

**The Constitution of the Overlander
Four Wheel Drive
Club Inc.**

(As amended 4 April 2005)

Incorporated under the Associations Incorporation Act, 1984

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Part 1 PRELIMINARY

1. Effect of this document

The objects and rules of the association form a binding contract between the association and its members and between each of its members. By applying for membership or renewal of membership, a person agrees to be bound by these objects and rules.

2. Objects

The club is a non-profit association formed for, but not limited to these objects:

- a) Generally promote, share knowledge about and further the use of all four wheel drives as a recreational touring 4-wheel drive vehicle.
- b) Support, promote and foster an interest in 4-wheel driving and related recreational activities such as touring, camping, bushwalking, bird watching and photography. In particular, to demonstrate and promote 4-wheel driving as a recognised, responsible and legitimate recreational activity.
- c) Encourage responsibility towards all aspects of the environment and conservation issues, adopting, practising and promoting the principles of 'tread lightly! Australia'.
- d) Support the objectives and Code of Ethics of the Four Wheel Drive NSW & ACT Inc. and the Australian National Four Wheel Drive Council.
- e) Provide a social and family oriented arena through a variety of club activities for the development of friendship and social responsibility awareness.
- f) Conduct meetings and events and facilitate training classes whereby members may develop knowledge and skills enabling them to become proficient in the safe handling, navigation, care, maintenance and recovery of their vehicle/s.
- g) Support all persons, associations, clubs or any organisation with interests of a similar nature to those of this club, as deemed appropriate by the committee from time to time.
- h) Raise funds, by any lawful manner to meet the expenses and further the objects of the club.
- i) Do all such acts, matters and things permitted by law that, in the opinion of the committee or the association, assist in achieving and enhancing the objectives of the club.
- j) Clauses (a) to (i) notwithstanding, to do all such acts, matters and things permitted by law, that from time to time, in the opinion of the association, are acts, matters and things the club may wish to do.

3. Definitions

In these rules:

Director-General means the Director-General of the Department of Fair Trading.

ordinary member means a person registered in the register of members of the association who is eligible to vote, is not an office-bearer of the association as referred to in rule 18(2) and is not an honorary member.

life member means an ordinary member of the association who is not required to pay annual membership fees or subscriptions but who may enjoy all rights and benefits of membership of the association.

registered member means a person whose details are recorded in the register of members.

visitor means any person who, not being a member, is invited by a member to participate in the activities of the club.

office, officer or office-bearer has the same meaning as in *the Act*.

secretary means:

the person holding office under these rules as secretary of the association, or

if no such person holds that office – the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

books means all books, records and other documents required by *the Act, the Regulation, the Law* and these rules to be kept and maintained by the association.

the Act means the *Associations Incorporation Act 1984*.

the Regulation means the *Associations Incorporation Regulation 1999*.

membership year means from 1 July in any calendar year to 30 June in the following calendar year.

In these rules:

- (a) a reference to *the Law* includes a reference to *the Act, the Regulation* and any enacted commonwealth, state, territory or local government legislation, regulation or bi-law, or common law doctrine.
- (b) wheresoever there may occur a conflict between these rules and *the Law, the Law* shall preside.
- (c) a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (d) a reference to the club or the association shall be taken to have the same meaning and refers to the Overlander Four Wheel Drive Club Inc.

The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

4. Membership qualifications

A person is qualified to be a member of the association if, but only if:

the person is a person referred to in section 15(1) (a), (b) or (c) of *the Act* and has not ceased to be a member of the association at any time after incorporation of the association under *the Act*, or

the person is a natural person:

who has been nominated for membership of the association as provided by rule 5, and

whom the committee of the association, in accordance with rule 5, has approved for membership of the association,

and

the person is familiar with, and willing to support and abide by the objects and rules of the association.

and

the person has attended at least one trip with the club

and

the person is known personally by two current members, or can be known.

5. Nomination for membership

A nomination of a person for membership of the association:

must be made in writing in the form set out in Appendix 1 to these rules, or in such other form as may be determined by the committee from time to time, and

must be lodged with the membership officer or secretary of the association.

Repealed.

As soon as practicable after receiving a nomination for membership the membership officer or secretary must cause, by whatever means specified by the committee, notice of the nomination to be given to the committee upon receipt of which the committee shall, by such means as it deems appropriate, determine whether to approve or to reject the nomination.

In so far as permitted by *the Law*, the committee's decision to approve or reject membership is indisputable and the committee shall not be required to provide its reasons for that decision.

