

Honda Sports Car Club of Australia Incorporated

Constitution

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HONDA SPORTS CAR CLUB OF AUSTRALIA INCORPORATED

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

1. NAME OF CLUB

The name of the Club is Honda Sports Car Club of Australia Incorporated (the "**Club**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 2009 (NSW)*.

"**Associate Member**" means a person who meets the eligibility criteria under **clause 5.2(b)**, and who has been admitted to membership of the Club.

"**Committee**" means the body managing the Club and consisting of the committee members.

"**Constitution**" means this Constitution of the Club.

"**Financial Member**" means a member, other than a Life Member or a Temporary Member, who has not been suspended under **clause 9.2**.

"**Financial Year**" means the year ending on 30 June each year.

"**Full Member**" means a person who meets the eligibility criteria under **clause 5.2(a)**, and who has been admitted to membership of the Club.

"**General Meeting**" means the annual or any special general meeting of the Club.

"**Honda Sports Car**" means Honda NSX, Honda S2000, Honda Integra Type R, Honda Integra Type S, Honda Civic Type R, Honda S500, Honda S600, Honda S800, Honda Beat and any other future Honda high-performance cars as deemed suitable for inclusion in the Club by a simple majority of members at a properly constituted general meeting.

"**Intellectual Property**" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in Australia.

"**Life Member**" means an individual appointed as a Life Member of the Club under **clause 5.2**.

"Member" means a member of the Club for the time being under **clause 5**.

"NSO" means the National Sporting Organisation being Confederation of Australian Motor Sport (CAMS).

"Objects" means the Objects of the Club in **clause 3**.

"Register" means a register of Members kept and maintained in accordance with **clause 7**.

"Regulations" means regulations under the Act.

"Rules" means rules made under this Constitution.

"Secretary" means the secretary of the Committee appointed in accordance with this Constitution. The Secretary shall be deemed to be the public officer for the purposes of the Act and, accordingly, exercise all the rights and powers, and carry out the duties, of a public officer as prescribed by the Act.

"Special Resolution" means a resolution:

- (a) passed by at least three quarters of the Members entitled to vote in accordance with **clause 25**, whether 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 has been given to members in accordance with **clause 21(d)**; and
- (b) required in the circumstances prescribed by this Constitution and the Act.

"Temporary Member" means a person who meets the criteria set out in **clause 5.2(c)**.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-

enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Club is established solely for the Objects. The Objects of the Club are established to:

- (a) promote the ownership and upkeep of Honda Sports Cars;
- (b) to promote courtesy, good driving and safety on the roads of Australia;
- (c) to promote and engender social activities within its membership;
- (d) to further the motoring interests of its members generally and, where necessary or desirable, to join with other persons or clubs or associations to this end;
- (e) to affiliate and otherwise liaise with CAMS acknowledging its constitution and observing the National Competition Rules and the rules of the FIA;
- (f) advance the operations and activities of the Club throughout the community;
- (g) have regard to the public interest in its operations;
- (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects; and
- (i) to apply, if and when appropriate, for registration as a company or incorporated association.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERSHIP

5.1 Members

The Members of the Club shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of *General Meetings* and to be present, to debate and to vote at *General Meetings*;
- (b) Full Members, who subject to this Constitution, shall have the right to receive notice of *General Meetings* and to be present, to debate and to vote at *General Meetings*;
- (c) Associate Members, who subject to this Constitution, shall have the right to receive notice of *General Meetings* and to be present, to debate, but no right to vote at *General Meetings*; and
- (d) Temporary Members, who subject to this Constitution, shall have no right to receive notice of *General Meetings* and no right to be present or debate or vote at *General Meetings*.

