

CONSTITUTION OF THE NISSAN PATROL CLUB OF SOUTH AUSTRALIA INCORPORATED

Name

1. The name of the Club is *Nissan Patrol Club of South Australia Inc.*

Aims

2. The club is formed for the purpose:
 - 2.1. of arranging, organising, holding and conducting meetings, field events, trips and social activities in order to provide a common meeting place for people with similar interests in four wheel driving and associated activities.
 - 2.2. of promoting four wheel driving as a responsible recreational activity.
 - 2.3. through meetings, trips and other events, educating its members on issues involving conservation of the natural environment and the responsible use of vehicles.

Powers of the Association

3. The association shall have all the powers conferred by section 25 of the Act

Non-Profit Clause

4. The assets and income of the Club shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Club

Membership

- 5.1. Membership types include single person membership and family membership.
- 5.2. Members may be Ordinary, Honorary or Life. Refer to details in paragraphs 6.1. to 8.3.
- 5.3. Ordinary, Family and Life members shall be entitled to all the privileges of membership and shall be deemed to have agreed to be bound by this Constitution. Honorary Members shall enjoy continuous visitors' rights with in the club. Dependent children shall not be eligible to vote at any general, extraordinary or annual General Meeting of the Club, nor shall they be eligible to be an Office Bearer or Committee Member of the Club.

Single Person Membership

- 6.1. Any driver holding a current unconditional drivers licence , excluding medical restrictions, who is either the owner or part owner of, or has access to, a four wheel drive vehicle registered and maintained in good road worthy condition is eligible to apply for admission to Single Person Membership of the Club, as an Ordinary Member.
- 6.2. Application for admission to Single Person Membership shall be as described in Clauses 10.1 to 10.6.

Family Membership

- 7.1. A Family shall for purposes of this Constitution be deemed to be a husband and wife or a couple, or an adult and their dependent children under 18 years of age.
- 7.2. The members of a Family can apply for membership in the Club as a single unit.

- 7.3. For a Family membership application to be valid, at least one of the adults shall be eligible to apply for membership under Clause 6.1
- 7.4. Application for admission to Family membership shall be described in Clauses 10.1 to 10.6. The application shall include the names of all family members for whom membership is sought.

Honorary and Life Members

- 8.1. The Committee may from time to time recommend Honorary Membership for any person or organisation which the Committee feels can assist or has assisted in the aims of The Club. Such a recommendation shall be included with the notice of a General Meeting and can be conferred by a two thirds majority of members voting at the General Meeting.
- 8.2. The Committee may nominate to an Annual General Meeting suitable persons to become Life Members of the Club. A suitable person in this context is one who has had ten or more years of membership of the club and has made an outstanding contribution to the Club. The members present at the Annual General Meeting shall then vote on the nominated persons for Life Member of the Club with two thirds majority of all members present required.
- 8.3. Honorary person Members or Life Members may be either a single person membership or part of a Family Membership

Rights and Liberties of Members

- 9.1. Every member of the Club shall, subject to these rules and the Club By laws which from time to time be determined by the Members at a General Meeting, be entitled to take part in any of the activities of the Club, and to use all facilities provided by the Club for the use of the Club. No member shall by reason of his/her membership be under any financial liability except for payment of his/her annual fees to the Club and any levy agreed to by the majority of members at an Ordinary Meeting of the Club.
- 9.2. Non-members and unfinancial members may take part in Club events as visitors unless otherwise advised by the Committee.
- 9.3. Members shall be entitled to display a Club Badge, indicating membership, whilst they remain members of the Club.

Election of Members

- 10.1. Application for membership shall be forwarded to the Honorary Secretary or his/her agent and shall be on a form provided by the Club and signed by the applicant.
- 10.2. All membership applicants must attend a minimum of three Club meetings or activities within the six months immediately prior to the Committee meeting at which his/her application is proposed and seconded for acceptance.
- 10.3. For the purpose of Clause 10.1., an applicant shall be a Single Person as defined in Clause 6.1. or a Family as defined in Clause 7.1.
- 10.4. Election of an applicant to membership of the Club and acceptance of a member's annual application to renew his/her membership shall be at the discretion of the Committee and shall be subject to any applicable Club By law(s).
- 10.5. When an applicant has been elected the Honorary Secretary or his/her agent shall notify the applicant and on payment of the fees as described in Clause 13., the applicant shall become a member of the Club.
- 10.6. If the applicant is not elected to Membership by the Committee, the applicant shall be so advised by the Honorary Secretary or his/her agent.

