

CONSTITUTION



Australian Caravan Club Limited

ACN 121 300 856

Issue 4, as amended 17 October, 2015

Table of Amendments

Issue No.	Date	Amendment Details
2	17.10.2009	As per minutes of Annual General Meeting (2009), amendments made to Clauses 27.1, and 7.1 and which resulted in 'flow-on' amendments to Clauses 3.1, 7.2, 10.3 (deleted), 12.4, 13.1, and 30.2.
3	15.10.2011	As per minutes of Annual General Meeting (2011), amendments made to Clauses 3.1, 4.1, 4.2, 7, 7.1, 13.1, 24.1. Add new Clause 7.3.
4	17.10.2015	As per minutes of Annual General Meeting (2015), amendment made to Clause 4.2.6.

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1. NAME.

The name of the club is “Australian Caravan Club Limited”

2. REGISTERED OFFICE.

The address of the registered office of the club shall be as the Board of Directors determines from time to time.

3. INTERPRETATION.

3.1 All words in this Constitution shall have their common English meaning as defined in the Australian Macquarie Dictionary, unless defined hereunder-

“annual general meeting” means the annual meeting of members as required by law and this Constitution;

“associate member” means an associate member as defined under clause 7.1 of this Constitution;

“Board of directors” or “board” or “director” means the Board of Directors of the Company as elected from time to time and is to include the Chairperson;

“Branch” means a group of members working together at a local level to support the objects of the Company as determined by the Board in clause 11.1;

“business day” means a day which is not a Saturday, Sunday or gazetted public holiday at the place of the Registered Office;

“by-law” means any By-Law of the Company in force at a particular time;

“chairperson” means the Chairperson of the board of directors as elected by the members in accordance with this Constitution as defined in clause 31.1;

“club” means Australian Caravan Club Limited.

“Company” or “the Company” means Australian Caravan Club Limited

“family unit” means two members who are husband and wife or two partners who live in a domestic relationship similar to that of a husband and wife and who have one common address;

“financial year” is the period from July 1 in a calendar year to June 30 in the following year unless otherwise changed by the board to any period of twelve consecutive calendar months. In the event of any change then a calendar year for the year of change shall be the period less than twelve months as determined by the board;

“honorary life member” means a Honorary Life Member in accordance with clause 7.1 of this Constitution;

“law” means the Corporations Act 2001;

“month” means calendar month;

“member” means an Ordinary Member, an Associate Member, or an Honorary Life Member in accordance with clause 7.1 of this Constitution;

“office” means the Registered Office for the time being of the Company;

“ordinary member” means an Ordinary Member in accordance with clause 7.1 of this Constitution;

“qualifying unit” means a registered recreational vehicle as defined further in this clause which is designed for use on Australian roads;

“recreational vehicle” means any form of mobile living accommodation that is or can be combined with a motor vehicle either as a towed combination or as a self-propelled unit. This includes, and is not limited to, caravans, motorhomes, campervans, camper trailers, etc;

“register” means the register of members kept by the Company pursuant to requirements of the Law;

“RV” means a recreational vehicle as defined within this clause;

“RVer” means a person that owns solely or jointly a qualifying unit;

“RVing” means the activity of using a qualifying unit for recreational purposes;
“secretary” means any person appointed to perform the secretarial duties of the Company;
“special resolution” means a Resolution of the Company proposed and passed at a meeting of the Company where not less than 21 (twenty-one) days notice has been given to the members specifying the intention to propose the resolution as a special resolution and passed by a majority of at least 75 per cent of those members who being entitled to do so, vote in person or by proxy at the meeting;
“The Nomad” means the periodic publication of the company which is the official company magazine.

3.2 In this Constitution, unless the context indicates a different intention –

- (1) words importing the singular shall include the plural. Words importing the plural shall include the singular. Words denoting gender shall include all genders;
- (2) clause headings are included in this Constitution for convenience only and shall have no effect on the meaning of the language or provisions, except for the purpose of rectifying any erroneous cross reference ;
- (3) reference to any legislation or legislative provision shall include all modifications or re-enactments of such legislation or any legislative provisions substituted for it, and all regulations, lesser legislation and statutory instruments issued under such legislation;
- (4) an expression used in a particular Part or Division of the law that is given a special meaning for the purposes for that Part or Division shall have the same meaning in this Constitution when referring to that Part or Division.

