



Constitution of Porsche Club Queensland Inc.

Updated : 09 August 2016 (Amendment approved at 2016 AGM, registered OFT 16/12/16)
Updated: 08 August 2017 (Amendment approved at 2017 AGM, registered OFT 04/10/2017)

Name and Headquarters

1. The name of the Club shall be "Porsche Club Queensland Inc.". The address of the Club shall be C/- CAMS Ltd, Sports House, Cnr Castlemaine & Caxton Sts, Milton.
(Postal Address: GPO Box 584, Brisbane Qld 4001).

Objects

2. The objects of the Club shall be:-
 - a. To promote the highest standards of courtesy and safety on the roads;
 - b. To promote enjoyment and sharing of goodwill and fellowship amongst Porsche owners;
 - c. To arrange and provide social activities for members;
 - d. To promote interest in the marque and the maintenance of the highest standards of operation and performance by sharing and exchanging information;
 - e. To encourage the participation of members in all forms of motor sport and to cooperate with similar Clubs throughout Australia and the World;
 - f. To co-operate as partners in the market with Porsche AG and to represent Porsche's Corporate identity.

Powers

3. The powers of the Club are:-
 - a. To purchase, hire, make or provide and maintain all kinds of vehicles, furniture, implements, tools, machinery, books, papers, periodicals and stationery and all other things required or which may be deemed necessary or convenient for any of the purposes of the Club;
 - b. To purchase, take on lease, or exchange, hire, or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Club;
 - c. To construct maintain or alter any buildings or works necessary or convenient for any of the purposes of the Club;
 - d. To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club;

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- e. To borrow raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charged upon all or any part of the Club's property and to purchase, redeem or pay off any such securities;
 - f. To invest any money of the Club not immediately required for any of its objects in such manner as may from time to time be determined;
 - g. To hire and employ such managers, secretaries, clerks and other persons as may be necessary and convenient for the purposes of the Club and to pay them for services rendered to the Club;
 - h. To make, draw, accept, endorse, execute and issue bills of exchange, debentures and other negotiable or transferable instruments;
 - i. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club whether by way of donations, sponsorships, membership fees or otherwise;
 - j. To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, but the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of rule 4;
 - k. To do all such other lawful things as the Club may from time to time think incidental or conducive to the attainment of the objects of the Club or any of them.
4. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of the objects and in the exercise of the powers of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any other person whether a member of the Club or not for the carrying out or giving effect to any of the objects comprised or referred to in rule 2 hereof.

Membership

5. There shall be four types of members namely:-
1. Full Members;
 2. Associate Members;
 3. Junior Associate Members;
 4. Life Members.

Description of Membership Categories

1. Full Membership
Any person eighteen years or over who owns, has access to the use of a Porsche motor vehicle or at the discretion of the Management Committee shall be eligible to apply to the



club to become a full member. Full members will enjoy all membership rights outlined in this constitution.

2. Associate Member

Any person eighteen years or over who does not own or have access to the use of a Porsche motor vehicle but who considers themselves a genuine enthusiast of the Marque or can assist the club in any way may apply to the club to become an Associate Member. An associate member will not have club voting rights nor be able to stand for committee positions.

3. Junior Associate Members

A Junior Associate Member must be either 17 years of age or less or be an older full time dependent student. A junior associate member shall not have club voting rights nor be able to stand for committee positions.

4. Life Member

The Management Committee may if it considers that a person has or is in the course of rendering outstanding service to the Club, nominate such person for Life Membership. If a majority of 75% of Full Members approve the nomination at any Special General Meeting or Annual General Meeting, such person shall be admitted as a Life Member. Life Members will have all benefits of Full Member status

6. Any application for any membership category shall be in writing and shall be in such form as the Management Committee shall determine from time to time. All membership applications are to be reviewed by the Management Committee prior to acceptance. The Management Committee reserves the right to refuse to accept an application for membership without obligations to divulge the reason.
7. The Membership Director shall maintain a register of all financial members in hard copy and digital form, stating the name, address and car details of each member. Such register shall be kept updated and supplied to the Management Committee on a regular basis.
8. Notwithstanding anything contained herein to the contrary, the right to vote at any meeting of the Club and the right to be elected to any office of the Club shall be restricted to financial Full Members only.

