

**THE CORPORATIONS ACT, 2001  
A COMPANY LIMITED BY GUARANTEE**



**PROPOSED  
CONSTITUTION  
OF  
THE JAGUAR DRIVERS' CLUB OF AUSTRALIA LTD.  
ACN 000 620 191**

**ABN 14 000 620 191**

**19<sup>th</sup> March 2024**

<b>Part A Preliminary</b>	<b>3</b>
1 Preamble	3
2 Objects of the Company	3
3 Definitions	4
<b>Part B Members of the Club</b>	<b>6</b>
4 Membership generally	6
5 Membership applications	7
6 Joining Fees and Subscriptions	8
7 Register of Members	8
8 Disciplinary action against members	8
9 Right of appeal against disciplinary action	10
10 Membership entitlements not transferable	11
11 Member resignation	11
12 Cessation of membership	11
<b>Part C Management of the Club</b>	<b>12</b>
13 Composition and Membership of the Board	12
14 Powers and Responsibility of the Board	13
15 Matters to be referred to an Extraordinary General Meeting (EGM) of the Members	14
16 Composition and Membership of the JDCA Committee	15
17 Powers of the Committee	16
18 Election of the Board and Committee	16
19 Proceedings of Meetings of Directors and Committee	17
20 Secretary	19
21 Chairperson at Meetings	19
<b>Part D General Meetings of the Club</b>	<b>20</b>
22 Annual and Extraordinary Meetings	20
23 Club Meetings	21
24 Chairperson at AGM, EGM and General Club Meetings	21
25 Postal or electronic ballots	21
26 Transaction of business outside meetings or by telephone or other means	22
<b>Part E Administration</b>	<b>23</b>
27 Financial Affairs	23
28 Winding Up	23

## **Part A Preliminary**

### **1 Preamble**

The Name of the Company is The Jaguar Drivers' Club of Australia Ltd (ACN 000620191)

The Company is a Not-for-Profit Company Limited by Guarantee not having Share Capital and by license that was in force immediately before 1 July 1998, allowed to omit "Limited" from its name.

### **2 Objects of the Company**

- (1) To independently, or in association with regulatory bodies, motoring associations, Marque and non-Marque clubs and associations undertaking similar activities, or having similar purposes and aims, develop, promote, encourage, facilitate, conduct, administer and manage competitive motor sport events including rallies, track days, circuit racing, sprints, motorkhanas, hill climbs and navigation runs, time trials, concours events, display days and social activities.
- (2) To the extent activities involve competitive motorsport, encourage compliance with all relevant national competition rules and sporting and technical regulations having regard, but not limited to licensing, equipment, permits, passports, logbooks, specifications, safety and signage.
- (3) To develop and support interest in and enjoyment of the Marque through its preservation, restoration and use, both competitively and non-competitively.
- (4) To promote responsible driving standards of an optimal level in all Club events and events in which Members participate, whether on public roads or otherwise.
- (5) To provide or facilitate the provision to members, of technical and non-technical advice and assistance to the Marque.
- (6) To publish or arrange the publication of printed material including magazines, newspapers, periodicals, books, brochure and leaflets incidental to, necessary for or conducive to the achievement of the Club's objects.
- (7) To establish and manage, or arrange the management of an electronic online site for the Club and to populate the site with material incidental to, necessary for or conducive to the achievement of the Club's objects.
- (8) To establish and manage, Club social media platforms incidental to, necessary for or conducive to the achievement of the Club's objects.

- (9) To create and maintain a library of the Marque, motoring and motor-related publications including electronic media and printed material.
- (10) To create and maintain a Club archive, including physical and/or electronic media, of documentation, data, objects and images relevant to the Marque, motoring and the history of the Club.
- (11) To facilitate the issuance of concessional vehicle registration permits for qualifying vehicles of members and to the extent required by Law, administer the permits issued.
- (12) To do all such other things as are incidental or conducive to the achievement of the Club's objects, the proper exercise of the powers established under this Constitution and the responsibilities under the Law.
- (13) To foster and promote charitable objects within the community as decided by the Committee from time to time.