4. OBJECTS.

The objects of the club are –

- 4.1 To promote the use of recreational vehicles and the RVing lifestyle throughout Australia by -
- 4.1.1 striving to improve the conditions available for travelling recreational vehicle owners;
 - 4.1.2 representing recreational vehicle owners to government and statutory bodies in order to obtain better conditions for travelling RV’ers by improving access to camping/stop-over facilities, registration fees and any other conditions relating to recreational vehicle ownership, or any other matter which the board feels is important to the members;
 - 4.1.3 providing general advice to members on the construction and maintenance of recreational vehicles;
 - 4.1.4 engaging in and encouraging social activities, exhibitions, competitions and rallies;
 - 4.1.5 to join or affiliate with any club or organisation having as its objective the betterment of conditions for the travelling public and in particular those travelling in recreational vehicles in Australia;
 - 4.1.6 obtaining improved terms and conditions in matters pertaining to recreational vehicle ownership;
 - 4.1.7 encouraging safer driving and road courtesy;
 - 4.1.8 educating the travelling public about safety and hygiene whilst travelling and staying at any camp sites;
 - 4.1.9 printing or causing to be printed a magazine called “The Nomad”

4.2 To operate the Company to effectively carry out the objects above by –

- (1) engaging staff as may be necessary to achieve the company objects;
- (2) purchasing, hiring or leasing any real or personal property;
- (3) selling, leasing, taking a mortgage or charge over Company assets, investing or otherwise dealing with any or all of the real or personal property of the Company;
- (4) entering into all such agreements and contracts and to do all such acts or deeds as may be deemed necessary for obtaining the objects defined above and furthering the interests of the Club and of RVing generally;
- (5) doing any or all of the things authorised above or in conjunction with another or others;
- (6) purchasing, selling, leasing, hiring, donating or otherwise dealing in stock in trade or other such activities as the board determines will foster RVing;

4.3 The objects detailed above shall not in any way be limited or restricted by reference or inference from the terms of any other clause in this Constitution or the Company name.

5. LIMITED LIABILITY.

5.1 The liability of members of this Company is limited.

5.2 Every member of the company undertakes to contribute to the assets of the company in the event of it being wound up whilst he or she is a member, or within one year of ceasing to be a member, for payment of debts contracted by the company prior to him or her ceasing to be a member, or the costs of winding up the company.
The amount each member shall be liable for shall not exceed five dollars. Each family unit shall be required to pay no more than five dollars.

6. DISSOLUTION.

6.1 Upon winding up of this company if, after the satisfaction of all debts and liabilities, any assets remain they are to be disposed of in the following manner-

- (1) No moneys or assets will be paid to or distributed to any member, past or present.
- (2) Members of the company at or immediately before the dissolution shall determine the distribution of moneys and assets to an organisation or organisations having similar objects as this Company.
- (3) In the event no determination is made by members as described in clause 6.1(2) then the determination in accordance with clause 6.1(2) is to be made by a judge of the Supreme Court in the state where the Registered Office is located at the date of dissolution.

7. MEMBERSHIP.

Membership of the company shall be open to any person who is interested in caravanning or in the advancement of this company:

7.1 Classes of membership.

Membership of the company shall be divided into three classes.

- (1) Ordinary Member
- (2) Associate Member
- (3) Honorary life member

Ordinary Member

A person who owns or jointly owns a qualifying unit shall be eligible to be an ordinary member.

Associate Member

A person who does not own (solely or jointly) a qualifying unit but has an interest in RVing or the RVing lifestyle or in the advancement of the Company shall be eligible to hold an Associate Membership.

Honorary Life Member

An ordinary member or an Associate member who in the opinion of the board has rendered outstanding service to the company may be recommended to the members for Honorary Life Membership. The board shall cause any such recommendations to be considered by the members at a general meeting where such recommendation shall be approved by a minimum of 75% of the members present and eligible to vote

- 7.2 An Ordinary Member who ceases to be the owner (or joint owner) of a qualifying unit shall continue to be an eligible ordinary membership provided a replacement unit is acquired within twelve months of the disposal of the original unit.
- 7.3 Where members form part of a family unit each member of the family unit has all the rights and responsibilities of an Ordinary Member or Associate Member (as the case may be) except that the distribution of company publications and documents shall be on the basis of one copy per family unit. The members of a family unit shall be required to pay (per family unit) the annual subscription and joining fee of an individual member.

8. APPLICATION FOR MEMBERSHIP.

- 8.1 Application for membership of the company shall be made on the form approved by the board and submitted to the secretary.
- 8.2 The completed membership application form shall be delivered or mailed to the secretary together with the appropriate joining fee and annual membership fee. The application fee and joining fee shall be refunded in the event that the application is rejected.
- 8.3 The secretary shall refer any application that has not been approved to the board for a final decision. The secretary shall advise the board the reasons the application was not approved. The board shall consider each application and determine whether it is accepted or rejected by a vote at its next meeting.

9. REGISTER OF MEMBERS.

- 9.1 The secretary shall cause a register of members to be established and maintained which will specify the following information –
 - (1) The name and address of each person who is a member of the company

- (2) The membership category of each member
- (3) The date each person became a member and/or ceased to be a member
- (4) Any other information required by law.

