

WANNEROO WANDERERS 4WD CLUB



WANNEROO WANDERERS 4WD CLUB INCORPORATED

CONSTITUTION

Version 1, effective 03/04/2019

1. NAME

The name of the Club is the

WANNEROO WANDERERS 4WD CLUB INCORPORATED

Hereinafter referred to as the 'Club'.

2. DEFINITIONS

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Books of the Association, includes the following:

- (a) a register of members;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information.

By laws means these Bylaws of the Constitution of the Club made by under *Rule 17*

Executive Committee The group of elected members in which management of the Club is vested. References to 'the committee' within these rules means Executive Committee.

Financial records includes the following:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry;
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared;
 - (ii) adjustments to be made in preparing financial statements.

Financial statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

Financial year of the Association, has the meaning given in *Rule 12*;

Register of members means the register of members referred to in section 53 of the Act;

Rules means these Rules of the Constitution of the Club which are based on the model rules provided with the Act;

Tier 1 club means an incorporated not for profit body to which section 64(1) of the Act applies;

3. OBJECTS

- 3.1. Maintain and conduct a club of educational, recreational, social and non-political character.
- 3.2. Promote interest in responsible four wheel driving.
- 3.3. Active support for the conservation of the natural environment.
- 3.4. Facilitate the exchange of information and skills among members.
- 3.5. Promote interest in outdoor activities.
- 3.6. Promote social and community activities.
- 3.7. Raise funds to support any of the objects of the Club.

4. NOT FOR PROFIT BODY

- 4.1. The property and income of the Club is applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects.
- 4.2. A payment may be made to a member out of the funds of the Club only if it is authorised under *Rule 4.3(a)*.
- 4.3. A payment to a member out of the funds of the Club is authorised if it is:
 - a) The payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business.
 - b) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

5. MEMBERSHIP

- 5.1. Club membership shall be open to all persons who have reached the age necessary to qualify for a driving licence, have satisfied the Club's membership criteria as defined in *Bylaw 1* and shall be:
 - a) Bound by the Constitution and Bylaws of the Club.
 - b) Compliant with the Club's Code of Ethics.
 - c) Liable for such fees and subscriptions as fixed by the Club.
 - d) Entitled to the benefits and privileges of membership.

5.2. *Membership Categories*

a) Ordinary Membership

An individual person, or an individual plus all immediate family members residing at the same address, that is a financial member of the Club.

Ordinary Memberships are entitled to voting rights and to hold office positions.

b) Life Membership

Life Membership may be conferred upon a member in recognition of exceptional and outstanding service to the Club over a considerable period of time. The recipient shall be titled 'Life Member' and shall be entitled to all Ordinary Membership privileges whilst being exempted from all membership subscriptions. Recommendations for Life Membership shall be made to the Executive Committee. Notice of such recommendations shall be given with notice of the next annual general meeting. The election of Life Members shall require the majority of at least two thirds of votes cast by memberships at the annual general meeting.

c) Reciprocal Membership

Reciprocal Membership may be offered to any financial member of any recognised four wheel drive club. The Reciprocal Membership may be entitled to all benefits and privileges of the Club while residing in the State of Western Australia. A Reciprocal Member shall not be subject to any membership subscriptions and is not entitled to voting rights or to hold office positions. Reciprocal Members shall be offered for a period of up to three months, any extension being at the discretion of the committee.

- 5.3. Every candidate for Ordinary Membership shall make, sign and forward to the Executive Committee, a written application for membership in such form as defined by the committee.
- 5.4. The number of memberships in the Club at any one time shall not exceed the number of memberships as defined in *Bylaw2*
- 5.5. The personal safety of any member or visitor shall be the sole responsibility of that person. The Club, its officers or members shall accept no legal responsibility whatsoever for the safety of any member or visitor of the Club present or taking part in any activity of the Club, regardless of the cause of any accident or injury. Nor shall the Club or its officers or members be held responsible for any property damage or loss incurred during said activities.

5.6. ***Termination of Membership***

Membership of the Club may be terminated upon:

- a) Receipt by the Secretary of a notice in writing from a member of their resignation from the Club. Such person remains liable to pay to the Club the amount of any subscription due and payable by that person to the Club but unpaid at the date of termination.
- b) Non-payment by a member of their subscription within two months of the date fixed by the committee for subscriptions to be paid.
- c) Expulsion of a member in accordance with *Rule6*.
- d) Expulsion of a member due to conduct. If the conduct of a member shall, in the opinion of the committee, be contrary to the welfare or interest of the Club, the member may be called to be present at a nominated committee meeting to justify or explain such conduct. If, after consideration, a majority of committee members is of the opinion that the conduct is as charged, the committee may caution, suspend or expel such member. The decision shall be conveyed to the member in writing and to Club members at the following general meeting. Any member so cautioned, suspended or expelled shall have the right to appeal to the members of the Club under *Rule6* by way of a Special General Meeting.
- e) In the event of any suspension or termination of membership the member shall not be entitled to any refund of membership fees paid to the club.