Membership Fees

9. Membership Fees

- (1) All new membership applications will be levied an initial joining fee.
- (2) All members shall be liable for an annual membership fee. Life members are exempt from paying such membership fee for themselves but other family members will still be liable for fees at the normal rate. All financial members shall be issued a club membership card each year.
- (3) In the interests of fostering family involvement in club activities, a special category of Family Membership is available. For a single Family Membership Fee, an adult and their partner shall be given Full Membership, Family members 17 years or less and/or older full time student dependents shall be given Junior Associate Membership. Family Membership shall be limited to one club magazine per issue.



10.

- (1) The Club at any Management Meeting may determine the amount of the annual membership fee for the next financial year but no later than the June meeting. Any subscription so fixed shall be advised to all members by June of that year and be due and payable by 31st July. If any subscription renewal remains unpaid after 30th September the membership shall be voided and any subsequent application shall attract the new member initial joining fee. In the case of a new member, the first annual subscription and joining fee shall become due and payable on a date 10 days after the date on which the Club notifies the new member of their acceptance of their application.
- (2) For new membership applications lodged between 1 July and 31 December, full membership fees are due. For new membership applications lodged between 1 January and 31 March the annual membership fee will be reduced by 50%. For new membership applications lodged between 1 April and 30 June the annual membership fee will be reduced by 75%.
- (3) To encourage continuity of membership, where a member's subscription renewal is voided under Rule 10(1) and the former member submits a new membership application after 1 January the annual membership fee will be reduced by 25%.

Termination or Suspension of Membership

11. Termination or suspension

- (1) A member may resign from the Club at any time by giving notice in writing to the Secretary. Such termination shall take effect at the time such notice is received by the Secretary, or at a later date as specified.
- (2) If a member:
 - a) Is convicted of an indictable offence, or
 - b) Fails to comply with any of the provisions hereof for 2 months or more, or
 - c) Has membership fees in arrears for a period of 2 months or more, or
 - d) Conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Club,

then the Management Committee shall consider whether that member's membership shall be terminated or suspended and that member shall be given a full and fair opportunity of presenting their case for continuing membership.

- (3) Failure of such member to respond within 14 days to requests by the Management Committee in writing shall render such membership terminated.

Appeal Against Termination or Suspension of Membership

12. An appeal shall lie to any member whose membership has been terminated or suspended by virtue of rule 11(2) above. Such an appeal shall be in writing and be heard at a special meeting convened by the Management Committee and comprise the president, the appellant and an independent arbiter nominated by and from CAMS Ltd. (the Confederation of Australian Motor Sport).

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Management

13. Club Management

(1) The **Executive Committee** shall consist of:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

They shall meet as necessary

(2) The **Management Committee** of the Club shall consist of:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Motorsport Director
- f) Social Director
- g) Editor
- h) Webmaster
- i) Membership Director
- j) **Marketing & Social Media Director**
- k) **Marketing and Merchandise Director**

Comment [HWQ1]: Item J "Marketing & Social Media Director" added

(3) Sub-committees shall consist of sufficient members to assist in running of club activities in the areas of Motorsport, Social and Communications. Indicative functions for each committee should include:

Comment [HWQ2]: Item K "Marketing and Merchandise Director" amended to remove the words "Marketing and".

(a) Motorsport - Sprint, Hill Climb and Motorkhana organisation

- CAMS delegate
- Driver Training
- Timing and Results co-ordination

(b) Social - Activity planning & co-ordination

- **Marketing**
- **Social Media**
- Drive day co-ordination
- Club Night co-ordination
- Annual Dinner

Comment [HWQ3]: New Bullet Point 'Marketing' added to Section 13, (3) (b) as an 'indicative function' for the Social Subcommittee.

(c) Communications – Club Magazine

Comment [HWQ4]: New Bullet Point 'Social Media' added to Section 13, (3) (b) as an 'indicative function'

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- Club Newsletter
- Website_and Social Media
- Apparel and merchandise
- Marketing

Comment [HWQ5]: Added the words "and social media" to "Section 13, (3) (c)"

Comment [HWQ6]: Added new bullet and the word "marketing" to Section 13, (3) (c)