5.2 Eligibility

Membership of the Club shall be open to all persons subscribing to the objects and purposes of the Club, and who meet the membership criteria set out below and who pay the entrance fee and annual subscription fee payable under the Rules:

- (a) Full Membership is available to any person who is a resident of Australia and who is:
 - (i) the principal driver of a Honda Sports Car; or
 - (ii) a co-owner of a Honda Sports Car;
- (b) Associate Membership is available to any person who does not meet the eligibility requirements for Full Membership and who is:
 - (i) a co-driver of or regular passenger in a Honda Sports Car;
 - (ii) a former Full Member;
 - (iii) a non-resident of Australia who would otherwise qualify as a Full member; or

- (iv) a person who is an enthusiast of Honda Sports Cars;
- (c) Temporary Membership is available to any person who wishes to participate in an event organised by the Club, and includes an applicant for membership pending approval by the Committee.

5.3 Life Members

- (a) The Committee may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

5.4 Temporary Members

- (a) Where a person has applied for membership of the Club the person shall be granted Temporary Membership from the time of receipt of the application until the Committee has approved or rejected the application;
- (b) In any other case Temporary Membership may be granted to any person who wishes to participate in any Club event conducted under the auspices of CAMS, subject to the following conditions:
 - (i) an application for Temporary Membership of the Club may be made verbally to Club Captain or his/her delegate responsible for the supervision of an event organised by the Club;
 - (ii) the Temporary Member shall be required to pay a fee as determined by the Committee;
 - (iii) the Temporary Membership shall commence on payment of the fee in **clause 5.4 (b) (ii)**, if any, and shall expire at the conclusion of the event.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Committee (if any), from the applicant or its nominated representative and lodged with the Club;

- (b) accompanied by the appropriate fee (if any); and
- (c) lodged with the Chapter Chairman.

6.2 Recommendation of the Chapter Chairman

The Chapter Chairman must verify that the applicant meets the requirements for membership and that the applicant is a fit and proper person to be a member of the Club. The completed application shall be forwarded to the Secretary together with a statement and to whether the applicant meets the requirements for membership and include a recommendation as to whether the membership application should be accepted or rejected.

6.3 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.
- (c) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

6.4 Renewal

Members (other than Life Members and Temporary Members) must renew their membership annually in accordance with the procedures set down by the Club in Rules from time to time.

7. REGISTER OF MEMBERS

7.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each Member (other than Temporary Members); and
- (b) where applicable, the date of termination of membership of any Member.

Members shall provide notice of any change and required details to the Club within one month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Rules.
- (b) they shall comply with and observe this Constitution and the Rules and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- (c) by submitting to this Constitution and Rules they are subject to the jurisdiction of the Club and CAMS;
- (d) the Constitution and Rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Motor Sport; and
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.
- (b) Once the Club receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Non Payment of Subscriptions

- (a) A Member, other than a Life Member or a Temporary Member, who has failed to pay all arrears of fees payable to the Club within four months of the date on which they became due and payable shall have their membership suspended and not be entitled to the benefits of membership.
- (b) The Committee may cancel the membership of a member whose membership has been suspended under **clause 9.19.1(a)** if the arrears remain unpaid after a further four months, and the Club must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.3 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Rules, failure to comply with the Rules or any resolutions or determinations made or passed by the Committee or any duly authorised sub-committee.
- (b) Membership shall not be discontinued by the Committee under **clause 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view, to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.4 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1, 9.2 or 9.2:**

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Committee.

9.5 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

9.6 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

9.7 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member shall not be refunded.

10. DISCIPLINE

- (a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Rules or any resolution or determination of the Committee or any duly authorised sub-committee;

- (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or Motor Sport; or
- (iii) brought the Club, any other Member or Motor sport into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Rules.

- (b) The Committee may appoint a Judiciary Sub-Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Rules but is subject always to the Act.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Committee, and set out in the Rules.

12. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

13. CHAPTERS

13.1 Chapters

- (a) The Club shall be arranged into Chapters.
- (b) The minimum number of members required for the establishment of a Chapter shall be in accordance with the Rules.
- (c) Subject to the minimum number of members required for establishment of a Chapter, a Chapter shall be established in each State or Territory.
- (d) The Committee may establish additional Chapters within each State or Territory where there are sufficient members.

13.2 Allocation of Members to Chapters

- (a) Each Member shall be allocated to the Chapter that covers the residential address of the member
- (b) A Member may, on application by the member, apply to the Committee to be allocated to an alternative Chapter, either temporarily or permanently. Such application may be approved at the discretion of the Committee.

