

# **The Constitution of Wingless Sprints WA Incorporated**

## **1) NAME**

The name of the Association is “Wingless Sprints WA Incorporated” (hereinafter referred to as the “Club”).

## **2) DEFINITIONS**

**(i)** In this Constitution unless the context otherwise requires;

- “Act” means the Associations Incorporation Act 1987.
- “Club” means Wingless Sprints WA Incorporated.
- “Commission” means the Corporate Affairs Commission.
- “Committee” means the Committee of the Association.
- “Executive” means the Executive of the Association.
- “Prescribed” means prescribed by the Ordinance or any regulation made under the Ordinance.
- “National Body” means The Wingless Sprint Racing Association.
- “Special Resolution” means a resolution which is passed by a majority of not less than three – quarters of such members entailed under the Constitution to vote as may be present by a delegate or delegates at any General meeting of members of which notice specifying the intentions to propose the resolution has been duly given according to this Constitution.

**(ii)** Expressions used have the same meaning as those ascribed to them by the Ordinance and words in the singular include the plural and vice versa.

**(iii)** This Constitution shall bind the Association and all members thereof to the same extent as if each member and affixed its seal there to and there were contained herein a covenant on the part of each member its administrator and permitted assign to observe all the provisions of this Constitution

**(iv)** A reference to an Act or Ordinance shall mean and include the Act or Ordinance as amended from time to time or any Act of Ordinance made in substitution therefore as the case may be.

## **3) OBJECTS**

The object of the Association is to develop, encourage and promote the sport of motor racing throughout Western Australia in Wingless Sprints which conform in all respects to the specifications formulated by the National Body from time to time.

#### **4) POWERS**

In order to carry out its objects the Association shall have the following powers;

- (i)** The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
- (ii)** The buying, selling and supplying of, and detailing in goods of all kinds.
- (iii)** The construction maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of the Association.
- (iv)** The accepting of any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes or purposes of the Association.
- (v)** The taking of such steps from time to time as the Committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise.
- (vi)** The printing and publishing of such newspaper, periodicals books, leaflets, or other documents as the committee in general meeting may think desirable for the promotion of objects and purposes of the Association.
- (vii)** The borrowing and raising of money in such manner and on such terms as the committee may think fit or may approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the seal or personal property of the Association.
- (viii)** The investment of any moneys of the Association not immediately required for any of its objects or purpose in such manner as the committee may from time to time determine.
- (ix)** The making of gifts, subscriptions, or donations to any of the funds authorities, or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income assessment Act 1935-1965 of the Commonwealth relates.
- (x)** The establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants of the Association and their dependents, and the making of payments towards insurance in relation to any of these purposes.
- (xi)** The establishment and support or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association.
- (xii)** The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

## **5) MEMBERSHIP**

The Club shall keep an up to date register of members in respect of Ordinary, Associate, Life and Honorary members. This register must be continually available for inspection.

Membership of The Club shall consist of the following:

**(i)** Ordinary Member – All drivers excepting those admitted pursuant to rule 5(ii), and non drivers who wish to have full voting rights.

**(ii)** Life Member – the Members may elect Persons who have rendered meritorious service to The Club as Life Members for such service.

**(iii)** Associate Member –

**(a)** Persons other than active drivers who are a member, an official or a person assisting a group that is to participate in a pre-arranged activity for the day.

**(b)** Persons who for age, ill health or infirmity and distance from The Club has retired from active participation but desires to retain an association with The Club.

*Note as per clause 7(iii) Provisional Members shall not be entitled to vote or be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member. Provisional members will be admitted along the same manner as Temporary members in that they need only display their credentials to meet the criteria.*

**(iv)** Honorary Member – Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the committee may decide from time to time.

**Only Ordinary Members and Life Members shall be allowed to vote.**

## **6) APPLICATION TO BECOME A MEMBER**

**(i)** Ordinary Member – Any person desiring to become such a member of The Club shall sign an application form provided and such form must bear the signatures of two Members of The Club who are entitled to vote, as a proposer and seconder. When the Secretary / Treasurer receives the application form, the nomination shall be referred to the Committee for approval. The applicant will then be accepted or denied membership, and advised with as little delay as possible by the Secretary / Treasurer.