6. DISPUTES AND MEDIATION

- 6.1 The grievance procedure applies to disputes under these rules between:
 - a) a member and another member; or
 - b) a member and the Club.
- 6.2 Within 28 days after the Secretary is given the notice of the dispute, a committee meeting must be convened to consider and determine the dispute.
- 6.3 The Secretary shall give to members at least seven days notice, in writing, of the date of a Special General Meeting. The notice given to each party to the dispute must state:
 - a) When and where the meeting is to be held;
 - b) Clearly set out the business for which the meeting has been called;
 - c) That each party or the party's representative may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the meeting about the dispute.
- 6.4 No other business shall be dealt with at that Special General Meeting.
- 6.5 The quorum requirements of the Special General Meeting shall be the same as cited in *Rule11.5*.
- 6.6 If the dispute is a result of an appeal under *Rule5.6(d)*, the Special General Meeting may reverse or alter the committee's decision on at least a two thirds majority vote of memberships present. Such decision of a Special General Meeting shall be final.
- 6.7 If a dispute between members that relates to the Rules of the Club cannot be resolved through the process in *Rule6*, the Club will make an application for the dispute to be heard at the State Administrative Tribunal (SAT). Then it is open to the SAT to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

7 REGISTER OF MEMBERS

The Secretary, on behalf of the Club, must comply with Section 53 of the Associations Incorporation Act 2015:

- 7.1. By keeping and maintaining in an up to date condition, a register of the members of the Club containing their residential address, postal or email address, contact phone number, class of membership and date of commencement of membership.
- 7.2. The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members decide at a general meeting.
- 7.3. Upon request by a member, the Secretary shall make the register available for inspection. The member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.4. The Secretary must cause the name of a person who has died or who ceases to be a member under *Rule 5* to be deleted from the register of members.

8. EXECUTIVE COMMITTEE

- 8.1. Management of the Club shall be vested in the Executive Committee elected by members at the Annual General Meeting or Special General Meeting and shall consist of:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Trip Co-ordinator
 - f) Social Co-ordinator
- 8.2. No person shall hold more than one position on the Executive Committee at any one time. Persons shall cease to be members of the committee at the conclusion of the Annual General Meeting next following their election and they will be eligible for re-election.
- 8.3. A quorum of the Executive Committee meeting shall be in accordance with *Rule 11.5*.
- 8.4. Any member of the committee who fails to attend three (3) consecutive committee meetings without leave or who fails to discharge their committee obligations to the Club may be required to vacate their position.
- 8.5. Should a permanent vacancy occur on the committee during the club year a member may be elected at a Special General Meeting to fill the vacancy.

9. POWERS OF THE EXECUTIVE COMMITTEE

- 9.1. The Executive Committee shall carry out the day to day running of the Club and shall meet as often as necessary to achieve this. The Executive Committee shall have the power to:
 - a) Administer finances, appoint bankers and direct opening of bank accounts for specific purposes and to transfer funds from one account to another and to close any such account.
 - b) Approve payments made by the Club.
 - c) Recommend fees and subscriptions payable by members and decide such levies and charges as it is deemed necessary and advisable and to enforce payment.
 - d) Adjudicate on all matters brought before it which in any way may affect the Club.
 - e) Cause minutes to be made of all proceedings at meetings of the Executive Committee and general meetings of members.
 - f) Make recommendations to amend and rescind Constitution Rules and Bylaws.
 - g) Appoint subcommittee/s as required for specific purposes.
 - h) Appoint a member to fill a temporary vacancy occurring on the Executive Committee, such appointments to be until the return of the elected committee member or the next annual general meeting.

10. DUTIES OF OFFICERS

10.1. President

- a) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- b) The President has the power and duties relating to convening and presiding at all club meetings provided for in these rules.

10.2. Vice President

- a) In the absence of the President, the Vice President shall carry out the duties of the President as described in *Rule10.1*.
- b) Carry out any other duty given to the Vice President under these rules or by the committee.