- (c) Where there are insufficient members in a State or Territory to permit the establishment of a Chapter, or the number of members falls below the minimum number required under the Rules, any members resident in that State or Territory shall be allocated to the Chapter closest to the member's residential address.
- (d) Where there is more than one Chapter in a State or Territory, and the number of members in one of those Chapters falls below the minimum number required under the Rules, the remaining members shall be allocated to the other Chapter
- (e) In the event that there are insufficient members to meet the minimum number of members required for the establishment of any Chapter, all members shall be allocated to the New South Wales Chapter.

13.3 Chapter Chairman

- (a) The members in a Chapter shall elect a member to hold the position of Chapter Chairman.
- (b) Election of a Chapter Chairman shall take place at the time of the Annual General Meeting and only Full Members of a Chapter may vote for the Chapter Chairman of that Chapter.
- (c) The election of a Chapter Chairman shall be conducted in accordance with procedures under **clause 15**.
- (d) The Chapter Chairman must be a Member of the Club, other than a Temporary Member. For the purposes of clarification, the Chairman need not be a member allocated to that Chapter.
- (e) The Chapter Chairman shall be responsible to the Committee for the operation of the Chapter in accordance with the Constitution, Rules and the directions of the Committee.
- (f) The Chapter Chairman may co-opt additional Members to assist with the operation of the Chapter.

13.4 Chapter Representatives

- (a) The members of all Chapters in a State or Territory shall elect a member to hold the position of Chapter Representative for that State or Territory.
- (b) Election of a Chapter Representative shall take place at the time of the Annual General Meeting and only Full Members of the Chapters in a State or Territory may vote for the Chapter Representative of that State or Territory.
- (c) The election of a Chapter Chairman shall be conducted in accordance with procedures under **clause 15**.

- (d) The Chapter Representative must be a Member of the Club, other than a Temporary Member. For the purposes of clarification, the Chairman need not be a member allocated to that Chapter.
- (e) The Chapter Representative shall automatically be a member of the Committee and shall represent the interests of the Members in the Chapter.

14. COMPOSITION OF THE COMMITTEE

14.1 Composition of the Committee

The Committee shall comprise:

- (a) The Chapter Representatives elected under **clause 13.4**.
- (b) The Club Officers listed below:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer;
 - (iv) Secretary; and
 - (v) Club Captain.

14.2 Additional Committee Members

- (a) If the Committee determines, it may make provision for additional committee members:
 - (i) Membership Secretary;
 - (ii) Publicity Officer, and
 - (iii) Social Secretary.
- (b) If the Committee determines, it may make provision for additional committee members without allocating a portfolio.

14.3 No Restriction on Holding Multiple Positions

There is no restriction on a member holding more than one position on the Committee with the exception of President and Vice-President.

15. ELECTIONS FOR COMMITTEE MEMBERS

15.1 Nomination for Committee

Nominations for Committee Member positions shall be called for twenty-eight (28) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided.

Qualifications and job descriptions shall be determined by the Committee from time to time.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Members, other than Temporary Members;
- (d) certified by the nominee (who must be a Member, other than a Temporary Member) expressing his willingness to accept the position for which he is nominated; and
- (e) delivered to the Secretary not less than twenty-two (22) days before the date fixed for the annual general meeting.

15.3 Elections

- (a) If there is only one nomination received for any vacancy to be filled on the Committee, then the Member nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there is no nomination received to fill a vacancy on the Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 16.1**.
- (c) If more than one nomination is received for a vacancy, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under **clause 15** shall hold office until the next annual general meeting subject to provisions in this Constitution relating to early retirement or removal of Committee Members.

16. VACANCIES ON THE COMMITTEE

16.1 Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

16.2 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a *Committee Member* becomes vacant by virtue of the Act, the office of a *Committee Member* becomes vacant if the *Committee Member*:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Club;
- (e) is absent without the consent of the *Committee* from meetings of the *Committee* held during a period of six months;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (g) in the opinion of the *Committee* (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club;
 - (i) has brought the Club into disrepute;
- (h) is removed by Special Resolution; or
- (i) would otherwise be prohibited from being a *Committee Member* of a corporation under the *Corporations Act 2001 (Cth.)*.