### 3 Definitions

In this Constitution unless there is something in the subject or context inconsistent therewith:

**Act** means the Corporations Act 2001 including amendments thereto.

**AGM** means the Annual General Meeting required to be held in accordance with the provisions of the Act.

**Board of Directors or Board** means the Directors of the Club in office for the time being having statutory responsibility:

**Club** means The Jaguar Drivers' Club of Australia Limited (ACN 000 620 191).

**Chairperson** means the Member presiding at any meeting of the Club held in accordance with this Constitution.

**Committee** means the elected and appointed members of the Club to the Committee as constituted under clause 16(1).

**Director** means a current member of the Board of Directors.

**EGM** means Extra-ordinary General Meeting.

**Financial Year** means the twelve-month period commencing July 1<sup>st</sup> each year and finishing on the succeeding June 30<sup>th</sup>.

**Marque** means cars manufactured as "SS", "Swallow," "SS Jaguar", "Jaguar", "Daimler", (being those cars bearing the name "Daimler" manufactured by Jaguar Cars Limited) and other cars fitted with engines manufactured by Jaguar Cars Limited and any later or subsequent Jaguar entity.

**Law** means Corporations Act 2001, statute law regulations and the common law which are relevant to the objects of the Club.

**Member** means all persons who become and remain financial members of the Club pursuant to these Rules.

**Ordinary committee member** means a Committee Member who is not a Director of the Club.

**Register of members** means the register of members maintained under **Clause 7**.

**Rules and Procedures** means the various policies and operational requirements approved and authorised by the Directors and or Committee.

**Secretary**, of the Club, means:

- (a) the person holding office under this Constitution as secretary, or
- (b) if no person holds that office, the public officer of the Club.

**Sub-committee** means a sub-committee established by the Board or Committee.

JDCA Members in Confidence

## Part B Members of the Club

### 4 Membership generally

- (1) Membership shall be open to any person(s) who have an interest in the Marque and in furtherance of the objects of the Club.
- (2) The number of members of the Club shall be unlimited.
- (3) An individual is taken to be a member of the Club if that person applied to be a member under Clause 6(1) and the application has been approved in accordance with the requirements of Clause 5 (4) and the requisite membership fee paid.
- (4) The Committee may create different categories of membership together with specific conditions to be applied to each category.
- (5) Such membership categories shall include, but are not limited to:

- (i) **Ordinary:** This membership category includes the membership applicant and, if nominated, the spouse/partner of the membership applicant and any dependent children under the age of 21 years or such other age the Committee shall determine.

An Ordinary membership shall only be entitled to one vote at meetings and to receive one set of communications or publications from the Club.

- (ii) **Sporting Associate:** for those persons who have an interest in taking part in sporting events in which the Club is participating. Subject to the rules and procedures of the Club Sporting Associates are not entitled to the full benefit of Ordinary Membership.

Sporting Associate memberships are not entitled to vote at meetings, receive a Club magazine or have access to Conditional Registration for a vehicle through the processes of the Club.

- (iii) **Honorary:** for those the Committee deems worthy of such an honour given their contribution or value to the Club. Such memberships do not pay membership fees and shall not have voting rights.

Such membership is for a period of twelve months, but may be renewed at the discretion of the Committee.

Honorary members cannot access Conditional Registration for a vehicle through the processes of the Club.

- (iv) **Life:** Life Membership is an honour that a majority of a Sub-Committee comprised of the Board, elected Committee members, together with any existing Life Members may grant in recognition of outstanding service and exceptional contribution by a member in supporting the operations, activities and objects of the Club over an extended period of time and their continuing participation in the Club at the time of the award being granted.

A Life Member and their partner/spouse are deemed to be full financial members of the Club and shall receive all the privileges of membership but are not required to pay membership fees.