10.3. Secretary

It is the duty of the Secretary, on behalf of the Club to:

- a) Deal with Club correspondence.
- b) Consult with President regarding business to be conducted at each Club meeting.
- c) Prepare notices required for meetings and for business to be conducted at meetings.
- d) Maintain on behalf of the Club an up to date copy of these rules and bylaws as required under section 35(1) of the Act.
- e) Unless another member of the committee is authorised to do so, maintain the register of the Club members and recording in the register any changes in membership, as required under section 53(1) of the Act.
- f) Unless another member is authorised by the committee to do so, maintain a record of committee members and other persons authorised to act on behalf of the Club as required under section 58(2) of the Act.
- g) Ensure the safe custody of Books of the Club, other than the financial records, financial statements and financial reports.
- h) Maintain full and accurate minutes of committee meetings and general meetings.
- i) Carry out any duty given to Secretary under these rules or by the committee.
- j) Make Books available upon written request by any Club member.

10.4. Treasurer

It is the duty of the Treasurer, on behalf of the Club to:

- a) Allocate and maintain access to bank accounts, signing authorities and online access for nominated committee members.
- b) Ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name.
- c) Ensure that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee.
- d) Ensure that any payments to be made by the Club that have been authorised by the committee or at a general meeting and are paid on time.
- e) Ensure that the Club complies with the relevant requirements under *Rule13* ensuring the safe custody of the Club's financial records, financial statements and financial reports.
- f) Coordinate the preparation and auditing of the Club's financial statements before their submission to the annual general meeting.
- g) Carry out any other duty given to the Treasurer under these rules or by the committee.
- h) Make Financial Records and Books available upon written request by any Club member.

10.5. Trip Co-ordinator

The Trip Co-ordinator shall

- a) Be responsible for the planning and conducting of Club trips.
- b) Keep a list of trip attendees for liability insurance purposes.
- c) Ensure the trip leader has a duplicate copy of the trip list.

10.6. Social Co-ordinator

The Social Co-ordinator shall

- a) Be responsible for the planning and conducting of all Club social functions.
- b) Keep a list of social function attendees for liability insurance purposes.
- c) Ensure the function host/organiser has a duplicate copy of the attendees list.

10.7. Non-Executive Committee

In addition to the Executive Committee, a non-executive committee may be formed to assist the Executive Committee in the execution of Club business. The non-executive committee positions are detailed in *Bylaw5* and are similarly elected at the annual general meeting.

11. MEETINGS

11.1. Annual General Meeting

- a) The Executive Committee must determine the date, time and place of the Annual General Meeting.
- b) The Executive Committee must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, within 4 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner. If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- c) Notice of Annual General Meetings shall be given in writing and distributed to all members not less than twenty eight (28) days prior to the date of such meeting.
- d) The ordinary business of the Annual General Meeting is as follows:
 - i. To confirm the minutes of the previous Annual General Meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed.
 - ii. To receive and consider the committee's annual report on the Club's activities during the preceding financial year.
 - iii. As a Tier 1 Club, to present for consideration the financial statements of the Club for the preceding financial year.
 - iv. If required to be presented for consideration under Part 5 of the Act, a copy of the auditor's report on the financial statements or financial report.
 - v. To elect the office bearers of the Club and other committee members.
 - vi. To confirm or vary the nomination fees, subscriptions and other amounts to be paid by members.
 - vii. To conduct any other business of which notice has been given in accordance with these rules.

11.2. General Meetings

- a) The business of a Club General Meeting is as follows:-
 - i. Minutes of previous meeting
 - ii. Business arising from previous minutes
 - iii. Correspondence
 - iv. Treasurers report
 - v. Committee reports
 - vi. General business
- b) Club General Meetings shall be held on a regular basis as defined in *Bylaw3*.

11.3. Special General Meetings

- a) The committee may at any time convene a Special General Meeting.
- b) The committee must convene a Special General Meeting if at least 20% of the memberships require a special general meeting to be convened.
- c) The memberships requiring a Special General Meeting to be convened must:
 - i. Make the requirement by written notice given to the Secretary; and
 - ii. State in the notice the business to be considered at the meeting; and
 - iii. Each sign the notice.
- d) The Special General Meeting must be convened within 28 days after notice is given under *Rule11.3(c)*. If the committee does not convene a Special General Meeting within that 28 day period, the memberships making the requirement (or any of them) may convene the Special General Meeting.