As soon as practicable after the committee makes that determination, the membership officer or secretary must:

notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) all amounts payable by a member under rule 10.

The secretary must, on payment by the nominee of the amounts referred to in paragraph (5)(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association on the date registered.

The committee may, from to time and upon giving written or electronic notice to the members, close the register of members for a total period of not more than 6 months in any membership year, or for such other period as the association, by resolution in a general meeting, may determine.

6. Classes of membership

- (1) A person may, at the discretion of the committee, be granted membership as any one, but only one, of the following member classes:
 - (a) ordinary member (individual or family), or
 - (b) Life-long member,
- (2) Individual ordinary membership includes an individual, being the registered member, and their spouse/partner and any dependant children under the age of 18 years and, subject to these rules, entitles each to enjoy all the rights and benefits of membership except that; only the registered member may vote or hold the position of office-bearer or committee member.
- (3) Family ordinary membership includes a couple, each being a registered member, and any dependant children under the age of 18 years and, subject to these rules, entitles each:
 - (a) to exercise voting rights, and
 - (b) to hold the position of office-bearer or committee member, if so elected, and
 - (c) to enjoy all the rights and benefits of membership.
- (4) Upon recommendation of the committee the association may, by ordinary resolution at any general meeting, award to any ordinary member the status of life member.
- (5) Upon recommendation of the committee, the association may by special resolution, create or dissolve any class of membership, except the classes of ordinary and life-long members.

7. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) does not pay the required annual membership subscription, payable under these rules, within 28 days of the due date of payment.

Upon cessation of membership of a member no person shall be entitled to a refund, either in full or in part, of any monies paid to the association in respect of the member's membership.

8. Resignation of membership

A member of the association is not entitled to resign that membership except in accordance with this rule.

A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the membership officer or secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

The secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member, or ceased to be a member. This is to be made available to the public officer as required.

The register, and any other books required under these rules to be kept by the association may, subject to these rules, be kept in paper or electronic form provided that the register or other books may be inspected and reproduced in accordance with clauses (3) and (4) and *the Law*.

The register of members must be kept at, or if kept in electronic form must be accessible from, the principal place of administration of the association, and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if the committee determines some other amount, that other amount.

The association values the privacy of its members. Although not bound by a privacy code as approved by the Federal Privacy Commissioner (Privacy Act 1988 (Cth)) all personal information of members collected and retained shall be managed in accordance with the 10 National Privacy Principles (schedule 3 of the Act, December 2001 amendment).

10. Fees and subscriptions

- (1) A member of the association must, upon receiving notice of membership acceptance, pay to the association a membership-joining fee of \$10 or, if some other amount is determined by the committee, that other amount:
 - (a) for family ordinary membership, 1.5 times the joining fee, or

- (2) In addition to any amount payable by the member under clause (1) a member of the association must pay to the association, on becoming a member and before 1 July for each subsequent membership year, an annual membership fee in advance of \$35 or, if some other amount is determined by the committee, that other amount:
 - (a) for a member who becomes a member between 1 January and 31 March, 50% of the subscription fee, for that membership year, or
 - (b) for a member who becomes a member between 1 April and 30 June, 25% of the subscription fee, for that membership year, and
 - (c) for family membership, \$60, or
 - (d) for life membership, no annual membership fee.

11. Members' rights

Subject to these rules, a member of the association has a right to:

- (a) attend any general meeting of the association to participate in discussion and vote on any matters so allowed under these rules, and
- (b) nominate, or be nominated for election to office-bearer or committee member, and
- (c) participate in all activities of the club, and
- (d) make use of all property of the club, as approved and directed by the committee, and
- (e) possess, use and display club identification, as approved and directed by the committee, and
- (f) enjoy all benefits provided by the club, its sponsors, supporters and affiliates.
- (g) invite a person or persons to participate in the activities of the club, as a visitor, at their own expense and at their own risk, for a maximum of 3 club outings. Further participation by that person will require that person to apply for, and be granted membership, in accordance with these rules.

A person under the age of 18 years is not entitled to vote or to hold the position of office-bearer or committee member.

Any member suspended under rule 15 shall forfeit all rights of membership unless and until membership is re-instated.

No member, other than a member of a committee as allowed under these rules, may enter into any contract, agreement or arrangement on behalf of the association.