The awarding of Life Membership shall be in accordance with criteria as set out in the Club Rules and Procedures. There are no limits to the number of Life Members, and appointments can be made at any time.

- (V) **Patron:** An individual of high standing in the community associated with the Marque whose influence, reputation and endorsement is able to open doors for the Club may be invited to take up an appointment as Patron. The Patron will not be involved in the day-to-day running of the Club and will not have voting rights.

The Patron, and their partner/spouse, shall receive all the privileges of membership but without payment of any membership fee.

A sub-committee comprised of the Board, elected Committee members, together with any existing Life Members shall determine the person regarded as appropriate for this position. The Club President shall be responsible for the invitation to the person selected and their appointment.

## 5 Membership applications

- (1) Every Application for Membership of the Club shall be made in writing either by way of hard copy or by completing the on-line application form on the Club's Website or in such other form as the Committee from time to time prescribes.
- (2) All applications are to be accompanied by payment of the amount determined by the Committee and prescribed in the relevant Rules and Procedures as the Joining Fee and Annual Fee for the category of membership to which the applicant desires to be admitted.
- (3) All applicants for membership shall undertake to abide by this Constitution and the Rules of the Club by signing on the Membership Application Form, or acknowledging such undertaking on the application if submitted to the Club electronically.
- (4) When an application has been received it shall be referred to the Board which shall determine, in its complete discretion and upon the approval by a majority of the Board, as to whether the applicant is a suitable person to be a member of the Club. The Membership Secretary shall collate a list of all new members accepted by the Board for presentation to the next succeeding monthly Committee meeting, for information purposes.

- (5) Once an applicant has been accepted for membership the Membership Secretary shall promptly send to the applicant a membership card which shall serve as sufficient notice of the acceptance of their membership and shall enter their name and details in a Membership Register. A list of newly joined members shall be published in the Club magazine.

## **6 Joining Fees and Subscriptions**

- (1) All annual subscriptions shall become due and payable in advance on the first day of July in every year or such other date as shall be determined from time to time by the Committee.
- (2) Each member of the Club (unless specified elsewhere in this Constitution or the Club Rules) must pay an annual membership fee, as determined by the Committee from time to time and detailed in the Club Rules and Procedures.

## **7 Register of Members**

- (1) The Membership Secretary must establish and maintain a register of members of the Club.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal and email address where applicable, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member, the date on which the person ceased to be a member.
  - (c) if kept in electronic form it must be able to be converted to hard copy.
- (3) It is each member's responsibility to provide the required information for insertion into the register to the Membership Secretary
- (4) If requested, a member has access to the information contained in the Register of Members and they may make copies of relevant information at that Members own cost.
- (5) Unless otherwise precluded by Law, the register may be used to further the Objects of the Club, in such manner as the Committee considers appropriate.

## **8 Disciplinary action against members**

- (1) The principles of natural justice are to apply at all times to the rights and consideration of matters involving members of the Club.



- (2) A person may make a complaint to the Committee that a member of the Club has:
  - (a) failed to comply with a provision of this Constitution, or
  - (b) willfully acted in a way likely to bring the Club into disrepute.
- (3) The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial or vexatious.
- (4) If the Committee decides to deal with the complaint, the Committee must:
  - (a) Within 14 days of receiving the complaint, serve notice on the complainant confirming full details of the complaint made against the member, and
  - (b) serve on the Member the subject of the complaint by mail sent to the Member's address last known to the Club and including: --
    - (i) full details of the complaint against the Member
    - (ii) proposed deliberations (time, place and methodology) by the Committee for the purpose of dealing with the complaint. Such deliberations to take place no earlier than 14 days from the date of posting of the notice in (a) above.
- (5) The member, subject to the notice, shall be entitled to attend the deliberations of the Committee for the purpose of answering any complaint and shall be entitled to submit written and or oral representations for the purpose of answering the complaint.
- (6) Members of the Committee formed to consider any complaint against a member must declare any conflict of interest in dealing with the matter.
- (7) If the member fails to attend such deliberations of the Committee, the charge or complaint may be heard in the member's absence and the Committee may make such decisions on the evidence tendered including representations tendered by or on behalf of the member.
- (8) After considering evidence submitted and all representations, the Committee must come to a decision by means of a secret ballot in respect of whether or not, the complaint is proven.
- (9) The member must be informed of the outcome of the Committee's deliberations.
- (10) If the findings of the Committee are against the member and the member is present during the deliberations, the member must be given a further opportunity to make submissions in respect of such action which might be available or taken by the Committee.
- (11) No resolution of a finding against the member, nor a resolution in relation to any action, is to be imposed against the member that the complaint is proven, unless it is deemed to have been passed by a two-thirds majority of the Committee present.