16.3 Committee May Act

In the event of a casual vacancy or vacancies in the office of a *Committee Member* or *Committee Members*, the remaining *Committee Members* may act. However, if the number of remaining *Committee Members* is not sufficient to constitute a quorum at a meeting of the *Committee*, they may act only for the purpose of increasing the number of *Committee Member* to a number sufficient to constitute a quorum.

17. MEETINGS OF THE COMMITTEE

17.1 Committee to Meet

The *Committee* shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A *Committee Member* may at any time convene a meeting of the *Committee* within reasonable time.

17.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

17.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or acceded to by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person;
 - (iii) if a failure in communications prevents **clause 17.3(b)(i)** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 17.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and
 - (iv) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

17.4 Quorum

At meetings of the *Committee* the number of *Committee Members* whose presence is required to constitute a quorum is one third of the *Committee* or three (3) *Committee Members*, whichever is the greater.

17.5 Notice of Committee Meetings

Unless all *Committee Members* agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the *Committee* shall be given to each *Committee Member*. The agenda shall be forwarded to each *Committee Member* not less than two (2) days prior to such meeting.

17.6 Presiding at Committee Meetings

At meetings of the *Committee*:

- (a) the President or, in the absence of the President, the Vice-President presides, or
- (b) if the President and Vice-President are absent, or are unable to preside, the majority of committee members must choose one of their number to preside.

17.7 Conflict of Interest

A *Committee Member* shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the *Committee*, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the *Committee Member* casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a *Committee Member* to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the *Committee*. If this is not possible, the matter shall be adjourned or deferred.

17.8 Disclosure of Interests

- (a) The nature of the interest of a *Committee Member* must be declared at the meeting of the *Committee* at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the *Committee* at the next meeting of the *Committee*. If a *Committee Member* becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the *Committee* held after the *Committee Member* becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

17.9 General Disclosure

A general notice stating that a Committee Member is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 17.8**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

17.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 17.7, 17.8 and/or 17.9** must be recorded in the minutes of the relevant meeting.

18. DELEGATIONS

18.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special sub-committees, individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

18.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

18.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 17**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

18.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

18.6 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

19. ANNUAL GENERAL MEETING

- (a) The Club's annual general meeting shall be held within 6 months of the end of the Financial Year and in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.
- (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

20. SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.

20.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when five per cent of Members (or more) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every general meeting shall be given to every Life Member and Member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register.
- (b) A notice of a general meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) Except where paragraph (d) applies, at least fourteen (14) days notice of a general meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
- (d) If a Special Resolution is proposed to be submitted to the general meeting, then at least twenty-one (21) days notice of the general meeting shall be given.
- (e) Notice of every general meeting shall be given in the manner authorised in **clause 35**.

22. BUSINESS

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and the election of Committee Members under this Constitution.
- (b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **clause 22(a)**, shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

23. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the general meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be twenty percent (20%) of Members.

24.2 President to Preside

The President of the Club shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside, the delegates present shall appoint another Committee Member, who is entitled to vote, to preside as chairperson for that meeting only.

24.3 Adjournment of Meeting

- (a) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of the Members.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

24.6 Where Poll Demanded

- (a) If a poll is duly demanded under **clause 24.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.
- (b) A poll that is demanded on the election of chairperson or on the question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the general meeting as the chairperson directs.

25. VOTING AT GENERAL MEETINGS

25.1 Members Entitled to Vote

Each Full and Life Member who has paid to the Club all moneys due and payable by him or her (including the entrance fee and annual subscription) shall be entitled to one vote at *General Meetings*. Such vote may be exercised in person or by proxy. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5.1**.

