Annexure A

CONSTITUTION

DIRTYDEED'S 4X4 CLUB S.A

NAME

1. The name of the club shall be **DIRTYDEED'S 4X4 CLUB S.A**

OFFICE OF THE CLUB

2. The office of the club shall be located at **1 Fyfe street, Gawler West SA 5118**

AFFILIATIONS

3. The club shall be affiliated with the South Australian Association of Four Wheel Drive Clubs Inc.

MISSIONS

4. To encourage and promote family orientated recreation; activities (in particular into areas inaccessible to other forms of transportation), organise club trips which include activities such as bush walking, photography, caravanning, bird watching, fossicking, fishing and camping etc.

OBJECTS AND PURPOSES

5. The objects and purposes of the club shall be:
   To provide a common meeting place for all people with similar interests in four wheel driving;
   To actively support the conservation of the natural environment and to liaise with the controlling authorities;
   To foster member's knowledge of the nature of the land traversed and its conservational requirements and management;
   To conduct meetings whereby members may gain knowledge in vehicle handling, equipment, navigation, minimal impact camping, travel safety, care and maintenance of their vehicle, equipment and the environment;
   To facilitate the purchase of equipment for the members benefit;
   To maintain access to public lands, public road reserves and public road access routes;
   To undertake campaigns to maintain this access which are consistent with conservation of natural resources;
   To promote responsible use of public lands;
   To promote the requirements and benefits of 4WD touring amongst lead management agencies.

POWERS

6. The club shall have the following powers:
   To open and operate bank accounts;
   Invest and deal with the monies of the Club in such a manner from time to time and be determined by the executive;
   To appoint agents to transact any business of the Club on its behalf;
   To enter into any contract it considers necessary or desirable;
   To make applications for grants, subsidies and/ or other assistance;

To do all such other lawful things as may be incidental to or conductive to the attainment of the above objects.

ASSESTS AND INCOME

7. The Club shall not distribute to its members by way of dividend or otherwise any of the assets or income of the club

SCOPE OF MEMBERSHIP

8. The intention of the Club in granting membership is to base the membership upon a single four wheel drive vehicle, and to include all persons in the family group having the authorized and regular use of that vehicle.
9. The scope of the family group, for of a single club membership shall be interpreted as widely as may be considered reasonable at the discretion of the Executive, but shall include both parents and children who normally reside together.
10. All those persons covered by and by one membership shall be referred to in the rules collectively as the ‘’member’’.
11. In the event that a member has the use of more than one four wheel drive vehicle to be used on a Club event, or for a benefit of any kind offered by the Club to its members is to be derived, and then an additional membership shall be required for any such vehicle other than the first.

MEMBERS

12. There shall be Ordinary members of the Club, Executive members of the club and Associate members. Executive members shall be the persons constituting the committee of the Club herein referred to as “the Executive”;
    Associate members will have no voting rights and cannot hold Executive positions.
13. The general of the membership shall be such a number as the Executive and Members from time to time determined. Subject to a maximum of 30 members car.
14. A person shall become a member:
    Upon his or her application for the membership being accepted by the members, or upon being nominated as a member by the Executive and upon his or her acceptance of his or her nomination as a member either in writing or by conduct, or upon payment of a subscription fee and joining fee, (as determined by the Executive and financial members or upon his or her application being accepted by a majority of those present at a club meeting and voting in favour of his or her application being accepted.
15. The Executive may at any time determine that there shall be other classes of members than specified in paragraph 14 and may classify them as: honorary members, life members and social members.

EXECUTIVE

16. The management of the Club and of its business, property and affairs is by these Rules vested in the Executive (together or in quorum constituting the Committee of the Club) and they shall promote the objects and purposes of the Club in accordance with these Rules and they shall cause all proper records and accounts to be kept.
17. The Executive shall consist of a President, a Vice-President, a Treasurer, a Secretary (who shall be the Public Officer), Association Delegate and a Trip Coordinator.
18. The Executive shall be elected from the members at the Annual General Meeting of the club each year and each executive member shall hold office until the next ensuing annual general

meeting when he or she shall retire from office and shall be eligible for re-election provided that he or she shall hold office until his or her successor is duly elected.

19. Notice of Annual General Meeting shall be sent to the members fourteen (14) days prior to the Annual General Meeting.
20. Nominations for the election of a President, a Vice-President, a Treasurer, a Secretary, and an Association Delegate shall open and close on dates as determined by the Executive and be notified to the numbers as per clause 21. If more candidates are nominated than the required number, the election shall than be made in such manner as the President may decide.
21. An executive member may retire from office by giving seven (7) days notice in writing to the Secretary of his or her intention to do so and such resignation shall take place upon the expiration of the notice or its earlier acceptance by the Executive and members.
22. The Club may at a meeting specially summoned for the purpose to remove any Executive before the expiration of the period of his or her office and appoint another qualified person in his or her place.
23. In the event of any vacancy occurring in the office of President or among the other Executive, the continuing Executive shall fill the vacancy and may act not withstanding such vacancy but if the number falls below five (5), they shall not act except for the purpose of fill in the vacancy.
24. The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.
25. The quorum for the meeting shall be five (5).
26. The first Executives of the club shall be those persons named in the schedule hereto and they shall hold office until the first annual meeting after the formation of the Club.

OFFICERS OF THE CLUB

27. The Executive may appoint one or more Officers of the Club
28. Each Officer of the Club shall exercise and carry out his or her powers and duties in accordance with any specific directions of the Executive and, subject thereto, an Officer shall have the same authority as the Executive in relation to the matter for which the Officer is so empowered by the Executive.
29. Each Officer shall periodically, or as when directed by the Executive shall report his or her activities to the Executive.