- (12) The Committee may, by resolution, reprimand, suspend, expel or accept the resignation of the member from the Club if, after considering the complaint, the Committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the proposed action is warranted.
- (13) Any decision of the Committee pursuant to Clause 8 in relation to such deliberations shall be final.
- (14) If the Committee expels or suspends the member, the Secretary must, within 7 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the Committee for taking the action, and
  - (c) the member's right of appeal under Clause 9.
- (15) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day after the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period - the day the Club confirms the resolution under Clause 8:(13).
- (16) No person expelled from membership shall be readmitted to membership of the Club unless such application for re-admission is so determined in Committee.

## **9 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the Committee under Clause 8 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The Secretary must notify the Committee that the Secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the Committee must call a general meeting of the Club to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and

- (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

## **10 Membership entitlements not transferable**

A right, privilege, or obligation that a person has because the person is a member of the Club cannot be transferred to another person, unless authorised by the Committee.

## **11 Member resignation**

A member may at any time by giving written notice resign their membership of the Club.

## **12 Cessation of membership**

- (1) A person ceases to be a member of the Club if the person:
  - (a) dies, or
  - (b) resigns from being a member, or
  - (c) is expelled from the Club, or
- (2) fails to pay the annual subscription fee payable within 2 months of the due date. Notwithstanding the powers of the Committee, the Committee may in its absolute discretion issue to a member whose membership subscription is in arrears, a notice ("Default Notice") requesting payment of arrears within such period as the Committee shall deem appropriate.
- (3) Notwithstanding the powers of the Committee, in the event that an individual's membership of the Club should lapse as a result of their unpaid membership subscription, the Committee may, in its absolute discretion, reinstate the lapsed membership. Any such reinstatement will not entitle the member to any benefits or privileges of membership of the Club during any period when their membership subscription was in arrears.

## **Part C Management of the Club**

Management of the Club resides with the Board and the JDCA Committee. The Board and JDCA Committee are responsible to the Members for the management and operations of the Club.

The Club is a registered company limited by guarantee, and therefore must comply with the requirements of the Corporations Act 2001 and other relevant legislation and regulatory requirements. Nothing in this Constitution or any Rules and Regulations shall diminish, mitigate, contradict or derogate any legislative requirements.

### **13 Composition and Membership of the Board**

- (1) The Board of Directors shall consist of:
  - (a) The President
  - (b) Two Vice-Presidents
  - (c) The Secretary
  - (d) The Treasurer

Each of whom shall be elected by members for a term of one year, unless sooner determined in accordance with the Rules and Procedures of the Club.

- (2) Each Director shall be eligible for re-election upon the expiration of their term.
- (3) For the purpose of this rule, "year" means the period between each successive Annual General Meeting.
- (4) A retiring Director shall hold office as a Director until the end of the meeting at which they retire.
- (5) The office of a Director shall become vacant if the Director:
  - (a) ceases to be a member of the Club,
  - (b) resigns their office by notice in writing to the Secretary,
  - (c) in the reasonable opinion of the Board neglects or fails to comply with any provision of this Constitution,
  - (d) is guilty of any conduct likely to bring the Club into disrepute,
  - (e) if the member ceases to be a Director by virtue of the Law, or becomes prohibited from being a Director of a company by or pursuant to the Law.
- (6) Only members of the Board are permitted to make statements which represent the views of the Club on any matter or are in any way binding upon the Club.