25.2 Chairperson May Exercise Casting Vote

Where voting at *General Meetings* is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

25.3 Proxy Voting

- (a) Proxy voting shall be permitted at all *General Meetings*.
- (b) Proxy votes must be lodged with the Secretary at least 48 hours before the time for the holding of the meeting.
- (c) Proxy votes must be lodged in accordance with the instructions contained in the notice of meeting.
- (d) A proxy must be a member of the Club entitled to vote under **clause 25.1**.

25.4 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Committee. If the Committee so determines, the postal ballot shall be conducted under the procedures set by the Committee from time to time.

26. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution and rules between a Member and:
 - (i) another Member; or

- (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the NSO in accordance with the procedures determined by the NSO from time to time.
- (d) The Committee may prescribe additional grievance procedures in the Rules consistent with this **clause 25.4**.

27. RECORDS AND ACCOUNTS

27.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or general meeting.

27.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

27.3 Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

27.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

27.5 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Committee's report and every other document required under the Act (if any).

27.6 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the

case may be, by any two duly authorised *Committee Members* or in such other manner as the *Committee* determines.

27.7 Investment

The *Committee* shall be empowered to invest the funds and property of the Club upon such securities and the *Committee* shall from time to time think fit.

28. SECRETARY

The *Secretary* must carry out his her or duties under the direction of the *Committee* and must keep the records referred to in **clause 27.1**, together with a record of the names or persons present at committee meetings, attend to correspondence, issue notices of general and committee meetings and carry out such duties as the *Committee* may direct.

29. TREASURER

The *Treasurer* must receive all monies payable to the Club, give receipts for monies received and make all payments authorised by the Club. All monies so received so received shall be paid into a bank account of the Club. The *Treasurer* shall carry out such duties as the *Committee* may direct.

30. INCOME

30.1 Sources of Income

Income and property of the Club shall be derived from such sources as the *Committee* determines from time to time.

30.2 Application of Income

The income and property of the Club shall be applied solely towards the promotion of the *Objects*.

30.3 Prohibition on Distribution

Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any *Member*;
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any *Member* who holds any office of the Club.

30.4 Certain Payments not Prohibited

Payment in good faith of or to any *Member* can be made for:

- (a) any services actually rendered to the Club whether as an employee, *Committee Member* or otherwise;

- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in **clauses 30.2 or 30.3** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

34. RULES

34.1 Committee to Formulate Rules

The Committee may formulate, issue, adopt, interpret and amend Rules for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Motor Sport in the local area. Such Rules must be consistent with the Constitution and any policy directives of the Committee.

34.2 Rules Binding

All Rules are binding on the Club and all Members.

34.3 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Rules shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

35. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

36. INDEMNITY

- (a) Every Committee Member and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (ii) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
 - (iii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

HONDA SPORTS CAR CLUB OF AUSTRALIA INCORPORATED

RULES OF THE CLUB

1. STATUS OF RULES

- (a) These are the rules referred to in the Constitution of the Club and are subject to the provisions of that Constitution
- (b) These rules were approved by the Committee on 01 July 2013.

2. MEMBERSHIP APPLICATION

2.1 Form

The Committee shall determine the form for a membership application or renewal.

3. SUBSCRIPTIONS AND FEES

3.1 Membership year

The membership year shall commence on 1 April each year.

3.2 Entrance fee

- (a) The entrance fee payable by a person applying to become a Full Member or an Associate Member of the Club shall be \$25.00.
- (b) No entrance fee shall be payable by Life Members or Temporary Members.
- (c) The Committee may waive the entrance fee in respect of any person admitted to membership who has been a member of a club where the assets of that club have been transferred to the Club.
- (d) The Committee may waive the entrance fee where it considers it appropriate to do so and it its absolute discretion.

3.3 Annual Subscriptions - Life Members

No annual subscription shall be payable by Life Members.

3.4 Annual Subscriptions - Full Members

- (a) The annual subscription payable by Full Members shall be \$50.00
- (b) Where a Full Member is admitted as member of the Club after 30 September in any membership year the subscription payable shall be \$25.00.

3.5 Annual Subscriptions - Associate Members

- (a) The annual subscription payable by Associate Members shall be \$25.00

- (b) Where an Associate Member is admitted as member of the Club after 30 September in any membership year the subscription payable shall be \$12.50.

