CONSTITUTION

of the

VOLKSWAGEN CLUB OF SOUTH AUSTRALIA INC.

CONSTITUTION

(as amended 18 May 2016)

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF MALCOLM ROBERT DODD MADE ON THE 16TH DAY OF JUNE, 2016. BEFORE ME

Barry Rowland Taylor JP
ID No 16452
A Justice of the Peace
For South Australia

Constitution of
VOLKSWAGEN CLUB OF SOUTH AUSTRALIA INCORPORATED
(as amended 18 May 2016).

1: NAME

The name of the association is **Volkswagen Club of South Australia Incorporated,** referred to herein as 'the Club'.

2: DEFINITIONS.

'Committee' means the committee of management of the Club.

'General Meeting' means a general meeting of members of the Club, convened in accordance with these rules.

'Member' means a member of the Club.

'The Act' means the *'Associations Incorporation Act 1985'.*

'Special Resolution' means a special resolution as described in the Act.

3: OBJECTS.

3.1 To arrange for the association in the Club of owners and persons interested in the Volkswagen range of vehicles. The Club to act as a medium for the exchange of technical knowledge and in bringing members together in social, technical, sporting activities and vehicle restoration.

3.2 To perform any act incidental to the attainment of the above objects.

4: DEFINITION OF A VOLKSWAGEN.

4.1. For the purposes of the Club, a Volkswagen shall be a vehicle which satisfies either or both of the following criteria:-

a) A vehicle whose body (or chassis and running gear) is recognizably that of a Volkswagen, but which may be powered by an alternative engine.

b) A vehicle or machine which is powered by a recognizable Volkswagen engine (even where the engine contains parts which are not made by Volkswagen).

4.2 'Volkswagen' may include other companies within the Volkswagen Group.

4.3 In the event of a dispute as to the eligibility of a vehicle or machine, the decision of the Committee or its appointed representative(s) shall be final and binding.

5: MEMBERSHIP:

5.1 The Club consists of all those people who are members of the Club on the date on which this constitution shall be adopted and such persons as may become eligible for membership in accordance with the constitution.

All members shall be given a copy of the Constitution and By-Laws upon request.

5.2 A Club member shall be any person interested in furthering the Objects of the Volkswagen Club and who has either paid the annual subscription as laid down in item 6 or who is an Honorary Member.

5.3 A person who has rendered such services to the Club, as in the opinion of the Committee, entitles him or her to distinction may be admitted as an Honorary Member for Life, or such periods as the Committee prescribes. An Honorary Member shall not be required to pay any subscription to the Club.

5.4 A register of members shall be kept and contain:-

a) The name and address of each member and, where applicable, other relevant details such as telephone number, email address etc.

b) The date on which the member joined the Club.

c) If applicable, the date of and reason(s) for termination of membership.

6. SUBSCRIPTIONS:

6.1 The subscription per annum shall be determined by the Committee.

6.2 Types of Subscription:

a) Single person (includes 1 Wagen News)

b) Couple (2 persons over the age of 16 years with the same address; includes 1 Wagen News)

c) Junior 12 to 16 years of age (no Wagen News)

7: MEMBERSHIP AND CESSATION THEREOF:

7.1 Membership shall commence (or be renewed) when the appropriate subscription has been paid.

7.2 Membership shall expire on 30 June each year.

7.3 A member shall cease to be such when:-

a) The appropriate subscription or renewal has fallen due and not been paid.

b) Resignation is tendered in writing. A member who resigns due to circumstances which effectively prevent him/her being able to participate in Club activities may have part of his/her subscription refunded on request, such refund being at the discretion of the Committee.

c) The conduct of that member is such that, in the opinion of the Committee, such conduct is prejudicial to the good order and conduct of the Club; provided that any member whose membership is determined pursuant to this sub-section shall have the right of appeal to the next succeeding General Meeting. The decision of the General Meeting shall be binding.

d) A member who becomes unfinancial may at any time become financial again by paying the full annual subscription for the current year. Such member's membership may be considered as continuous for assessing years of membership.

7.4 New members joining after 1 January shall pay half the applicable subscription, which shall expire as above. New members joining after 1 June shall receive 1 month's membership gratis, so that they pay the appropriate annual subscription which shall expire on 30 June of the following year.

7.4 New members joining at the Day of the Volkswagen (or other function) may be offered membership commencing on the day of the function, and expiring on 30 june of the following year, for the payment of the appropriate subscription for one year. Such offer shall be as determined by the Committee.

8. MANAGEMENT:

8.1 Subject to this constitution and to any directions from time to time given by a General Meeting of Members, the control and management of the Club shall be in the hands of the Committee which shall be elected at the Annual General Meeting of the Club as hereinafter set forth.

8.2 The committee shall consist of nine members, including the President, Treasurer and Secretary.

8.3 The Committee shall meet when called upon by the President and shall carry out such duties as are from time to time delegated to it by a General Meeting of Members. The Secretary shall call a meeting of the Committee at any time if requested in writing by four Committee Members to do so.

8.4 The Committee shall have power to make such payments from the funds of the Club as are from time to time deemed necessary.

8.5 The Members of the club may, at any meeting, form such sub-committee(s) as are from time to time found desirable. Any sub-committees so formed shall be under the direction and control of the Committee, but shall be responsible to the Members of the Club at a General Meeting.

8.6 The Committee shall appoint a Public Officer as required by the Act.

9. QUORUM

9.1 For any General, Annual General or Special General meeting, the quorum shall be ten.

9.2 A quorum for a committee meeting shall consist of not less than 50% of the committee members.

10. CASUAL VACANCY:

Any casual vacancy in the Committee or Sub-Committee shall be filled by the co-option of a member who shall hold office until the succeeding Annual General meeting.