**(ii)** No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.

**(iii)** The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.

**(iv)** On the election of each candidate, the Secretary / Treasurer shall notify the same to them, and they shall on payment of their subscription be enrolled as a Member of The Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

**(v)** Life Member – A member may propose another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted. A General Meeting may, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to The Club. The holder of a Life Membership shall be entitled to all privileges of an ordinary member, be exempt from subscriptions but shall pay any levies and capitation fees.

## **7) MEMBER'S RIGHTS**

**(i)** The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing be death (or otherwise) to be a member all their interest shall go to the estate.

**(ii)** The Committee may revoke the membership of any honorary or associate member at any time without notice.

**(iii)** Associate or Honorary Members shall not be entitled to vote or be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.

**(iv)** Employees – Members who are employees of the club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the club.

## **8) SUBSCRIPTIONS**

**(i)** The entrance fee and annual subscription of The Club shall be set by majority vote of the Management Committee prior to the commencement of the financial year. Notice of the fees and subscriptions shall be notified to the members.

**(ii)** All subscriptions are due from the first day of July in each year and are payable in advance, on or before the date of the Annual General Meeting provided that the Committee shall not declare a member unfinancial if at least half of the subscription is paid by the date of the AGM in the year current, and the balance by the 30th of September in the year current.

## **9) DISTRIBUTION OF INCOME**

**(i)** The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any members of the Association.

**(ii)** The Association shall not appoint a person who is a member of the committee to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances, or pay to any such person an remuneration or other benefits in money or money's worth (other than the repayment of out-of-pocket expenses).

**(iii)** Nothing in the foregoing provision of this prevents the payments in good faith to a servant or a member of the Association;

**(a)** remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business:

**(b)** Interest at a rate determined by the committee on moneys lent to the Association by the servant or members: or

**(c)** a reasonable and proper sum by way of rent for premises let to the Association by the servant or member

## **10) FINANCIAL ACCOUNTS**

**(i)** True accounts shall be kept:

**(a)** of all moneys received and expended by the Association and the matter in respect of which the receipt or expenditure takes place, and;

**(b)** of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

**(ii)** The Secretary/Treasurer of the Association shall faithfully keep all general records, accounting books and records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.

**(iii)** The accounts, books and records referred to in sub-rule **(i)** and **(ii)** of this rule shall be kept at the Association's office or in such place as the committee may decide.

**(iv)** The Secretary/Treasurer of the Association shall on behalf of the Association, receive all money paid to the Association and forthwith after the receipt thereof issue official receipts thereof.

**(v)** The Committee shall cause to be opened with such Bank or such other financial institution as the Committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Secretary/Treasurer as soon as possible after receipt thereof.

**(vi)** The Committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or surrender thereof to the Association.

**(vii)** Except with the authority of the Committee no payment of a sum exceeding one hundred dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Committee may provide the Secretary/Treasurer with a sum to meet urgent expenditure, subject to the observance thereof as the committee may impose.

**(viii)** No cheques shall be drawn on the Association bank account except for the payment of expenditure that has been authorized by the Committee.

**(iv)** All Cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Secretary/Treasurer or in his absence, by such other member of the Committee as the Committee may nominate for that purpose.

## **11) GENERAL MEETINGS**

**(i)** The Association shall, in each year, hold an annual general meeting.

**(ii)** Notice of this meeting and agenda items must be via mail to all current financial members, not less than 14 days prior to meeting date.

**(iii)** The annual general meeting shall be held on such a day as the committee may determine, to be within four months after the end of the association's financial year.

**(iv)** The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

**(v)** The annual general meeting shall be specified as such in the notice convening it.

**(vi)** The ordinary business of the annual general meeting shall be-

**(a)** to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting:

**(b)** to receive from the Committee, and servants of the Association reports upon the transactions of the Associations during the last preceding financial year.

**(c)** to elect and appoint the officers of the Association:

**(d)** to determine the remuneration of servants of the Association.

**(vii)** The annual general meeting may transact special business of which notice is given in accordance with these rules.

**(viii)** All general meetings other than the annual general meeting shall be called special general meetings.

## **12) PROCEEDINGS AT GENERAL MEETINGS**

**(i)** No Item of business shall be transacted at a general meeting unless a quorum of members entitled under those rules to vote is present during the time when the meeting is considering that item.

**(ii)** Fifteen members personally present constitute a quorum for the transaction of the business of a general meeting.