- (4) All cheques drawn on the Club's bank accounts shall be signed by any two of the President, Vice President, Secretary and the Treasurer.
 - (5) The Management Committee shall have general control and management of the administration of the affairs, property and funds of the Club.
 - (6) The Management Committee may exercise all the powers of the Club, as set out herein.
14. At the Annual General Meeting of the Club all Management Committee positions shall be declared vacant and all outgoing committee members shall be eligible for re-election.
 15. The Management Committee shall meet a minimum of nine times a year to transact the business of the Club except for the December/January club recess. Six members of the Management Committee shall form a quorum and this should include two members of the Executive Committee. The President or in his absence the Vice President or some other member of the Management Committee shall take the chair at all meetings. All questions shall be decided by a simple majority of votes. In the case of equality of votes the chairperson shall have a second or casting vote.
 16. The position of any Management Committee member absent for three consecutive committee meetings without leave shall automatically become vacant. Acceptance of an apology shall be deemed a grant of such leave.
 17. The Management Committee may delegate any of its powers to a sub-committee consisting of such persons whether members of the Management Committee or not. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any conditions or stipulation that may be imposed by the Management Committee. The subcommittee may elect a Chairperson of its meetings and may meet and adjourn as it thinks proper. Questions arising at any sub-committee meeting shall be determined by a majority of votes of the persons present and in the case of equality of votes the Chairperson shall have a second or casting vote. The President of the Club shall be an ex-officio member of any subcommittee so formed.
 18. Should, at the commencement of the Annual General Meeting, there be insufficient nominations for any position, any two members may propose a member as a candidate for the Management Committee from the floor of the meeting.
 19. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is discovered after that there was some defect in the appointment of any such member be as valid as if every such person was duly appointed to be a member of the committee.
 20. A resolution in writing, signed by all members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Such resolutions may consist of several documents in like form, each signed by one or more members of the Committee.

Financial Year and Accounts



21. The financial year of the Club shall end on the 30th day of June in each year to which date the accounts of the Club shall be balanced. After the end of the financial year and before the Annual General Meeting, the accounts of the Club shall be audited by an Auditor appointed at the preceding Annual General Meeting. Such auditor shall be a qualified person and not a club member.

Annual General Meeting

Elections

22. Management Position Elections

- (1) All current financial full members are invited to nominate for positions on the Management Committee. A call for nominations from members to stand on the Management Committee shall be given prior to the commencement of the Annual General Meeting. Nominations shall be in writing with both nominee and seconder being financial full members. Nominations should be received no later than fourteen days prior to the date of the Annual General Meeting.
- (2) All nominees shall be announced prior to the commencement of voting for that position on the Management Committee at the Annual General Meeting.
- (3) If two or more candidates are nominated, then all other members present at the Annual General Meeting shall, if necessary, cast votes to elect that committee position.
- (4) Where a vote is required at a General Meeting, Special General Meeting or Annual General Meeting, all financial full members will be given ballot papers with which to vote. Two scrutineers will be elected from the floor with such individuals preferably Life Members but otherwise full financial members who are not the subject of the vote in question. The scrutineers will collect and count votes and advise the meeting chairperson who shall declare the result. In the case of a tied result, the chairperson shall be entitled to a casting or second vote.
- (5) The Management Committee may during the course of any year appoint a member to fill a casual vacancy on the Management Committee.
- (6) Any member of the Management Committee may resign from membership of that Committee at any time by giving notice in writing to the Secretary. Any member may be removed from office at a Special General Meeting of the Club, where such member shall be given the opportunity to fully present his case thus having the right of Appeal.

23. The Annual General Meeting of the Club shall be held no later than the 31st day of August in each year and otherwise upon a date and at a time and place to be fixed by the Management Committee for the following purposes :-

- (a) To receive from the Management Committee a report and the statement of accounts and balance sheet for the preceding financial year;
- (b) Receipt of the auditor's report upon the club's books and accounts for the preceding year;
- (c) To fill the vacancies in the Management Committee of the Club and to appoint an Auditor for the ensuing year;
- (d) To decide on any resolution that may be duly submitted to the Meeting for which due notice has been given;
- (e) To do or decide any other act or thing provided in these Rules to be done or decided by the Club in General Meeting.



Special General Meeting

24. Special General Meeting
- (a) The Management Committee may at any time for any special purpose direct the Secretary to call a Special General Meeting and the Management Committee shall do so forthwith upon the requisition in writing from any ten members stating the purpose for which the meeting is to be held;
 - (b) Any member who calls a Special General Meeting at any time at which the removal from office of any member or members of the Management Committee is on the agenda, shall give 14 days written notice of such a meeting to club members. Final resolutions of such meetings shall depend on the attendance of a quorum of 50% or more of all voting members or double the number of Management Committee members, whichever is greater. There shall be no right of appeal from any decision arising from such Special General Meetings.