11. OFFICE BEARERS:

11.1 The club shall at each Annual General Meeting elect the following Office Bearers, namely:-
President, Vice President, Secretary, Treasurer, Social Secretary, Magazine Editor, Committee Members.

NOTE: The positions named in Section 8.2 shall be mandatory.

11.2 Office bearers so elected shall hold office for the ensuing year but the Club may, with the approval of a General Meeting, terminate such appointments and from time to time appoint other members as Office Bearers.

11.3 If a Committee Member does not attend three consecutive Committee Meetings, except through illness, or with the approval of the Committee, the Office Bearer shall automatically cease to hold office.

12. PRESIDENT:

The President shall be the Chairman at all General and Committee Meetings of the Club and in the President's absence the Vice President shall act as Chairman. If neither the President nor Vice President is present within 10 minutes of the time set for the meeting to commence, the members shall elect a chairman.

13. SECRETARY:

The secretary shall keep or cause to be kept, a "Register of Members" and in addition the Minutes of each General and Committee Meeting held during the year.

14. TREASURER:

The Treasurer shall keep true and correct accounts of the sums of money received and expended by the Club; and shall issue receipts for all moneys received on behalf of the Club and bank same to the credit of the Club.

15. ACCOUNTS:

15.1 Bank accounts shall be kept with a recognized financial institution, and any withdrawal of money shall be attested by any two officers authorized by the Committee.

15.2 The Treasurer shall be permitted to keep an amount of cash in hand deemed sufficient by the Committee for the payment of minor expenses.

15.3 All payments must be authorized by the Committee and (other than minor expenses) paid by cheque, and no accounts shall be paid by any member from money received.

15.4 The Financial Year of the Club shall end on the 30th. June. The Treasurer shall present to each Committee Meeting of the Club, a statement of the accounts as at the end of the preceding month. At the Annual General Meeting the Treasurer shall present a summary and report of the accounts for the year to date, showing clearly the net surplus or deficit and the financial position of the Club.

15.5 The books and accounts of the Club shall be audited each year by a responsible person nominated and elected at the Annual General meeting each year.

16. SOCIAL SECRETARY:

The Social Secretary is to ensure Social Events are properly organized, and report on past and future events.

17. MEETINGS.

17.1 General Meetings shall be held at a time and place determined by the Committee and ratified by a General Meeting.

17.2 The Annual General Meeting shall be held during the month of June each year at a date, time and place decided by the Committee. The Annual General Meeting may be held following a General Meeting.

17.3 The outgoing officers shall continue to hold office, and be responsible for the management of the Club, until cessation of business on 30 June. They shall also be responsible for arranging for a final financial report and an audit of the Club's books as at 30 June, both of which shall be presented to the Club as shortly as possible thereafter. This shall not prevent the outgoing officers from sharing tasks with the incoming officers by agreement.

17.4 Special General Meetings may be convened by the Committee for the consideration of Special Business and such a meeting shall forthwith be convened by the Committee upon the request in writing of not less than TEN members. Such request shall state clearly the purpose for which the meeting is required to be held.

17.5 Minutes. Proper minutes of all General and Committee Meetings shall be kept in minute books reserved for the purpose. Such minutes shall be confirmed at the next General or Committee Meeting as appropriate, and signed by the person conducting the meeting at which the proceedings took place, or by the chairperson of the next meeting at which the minutes are confirmed.

18. NOTICE OF MEETINGS:

18.1 Normal General and Committee Meeting dates shall be published in 'Wagen News'.

18.2 Members shall be given at least 14 days' notice in writing of any Special Meeting of the Club.

19. VOTING:

19.1 Each member, personally present, shall be entitled to one vote on a show of hands or a poll.

19.2 For the purpose of election of Office Bearers at the Annual General Meeting, voting shall be by secret ballot.

19.3 No member shall be entitled to vote on any motion or at any meeting, or poll, or be reckoned in a quorum if the member's subscription is not paid before the Meeting.

19.4 Postal or Absentee votes will only be accepted when signed by the member.

19.5 No proxy votes will be accepted.

20. BY-LAWS:

The Committee shall have power from time to time to make, repeal and amend all such By-Laws and Regulations consistent with this Constitution as they shall think expedient for the proper management and well-being of the Club. A breach of such By-Laws may be a cause for the expulsion of a member on the grounds set out in Section 7 of this Constitution.

21. WAGEN NEWS:

21.1 Members will receive a periodical known as "Wagen News". Issues will be made at least quarterly and copies delivered to Members or contributors regularly. The price to be included in the annual subscriptions or contributions.

21.2 Any person who is unfinancial as of 31 July will not receive further copies of the periodical.

21.3 Additional subscription cost of extra periodicals to any member shall be determined by the committee.

22. INTERPRETATION AND DEFINITION OF CONSTITUTION:

The committee is the sole authority for the interpretation of this Constitution and the By-Laws and Regulations made thereunder, and the decision of the Committee upon any matter of interpretation, or upon any matter affecting the Club and not provided for by this Constitution or by the By-Laws and Regulations made thereunder, shall be final and binding on the Members.

23. ALTERATION OF THE CONSTITUTION:

This constitution may be amended by the resolution of a Special Meeting provided that no such resolution shall be deemed to have been passed unless carried by a majority of at least two-thirds of the Members voting thereon in person. For the purposes of this section, a Special Meeting may be held concurrently with a General Meeting.

24. NON-PROFIT STATUS:

The assets and income of the Club shall be applied solely in furtherance of its objects and no proportion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expense incurred on behalf of the Club.

25. DISSOLUTION OF THE CLUB:

In the event of the Club being dissolved, the amount which remains after such dissolution and satisfaction of all debts and liabilities shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority, which is a non-profit organization.

26. COLOURS.

The traditional Volkswagen Blue and White.