9.2 The Register of Members shall be kept by the company secretary at the Registered Place of Business of the Company.

9.3 The secretary shall permit anyone to inspect the Register of Members. Any member may inspect the Register of Members without charge. Other persons may inspect the Register upon payment of the fee approved by the board, (up to the amount prescribed by the Corporations Law, 2001)

10. TERMINATION OF MEMBERSHIP.

10.1 An individual shall cease to be a member of the Company if:

- (1) An individual gives notice of his or her resignation in writing addressed and delivered to the Secretary stating that they are resigning. The date of resignation is the date the notice of resignation is received by the Secretary;
- (2) An individual dies;
- (3) An individual ceases to own a qualifying unit subject to clause 7.2;
- (4) An individual is expelled from the company pursuant to Clause 15.3

10.2 A member shall remain liable for all moneys due and outstanding at time of cessation of membership.

11. BRANCHES

11.1 The board may approve the formation of branches in order to support the operations of the Company under such terms and conditions that the board may determine.

11.2 The board shall adopt such rules as it deems appropriate, from time to time, for the effective management and organisation of the branches of the Company.

11.3 All property held by a Branch shall be held on behalf of the Company.

11.4 A Branch shall have no status independent of the Company and shall not be a separately constituted body.

11.5 No Branch may move a motion at any meeting of the Company.

12. FEES AND SUBSCRIPTIONS.

12.1 The Board shall propose the annual membership fee and joining fee for the subsequent years to the members at an Annual General Meeting for their approval. Upon approval by the members the approved fees shall remain in force until the members agree to vary them at a subsequent meeting.

- 12.2 Joining fees and annual membership fees shall be paid to the Company prior to admission to membership. Any such fees received by the Company, which are not honoured by a financial institution, shall be deemed not to have been received.
- 12.3 Annual membership fees shall be due and payable each year at the end of the month of the anniversary date of a member's admission or at such other date as the board may determine from time to time.
- 12.4 A member other than a Honorary Life Member who has not paid the annual membership fees or any other moneys due within two months of the due date shall be unfinancial.
- 12.5 An unfinancial member shall not be eligible to vote, to hold office, or otherwise participate in any club meeting or activity.
- 12.6 Upon payment of all outstanding monies a member shall be reinstated and have the full rights and privileges of a financial member.
- 12.7 The membership of an unfinancial member may be terminated by resolution of the board if after giving the member one month written notice of its intention to terminate the membership that member remains unfinancial.

13. RIGHTS OF MEMBERS.

13.1 Subject to clause 11 –

Ordinary members shall be entitled to -

- (1) attend and participate in all activities of the Company;
- (2) attend, move motions and speak at all general meetings of the Company;
- (3) vote on any matter put to members for resolution;
- (4) stand for election for office, hold any office (if elected) and vote in elections for office;
- (5) receive a copy of each issue of "The Nomad". Each family unit shall only be entitled to one copy of each issue.
- (6) a membership card for each member of a family unit
- (7) any other items provided to ordinary members by the Company from time to time.

Associate Members of the Company shall be entitled to all rights and privileges of ordinary members other than –

- (1) to vote
- (2) to nominate persons for election
- (3) to hold office in the Company
- (4) to move motions at meetings
- (5) receive any benefit specified as applying to ordinary members only.

Honorary Life Members shall be entitled to all the rights and privileges of ordinary members but shall not be required to pay annual membership fees.

- 13.2 All rights and privileges conferred on a member by clause 13.1 shall cease when the person ceases to be a member.

14. RESOLUTION OF INTERNAL DISPUTES

14.1 Disputes between Members of the Company (in their capacity as Members of the Company) and disputes between the Company and Members shall be resolved in the following manner:

- (1) All disputes between members of a Branch shall in the first instance be referred to Branch Management Committees for resolution;
- (2) All other disputes or disputes where the Branch Management structure is not able to resolve the dispute the matter must be referred to the Board for resolution and where possible by conciliation.

14.2 If any matter remains unresolved the Board may refer it to a general meeting for resolution.

15. DISCIPLINING OF MEMBERS.

15.1 Any Member of the Company may lodge a written complaint to the Board that some other Member of the Company –

- (1) has acted in a manner which is prejudicial to the Company interest
- or
- (2) has repeatedly neglected or refused to comply with a provision of this Constitution

15.2 Upon receiving such complaint from a Member the board must-

- (1) cause a notice of the complaint to be served upon the Member concerned providing details of the complaint together with this procedure and
- (2) give the Member a minimum of fourteen days from the date of service of notice on the member to respond with submissions to the Board and
- (3) in making any decision consider the submissions made by the Member in connection with the complaint.

15.3 The Board shall consider the details of the complaint and the submission in response from the member. The Board may after consideration of the complaint and the reply from the member, by resolution, determine whether the alleged facts in the complaint have been proven. Where the alleged facts in the complaint have been proven the Board may –

- (1) Impose a non pecuniary sanction upon a member or
- (2) Where considered it is just expel or suspend the Member.

15.4 Within seven days of making its decision under clause 15.3 the Board shall cause a written notice to be given to the Member stating-

- (1) any action taken by the Board
- (2) the reasons given by the Board for any action taken
- (3) the members right of appeal under Clause 16.1

15.5 Any expulsion or suspension of a Member shall not take effect until the expiration of the period during which a Member is entitled to appeal against the resolution.