GENERAL MEETINGS

30. There shall be held each calendar year an Annual General Meeting of the Club, the first of which shall be held in March at such a place and time as the Executive may determine.
31. Twenty five precent of the financial clubs members may, by notice convene a special general meeting, and for that purpose the Secretary shall distribute said notification to the financial membership.
32. The Executive may summon a special general meeting of the membership, by giving fourteen (14) days notice of such time and place which is cognate or relevant to the business to which notice has been given.
33. The Executive shall obey the directions of any general meeting of the club.
34. At each Annual General Meeting, the Executive shall submit to the members all proper accounts and a report which shall contain a summary of the activities of the Club during the period since the last Annual General Meeting.
35. Twenty five percent of financial members shall be a quorum for a general meeting.

36. Every club member (as defined by the rules in the constitution) present or by proxy shall have one vote.
37. The order of business and general conduct at a general meeting shall (subject to any direction of the Executive) be in the discretion of the President.
38. All minutes correspondence, books, accounts and other documents relating to the affairs of the Club shall, upon resolution, be produced to the members at a general meeting.

PRESIDENT

39. The president of the Club or, in his or her absence, the Vice President shall be the chairperson at such meetings of the members or of the Executive and if the President and Vice President are absent, or unwilling to act, a nominated member approved by a majority of members then present shall be Chairperson.
40. At any meeting the President in the case of equality of votes shall have a second or casting vote.

SUBSCRIPTION

41. The subscription and joining fees for each class of membership shall be such a sum as the Executive shall determine from time to time.
    The subscription and joining fee for each class of membership shall be payable annually but prior to the Annual General Meeting or at such other time as the Executive shall determine from time to time.
    The membership of any person whose subscription is outstanding for more than one (1) months after the due date for payment may in the discretion of the Directors be determined.
    The annual fee covers Four Wheel Drive South Australia affiliation fees plus general membership.

RESIGNATION

42. A member may resign from membership of the Club by giving written notice thereof to the Secretary of the Club. Any member so resigning shall be liable for any outstanding subscription which shall be recovered as debt due to the Club.

EXPULSION OF A MEMBER

43. Subject to giving a member an opportunity to be heard or to make a written submission, the Executive may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
    Particulars of the charge shall be communicated to the member at least fourteen days before the meeting of the Executive at which the matter shall be determined.
    The determination of the Executive shall be communicated to the member and in an event of adverse determination the member shall hereof cease to be a member fourteen (14) days after the Executive have communicated their determination to him or her.
    It shall be open to a member to appeal to the Club in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the club within fourteen days (14) days after the determination of the Executive has been communicated to the member.
    In the event of an appeal hereof the appellant's membership of the Club shall not be terminated unless the determination of the Executive to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Executive is upheld.

DISQUALIFICATION OF AN EXECUTIVE MEMBER

44. The office of an Executive Member shall become vacant if such Executive member is, disqualified by the Act, permanently incapacitated by ill health, or absent without an apology for more than three (3) consecutive committee meetings, or more than three (3) general meetings in a financial year.

FINANCIAL YEAR

45. The first financial year of the Club shall be the period ending June 30th each year and there after a period of twelve (12) months ending June 30th in each year.

AUDITOR

46. The auditor shall be appointed by the directors.
47. The auditor shall be a person who, for the time being, is licensed to act as an auditor under any legislation regulating the audit of the affairs of a limited liability company.
48. Upon the auditor ceasing to be a licensed auditor under the said legislation he or she shall cease to be auditor of the Club.
49. The auditor shall make his or her audit and report, as far as possible, in the same manner and dealings with the same matter as if he or she were auditing the affairs of a limited liability company.
50. The Executive and every member of the Club shall immediately produce to the auditor all such property and all such accounts, books, papers and documents relating to the affairs of the Club as the auditor may require.

MINUTES

51. Proper minutes of all proceedings of meetings of the Club and of meetings of the Executive shall be entered within one (1) month after the relevant meeting in the minute books kept for that purpose.
    The minutes kept pursuant to this rule shall be signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting.
    Where minutes are entered and signed they shall, until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at the meeting were valid such appointments.

NOTICES

52. Notices may be given to any member either personally or by sending it by post or email to him or her at his or her address as it appears in the records of the Club.

ALTERATIONS TO THE RULES

53. The rules may be added to, repealed or amended at any General Meeting by a majority of those present provided that no alteration be made to the mission and objects and purposes of the Club nor shall any alteration be made which would render the registration of the Club under the Association Incorporation Act 1985 or any amendment of it liable to be cancelled.

WINDING UP

54. The Club may be wound up by the manner provided for in the Act.
55. All monies to be donated to the Royal Flying Doctors Service.

APPLICATION OF SURPLUS ASSETS

56. If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be made over or distributed to such public benevolent institution or institutions as may be determined at a General Meeting but if no such determination is made to such public benevolent institution or institutions such as the Public Trustee for the state of South Australia shall in his or sole discretion decide.

BY-LAWS

57. The Directors are empowered to make or repeal from time to time such by-laws, rules and regulations which are inconsistent with these rules as the Executives may reasonably think necessary or desirable in connection with the management of the Club.

This is the Annexure marked 'A' referred to in the statutory of Declaration **CHARLOTTE LATOYA EKLON**
(Name of person making declaration)

Made on 27 day of April 2011

Before me (Justice of the Peace signature) J.P. 20604
GLEN ELLIOTT WILLIAMS