



TRACK CARE WA INC.

CONSTITUTION

2014

INDEX

CLAUSE	ITEM	PAGE NO.
1	NAME OF ASSOCIATION	32
2	OBJECTS OF ASSOCIATION	32
3	POWERS OF ASSOCIATION	32
4	MEMBERSHIP	32 & 33
5	REGISTER OF MEMBERS	33
6	SUBSCRIPTIONS	33
7	RESIGNATION OF MEMBERS	33
8	EXPULSION OF MEMBERS	33 & 34
9	MANAGEMENT COMMITTEE	34
10	CHAIRPERSON	34 & 35
11	SECRETARY	35
12	TREASURER	35
13	CASUAL VACANCIES IN COMMITTEE	35 & 36
14	PROCEEDINGS OF MEETING	36 & 37
15	MINUTES OF MEETINGS	37
16	PROXIES OF MEMBERS	38
17	CONSTITUTION OF ASSOCIATION	38
18	INSPECTION OF RECORDS	38
19	COMMON SEAL	38
20	DISTRIBUTION ON WINDING UP	38
21	INTERPRETATION	38

1. NAME OF ASSOCIATION

The name of the Association shall be-

Track Care WA Inc.

and shall thereafter be known as the 'Association'.

2. OBJECTS OF ASSOCIATION

The objects of the Association are-

- (1) To facilitate sustainable programs of management and protection of vehicular tracks in Western Australia, particularly those of Indigenous and European significance.
- (2) To assist in providing educational programs for all track users.
- (3) To promote sustainable conservation of the natural environment.
- (4) To promote responsible four wheel driving as a legitimate recreational activity.
- (5) To liaise with land management authorities and other interested parties with similar objectives.
- (6) To assist in the protection and restoration of buildings of significant heritage and historical importance.
- (7) The property and income of the Association shall be applied solely toward the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

3. POWERS OF ASSOCIATION

The powers conferred on the Association are the same as those conferred by Section 13 of the *Associations Incorporations Act 1987*, so that subject to the Act and any additions, exclusions or modifications, the Association may do all things necessary or convenient to carry out its objects and purposes.

4. MEMBERSHIP

- (1) Membership of the Association shall be open to those persons or organisations who satisfy the Office Bearers that their aims and objectives are compatible with those of the Association and that they will actively promote and assist in achieving the objects of the Association.
- (2) The classes of membership shall be-
 - (a) Full Member [voting]
 - (b) Corporate Member [voting]
 - (c) Associate Member [non-voting]
 - (d) Honorary Member [non-voting]
 - (e) other classes as determined by the Office Bearers
- (3) Persons or organisations wishing to become members shall apply to the Office Bearers in writing on such form as the Office Bearers may from time to time direct, duly signed by the applicant (or authorised person if an organisation).
- (4) On acceptance of the application, the Association shall make available a copy of the Constitution and Policy and Procedures of the Association.
- (5) An applicant whose application is rejected shall, if they wish to appeal the decision, give notice to the Secretary of their intention to do so within a period of fourteen (14) days from the date they were advised of the rejection.

- (6) When notice is given under Clause 4.(5), the Association in a Management Committee meeting, shall either confirm or set aside the original decision to reject the application, after having afforded the applicant, who gave notice, a reasonable opportunity to be heard by, or to make representations in writing to, the Association in a Management Committee meeting. This decision shall be final.

5. REGISTER OF MEMBERS

- (1) The Membership Officer, shall on behalf of the Association, keep and maintain a Register of Members in accordance with Section 27 of the Act and that register shall be kept and maintained at their place of residence.
- (2) The Membership Officer shall cause the name of a person (or organisation) who dies or ceases to be a member under any clause of this Constitution to be deleted from the register referred to in Clause 5(1).

6. SUBSCRIPTIONS

The amount of subscription shall be determined annually by the Management Committee.

7. RESIGNATION OF MEMBERS

A member who forwards a letter of resignation by hand, post or electronically, ceases to be a member of the Association on receipt of that letter by the Secretary.

8. EXPULSION OF MEMBERS

- (1) If the Management Committee considers that a member should be expelled from the membership of the Association because their conduct is detrimental to the interests of the Association, the Committee shall communicate in writing, to the member-
- (a) notice of the proposed expulsion and of the time, date, and place of the Management Committee meeting at which the question of that expulsion will be decided, and
 - (b) particulars of that conduct,
- not less than thirty (30) days before the date of the Management Committee meeting referred to in Clause 8(1)(a).
- (2) At the Management Committee meeting referred to in a notice communicated under Clause 8(1)(a) and (b), the Management Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Management Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- (3) Subject to Clause 8.(5), a member who is expelled under Clause 8(2) from membership of the Association, ceases to be a member fourteen (14) days after the day on which the decision so to expel them is communicated to them under Clause 8(2).
- (4) A member who is expelled under Clause 8.(2) from the membership of the Association shall, if they wish to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of fourteen (14) days referred to in Clause 8.(3).
- (5) When notice is given under Clause 8.(4)-

- (a) the Association in a Management Committee meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the Management Committee meeting, confirm or set aside the decision of the Management Committee to expel that member, and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Management Committee to expel them is confirmed under this sub-Clause.