15.6 If the Member exercises the right of appeal the expulsion or suspension shall not take effect until the Company confirms the resolution of the Board under Clause 16.1 of this Constitution.

16. RIGHT OF APPEAL OF DISCIPLINED MEMBER.

16.1 A Member who has been advised by the Board of its decision under clause 15.4 may appeal to the Company in general meeting against that Resolution of the Board by lodging a notice to that effect. The notice of appeal must be lodged with the secretary within twenty-one days of the service of the notice of resolution upon the Member.

16.2 The notice of appeal must contain a statement detailing the grounds the Member intends to rely on for the appeal.

16.3 The secretary must notify the Board of receipt of any notice of appeal under clause 16.1, when it is received. The Board shall convene a general meeting of the Company.

16.4 At the general meeting of the Company convened under Clause 16.3 -
(1) the Member and the Board must each be given the opportunity to state their respective cases. The presentation may be verbal, in writing or a combination of both.
(2) The members present at the meeting must vote by secret ballot on the question whether the resolution of the board under Clause 15 is confirmed.

16.5 If the Company, by ballot, confirms the Board resolution the resolution of the Board is confirmed.

17. INCOME.

17.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as defined in clause 4 of this constitution.

17.2 No portion of the income or property of this Company shall be paid or transferred in any manner, directly or indirectly or otherwise to any member of this Company.

17.3 Nothing in clause 17.2 shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of this Company or any other person in return for services actually rendered to the Company.

17.4 Nothing in clause 17.2 shall prevent the payment of interest on monies borrowed from a member of the Company for any purposes of the Company.

18. FUNDS SOURCE AND MANAGEMENT.

18.1 The funds of this Company shall be derived from Members' joining fees, annual membership fees, donations, commissions and such other sources as the Board determines.

18.2 All moneys received by the club shall be deposited to an account in the Company name with an approved financial institution as soon as practicable after receipt of the funds, without deduction.

- 18.3 The Company shall issue a receipt as soon as practicable after receiving any monies.
- 18.4 Subject to any resolution passed by the Company in General Meeting the funds of the Company shall be used in pursuance of the objects of the Company in such manner as the board determines.
- 18.5 All cheques, drafts, bills of exchange, promisory notes or any other financial instrument shall be signed by any two directors or employees of the Company being Members or employees authorised to do so by the board.

19. CALLING OF GENERAL MEETINGS

- 19.1 The Board may, whenever it thinks fit, convene a general meeting of the Company.
- 19.2 The Board must, on the requisition in writing of a minimum of 100 members eligible to vote or five percent of the Members eligible to vote, whichever is lesser, convene a general meeting of the Company.
- 19.3 The requisition of the Members calling for a general meeting must –
- (1) state the purpose or purposes of the meeting and include a statement that those signing the form support the requisition;
 - (2) shall be signed by the members calling the meeting either on the one form or multiple forms each of which must include the information in sub clause (1) above;
 - (3) shall be lodged with the Secretary;

20. NOTICE OF GENERAL MEETINGS

- 20.1 The secretary must cause to be sent by post to each eligible Members address, as recorded in the Company records, a notice specifying the place, date and time of the meeting together with details of the nature of business proposed to be conducted at the meeting.
- 20.2 Where it is intended to propose a special resolution at the meeting referred to in clause 20.1 details of the resolution must also be included in the notice.
- 20.3 No business other than that specified in the notice convening the general meeting may be dealt with at the meeting, except in the case of an Annual General Meeting business may be dealt with pursuant to clause 26.3.
- 20.4 A member desiring to bring any business before a general meeting shall give the secretary notice in writing of that business, who shall then include that business in the next notice calling a general meeting
- 20.5 The notice prescribe in clause 20.1 may be sent to the Member as an insert in “The Nomad”.

21. CHAIRPERSON

- 21.1 Subject to clause 21.2 the Chairperson, shall preside at each general meeting of the Company.

- 21.2 If the Chairperson is absent from a general meeting or unwilling or unable to act, the members present shall appoint another person to act as Chairperson at the meeting.
- 21.3 The term “Chairperson” used in clauses 23, 24, and 33.4 of this Constitution shall mean a person elected under clause 21.2.

22. QUORUM

- 22.1 No item of business shall be dealt with at a general meeting unless a quorum of Members eligible to vote at a general meeting under this Constitution is present when that item of business is being dealt with.
- 22.2 One Hundred Members or 5 percent of the membership, whichever is the lesser entitled to vote at a general meeting must be present in person to constitute a quorum
- 22.3 If a quorum is not present within one hour of the appointed time –
- (1) any meeting convened upon the requisition of members shall be dissolved;
 - (2) any other meeting shall be adjourned to a time and place determined by the Board at its next meeting and advised to Members in writing
 - (3) If a quorum is not present at the re-convened meeting then those members present shall form a quorum.