Quorums

25. At any Special General Meeting or Annual General Meeting, if a stipulated quorum is not reached within half an hour of the meeting's appointed commencement, such meeting shall lapse. In any other case it shall stand adjourned to the same day, place and time the following week, or at a time and venue as the Management Committee sees fit. If such a quorum is not met at this subsequent meeting, the members present shall be the quorum.

Proceedings at Special General Meetings

26. All members shall be notified of the date, time and place of any General Meeting (including Annual General Meeting) not less than thirty days before the day of such meeting.

Proceedings at General Meetings

27. General Meetings shall be conducted on the second Tuesday of each month, at least nine times a year. The quorum at all General Meetings shall be twenty five financial members. No business shall be transacted unless a quorum of members is present. President in consultation with the Management Committee of members, may adjourn any meeting from time to time, and place to place, providing that unfinished business only is transacted at any subsequent adjournment.
28. At every General Meeting:
- (1) the President shall preside as Chairperson
 - (2) in their absence the Vice-President shall preside or a nominated Management Committee member or a nominated Life Member, as defined in Clause 5 (4)
 - (3) the meeting shall be conducted in a proper and orderly manner
 - (4) every matter or resolution shall be decided by a majority of votes
 - (5) only financial members may vote
 - (6) in the event of equality of votes, the Chairperson shall have casting or second vote.
 - (7) Voting can be by show of hands, or if requested, by ballot



- (8) A member may vote by proxy, by using the following form (attached), or by representative, such instrument or representative shall exercise only one vote for that absent member.
- (9) Such instruments shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting where voting is proposed.

Funds

29. Club Financial Management

- (1) The funds of the Club shall be banked in the name of the Club with such banking institution as the Management Committee may from time to time determine.
- (2) Proper books and accounts shall be kept by the Treasurer and maintained in at least written or digital form.
- (3) Cheques shall be crossed not negotiable.
- (4) As soon as practicable at the close of the financial year, the Treasurer shall prepare a statement with particulars of the Club's income, expenditure, assets, liabilities for the financial year just ended.
- (5) All such statements to be examined by the Auditor, who shall present his report to the Secretary prior to the Annual General Meeting.
- (6) All Members shall abide by the financial by-laws of the Club.
- (7) All accounts shall be presented to the Management Committee for consideration prior to being paid.

Interpretation

30. Subject to the provisions of the Associations Incorporation Act of 1981, the interpretation and application of the Constitution shall be vested in the Management Committee whose decision thereon and on all other matters affecting the Club not provided for by the Constitution shall be final and binding on each member of the Club and it shall not be incumbent upon the Management Committee before arriving at such decision to give notice to any member or to hold any formal or informal hearing or to hear or take any evidence or statements from any member. In the construction of the Constitution words importing or signifying "males" only shall extend to and include "females" and the singular shall include the plural or vice versa.
31. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein.
32. Save as otherwise provided by these Rules, no member shall be entitled to any benefits or advantage from the Club, which is not equally shared by every member.

Amendment of Rules

33. Amending the Club Constitution

- (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.



- (2) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the Act.

Indemnity of Officers

34. No member of the Committee, Auditor, Secretary or other officer of the Club and no member of the Club shall be liable for the acts, receipts, neglects or defaults of any other member or officer of the Club or committee or for joining in any receipts or other act of conformity or for loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any monies securities or effects shall be deposited or for any loss or error in judgement, omission, default or oversight on his own part or any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his wilful default or neglect.

Seal

35. The Club shall have a Seal, which shall be in the custody of the Management Committee. The Seal shall not be affixed to any instrument except by authority of a resolution of the Management Committee and in the presence of any two of the President, the Vice-President and the Executive Secretary and the witnesses as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

Minutes

36. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting and the results of events organised by the Club to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
37. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding meeting verifying their accuracy.
38. Similarly, the minutes of every General Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting.
39. However, the minutes of any Annual General Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting or Annual General Meeting.

Winding Up

40. The Club shall be dissolved when the membership falls below ten members or if a resolution to wind up is proposed at a General Meeting duly convened and constituted and is carried by a majority of not less than three-fourths of the members present in person who are entitled to vote and if such resolution is confirmed by a similar majority at a further General Meeting separately called for that express purpose within twenty-eight days of the General Meeting at which the resolution was first carried.

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41. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to such one or more Clubs, associations, societies or institutions or companies whose objects are similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Club under or by virtue of this rule.