- 10.7. The Honorary Secretary or his/her agent shall maintain a register of members which includes:
Each member's name and address.
The date on which they were elected to the Club.
If applicable, the date of and reason(s) for termination of membership.

Resignation of Members

- 11.1. A member may resign his/her membership at any time by written notification to the Honorary Secretary but shall not be entitled to any repayment of his/her annual subscription as a result of such resignation.
- 11.2. If any member's fees have not been paid by the general meeting following the due date, this member shall be deemed and informed unfinancial. Should the overdue subscription then not be paid within thirty (30) days, the membership shall automatically cease and any property of the Club shall be returned.

Discipline and Expulsion of Members

- 12.1. The committee may discipline any member whose conduct it shall, in its absolute discretion, deem to be detrimental to the interests of the club. The discipline shall be commensurate with the misdemeanour and include a range of penalties decided by the committee.
- 12.2. The Committee may expel any member whose conduct it shall consider in its absolute discretion to be prejudicial to the well-being of the Club. Any property of the Club shall be returned on termination of membership.

Membership Fees

13. Membership fees and their due date shall be determined from time to time by the committee and ratified by the members at a General Meeting.

Committee

- 14.1. A Committee shall consist of Office Bearers who are elected from Members of the Club with the power to co-opt. Five (5) of these Office Bearers shall be:
President
Vice President
Honorary Secretary
Honorary Minute Secretary
Treasurer
- 14.2. Other Office Bearers shall be determined by the Committee and one (1) month's notice of proposed offices given prior to the AGM. The total Committee strength shall not fall below five (5) and not exceed fifteen (15).
- 14.3. The elected members shall hold office from the date of election until the next Annual General Meeting.
- 14.4. The Committee may consider all matters relating to the organisation, running and well-being of the Club and will act in accordance with this constitution and the wishes of the membership.
- 14.5. The Committee is empowered to take such actions as the majority of its members agree are in accordance with this constitution.
- 14.6. The Treasurer may execute the payment of expenditure included in the budget of the Club, all of which requires two (2) authorised signatories. The Committee may authorise any other expenditure and pay any other accounts necessary for the functioning of the Club
- 14.7. The Treasurer shall report the financial transactions of the Club to the Committee at all Committee Meetings. The Treasurer shall report the available funds of the

Club to the members at all General Meetings, and provide a copy of the financial statement for the end of the month prior to the General Meeting.

- 14.8. The Committee may take suggestions to the Club regarding other matters.
- 14.9. Individual members of the Committee shall undertake on behalf of the Club such functions as the Club requests. No Member of the Committee shall undertake any action on behalf of the Club, unless expressly authorised and shall clearly indicate in all those dealings that he/she is acting on behalf of the Club.
- 14.10. 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 four meetings in a financial year.

Committee Meetings

- 15.1. Committee Meetings may be held from time to time, of which due notice will be given.
- 15.2. Meetings of the Committee will be convened by the Honorary Secretary from time to time, as the Club may direct, or by request of any three (3) members of the Committee. Seven (7) days' notice of such a meeting will be given to all Members of the Committee.
- 15.3. A quorum for a Committee Meeting shall consist of two (2) Clause 14.1 Office Bearers and three (3) other Committee members.
- 15.4. The President, Vice President, or one (1) of the other committee members present shall preside at all Committee Meetings. The person taking this role shall be the "Presiding Officer" for the meeting.
- 15.5. Voting shall be by show of hands, except that a secret ballot may be allowed at the presiding officer's discretion. Proxies shall be permitted provided that they are lodged with the Honorary Secretary before the meeting. In case of equality of votes the presiding officer shall have the casting vote.
- 15.6. The Committee shall have the power to appoint Sub-Committees to deal with special Club affairs from time to time.