**(iii)** If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case it shall stand adjourned to the same day in the next month at the same time and same place.

**(iv)** The President, and in his absence, the Vice-President, shall be preside as the chairman at every general meeting of the Association.

**(v)** If the President and Vice President are absent from a general meeting, the members present shall elect one of their numbers to preside as chairman therat.

**(vi)** The Chairman of a general meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business shall be transacted at the meeting at which the adjournment took place.

**(vii)** Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

**(viii)** Except as provided in the foregoing provisions of this rule, it is not necessary to give notice of an adjourned meeting.

### **13) VOTING OF MEMBERS**

**(i)** A question arising at a meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and, an entry to that effect in the minute book of the Association is evidence of the fact, without proof of that number or proportion of the votes recorded in favor of, or against that resolution.

**(ii)** Upon any questions arising at a meeting of the Association a member organization has one vote only.

**(iii)** The authorized delegates of member organizations only are entitled to vote.

**(iv)** All votes shall be given personally.

**(v)** A question will be declared lost unless a clear majority is otherwise declared.

**(vi)** In relation to each agenda item, the vote of each authorized delegate shall be recorded in the minutes of the meeting and circulated with the Agenda items results to State Secretaries.

**(vii)** No member shall be entitled to vote if its dues or other chargers or levies payable to the Association are them in arrears.

**(viii)** If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the chairman may direct, and the result of the poll shall be deemed to be resolution of the meeting on that question.

**(ix)** A poll that is deemed on the election of a chairman, or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any other questions shall be taken as such time before the close of the meeting as the chairman may direct.

### **14) MANAGEMENT**

**(i)** The affairs of the Association shall be managed by the Committee.

**(ii)** The Committee-

**(a)** shall control and manage the business ands affairs of the Association:

**(b)** may, subject to these rules, exercise all such powers and functions as may be exercised by the Association;

**(c)** subject to the Ordinance and these rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.



## **15) OFFICERS OF THE ASSOCIATION**

**(i)** The officers of the Association shall be-

- (a)** a President
- (b)** two Vice Presidents
- (c)** a Secretary
- (d)** a Treasurer
- (e)** a Race Secretary

**(ii)** The President and Treasurer of the Association shall be elected for a term of two years. The Vice President(s), Secretary and Race Secretary shall be elected on alternate years.

**(iii)** this means that a term will the “above Committee positions” will be done on a two year term.

**(iv)** In the event of a causal vacancy in any office mentioned in the sub-rule (i) of this rule, the committee may appoint a member of the Association to the vacant office, and the member so appointed may continue in this office up to and including the conclusion of the annual general meeting next following the date of his appointment.

## **16) COMMITTEE OF THE ASSOCIATION**

**(i)** The Committee shall consist of;

- (a)** The officers of the Association and
- (b)** A minimum of 2, and maximum of 4 general committee members.

**(ii)** Nominations of candidates for the elections as officers of the Association:

- (a)** shall be voted on and elected at each annual general meeting held by the Association
- (b)** a ballot will be held when voting on a position were more than one person have been nominated for a position.

## **17) VACATION OF OFFICE**

**(i)** For the purpose of these rules, the office of an officer of the Association becomes vacant if the officer:

- (a)** dies
- (b)** becomes of unsound mind
- (c)** resigns his office by writing under this hand addressed to the Committee
- (d)** fails, without leave granted by the committee to attend three consecutive meetings of the Committee
- (f)** ceases to be a member of the Association.

## **18) PROCEEDING OF THE COMMITTEE**

- (i)** The Committee shall meet at such place at such times as the Committee may determine.
- (ii)** Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (iii)** Any five authorized delegates of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (iv)** No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week.
- (v)** At the meetings of the Committee;
  - (a)** The President, or in his absence the Vice President: or
  - (b)** if the President and Vice President are absent, such one of the remaining members of the Committee as may be chosen by the members present, shall preside.
- (vi)** Questions arising at meetings of the Committee or any sub-Committee appointed by the Committee shall be determined on a show of hand or if demanded by a member, a poll taken in such manner as the person presiding at the meeting may determine.
- (vii)** The authorized delegates of members only are entitled to vote except in the case of sub-rule **(x)** of this rule where one of the Officers of the Association is the person presiding at the meeting.
- (viii)** Each authorized delegate present at a meeting of the Committee or of any sub-Committee appointed by the committee is entitled to one vote and in the event of a equality of votes on any question, the person presiding may exercise a casting vote.
- (ix)** Notice of each Committee meeting shall be given to each member of the Committee at a reasonable time before the meeting or by sending it by post.
- (x)** A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any case, at the first meeting of the committee after the acquisition of his interest.
- (xi)** If a member of the Committee becomes interested in a contract or arrangement after is made or entered in he shall disclose his interest at the first of the committee after he becomes so interested.