3.6 Membership fees - Temporary Members

- (a) The fee payable by Temporary Members who are applicants for Full Membership or Associate Membership and who have paid the appropriate Entrance Fee and Annual Subscription shall, pending a decision on that application, be \$nil.
- (b) The fee payable by Temporary Members who wishes to participate in a Club Amendments event shall be \$1.00 per day for each day of the event.

4. CHAPTERS

- (a) The minimum number of members for required for the establishment of a Chapter shall be three (3).
- (b) The Committee may amend this requirement for a single Chapter at its sole discretion.
- (c) The Committee shall set the geographical boundaries for each Chapter
- (d) Where there is less than the minimum number of members in a State or Territory to allow the establishment of a Chapter, members in that State or Territory shall be included in another Chapter as directed by the Committee.

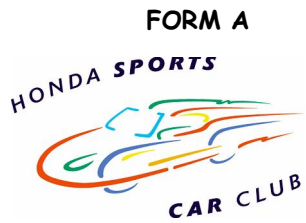
5. LIFE MEMBERS

For the purposes of determining that a person has given distinguished service the Committee shall not consider members with less than ten (10) years membership unless special circumstances exist. Such circumstances are at the discretion of the Committee, and may include service to and membership of another club.

HONDA SPORTS CAR CLUB OF AUSTRALIA INCORPORATED

FORMS

- A. Application for Membership (ex HSCCNSW)
- B. Application for Membership
- C. Renewal of Membership
- D. Nomination for Committee
- E. Proxy Form



FORM A

Joining the Honda Sports Car Club

As you are a financial member of the Honda Sports Car Club of New South Wales, you are invited to join the Honda Sports Car Club of Australia. If you have paid all amounts due to the New South Wales Club, no amounts will be due until the 31 March 2014 when renewal will fall due. Please complete your details below and return the form to: **Honda Sports Car Club of Australia, PO Box 557, Jannali, NSW 2226.**

First name _____ Last name _____

Address _____

Suburb _____ State _____ Postcode _____

Telephone (H) _____ (W) _____ (M) _____

Email address _____

Membership category Full - Associate -

To be eligible for full membership you must be the owner or driver of a car that meets the club's criteria as a Honda sports car. Details are available from the club.

Car details Model _____ Year _____ Registration _____ Colour _____

The Club's membership years runs from April to March the following year.

When your application and subscription is received, you will be enrolled as a Temporary Member and will be able to participate in Club events pending approval of your application by the Committee.

When your membership application has been processed and approved by the committee you will receive your membership card and be placed on the mailing list for the club magazine. The magazine includes details of various discounts and activities the club arranges.

Details about the club can be found at the website www.hscca.com.au.

FORM B



Joining the Honda Sports Car Club

If you would like to become a member of the Honda Sports Car Club of Australia, please complete your details below and hand this form and cheque to your Chapter Chairman, or mail to: **Honda Sports Car Club of Australia, PO Box 557, Jannali, NSW 2226.**

First name _____ Last name _____

Address _____

Suburb _____ State _____ Postcode _____

Telephone (H) _____ (W) _____ (M) _____

Email address _____

Membership category Full - \$50.00 Associate - \$25.00

To be eligible for full membership you must be the owner or driver of a car that meets the club's criteria as a Honda sports car. Details are available from the club.

Car details Model _____ Year _____ Registration _____ Colour _____

Membership fees	Application fee	\$25.00
	Membership fee	\$ _____
	Total	\$ _____

The Club's membership years runs from April to March the following year. A joining fee and membership fee is payable on joining the club. The membership fee is halved if the application is made after 1 October.

Payment must be attached to this application or made by direct deposit to the Club's bank account. Bank details are: BankWest account: BSB 302-985 Account number 010 697 7.

When your application and subscription is received, you will be enrolled as a Temporary Member and will be able to participate in Club events pending approval of your application by the Committee.

When your membership application has been processed and approved by the committee you will receive your membership card and be placed on the mailing list for the club magazine. The magazine includes details of various discounts and activities the club arranges.