- (7) A quorum for any Board meeting shall be 75% of those eligible to attend.
- (8) A Director is not entitled to take up a position as a Director of the Club until they have supplied the Treasurer and the Secretary with their Director Identification Number (DIN).
- (9) Directors may also hold a position/s on the Committee. However, a Director cannot hold multiple positions on the Board.

## **14 Powers and Responsibility of the Board**

- (1) The Directors may exercise all the powers of the Club except any powers that the Corporations Act 2001 or this Constitution requires to be exercised in General Meeting.
- (2) The Board's primary responsibility is one of governance and trusteeship on behalf of the members and to ensure the Club remains viable and effective at all times.
- (3) The Board, may from time to time appoint various Sub-Committees to review, investigate or undertake defined tasks. Any recommendations or proposals determined by such Sub-Committees must be referred to the Board for actions or implementation to the extent, if at all, considered appropriate by the Board.
- (4) The Board shall have the power to appoint any member as a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the following Annual General Meeting. Further, the Board size may be increased by appointing other persons in accordance with a decision of the Board to have extra Directors but so that the total number of Directors shall not exceed seven.
- (5) The Board has the power to: -
  - (a) Invest and deal with funds of the Club not immediately required in such manner as may be permitted by Law for the investment of funds provided that those funds shall not be lent or otherwise advanced to any member or associate of any member for any purpose other than the conduct of the Club's business.
  - (b) Appoint, employ, or contract the services of such persons or organisations as may be necessary for the purposes of conducting business of the Club. The duration of such appointment, employment or contract shall be at the discretion of the Board.
  - (c) Accept any gift of property in support of the objects of the Club.
  - (d) Take such steps deemed expedient for the purpose of procuring contributions to the funds of the Club, by way of donations, annual subscriptions grants or otherwise.
  - (e) Subscribe to, become a member of or co-operate with any other club, association or organisation with similar objects.

- (f) Support associations, institutions, funds or trusts established for charitable or benevolent objects and to make appropriate donations to those bodies.
  - (g) Sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (6) The Directors of the Club shall take necessary steps to preserve and protect the assets and limit the liabilities of the Club including, but not limited to, at least once in each financial year investigating identifiable risks arising from the activities of the Club and where applicable, arrange appropriate insurance.
- (7) The income and property of the Club, however derived, shall be applied solely towards the Objects of the Club and no portion thereof shall be applied, paid or transferred, directly or indirectly to members of the Club so as to provide a pecuniary gain for any Members.
- (8) Only the Board of Directors has the power to contract or otherwise obligate the Club with external organisations, service providers and/or Club Members on a commercial basis. The Board may delegate this power to members of the Committee from time to time for specific operational requirements or provide specific funding for a requirement. Such a delegation will terminate at the completion of the specific requirement.
- (9) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club, its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Club and to refer any such claims, demands or proceedings to mediation or arbitration.

## **15 Matters to be referred to an Extraordinary General Meeting (EGM) of the Members**

- (1) Without prejudice to Clause 14 (1) it is declared that the following matters are to be referred to an Extraordinary General Meeting of members for approval by the Members:
- (a) the acquisition, holding or disposal of personal or real property (including leasing) used by the Club;
  - (b) the borrowing of money or other forms of raising funds in order to achieve the Objects of the Club, and the repayment of any such funds;
  - (c) amalgamation with other organisations having similar Objects to the Club, and the acquisition of property, assets, and liabilities held by such organisation;

- (d) the transfer of Club property, assets and liabilities to an organisation approved for amalgamation;
- (2) The Board may determine at any time whether other matters are appropriate to be referred to members at an EGM.