**(xii)** No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if he does so vote shall not be counted.

**(xiii)** Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.

## **19) APPOINTMENT PROCEEDINGS OF COMMITTEE**

**(i)** The Committee may at any time appoint a sub-Committee AND from the Committee as it may think fit and shall preside the SUB powers and functions thereof.

**(ii)** The Committee may co-opt as members of a sub-committee such persons as it thinks fair, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

**(iii)** Three appointed members of a sub-Committee constitute a quorum at a meeting of the sub-Committee.

**(iv)** The Secretary/Treasurer of the Association is responsible for calling meetings of the sub-Committee.

**(v)** Notice of each sub-Committee meeting shall be given to each members of the sub-Committee at a reasonable time before the meeting or by sending it by post.

**(vi)** The President, Vice President, and the Secretary / Treasurer constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the managements of the affairs of the Association during the intervals between meetings of the Committee and where any such instructions are issued shall be reported thereon to the next meeting of the Committee.

## **20) FINANCIAL YEAR NOTICES**

**(i)** The financial year of the Association is the period beginning on the year 1st July each year ending 30 June the following year.

## **21) EXPULSION OF MEMBERS**

**(i)** Subject to this rule, the Committee may expel a member organization from the Association, if in the opinion of the Committee the member organization has been guilty of conduct detrimental to the interest of the Association.

**(ii)** The expulsion of a member organization pursuant to sub-rule **(i)** of this rule does not take effect-

- (a)** Until the expiration of fourteen days after the service on the member organization of a notice under sub-rule **(iii)** of this rule or;
- (b)** if a member exercises the right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.

**(iii)** Where the Committee expels a member organization from the Association, the Secretary/Treasurer of the Association shall, without undue delay cause to be served on the member organization a notice in writing-

- (a)** stating that the committee has expelled the member organization;
- (b)** informing the member organization that if it so desires it may, within fourteen days after the service of the notice on it, may appeal against the expulsion as provided in this rule
- (c)** specifying the grounds for the expulsion.

**(iv)** A member on whom a notice under sub-rule **(iii)** of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending it by post to the Secretary/Treasurer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the appeal.

**(v)** Upon receipt of requisition under sub-rule **(iv)** of this rule, the Secretary/Treasurer shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a special general meeting of the members to be held within sixty days after the date on which the requisition is received by the Secretary/Treasurer.

**(vi)** At a special general meeting convened for the purpose of this rule-

- (a)** no business other than the question of the expulsion shall be transacted.
- (b)** the Committee may place before the meeting details of the ground of the expulsion and the Committee's reason for the expulsion
- (c)** the expelled member shall be given an opportunity to be heard, and
- (d)** the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed

**(vii)** If at the special general meeting a majority of members present vote in favor of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member organization is entitled to continue its membership of the Association.

**(viii)** If at the special general meeting a majority of members present vote in favor of the confirmation of the expulsion, the expulsion takes effect and the expelled member organization ceases to be a member of the Association.

## **22) AMENDMENT OF CONSTITUTION**

**(i)** No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a motion therefore is carried by a three quarters majority of members present and voting at a General or Special General Meeting.

**(ii)** At least thirty days notice in writing must be given to all members explaining the changes.

## **23) SEAL**

**(i)** The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "seal".

**(ii)** The seal of the Association shall not be affixed to any instrument except when given authority by the Committee of the Association.

## **24) INSPECTION OF RECORDS**

**(i)** A member may at any reasonable time inspect without charge the books, documents, records and securities of the association.

## **25) WINGLESS SPRINTS SPECIFICATIONS AND AMENDMENTS**

**(i)** The specifications and amendments referred to in rule 3 shall be titled WINGLESS SPRINTS SPECIFICATIONS & AMENDMENTS.

**(ii)** The Secretary / Treasurer of the Association shall be responsible for the safe keeping of the original up to date specifications and amendments referred to in paragraph (i) of this rule.