11.4. Executive Committee Meetings

- a) Executive Committee Meeting will be called as required and held in addition to Club General Meetings.
- b) The business of an Executive Committee Meeting may include:
 - i. Administration of finances, appoint bankers and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another and to close any such account.
 - ii. Approve payments to be made by the Club.
 - iii. Recommend fees and subscriptions payable by members and decide such levies and charges as is deemed necessary and advisable and to enforce payment.
 - iv. Adjudicate on all matters brought before it which in any way affect the Club.
 - v. Cause minutes to be made of all proceedings.

11.5. Quorums

- a) The quorum for an Annual General Meeting shall be 50% of financial Club memberships.
- b) The quorum for a General Meeting shall be 20% of financial Club memberships.
- c) The quorum for a Special General Meeting shall be 50% of financial Club memberships.
- d) The quorum for an Executive Committee Meeting shall be 60% of the Executive Committee.

11.6. Voting

- a) Each financial membership present at a meeting shall be entitled to one vote.
- b) At all meetings voting shall be done by a show of hands, or if requested by at least 10% of memberships present, by secret ballot.
- c) In the event of an equality of votes, the Chairman shall have a second or casting vote.

- d) For the election of Club office bearers at the Annual General Meeting, voting shall be by a secret ballot.

11.7. ***Proxies***

- a) Subject to *Rule 11.7(b)*, an ordinary member may appoint another ordinary member as their proxy to vote and speak on their behalf at any Club meeting.
- b) An ordinary member may be appointed the proxy for not more than 5 other members.
- c) The appointment of a proxy must be in writing and signed by the member making the appointment. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form that:
 - i. clearly identifies the person appointed as the member's proxy; and
 - ii. has been signed by the member or received electronically.
- d) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- e) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary not later than 24 hours before the commencement of the meeting.

11.8. ***Use of Technology***

- a) The presence of a member at any Club meeting need not be by attendance in person but may be by being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in a general meeting as allowed under *Rule 11.8(a)* is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- c) Notifications received electronically from members will be considered to be equivalent to a signed form as per *Bylaw 6*.
- d) The Club's electronic media is subject to *Bylaw 8*.

12. **MEMBERSHIP FEES**

- 12.1. The Club financial year shall be from one Annual General Meeting to the next.
- 12.2. The fees for each Club year shall be recommended by the committee and ratified by the members at a General Meeting in July of the preceding Club year. Fees are defined in *Bylaw 4*.
- 12.3. Fees shall be due and payable in September of each year. Any member not having paid the annual subscription fee before the first day of November will be deemed to be unfinancial and not a member of the Club.
- 12.4. Applications for membership received after the thirty first of March of each year shall incur a reduced subscription fee.

13. **INCOME AND PROPERTY**

- 13.1. Club funds shall be banked with such bank or building society as the committee shall decide.
- 13.2. The Treasurer shall present a monthly statement of accounts to the committee and Club general meeting. Such statement shall be available for perusal by members of the Club.
- 13.3. The accounts of the Club shall be audited annually by an Auditor appointed by the Club.
- 13.4. The income and property of the Club wheresoever derived, shall be applied towards the promotion of the objects of the Club and all monies so applied shall be at the discretion of the committee.

- 13.5. No money shall be paid to individual members of the Club either directly or indirectly unless by way of reimbursement of monies spent on behalf of the Club and then only if approved by the committee.

14. POWERS OF THE CLUB

To become affiliated with or subscribed to any other club or body whose objects are similar to the objects of the Club, and when appropriate, to withdraw or retire from any such club or body.

From a recommendation by the committee and with the approval of at least two thirds majority vote of the memberships present at a general meeting, the Club may enter into or withdraw from such affiliations/subscriptions.

15. CLUB IDENTIFICATION SYMBOLS

15.1. The Club's identification symbols shall always remain the property of the Club. Prior to the termination of membership, a member must return all symbols to a committee member.

15.2. A member who disposes of a vehicle to which has been attached a Club symbol shall remove the symbol from the said vehicle. Failure to remove such symbol may incur a penalty imposed by the committee. Such penalty may be in the form of a censure, fine or withdrawal of Club privileges.

16. DISSOLUTION

16.1. The Club may be dissolved if it is solvent and resolves by Special Resolution that it be wound up voluntarily at a Special General Meeting convened to consider such question.

16.2. Upon dissolution or winding up of the Club, assets and funds on hand may, after payment of all debts, expenses and liabilities, be handed over or distributed to:

a) A Club/s which is incorporated under the Act, having objects wholly or in parts, similar to those stated in this constitution and whose rules prohibit the distribution of its income and property amongst its members.

b) An organisation that holds a current licence under the Charitable Collections Act 1946.