## **16 Composition and Membership of the JDCA Committee**

- (1) The Committee comprises: -
  - (a) The members of the Board of Directors, and
  - (b) official positions (office holders) required to be filled by election, at each Annual General Meeting, and
  - (c) other members who hold positions as delegates of the Club to external organisations and positions nominated by the Board as relevant for the operations of the Club.
- (2) A Committee member may hold more than one position on the Committee.
- (3) Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the AGM next following the date of the member's election. A member of the Committee can be nominated for consecutive or subsequent terms of appointment.
- (4) Each member of the Committee is allowed a single vote at Committee meetings regardless of how many Committee positions the member holds. If a Committee position is occupied by more than one member, then that position is allowed only a single vote at Committee meetings.
- (5) The Committee has the power to appoint any Member to fill a casual vacancy. Any Member so appointed shall hold office only until the following AGM.
- (6) The Office of a Committee member shall become vacant if the Committee member ceases to be a member of the Club, resigns their office by notice in writing to the Club, or is in the reasonable opinion of the Committee neglects or fails to comply with any provision of this Constitution or the Rules hereunder, is guilty of any conduct prejudicial to the interests of the Club or is guilty of any conduct unbecoming of a member.
- (7) A member may be removed from the Committee position, or positions, they hold by a 75% vote of Committee members at a special meeting of the Committee held for the specific purpose of dealing with the issue of that member's continued membership of the Committee.

## **17 Powers of the Committee**

- (1) The Committee is empowered to conduct, plan and manage all day-to-day business and affairs of the Club consistent with the Objects of the Club and this Constitution.
- (2) The Committee may make, amend and publish Rules and Procedures for the better management and control of the Club which shall not be inconsistent with this Constitution.
- (3) The Committee may refer matters to or request guidance or instructions from the Board and the Board must respond to any such reference or request in writing or electronically within 31 days.
- (4) The Committee may recommend to the Board an increase or decrease in the number of Committee positions as required, by ordinary resolution passed at a Committee meeting.
- (5) The Committee may from time to time appoint various Sub-Committees to review, investigate or undertake defined tasks. Any recommendations or proposals determined by such Sub-Committees must be referred to the Committee for actions or implementation to the extent, if at all, considered appropriate by the Committee.
- (6) Every member of the Committee and other officers of the Club shall be indemnified out of assets of the Club, including any insurance policies in place against liability incurred by them in defending any proceedings whether criminal or civil, except where precluded from doing so by the Corporations Act or any other Law.

## **18 Election of the Board and Committee**

- (1) At the AGM each year the Directors and other members of the Committee that are office bearers shall be elected from the members refer Clause 16 (1).
- (2) The election of Directors and other Committee members shall take place in the following manner: -
  - (a) Any two members of the Club may nominate any other member to serve as a Director or as a member of the Committee.

The nomination shall be in writing and signed by the nominating members (the proposer and the seconder) and shall state the position to which the candidate is nominated, and signed by the candidate showing their acceptance of the nomination. The nomination shall be lodged with the Secretary at least 14 days before the AGM at which the election is to take place.



- (b) The Secretary shall prepare a list of all such nominations for candidature together with their nominees and seconders ("The Ballot Paper") and make it available prior to and at the time of the election.
- (c) Such ballot paper shall display the candidates' names in alphabetical order and each member present at the AGM in person or by written proxy shall be entitled to vote for the person of their choice.
- (d) In the event no nomination is received for a position, nominations may be taken from the floor provided the nominee is present and gives their consent. The election of that nominee to the position shall be confirmed by a two-thirds majority vote of those present at the meeting.
- (e) If there is only one candidate duly nominated for any position, their election shall be confirmed by majority vote of those present in person or by proxy at the meeting.
- (f) If there is more than one candidate for any one position then an election for that position shall be conducted by secret ballot their election shall be confirmed by majority vote.
- (g) In the case where there is not a sufficient number of candidates nominated to fill all the Committee positions, the Committee shall appoint the remaining vacancy or vacancies.
- (h) In the case where there is not sufficient number of candidates nominated to fill all Directors positions, the Board shall appoint the remaining vacancy or vacancies.
- (i) The Club may by Special Resolution in General Meeting, being an AGM or EGM remove any Director or other Committee member before the expiration of their period of office.