23. ADJOURNMENT OF MEETING

- 23.1 The Chairperson of a general meeting at which a quorum is present may, with the approval of the majority of Members present, adjourn the meeting from time to time.
- 23.2 Where a meeting is adjourned under clause 23.1 –
- (1) no business shall be dealt with at the resumption of an adjourned meeting other the business left unfinished at the adjourned meeting.
 - (2) where the meeting is adjourned for seven days or more, the Secretary shall give written notice of the adjournment to each member of the Company entitled to vote stating the date and time the meeting will be resumed.
 - (3) No notice other than that in sub-clause (2) above is required for the resumption of a meeting.

24. MAKING DECISIONS AND VOTING

- 24.1 Upon any question arising at a general meeting members entitled to vote shall have one vote only.
- 24.2 Except where a special resolution is required the question shall be decided on a simple majority of votes cast by eligible members present and by valid proxy of absent members eligible to vote.
- 24.3 All votes shall be made either in person or by proxy using the form prescribed in this Constitution or such other form as the Board may determine from time to time.

24.4 Except as required in clause 16.4, a question arising at a general meeting shall be decided on a show of hands in which a membership card must be held unless prior to a call for a show of hands a poll is demanded.

Where a vote is carried on a show of hands the declaration by the Chairperson that the motion was carried (unanimously or by a majority) or lost, is evidence of the result of the motion, without proof of the proportion of the number of votes recorded for or against the motion.

24.5 At a general meeting of the Company the Chairperson or not less than ten Members eligible to vote who are present in person may demand a poll. The outcome of the poll shall be the resolution of the meeting.

Where such a poll is demanded the poll shall be taken –

- (1) Immediately when electing the Chairperson for the meeting or
- (2) Immediately where the question relates to adjournment of the meeting;
- (3) In any other case, in such a manner and at any time before the close of the meeting, as the Chairperson directs.

24.6 In the case where the votes on any question are equal the Chairperson of the meeting is entitled to exercise a second or casting vote.

24.7 Where a special resolution is required the question shall be determined by a majority of votes as detailed in clause 27

25. HOLDING OF ANNUAL GENERAL MEETINGS

25.1 The Company shall convene an Annual General Meeting as required by law

26. BUSINESS AT ANNUAL GENERAL MEETINGS

26.1 The Annual General Meeting of the Company shall be convened on such a date and at such a place as the board may think fit, subject to the Law and clause 19 of this Constitution.

26.2 The board shall cause the audited financial report and balance sheet covering the preceding financial year of the Company to be included in the notice of Annual General Meeting forwarded to Members entitled to vote.

26.3 In addition to any other business which may be dealt with at an Annual General Meeting, the business of the Annual General Meeting shall include –

- (1) receiving from the Board reports of the various activities of the Company over the previous financial year.
- (2) receiving a report from the Returning Officer of the results of any elections of Directors of the Company;
- (3) receiving and considering the duly audited financial report and balance sheet covering the preceding year of the Company including any statements which are required to be submitted to Members pursuant to Law;
- (4) Pursuant to clause 12.1 to approve or otherwise any change in annual membership fees and joining fees proposed by the Board;

(5) To deal with those items submitted by Members in advance of the meeting, in writing, in accordance with clause 20.4 of this Constitution.

26.4 The Annual General Meeting shall be specified as such in the notice to Members convening it.

27. SPECIAL RESOLUTION.

27.1 A resolution of the Company is a Special Resolution if it passed by a majority which comprises not less than three quarters of such members of the Company who are eligible to vote under this Constitution and vote in person or by proxy at a general meeting where—

27.2 Not less than twenty-one days written notice specifying the intent to propose a resolution as a special resolution at a general meeting has been provided to members eligible to vote;

27.3 The notice in clause 27.2 shall specify the details of the special resolution together with a statement of the effect on the Company;

28. APPOINTMENT OF PROXY

28.1 Each member shall be entitled to appoint another Member who is eligible to vote at a general meeting under this Constitution as proxy by giving written notice to the secretary on the prescribed form at least three working days before the meeting for which the proxy is appointed.

28.2 Only a proxy in which the Member giving the proxy directs how the vote is to be made is valid.

28.3 The notice appointing a proxy shall be in the form set out in Appendix 1 of this Constitution.

29. BOARD OF DIRECTORS

29.1 The Board of directors shall, subject to the Law and this Constitution and any resolution passed by the Company in general meeting –

- (1) control and manage the affairs of the Company;
- (2) exercise all such functions which the Board is empowered to exercise by Law or this Constitution;
- (3) to do all things and perform all acts as the Board deems necessary for the proper management of the Company;
- (4) form and dissolve committees the Board deems necessary from time to time
- (5) form and dissolve Branches throughout Australia on terms and conditions as the board may from time to time determine.
- (6) Have power to adopt and implement rules relating to the management, organization and functioning of branches
- (7) Make By-Laws which are consistent with this constitution and the Law

30. MEMBERSHIP OF THE BOARD

- 30.1 The board shall consist of –
- (1) A Chairperson of Directors and
 - (2) Five directors
- 30.2 Only an Ordinary Member or Honorary Life Member shall be eligible to be a member of the Board.
- 30.3 Subject to the Law and to this Constitution the Chairperson and each director shall be appointed to the Board for a period of three years.
For the first two years of the Company operation two directors shall retire each year. In the event that less than two directors resign from office in either year then the directors to retire shall be decided by the Returning Officer selecting the Directors to retire from the longest serving Directors, by drawing common lots.
- 30.4 A retiring member of the Board shall be eligible to stand for re-election.
- 30.5 Retiring directors shall remain in office until the conclusion of the Annual General Meeting at which their successors are appointed.