Details about the club can be found at the website www.hscca.com.au.

FORM C

HONDA SPORTS CAR CLUB OF NEW SOUTH WALES INC
Membership Renewal 2014/15

Please check the details below, and make any changes necessary. If you make changes please send the updated form to
Membership Secretary
c/- PO Box 557
Jannali NSW 2226
or ian.riley@yahoo.com
or fax to 02 9589 0374

If the information is unchanged, please make payment by cheque to the above address, or deposited directly to the club's BankWest account: BSB 302-985 Account number 010 697 7.

Membership category
Full \$50 Associate \$25 Honorary Life \$nil

Details

Name:

Address:

Suburb:

State:

Postcode:

Contacts

Home Phone:

Work phone:

Mobile:

Fax:

Email:

Car type:

Year:

Body type:

Colour:

Registration

FORM D

HONDA SPORTS CAR CLUB OF AUSTRALIA INC

NOMINATION FORM

We hereby nominate

.....

for the position of

being a Life/Full/Associate Member (delete two) of the Honda Sports Car Club of Australia Inc and eligible to be elected to the position.

Signature of nominators

.....

.....

Name:

Name:

Life/Full/Associate Member (delete two)

Life/Full/Associate Member (delete two)

Signature of Nominee

I certify that I am willing to accept the position for which I am nominated

.....

Notes

A nominee must be a member of the Club other than a Temporary Member.

A Member can nominate for any position on the Committee, and may hold multiple positions at the same time except President and Vice President.

Only members of a Chapter may vote for Chapter Chairman and Chapter Representative, but the nominee need not be a member of that Chapter.

The nomination form must be lodged with the Secretary no later than 22 days prior to the Meeting.

The nomination form may be lodged in person, by mail or email at the addresses below:

In person:

By mail:

By email:

FORM E

HONDA SPORTS CAR CLUB OF AUSTRALIA INC

PROXY FORM

Appointment of Proxy

I/We

of

being a Life/Full Member (delete one) of the Honda Sports Car Club of Australia Inc and entitled to attend and vote, appoint the individual named below

.....

of

or failing the person named above, or if no person is named, the Chairman of the meeting, as my proxy to attend and vote in accordance with the directions set out below (with a discretion as to any business not referred to below) or if no directions are given, as my proxy sees fit at the Annual General Meeting of the Club to be held on **Day and date** and at any adjournment of the meeting.

Voting Directions to your Proxy - Please mark in the appropriate box to indicate your directions.

Ordinary Business

Item	For	Against	Abstain*
Election of President - Nominee			
Election of Vice President - Nominee			
Election of Secretary - Nominee			
Election of Treasurer - Nominee			
Election of Club Captain - Nominee			
Election of NSW Chapter Chairman # - Nominee			
Election of NSW Chapter representative # - Nominee			
Election of VIC Chapter Chairman # - Nominee			
Election of VIC Chapter representative # - Nominee			
Election of SA Chapter Chairman # - Nominee			
Election of SA Chapter representative # - Nominee			

Election of Membership Secretary - Nominee			
Election of Publicity Officer - Nominee			
Election of Committee Member - Nominee			

Notes

The proxy holder must be a member of the Club, who is entitled to vote at the meeting (ie have paid all amounts due to the Club).

Ordinary business at the Annual General Meeting includes the receipt of reports. As the reports are only presented at the meeting, your proxy holder will vote on the adoption of these items and on any procedural motions as they see fit.

Voting for elected committee member positions

A Poll will be called in relation to the election of each position.

You must only enter "Yes" for one nominee for each position. More than one "Yes" vote will render your vote invalid and it will not be counted.

You should vote even if there is only one nominee, as the Constitution provides that the nominee can only be elected if the nominee is approved by a majority of members.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Voting for Chapter Chairman and Chapter Representatives is restricted to members of the relevant Chapter

The proxy form must be lodged with the Secretary no later than 48 hours prior to the meeting

Proxies may be lodged in person, by mail or email at the addresses below:

- In person:
- By mail:
- By email:

Please sign here.

.....
Signature of Member

Dated.....2013