9. MANAGEMENT COMMITTEE

- (1) The activities of the Association shall be managed by a Management Committee consisting of-
 - (a) a Chairperson
 - (b) a Vice Chairperson
 - (c) a Secretary
 - (d) a Treasurer
 the above positions shall be known as the Office Bearers; and
 - (e) not more than ten (10) other persons known as Committee members;
 - all of whom shall be members of the Association elected to membership of the Management Committee at an Annual General Meeting or under Clause 9.(5).
- (2) A person is not eligible for election to membership of the Management Committee unless a member has nominated them for election either orally or in writing and the nominated member signifies their willingness to stand for election.
- (3) A person who is eligible for election or re-election may at the Annual General Meeting concerned-
 - (a) propose or second them self for election or re-election; and
 - (b) vote for them self.
- (4) If the number of persons nominated for election to membership of the Management Committee does not exceed the number of vacancies on the Management Committee to be filled-
 - (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Management Committee at the Annual General Meeting concerned.
- (5) When a casual vacancy within the meaning of Clause 13.(1) occurs in the membership of the Management Committee-
 - (a) the Management Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this clause shall hold office for the unexpired portion of their predecessor's term and be eligible for re-election at the next Annual General Meeting.

10. CHAIRPERSON

- (1) The Chairperson shall represent the Association wherever possible and act as spokesperson for the Association.
- (2) Subject to Clause 10.(3) the Chairperson shall preside at all Annual General and Special General Meetings.
- (3) The Vice Chairperson shall deputise for the Chairperson in that person's absence, in particular at Monthly Meetings.

- (4) In the event of the absence of both the Chairperson and the Vice Chairperson at a monthly meeting, an Office Bearer elected by the members present shall preside.

11. SECRETARY

- (1) The Secretary shall comply on behalf of the Association with-
 - (a) Section 28 of the Act in respect of the Constitution of the Association; and
 - (b) Section 29 of the Act in respect of the record of office holders, and any trustees of the Association.
- (2) The Secretary shall keep full and correct minutes of the proceedings of the Management Committee and the Association.
- (3) The Secretary shall co-ordinate the correspondence of the Association.
- (4) The Secretary shall have control of all books, documents, records, and registers of the Association including those referred to in Clause 11.(1)(a & b) other than those required by Clause 12 to be kept and maintained by, or in the control of, the Treasurer.
- (5) The Secretary shall perform such other duties as the Management Committee may from time to time direct and as are imposed by this Constitution.

12. TREASURER

- (1) The Treasurer shall comply on behalf of the Association with Sections 25 and 26 in respect of the accounting records of the Association.
- (2) The Treasurer shall be responsible for the receipt of all moneys paid to, or received by, on behalf of the Association, shall issue receipts for those moneys in the name of the Association, and pay all moneys into such account or accounts of the Association as the Management Committee may from time to time direct.
- (3) The Treasurer shall make payments from the funds of the Association with the authority of the Office Bearers and in so doing ensure all cheques are signed by them self and at least one other of the Office Bearers or Management Committee Members who have been authorised to do so.
- (4) The Treasurer shall, whenever directed to do so by the Chairperson, submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer shall have control of all securities, books, and documents of a financial nature and accounting records of the Association including those referred to in Clause 12(1) and (4).
- (6) The Treasurer shall perform such other duties as are imposed by this Constitution.
- (7) The financial year of the Association shall be from the first (1st) day of July to the thirtieth (30th) day of June.

13. CASUAL VACANCIES IN THE MANAGEMENT COMMITTEE

- (1) A casual vacancy occurs in the office of a Management Committee Member and that office becomes vacant if that Management Committee Member-
 - (a) dies,
 - (b) resigns from the Management Committee by notice in writing delivered to the Secretary, or Chairperson, if the person is the Secretary,
 - (c) is convicted of an offence under the Act,
 - (d) is permanently incapacitated by physical or mental ill-health,

- (e) is absent for more than three (3) consecutive meetings in a calendar year for which they have received notice of and has not tendered an apology for non- attendance, or
- (f) ceases to be a member of the Association.