12. Members' obligations and liabilities

- (1) Every member of the club is obliged, when in a public arena or on public or private lands, to follow directions by property managers and owners and to conduct themselves with due diligence and regard as to their representation of the club, the Four Wheel Drive NSW & ACT Inc. and the Australian National Four Wheel Drive Council and the public image of each and of four wheel driving generally.
- (2) Every member of the club is obliged, at all times whether or not participating in club activities, to observe and adhere to all laws, bi-laws, rules and regulations in effect and relevant to the activity of the member, whether or not specifically referred to in these rules.
- (3) Members must ensure that any vehicle used by them, while participating in club activities, is roadworthy according to *the Law* and is covered by third party property insurance.
- (4) Members are responsible for the behaviour of their dependant children under the age of 18 years and visitors.
- (5) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.
- (6) Except as provided for in these rules, and *the Law*, a member's obligations and liabilities under clause (3) and rule 47(3) are not dissolved upon cessation of membership.

13. Membership entitlements not transferable

Except as provided in these rules, a right, privilege or obligation that a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

14. Resolution of internal disputes

Disputes between members (in their capacity as members) of the association, and disputes between members (in their capacity as members) and the association, are to be resolved through a hearing of the dispute committee (DC) subject to these rules.

The DC hearing shall be conducted in a form and manner to be determined by the DC, provided that all parties to the dispute are permitted a reasonable opportunity and time to state their case.

The DC shall consist of 2 ordinary members and 1 committee member, such members being drawn by ballot, to be conducted in any manner whatsoever as determined by the committee.

The committee shall, upon receiving notice in writing of a dispute from either party involved in a dispute:

- (a) set a date for the ballot that shall be not more than 7 days after the date on which the committee received the notice, and
- (b) notify members of the ballot and the names of the parties involved in the dispute.

All members shall participate in dispute resolution proceedings, except:

members party to the dispute, and

members, who, having advised the committee that a conflict of interest may arise via participation in the dispute resolution process, are deemed by the committee to be excluded from the ballot.

Members who believe they may be entitled to be excluded from a ballot in accordance with paragraph (4)(b) must notify the committee within 3 days of being served notice of the ballot.

As soon as practicable after completing the ballot the committee shall cause written or electronic notice to be served on the members selected in the ballot of their selection and of their responsibilities under these rules.

Upon receiving notification of selection, the members selected shall form the DC and shall:

- (a) determine a place, date and time for the hearing, such date being not more than 21 days after the formation of the DC, and
- (b) notify all parties to the dispute, of the hearing place, date and time.

Parties to a dispute must, within 5 days of being served notice of a hearing, submit to each other and to the DC written statements of the issues that are in dispute.

As soon as practicable following completion of the hearing the DC:

- (a) shall issue a ruling on the dispute that will be absolute and binding on all parties, and
- (b) cause written notice of the ruling to be sent to the parties and to the committee.

15. Disciplining of members

All members, irrespective of class, are bound by a duty to observe and uphold the objects, rules and codes of the association whatsoever in force at any time. A contravention of these objects, rules and codes, whatsoever, by a member, may result in disciplinary action against that member, as provided for in these rules.

- (1) A complaint may be made to the committee by any person that a member of the association:
 - has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - has wilfully or persistently acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - must cause notice of the complaint to be served on the member concerned, and
 - must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member the secretary must, within 7 days after the action is taken, cause written or electronic notice to be served on the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 16.
- (5) Suspension becomes effective upon giving of the notice pursuant to clause (4).
- (6) Expulsion does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 16, whichever is the later.

16. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee, which must convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (3):
 - no business other than the question of the appeal is to be transacted, and
 - the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - the members present are to vote by secret ballot or on-line poll on the question of whether the resolution should be confirmed or revoked.

- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

17. Powers of the committee

The committee is to be called the committee of management of the association and, subject to *the Law* and these rules and to any resolution passed by the association in general meeting:

- is to control and manage the affairs of the association, and
- may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules and *the Act* to be exercised by a general meeting of members of the association, and
- has power to perform all such acts and do all such things as are lawful and appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
- may, except as otherwise specified in these rules, determine the means, method, place and time for the delivery of any notice; the performance of any function; and the conduct of any meeting of the association.

18. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of *the Act*, the committee is to consist of:
 - the President, Vice-president, Secretary and Treasurer of the association, and
 - 4 ordinary members, and
 - Magazine representative.each of (other than the Magazine representative) who is to be elected at the annual general meeting of the association under paragraph 28(2)(c).
- (2) The office-bearers of the association are to be:
 - the President, and
 - the Vice-president, and
 - the Secretary, and
 - the Treasurer, and
 - any additional office-bearers created and appointed by the committee from time to time, in their absolute discretion.
- (3) An ordinary member of the association is, subject to these rules, permitted to hold up to, but no more than, 3 offices concurrently.
- (4) The same member may not, except as otherwise provided by these rules, concurrently hold the office of president and secretary or treasurer.
- (5) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy. The member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

19. Election of members

Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated will be elected and further nominations are to be received at the annual general meeting.