Annual General Meeting and Election of the Committee

- 16.1. The Annual General Meeting will be held each December to elect the Committee, to present the audited financial statements, and other business. Nominations for the Committee will close one month before the Annual General Meeting. One month's notice of the Annual General Meeting will be given to all members.
- 16.2. At least one Auditor shall be appointed at the Annual General Meeting.
- 16.3. The election of the Committee positions will be by secret ballot in the case of more than one nomination.
- 16.4. The Committee will be elected by a simple majority of votes when a secret ballot is required under clause 16.3. In case of equality of votes the Presiding Officer shall cast a vote in accordance with 17.4.
- 16.5. In the event of an Clause 14.1 Office Bearer position becoming vacant it will be filled as soon as practicable by the election process of Clauses 16.3 and 16.4. at a General Meeting.
- 16.6. If a vacancy on the Committee occurs, the Committee may
 - 1) co-opt a Member of their own choosing to fill the vacancy, or

- 2) elect a committee member using the process defined in clause 16.5 or
 - 3) subject to the limitations outlined in Clause 14.2., leave vacant.
- 16.7. A quorum for an Annual General Meeting will be as laid down in Clause 17.2.
- 16.8. The President, or in the absence of the President, the Vice President, or in the absence of the Vice President such a member as is appointed by the Committee shall preside at an Annual General Meeting. The person taking this role shall be the "Presiding Officer" for the meeting. An exception will be made during the election of committee members, when a "Presiding Officer" agreed by the Meeting shall preside.

General and Extraordinary Meeting

- 17.1. The Club shall hold regular General Meetings and can hold Extraordinary Meetings if required.
- 17.2. A quorum for a General or Extraordinary Meeting shall consist of three (3) Clause 14.1. Office Bearers, two (2) other members of the Committee, and ten (10) Members or one third (1/3) of the members whichever is the lesser.
- 17.3. The President, or in the absence of the President, the Vice President, or in the absence of the Vice President such member as is appointed by the Committee shall preside at all General and Extraordinary Meetings. The person taking this role shall be the "Presiding Officer" for the meeting.
- 17.4. Voting at all meetings for ordinary and special resolutions shall be by a show of hands, with the outcome determined by a simple majority, all members are entitled to one vote except the presiding officer who only has a casting vote in the case of equality of votes. A poll by secret ballot may be allowed at the Presiding Officer's discretion, proxy votes are not permissible
- 17.5. An Extraordinary Meeting can be convened by the Honorary Secretary, or by requisition of any ten (10) Members. Seven (7) days' notice of such a meeting shall be given to all Members.
- 17.6. Any matter concerning the conduct of the meeting shall be determined by the Committee subject to a majority vote of all Members present.

Official Publication

18. . The Official Publication of the Club shall be known as "Patrolling".

Constitution Amendments

19. This Constitution may from time to time be revoked, altered or added to by the Club at a General Meeting. Any proposed amendment must be submitted to the Honorary Secretary in writing and signed by a minimum of five (5) Members. The Honorary Secretary will notify any proposed change in writing or via email to all members not less than fourteen (14) days from the General Meeting.

Dissolution

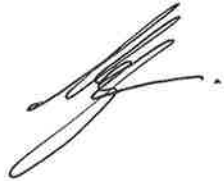
20. The Club shall be dissolved in the event of the membership being less than five (5) members or upon a three quarters majority of members, including proxies, voting at a meeting convened to consider such question. Upon dissolution, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority, which is a non-profit organisation. In dissolving the Club, the Committee shall comply with the relevant legislation which is currently the South Australia "Associations Incorporation Act 1985.

Interpretations

- 21.1 Unless otherwise indicated the word "Club" shall mean NISSAN PATROL CLUB OF SOUTH AUSTRALIA INC.

21.2 This Constitution supersedes all previous Constitutions of the Nissan Patrol Club of South Australia Inc., as from the date signed below.

PRESIDENT *JUYNIE ELUYN DUNN*



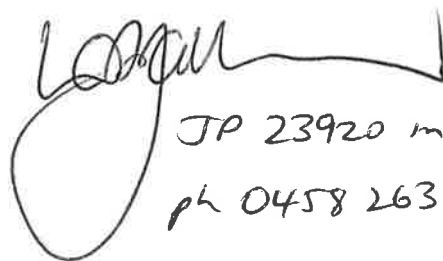
PUBLIC OFFICER *CRAIG LESLIE WOOD.*

C. Wood.

DATED *2/3/2017*

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF THE NISSAN PATROL CLUB OF SOUTH AUSTRALIA INCORPORATED MADE ON 2ND MARCH 2017.

BEFORE ME, ANDREW PAUL JACKSON



JP 23920 in STATE OF SA

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