## **19 Proceedings of Meetings of Directors and Committee**

- (1) The Directors shall cause Minutes to be made of all appointments of Directors and of all proceedings at all meetings of the Directors as well as names of Directors present at all such meetings. Such Minutes are confidential and shall not be made available other than to Directors.
- (2) The Committee shall cause Minutes to be made of all appointments of Committee members and of all proceedings at all meetings of the Committee as well as names of Committee members present at all such meetings. Such Minutes are confidential and shall not be made available other than to members of the Board and/or the Committee.

- (3) Minutes of such Directors or Committee meetings shall be approved at the next meeting and signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- (4) This Constitution and any Rules and Procedures passed by the members in General Meeting or by Directors or the Committee shall be available to all members on the Club Website.
- (5) A Director or Committee member shall not vote in respect of any contract or proposed contract with the Club in which they have an interest in or any matter arising there from.
- (6) Directors and/or Committee members must declare and abstain from voting on any matter arising at a meeting where they have, or may be perceived to have a conflict of interest.
- (7) Questions arising at a meeting of the Board, a Committee meeting or sub-committee meeting are to be determined by a majority of the votes of members present at the meeting.
- (8) Each member present at a meeting of the Board, the Committee or a sub-committee (including the Chairperson at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.
- (9) All acts done by any meeting of the Directors or the Committee or a sub-committee or by any person acting as a Director or Committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or Committee member, or that the Director or Committee member or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or Committee member.
- (10) A resolution in writing signed by the Directors or the Committee members for the time being entitled to receive notice of a meeting of the Directors or the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Directors or the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors or Committee members.
- (11) A quorum for any Committee meeting shall be 51% of Committee positions. A quorum for sub-committee meetings is 51% of the persons appointed to such sub-committee.
- (12) A Board meeting, Committee meeting or sub-committee meeting may be held at 2 or more venues using any technology, approved by the Board or Committee, that gives each of the Committee's members a reasonable opportunity to participate.

- (13) The Board and/or the Committee may transact business by the circulation of papers, including by electronic means, among entitled Board and Committee members.
- (14) A Director or Committee member who participates by the use of technological means in a meeting of the Board or Committee or sub-committee is taken to be present at the meeting and, if the member votes at such a meeting, is taken to have voted in person.

## **20 Secretary**

- (1) The Secretary shall be provided with copies of all correspondence that is important to the operations of the Club such as insurance matters, permits, sporting events and licences, bookings for accommodation, nominations for life membership and relevant commercial undertakings or arrangements. The secretary is to report on all important correspondence at each General Meeting.
- (2) The secretary is responsible for ensuring minutes are taken and published of meetings of Directors, the Committee and General meetings, and other relevant sub-committee meeting of the Club.

## **21 Chairperson at Meetings**

The following member presides as the Chairperson at a meeting of the Board and at meetings of the Committee: -

- (a) The President, or in the absence of the President;
- (b) A vice-President, or in the absence of the President and vice-Presidents;
- (c) The Secretary or a member present at the meeting as elected by other members present.