If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

20. Secretary

The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

It is the duty of the secretary to keep, or cause to be kept, minutes of:

all appointments of office-bearers and members of the committee and any sub-committees,

the names of members of the committee present at any committee meeting or a general meeting, and

all proceedings at committee meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

In the absence of a separately appointed public officer, the secretary shall perform the duties of the public officer.

21. Treasurer

It is the duty of the treasurer of the association to ensure:

that all money due to the association is collected and received and that all payments authorised by the association are made, and

that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and

that the financial records of the association are made available to the committee at any such time as may be determined by them, and

that the financial records are independently verified at least annually, and

the financial records are delivered to the Chairperson at each annual general meeting in accordance with section 26(6) of *the Act*.

22. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

dies, or

ceases to be a member of the association, or

is prohibited from holding the position, whether by appointment or authority, of director or officer of a company, co-operative or association by the Australian Securities and Investment Commission or any other such regulatory authority, or

resigns office by notice in writing given to the secretary, or

is removed from office under rule 23, or

becomes a mentally incapacitated person, or

is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

23. Removal of member

The association, in general meeting, may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Meetings and quorum

- (1) Meetings of the committee may be, upon unanimous agreement, conducted by any electronic means available to all committee members. Such electronic meetings must be concluded within 72 hours of being declared open.
- (2) The committee must meet at least 4 times in each period of 12 months.
- (3) Additional meetings of the committee may be convened by the president or by any 2 members of the committee. The convenor/s of the meeting must provide notice of the meeting to the secretary at least 72 hours before the time appointed for the holding of the meeting.
- (4) Oral or written notice of a meeting of the committee must be served, by any means whatsoever, by the secretary on each member of the committee at least 48 hours, or such other period as may be unanimously agreed on by the members of the committee, before the time appointed for the holding of the meeting.
- (5) A notice, given under clauses (3) and (4), must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Subject to clause 26(3), 50% +1 member of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to such other time and place, no later than 14 days following the time of adjournment, as is agreed unanimously by the members of the committee.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
the president or, in the president's absence, the vice-president is to preside, or
if the president and the vice-president are absent or unwilling to preside, the members present must elect a member present to preside as chairperson at the meeting.

25. Delegation by committee to sub-committee

The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

this power of delegation, and

a function that is a duty imposed on the committee by *the Act* or by any other law.

A sub-committee may, in accordance with the terms of the delegation while the delegation remains unrevoked, exercise a function, the exercise of which has been delegated to the sub-committee under this rule from time to time.

A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

Despite any delegation under this rule, the committee may continue to exercise any function delegated.

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

The committee may, in its absolute discretion, revoke any decision and undo any act or thing done or suffered by any sub-committee.

A sub-committee may meet and adjourn, as it thinks proper.

26. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting, provided a quorum is so present.
- (2) A sub-committee quorum is present when at least 50% of the members of the sub-committee are present.
- (3) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting), irrespective of the number of offices held, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to rule 24(6), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (6) Prior to the enactment of any decision or thing by a sub-committee, the committee may revoke such decision or undo such thing, subject to a meeting of the committee in accordance with rule 24.
- (7) Except as otherwise provided by these rules, no individual member of the committee or a sub-committee may enter into any arrangement, agreement or contract whatsoever that has the effect of creating an obligation or liability for and on behalf of the association.

Part 4 General meeting

27. Annual general meetings – holding

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each membership year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under *the Act*, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of *the Act*.

28. Annual general meetings – calling and business

- (1) The annual general meeting of the association is, subject to *the Act* and to rule 27, to be convened on such date and at such place and time as the committee may determine.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary members of the committee,
 - (d) to receive and consider the statement that is required to be submitted to members under section 26(6) of *the Act*.
- (3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings – calling

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 10% of the total members who are eligible to vote, convene a special general meeting of the association.
- (3) The special general meeting must be convened within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, unless the requisition is received within 2 months of the next convened general meeting in which case, the special general meeting may be convened and conducted concurrently with the convened general meeting.
- (4) If the committee fails to convene a special general meeting within the time specified in clause (3), any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (6) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member of the meeting. The notice, given in written or electronic form, must specify the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member. The notice, given in written or electronic form, must specify, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under rule 28(2).
- (4) A member desiring to bring any business before a general meeting may give reasonable notice, in writing, of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member provided the notice given by the member is received by the secretary no less than 7 days before issue of the notice of that general meeting.