31. ELECTION OF BOARD

- 31.1 The Board shall be elected using the following procedure-
- (1) When an election needs to be held to elect Directors of the Company, or the Chairperson of the Company, the returning officer shall cause to be published in “The Nomad” at least four months prior to the date set for the Annual General Meeting where the election is to be held a notice calling for written nominations of candidates.
 - (3) The notice must specify the position for which nominations are being called, the address to where nominations must be sent, the closing date by which the nominations must be received. The closing date shall not be less than three months before the Annual General Meeting in that year.
 - (4) For a nomination to be valid it must be made in writing and signed by at least two financial members entitled to vote at a general meeting and be accompanied by a written statement from the nominee confirming their acceptance of the nomination. The returning officer on receipt of the nomination shall check the validity of the nominations and that the proposers and nominee are financial and eligible members. In the event that a defect is found the nominee and proposers are to be given the opportunity to correct the defect prior to the closing date for nominations.
 - (5) In respect of each position –
 - (a) if the number of nominations received is equal to the number of positions to be filled the candidate or candidates shall be deemed elected;
 - (b) if the number of nominations received exceeds the number of vacancies to be filled a postal ballot shall be held;
 - (c) if the number of nominations received are insufficient to fill all vacancies then the candidates shall be deemed elected and any positions remaining vacant shall be deemed a casual vacancy.

- (6) The candidate with the highest number of votes shall be elected.
Where there is a tie at any election the result shall be determined by the returning officer drawing lots.
- (7) Where a postal ballot is required –
- a. the election shall be conducted by secret ballot;
 - b. At least six weeks before the Annual General Meeting the returning officer shall cause –
 - * a ballot paper initialled by the returning office;
 - * a statement in support of each nominee's candidature (which may include a photograph) but not exceed 100 words;
 - * an envelope marked "BALLOT PAPER";
 - * an outer envelope addressed to the returning officer;
 - * instructions for
 - + completing the ballot form in order to vote for the candidate of his or her choice.
 - + placing it in the ballot envelope
 - + inserting it in the outer envelope
 - + returning the envelope prior to the deadline set by the returning officer, which shall be at least two weeks prior to the Annual General Meeting.
 to be included in the club magazine.
 - c. The ballot paper shall contain a list of the names in alphabetical order of candidates for each position being voted for. An asterisk shall be placed beside the name of a retiring Member.
 - d. The method of marking the ballot paper shall be determined by the returning officer and detailed on the ballot paper.
One ballot paper may contain the provision for voting in more than one election.
- (8) Upon closing the ballot the returning officer -
- a. must ensure the member voting has a right to vote;
 - b. must disqualify any ballot paper that has a mark by which the voter can be identified;
 - c. must deem any ballot paper where the number of votes on the form is greater than the number of candidates or in any other way fails to observe the directions contained on the ballot as informal;
 - d. must cause the inner envelopes to be opened, contents checked and counted in the presence of such scrutineers present;
 - e. Upon completion of the count declare the results to the Chairperson and candidates as soon as possible;
 - f. Shall cause the results of the election to be reported at the next Annual General Meeting and published in the first issue of the club magazine prepared after the Annual General Magazine.

- (9) All ballot material shall be kept in a sealed container for a period of two months after the Annual General Meeting. In the event of any appeal over the election results the sealed material shall remain stored until directed by the Board.
- 31.2 Each candidate elected in accordance with this clause shall assume the office they have been elected to at the close of the Annual General Meeting.
- 31.3 Any person elected as a director and as Chairperson in the same election shall be deemed to have been elected as Chairperson and not as a director.
- 31.4 A person elected as Chairperson whilst a director at the time of his election as Chairperson is deemed to vacate the position of director at the time of being elected Chairperson.

32. RETURNING OFFICER

- 32.1 The board shall appoint a returning officer for the conduct of all elections for members of the board. The returning officer shall hold office until a successor is appointed. Should the returning officer be unavailable or unwilling to perform his or her duties the board shall appoint another eligible person to replace him or her.
- 32.2 Each candidate in an election may appoint a scrutineer to observe the election in which he or she is a candidate. The candidate may appoint a substitute scrutineer for the scrutineer previously appointed.
- 32.3 An employee of the Company, a Director, or a candidate shall not be eligible to act as a returning officer or scrutineer.
- 32.4 The returning officer shall have the power to take such actions and give such directions as are reasonable necessary to ensure the proper conduct of the election as shall take such actions and give such directions.
- 32.5 The decision of the returning officer shall be final and binding with regard to -
(1) the validity or formality of any nomination or vote
(2) any matter relating to the conduct of the election.