14. PROCEEDINGS OF MEETINGS

- (1) Annual and Special General Meetings - common points
 - (a) The Secretary shall give all members not less than twenty one (21) days-notice of a General Meeting, together with details of any motions or Special Resolutions to be decided at the meeting.
 - (b) The notice shall specify the date, time, and place of the meeting, particulars of any business to be transacted at the meeting and the order in which the business is to be transacted.
 - (c) The notice shall be sent by post to the member's address as recorded in the Register of Members under Section 27 of the Act, or to an electronic address, or may be delivered by hand.
 - (d) A quorum at all General Meetings shall be not less than the Chairperson, or in their absence, the Vice Chairperson, the Secretary and not less than ten percent (10%) of the membership at the time of the meeting either in person, or by proxy.
 - (e) At all General Meetings, full Members and a person representing a Corporate Member, shall have a deliberative vote.
 - (f) All motions shall be decided by a simple majority.
 - (g) At all General Meetings the Chairperson, or the Vice Chairperson in their absence, shall have a deliberative and casting vote.
 - (h) Pursuant to Section 24 of the Act, a Special Resolution shall be passed by the majority of not less than seventy five percent (75%) of the members present or by proxy at any General Meeting.
- (2) Annual General Meeting
 - (a) The Annual General Meeting of the Association shall be held on the last Wednesday of the month of September in each calendar year and at a time and place as specified on the notice paper.
 - (b) The order of business at the Annual General Meeting shall be as per the Regulations of the Association.
- (3) Special General Meeting
 - (a) A Special General Meeting may be convened at any time by-
the Management Committee; or
within thirty (30) days of the Secretary receiving a notice in writing from not less than eight (8) financial members specifying the reason for requesting the meeting; and
the members making the request as in Clause 14(3)(a) above, state the reason for which the request is being made and shall all sign the request.
 - (b) When a Special General Meeting is convened under Clause 14(3)(a), the Secretary shall ensure that all members are supplied with the particulars of the reasons for the meeting and the Association shall pay all reasonable costs for such meeting.
 - (c) If within thirty (30) minutes after the time specified for the holding of a Special General Meeting, a quorum is not achieved, the meeting shall be adjourned to the same time of the same day of the following week at the same venue.

- (d) If a quorum is not achieved at the adjourned meeting, the reason for the meeting shall lapse and a fresh meeting pursuant to Clause 14(3)(a), may be called.
- (4) Monthly Meetings
- (a) The Association shall meet as required, but not less than eight (8) times in each year and at such place as the Management Committee may decide, but generally on the last Wednesday of each month of each year.
 - (b) Subject to Clause 10(4) a quorum at a monthly meeting shall comprise at least two (2) Office Bearers, two (2) other Management Committee members and ten percent (10%) of the membership at the time of the meeting either in person, or by proxy.
 - (c) If there be no quorum within thirty (30) minutes of the time appointed for the meeting, the business of the meeting shall be held over to the next monthly meeting.
 - (d) All notices of monthly meetings shall be in writing and sent to all financial members at least seven (7) days prior to such a meeting.
 - (e) At all monthly meetings the person presiding shall have a deliberative and a casting vote.
 - (f) All motions shall be decided by a simple majority.
- (5) Management Committee Meetings
- (a) The Management Committee shall meet as required, but not less than once (1) in each year and at such time and place as is required to the business of the Association.
 - (b) The order of business shall be as per the notice paper sent to Management Committee Members not less than seven (7) days prior to such a meeting.
 - (c) A quorum shall comprise at least two (2) Office Bearers and two (2) other Management Committee members.

15. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Secretary shall cause proper minutes of all meetings to be taken and then entered, within twenty one (21) days after the holding of each meeting, in a minute book kept for that purpose.
- (2) The Chairperson of each meeting of the Association shall ensure that the minutes taken under Clause 15.(1), of
 - (a) an Annual General Meeting or a Special General Meeting are checked and signed as correct by the Chairperson presiding at the Annual General Meeting or Special General Meeting succeeding that meeting; and
 - (b) A monthly meeting are checked and signed as correct by the person presiding at the meeting.
- (3) When the minutes have been checked and signed as correct under Clause 15.(2)(a) and (b), they shall, until the contrary be proved, evidence that-
 - (a) the General Meeting or monthly meeting to which they relate was duly convened and held;
 - (b) the proceedings recorded as having taken place thereat; and
 - (c) all appointments and elections purporting to have been made at those meetings have been validly made.

16. PROXIES OF MEMBERS

A member may appoint in writing on such form, as the Management Committee may from time to time authorise, another member to be their proxy and to attend and vote on behalf of the appointing member at any meeting.

17. CONSTITUTION OF ASSOCIATION

- (1) The Association may alter, rescind, or repeal this Constitution in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.
- (2) This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by all its provisions.

18. INSPECTION OF RECORDS OF ASSOCIATION

Pursuant to Clause 14 of the *Associations Incorporations Act 1987*, a member may at any reasonable time, inspect without charge, the books, documents, records and securities of the Association.

19. COMMON SEAL OF THE ASSOCIATION

- (1) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- (2) The Common Seal of the Association shall not be used without the express authority of the Management Committee and every use of the seal shall be recorded in the minute book referred to in Clause 15. of this Constitution.
- (3) The affixing of the Common Seal shall be witnessed by any two of the Office Bearers.
- (4) The Common Seal shall be kept in the custody of the Secretary or such person as the Management Committee may from time to time decide.

20. DISTRIBUTION OF SURPLUS ON WINDING UP

- (1) If, on the winding up of the Association, any property of the Association remains after satisfying the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-
 - (a) To another Association incorporated under the Act with similar objects; or
 - (b) For charitable purposes.
- (2) The Incorporated Association or charity shall be determined by the members when authorising and directing the Management Committee under Section 33 of the Act to prepare a distribution plan of the surplus property of the Association.

21. INTERPRETATION

- (1) In “writing” or “written” means to include printing or any other form of representing or reproducing words in visible form.
- (2) Words importing the singular include the plural, and words importing the plural include the singular where the context permits.