding and the result of the poll is the resolution of the meeting on that question.

- 29.4. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 30. Amendment of the Rules

The Rules may be amended at an SGM or an AGM, provided that the amendment is approved by at least 75% of the Members present and voting at the meeting, in the case of a name change 80% of the Members present and provided that this Rule shall not empower the Club to amend the Rules as far as it refers to the provisions set out in Rule 20.

## 31. Dissolution

31.1. The Club shall be dissolved in the event of the Membership being less than 10 persons or upon the vote of a majority of the Members present at an SGM convened to consider such question. Upon dissolution, assets and funds on hand may, after payment of all expenses and liabilities, be handed over to such other Club or similar Club having objectives such as are stated in Rule 3 of the Rules or such registered charity as a majority of the Members present at a SGM may decide.

31.2. If Dr ING. h. c. F. Porsche AG revokes its licence for the Club to use the name "Porsche" the Committee must, on the request in writing of Dr ING. h. c. F. Porsche AG, convene a special general meeting of the Club within 60 days of receipt of such request to change its name.

## 32. Resignation

A Member may at any time, by giving notice in writing to the Secretary, resign Membership of the Club but shall continue to be liable for any annual subscription due and unpaid at the date of such resignation. Any such Member having discharged all liabilities to the Club and wishing to re-join may do so in accordance with the Committee may, at their discretion waive payment of any entrance fee.

## 33. Dispute Resolution

33.1. The dispute resolution procedure set out in this rule applies to disputes between:

- i. A Member and another Member
- ii. a Member and the Club

33.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

33.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

## 34. Expulsion of Members

If any Member shall refuse or neglect to comply with any of the rules or by-laws of the Club or shall be guilty of

conduct which, in the opinion of the Committee is injurious to the character or interests of the Club, the Committee may call upon such Member to make an explanation either in writing or by personal attendance before a meeting of the Committee specially called for the purpose and if, after considering the matter at such meeting, including the explanation (if any) offered by the Member concerned, at least two-thirds of the Members of the Committee present are of the opinion that the charge has been sustained, the Committee may, by the affirmative vote of a two-thirds majority, expel such Member. The Committee shall, in writing advise the Member concerned of its decision. A Member who has been expelled as aforesaid may, within 30 days thereafter give notice in writing to the Secretary, of their desire to appeal against the decision and in that case an appeal may be made to an SGM of the Club called for that purpose (see Rule 26) at which the Member shall be given an opportunity to attend and make a statement. After considering such an appeal, such SGM may affirm or reverse the decision of the Committee.

## 35. Forfeiture of Rights

Any Member, in accordance with the rules or otherwise, ceasing to be a Member of the Club, shall forfeit all such rights to, or claim upon the Club, or its property as they otherwise would have by reason of Membership.

## 36. Club Property

No Member shall take away or permit to be taken away from the Club under any pretext whatever, or shall injure or destroy any article that is the property of the Club.

These Rules were presented to the Members of this Club at the Special General Meeting on the 23<sup>rd</sup> of September 2022,

and was adopted.

Signed: President ( V Moore)



Signed: Secretary (D Herreen)