## **Part D      General Meetings of the Club**

### **22 Annual and Extraordinary Meetings**

- (1) The AGM of the Club shall be held in accordance with this Constitution subject to the provisions of the Law and the Rules of the Club.
- (2) A General Meeting, which for the purposes of this Constitution and/or the Rules and Procedures of the Club shall be known as an Extraordinary General Meeting (“EGM”) may be convened by the Board of Directors, the Committee or by a written request from 20 or more members in accordance with these Rules, or convened as required by the Law.
- (3) The AGM will be held within (5) months of the end of the financial year at a time and place determined by the Directors. An extension of such time can only be granted if permitted by the Law.
- (4) The business of the AGM will include approval of the Minutes of the previous AGM and any other business of which notice has been given in accordance with the Law.
- (5) Twenty-One (21) days’ notice shall be given of any AGM/EGM by publishing of a notice in the Club magazine and the Club Website.
- (6) The business of an AGM shall also include: -
  - consideration of the Annual Financial Report,
  - Directors’ and or President’s Report,
  - the Report from the independent review of the Club’s accounts,
  - election of Directors and office bearers until the next AGM,
  - the appointment of the independent person to review the ensuing financial year’s statements,
  - and any other business of which notice and details of the resolution have been given in accordance with the Law.
- (7) Minutes are to be taken at each AGM and EGM.
- (8) Financial Club Members of all classes are entitled to attend any General Meeting. Guests and others are present by invitation and at the discretion of the Chairperson.
- (9) Financial Club members of the Ordinary and Life Member category are entitled to vote either in person or by proxy at an AGM or EGM. Where a membership includes the partner and/or dependent child/children, only one vote may be exercised in person or by proxy. Sporting category members do not have voting rights and are not permitted to partake in other Club Activities.
- (10) At any AGM or EGM, in the event of a tied vote the Chairperson or Presiding Officer shall have a casting vote.

- (11) A quorum for any AGM or EGM shall be twenty members, who have voting rights, present in person or by proxy.
- (12) Attendance and voting and meeting procedure at any AGM or EGM shall be in accordance with this Constitution, such further or other Rules and Procedures that may from time to time be made and in the absence of the same, according to the Law. Voting may be by proxy at the AGM and at EGM's and shall be conducted in accordance with the Law. Proxies may vote in a show of hands.
- (13) In the event that the Board determines that an issue arising at an AGM or EGM is of a contentious nature, the issue shall be decided by secret ballot at the meeting.

## **23 Club Meetings**

- (1) Regular general meetings of the members of the Club are known as Club Meetings and are held for the purpose of social interaction, exchange of information relating to events, registers and news. Such meetings will be held at a time and place decided by the Committee, not less than (6) times per annum, with an agenda determined by the Committee.
- (2) Notice of Club Meetings shall be given to members via publishing of the Club Calendar of events in the Club magazine and/or on the Club Website.
- (3) All classes of membership are entitled to attend. Guests and others are present by invitation and their presence is at the discretion of the Chairperson.

## **24 Chairperson at AGM, EGM and General Club Meetings**

- (1) The following member presides as Chairperson at a general meeting:
  - (a) the President,
  - (b) if the President is absent –one of the vice-Presidents,
  - (c) if the President and the vice-Presidents are absent –
  - (d) The Secretary or one of the members present at the meeting as elected by the other members.
- (2) The Presiding Member has: -
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

## **25 Postal or electronic ballots**

The Club may hold a postal or electronic ballot, as determined by the Committee.

## **26 Transaction of business outside meetings or by telephone or other means**

- (1) The Club may transact its business by the circulation of papers, including by electronic means, among all members.
- (2) If the Club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Club made at a general meeting.
- (3) The Club may transact its business at a general meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

JDCA Members in Confidence

## **Part E Administration**

### **27 Financial Affairs**

- (1) It is the duty of the Treasurer to ensure: -
  - (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (2) The Treasurer shall arrange for the Balance Sheet and Statement of Income and Expenditure for each financial year, to be printed in the Members' area of the Club Website, or other medium as determined by the Committee, not later than four months after the end of each financial year.

An independent review of the Balance Sheet and Statement of Income and Expenditure will also be obtained from a qualified external accountant, and similarly provided to Members.

The Directors shall also ensure members are notified of the publication of this information by notice in the Club Magazine.

The financial statements shall be presented and moved for acceptance at each AGM.

- (3) At each AGM a summary report will also be provided of any commercial transactions which have been approved by the Board to be entered into with Club members.

### **28 Winding Up**

- (1) Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same 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 incurred before ceasing to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.00.

- (2) If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution(s) having Objects similar to the Objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of **Clause 28.(1)** hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision, then some charitable Object.

JDCA Members in Confidence