33. SECRETARY

- 33.1 The secretary of the Company shall be appointed by the Board.
- 33.2 The secretary will hold office on the terms and conditions that the board determines.
- 33.3 The duties of the secretary shall include (but not be limited to)-
(1) keep minutes of all appointments of office bearers of the Company;
(2) keep minutes of the names of Directors present at a Board meeting or general meeting;
(3) keep minutes of all proceedings at Board meetings and general meetings;
(4) maintain or cause to be maintained the register of members.

- 33.4 The minutes of the proceedings of a meeting shall be signed by either the Chairperson of that meeting, or the Chairperson of the next meeting, within 30 days of the meeting being held.

34. CASUAL VACANCIES

- 34.1 For the purpose of this constitution a casual vacancy in the office of Chairperson or Director occurs when the Member –
- (1) Dies or,
 - (2) resigns office by giving notice in writing to the Secretary or,
 - (3) ceases to be a member eligible to vote at general meeting or,
 - (4) is removed from office in accordance with clause 37 or,
 - (5) is absent without consent of the Board from all meetings of the Board held over a period of any consecutive six months or,
 - (6) Becomes a mentally incapacitated person or,
 - (7) Becomes insolvent under administration within the meaning of the Corporations Law.
- 34.2 At the inaugural meeting of the company the Chairperson shall declare any directors position, which is not filled at the meeting as vacant provided that sufficient directors are appointed to form a quorum as required in clause 36.2(5). In the event that any positions are declared vacant then the board may appoint a director in accordance with clause 34.3
- 34.3 In the event of a casual vacancy occurring in the Board, the Board may appoint an eligible member of the Company to fill the vacancy. The member appointed shall hold office, subject to this Constitution, for such period as the Director, who vacated the office of Director, would have been entitled to hold office had the vacancy not occurred.

35. REMOVAL OF A BOARD MEMBER

- 35.1 The Company in general meeting may by special resolution remove any Director from office before the expiration of the Director's term in office and appoint another person to hold that office until the next Annual General Meeting of the Company.
- 35.2 A Director to whom clause 35.1 applies may make a representation in writing to the Secretary and request that a copy the representation be forwarded to members with the notice of the special meeting. Upon such a request the secretary will cause a copy of the representation to be included with the notice of meeting.

36 OPERATION OF THE BOARD

36.1 Remuneration of Directors

- (1) Subject to clause 34.2 no fees or remuneration shall be paid to any Director unless prior approval has been granted by a general meeting of the Company.
- (2) Directors are entitled to be reimbursed for all reasonable expenses incurred in the performance of their duties as Directors of the Company.

36.2 Meetings and Quorum

- (1) The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit .
- (2) The board shall meet not less than once every three months.

- (3) The Secretary shall give oral or written notice a minimum of forty-eight hours prior to the time appointed for holding the meeting.
- (4) The notice given for the meeting shall detail the business to be dealt with at the meeting and no other business shall be dealt with other than any business which the directors present agree to treat as urgent business.
- (5) Any three directors and the Chairperson present or any four Directors present where the Chairperson is absent shall constitute a quorum.
- (6) No business shall be dealt with unless a quorum is present.
- (7) If no quorum is present within half an hour of the nominated time for the commencement of the meeting the meeting shall be deferred to a later time agreed by the directors present.
- (8) If no quorum is present within half an hour of the time appointed for the adjourned meeting the meeting shall be dissolved.
- (9) At any meeting of the board the Chairperson, or in his or her absence a Board member nominated by the members present shall preside.

36.3 Meetings using Electronic Means

- (a) Without limiting the discretion of the directors under clause 36.2 (1) the directors may if they think fit, confer by radio, telephone, closed circuit television, the internet or any other electronic means or method of audio visual communications.
- (b) A resolution will not be deemed to have been passed at a meeting of the Directors by operation of clause 36.3(1) unless all of the following conditions are met –
 - (1) each of the Directors entitled to a notice of meeting has been sent the notice in accordance with clause 36.2(3);
 - (2) at the commencement of the meeting each of the directors taking part in the meeting acknowledges their presence at the meeting to each of the other Directors taking part;
 - (3) at the commencement of the meeting each of the Directors taking part acknowledges that they can hear or see any communication from the other Directors.
- (c) A Director may not cease to take part in a meeting of the type described in clause 36.3(a) by disconnecting their telephone, radio or other electronic communication device being used before the conclusion of the meeting, without the consent of the Chairperson. A person present at the commencement of the meeting shall be deemed to be present and thus forming part of the quorum until the conclusion of the meeting, unless the Chairperson has acknowledged that they have ceased to be part of the meeting.
- (d) Any minutes of a meeting of the type in clause 36.3(a) signed by the Chairperson of that meeting or the next meeting shall be sufficient evidence that all necessary formalities required for a meeting of that type have been observed.
- (e) A meeting of the type in clause 36.3(a) shall be deemed to have been held at such location as the Chairperson determines provided that at least one person present is physically at such place for the duration of the meeting.