17. AMENDMENTS TO THE CONSTITUTION RULES AND BYLAWS

17.1. The Rules of the Club's Constitution may be amended at the Annual General Meeting or a Special General Meeting providing at least twenty eight (28) days notice in writing specifying the proposed amendments has been distributed to each member. Any such amendments shall be by Special Resolution passed by 75% of memberships present and entitled to vote at the meeting.

17.2. The Club's Bylaws may be amended at a General Meeting providing at least twenty eight (28) days notice in writing specifying the proposed amendments has been distributed to each member. Any such amendments shall be by Special Resolution passed by 75% of memberships present and entitled to vote at the meeting.

18. COMMON SEAL

The common seal of the Club engraved with the name of the Club shall be kept in the custody of the Club Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the committee and in the presence of the President and two members of the committee both of whom shall subscribe their names as witnesses.

WANNEROO WANDERERS 4WD CLUB INCORPORATED

BYLAWS

Version 1, effective 03/04/2019

Bylaw 1 Membership Criteria

To qualify for Club membership, an applicant must attend a minimum of four (4) club events comprising one (1) general meeting, one (1) social function, one (1) trip and one (1) other Club event in a 12 month period.

Bylaw 2 Memberships

The maximum number of memberships for the Club is fifty (50).

Bylaw 3 Club General Meetings

Club General Meetings must be held on a monthly basis.

Bylaw 4 Fees

The fees for membership are;

Annual subscription \$95

Reduced subscription fee(after 31st of March) 50% of the Annual Subscription.

Nomination Fee(New Member) \$20

Nomination Fee (Lapsed Membership) Waived

Bylaw 5 Non-Executive Committee positions

The following positions shall be elected at the Annual General Meeting.

Club Delegate and Environmental Officer

Insurance Officer

Media Officer (Web Manager and Social Media)

Magazine Editor

Advertising Officer

Property Officer

History Officer

A member may hold more than one position or hold a position concurrently with an Executive Committee position.

Bylaw 6 Forms and Technology

1) Forms

a) Forms will be held and updated by the Secretary

b) Forms to held by Secretary include

i) Membership Nomination

ii) Committee Nomination

iii) Proxy Voting

c) Forms may be in electronic or written format.

2) Technology

a) Forms may be substituted by a member by the use of technology to transmit a member's intention.

b) This can be by:

i) Text message; or

- ii) Email
- c) The use of Text or email must identify the member and the member's intention.

Bylaw 7 Code of Ethics

- 1) Obey restriction on use of public & aboriginal lands. Respect national parks and other conservation areas, (i.e. Department of Biodiversity, Conservation & Attractions, Water & Fire Authorities).
- 2) Respect Aboriginal Culture.
- 3) Obtain permission before driving on private land. Leave livestock alone and gates as found.
- 4) Keep to existing tracks where possible.
- 5) There shall be no deliberate destruction of trees, shrubs or wildlife. Respect our wildlife - stop, look and observe but never chase animals.
- 6) Use well worn campsites to minimise impact on the environment.
- 7) No firearms on Club trips or functions.
- 8) No unofficial competition or displays of "extreme 4WDing" shall take place during trips without permission of the trip leader.
- 9) At Club functions members shall obey verbal instructions and visual signs erected by the organisers.
- 10) Drive very slowly within camp area.
- 11) When answering the calls of nature, members are asked to take the shovel and bury the result at all times and dispose of their paper hygienically. (i.e .bury deeply, rubbish container or campfire).
- 12) Keep the environment clean. Be prepared to carry out all the rubbish you take into unserviced areas.
- 13) Vehicle must be appropriate and suitably equipped for the trip being undertaken.
- 14) All members are required to comply with the above codes.

Bylaw 8 Web & Social Media

The following regulations to be applied for the use of the web site and social media. These rules of use will be published in the Club magazine and on the Club website.

- 1) The Club Media Officer is responsible for administering the website and Facebook accounts.
- 2) Administrator passwords are to be shared with President and Secretary only.
- 3) All Club event communication to be via email and Club meetings.
- 4) Facebook is not to be used as the primary communication medium for Club events.
- 5) No racist or sexist remarks are to be posted on the website or Social Media
- 6) Any item, which offends an individual, is to be removed by the administrator at the request of the offended party. There will be no exemptions. The person who posted the item is to be notified by the administrator that the material is inappropriate. The administrator may not divulge any information relating to the complainant.
- 7) No posted photos are to be tagged with an individual's identification
- 8) Facebook Home page access to be maintained at a security level such that all posts are to be authorised by the administrator.
- 9) Facebook Group page access to be maintained at a security level of secret, which allows only members to post and access content.