31. Procedure

No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

20% of the total members (being members entitled under these rules to vote at a general meeting), present constitute a quorum for the transaction of the business of a general meeting.

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

if convened on the requisition of members, is to be dissolved, and

in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

32. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to preside, the members present must elect a member present to preside as chairperson at the meeting.

33. Adjournment

The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making decisions

(1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 10% of members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken;
immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. Special resolution

A resolution of the association is a special resolution:

if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

36. Voting

(1) On any question arising at a general meeting of the association an ordinary member has one vote only.

(2) All votes must be given personally or by proxy but no ordinary member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable, by the member or proxy, to the association has been paid, other than the amount of the annual subscription payable, in respect of the then current membership year, not yet due.

37. Appointment of proxies

- (1) Each ordinary member is entitled to appoint another ordinary member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules, or such other form as the committee may determine from time to time.

Part 5 Miscellaneous

38. Insurance

The association may effect and maintain insurance, including but not limited to public liability insurance, through a generally recognised and reputable provider.

39. Funds – source

The funds of the association may be derived from membership fees, events, donations, sponsorships and such other lawful sources as the committee determines.

All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds – management

Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by only the President, Secretary or Treasurer. This is only authorised with at least one of the other signatories permission.

No officer or member of the club shall be deemed an employee, contractor or service provider of, to or for the club and no payment shall be made by the club to any officer or member except in the reimbursement of approved expenditure as allowed for in these rules.

41. Alteration of objects and rules

- (1) The statement of objects and these rules may not be substantially altered, rescinded or added to other than by a special resolution of the association, except that the committee may make an alteration or amendment, for the purpose of correction or clarification of an object or rule that, in the unanimous opinion of the committee, does not substantially alter the meaning of that object or rule.

42. Common seal

- (1) The association may execute documents under seal.
- (2) The common seal of the association must be kept in the custody of the secretary.
- (3) The common seal must not be affixed to any instrument except by the authority of the committee. The affixing of the common seal must be attested by the signatures of the President, Secretary or public officer. This is only authorised with at least one of the other signatories permission.

43. Custody of books

Except as otherwise provided by these rules, the secretary must keep in his or her custody, or under his or her control all books relating to the association. This information is to be made available to the public officer as required.

44. Maintaining books

Any books required under these rules to be kept by the association, may be kept in paper or electronic form provided that, if kept in electronic form, they are capable of being inspected and reproduced in accordance with these rules and *the Law*.

45. Inspection of books

The books of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

46. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent, or if the machine from which it was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Association property

- (1) All property of the club will remain the sole property of the association and may not be sold, transferred or otherwise disposed of, except on a commercial basis and with the express consent of the committee.
- (2) Property of the club, retained for the time being by any member, must be returned to the club upon the request of any member of the committee or upon the cessation of membership of the member.
- (3) Members shall be responsible for club property and will be liable for any reasonable repair or replacement costs, as determined by the committee, incurred by their use of such property.

48. Dissolution of the association

- (1) the association may only be dissolved by special resolution, or in such other manner as permitted or required by *the Law*.
- (2) upon passing of a special resolution to dissolve the association, the committee must cause the realisation of all assets and discharge of all liabilities of the association and distribute the remaining balance of funds, if any, between the registered charities, four wheel drive clubs or associations such as the committee may decide.

**APPLICATION FOR MEMBERSHIP
OVERLANDER FOUR WHEEL DRIVE CLUB INC.**

Incorporated under the *Associations Incorporation Act 1984*.

I,.....
(full name of applicant)

of.....
(address)

and.....
(e-mail address)

..... hereby apply to become an
(occupation - optional)

..... member of the above-named incorporated association.
(class of membership sought)

In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
Signature of applicant

.....
Date

Vehicle Make

Model.....

Transmission Type.....

Colour.....

Year of Manufacture.....

Registration No.....

Office Use:

Membership approved, for and on behalf of the committee:

.....
Membership number

.....
Date registered

.....
Signature of secretary/president

.....
Date

FORM OF APPOINTMENT OF PROXY

I,.....
(full name) *(membership number)*

being a member of the Overlander Four Wheel Drive Club Inc, and being eligible to vote

hereby appoint
(full name of proxy) *(membership number)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of the motion/s tabled as motion number:

- My proxy is authorised to vote against the motion/s tabled as motion number:

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a voting member of the association.