36.4 Voting at Board Meetings

- (1) The Chairperson may cause any question submitted to a vote
- (2) Questions submitted to the board or any committee shall be determined by a simple majority of those present.
- (3) Questions submitted to the Board or any committee, whether in person, by electronic or other means shall be determined by a majority of the votes of the directors present

or in attendance at that meeting. The secretary shall cause any such decision to be recorded in the minutes of the meeting.

- (4) In any vote the Chairperson may exercise a casting vote, in addition to any vote previously taken, if any.
- (5) The board may act if there is a quorum notwithstanding any vacancy on the Board.
- (6) Any act or decision made by the board or by any committee appointed by the board shall be valid and effective notwithstanding any defect that may be subsequently discovered in the appointment of any Director or committee member.

36.5 Delegation by Board to Committee

- (1) The Board may delegate to one or more committees (consisting of members of the Company as the Board thinks fit) the exercise of such functions of the Board as it sees fit. Such delegation shall to be in writing and signed by the Chairperson and on other Director.

The Board may not delegate any function which is a duty imposed by Law.

- (2) Any function which is delegated to the committee by the Board may be exercised from time to time by the committee, until the delegation is revoked or amended by the Board.
- (3) Notwithstanding any delegation under this clause the Board may continue to exercise any function delegated to committee.
- (4) A delegation under this section may be made subject to such terms and conditions as may be specified in writing by the board.
- (5) Any act or thing done or suffered by committee in the exercise of the delegation shall have the same effect as if it had been done or suffered by the Board.
- (6) A committee may meet and adjourn as it thinks proper.
- (7) The Board may revoke (in whole or in part) or amend any delegation under this clause.

37. CUSTODY OF BOOKS AND COMPANY RECORDS.

Except as otherwise provided by this Constitution all records, books and other documents relating to the Company shall be kept by the Company at the Registered Place of Business of the Company

38. INSPECTION OF BOOKS.

Except as otherwise provided by Law, a member of the Company may only inspect those books of the Company as the Board from time to time may make available.

39. AUDITOR

The Board shall appoint an Auditor and may remove any auditor in accordance with the Corporations Act 2001.

40. INSURANCE

The Company shall effect and maintain insurance as required by Law.

41. SERVICE OF NOTICES

- 41.1 For the purpose of this Constitution a notice may be served by or on behalf of the Company upon any Member either personally or by sending it by post to the Members address as shown in the Company's Register of Members.
- 41.2 Where a document is sent in a properly addressed envelope to which the correct postage is affixed and posted, the document, for the purposes of this Constitution, shall be deemed to have been served on the person seven days after it has been posted.

42. COMMON SEAL AND EXECUTION

- 42.2 Documents may be signed on behalf of the Company in any way permitted by Law, including –
 - (1) If the Company has a seal, under seal in accordance with clause 41.3
 - (2) If the Company does not have a seal, by a director and countersigned by any other director or another person appointed by the directors.
- 42.3 The Company is not required to have a seal but may do so at the discretion of the directors. If the Company has a seal then it must be securely stored at all times.
- 42.4 If the Company has a seal it must be only used by the authority of the directors and every document to which the seal is affixed must be signed by a director and counter signed by another director or the secretary.

43. INDEMNITY OF OFFICIALS

- 43.1 Every Director, Secretary and other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred in the performance of their duties, except as otherwise prohibited by Law. Such indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings whether civil or criminal, irrespective of their outcome.
- 43.2 The Company may pay premiums in respect of contracts of insurance insuring persons who are or have been officers of the Company against liabilities incurred by them as officers and any liability for costs and expenses incurred in defending proceedings, whether criminal or civil, whatever their outcome, except in circumstance where the company is prohibited from doing so by Law.

44. ALTERATION OF THIS CONSTITUTION.

The Constitution may be amended added to or rescinded only by a Special resolution of the Company.

45. FOUNDATION MEMBERS.

The foundations members of this Company are –

Baldwin, Julie	Queensland
Marriner, Robert	Western Australia
Richards, Thomas	Victoria
Stable, Grantley	Queensland

Stratton, Gary New South Wales
Wadey, John South Australia
Watkins, Maxwell Queensland

Appendix 1

**AUSTRALIAN CARAVAN CLUB LIMITED
ACN**

APPOINTMENT OF PROXY

I, _____ of _____ being a member of
Australian Caravan Club Limited with membership number _____ appoint
_____ of _____ being a member of the Company
as my proxy to vote on my behalf at the annual general meeting/general meeting of the Company
to be held on _____ and to vote at any subsequent resumption of an adjourned meeting.

My PROXY is instructed to vote in the following manner –

On the Resolution –

(provide detail of resolution from notice)

My proxy is to vote **IN FAVOUR OF/AGAINST** the resolution.

Signed this _____ day of _____, 20____,

(this form must be signed)

(Strike out those words in italics and underlined which are NOT desired)