

The
CONSTITUTION
of
The BSA MOTORCYCLE CLUB OF NEW SOUTH WALES Inc

PART 1 PRELIMINARY

1. The CLUB

(1) The club formed under this constitution shall be known as "The BSA Motor Cycle Club of New South Wales Inc" (BSA MCC NSW). It shall conduct itself and its activities principally within the state of New South Wales. It shall be a non-profit organisation with the objects, membership and administration as set out in this constitution.

(2) The Club colours shall be green and gold and shall be used on all Club display material, flags, banners and the like.

(3) The Club logo shall be the letters "BSA" superimposed upon three crossed rifles in turn superimposed upon a map of New South Wales. This logo shall be used upon all official stationery of the Club and shall form part or all of the official letterhead.

2. DEFINITIONS

In this constitution:

(1) "the Club" means the Club formed under this constitution and under the predecessor and successor (if any) to this constitution.

(2) "the marque" includes and is limited to all vehicles manufactured by the Birmingham Small Arms Company and B. S. A. Motorcycles Ltd. and covered by the BSA trademark.

(3) "ordinary member" means a person who has been admitted to membership of the Club and, at the time or times at which membership status is determined, is either of financial status at that time or at any time within the twelve calendar months last past and is not an Executive Committee member.

(4) "a member of financial status" shall mean a member who has paid in full the subscription due in respect to the Club's financial year current at the time of determination of the status and shall include every honorary life member.

(5) "other motor clubs" means motor clubs, bodies or organisations, incorporated or unincorporated, whose objects are principally the preservation and use of motor vehicles either in general or by marque.

(6) "The Club Committee" means the committee of office bearers & members described and constituted under Part 3 of this Constitution.

(7) "Secretary" means:

a) the person holding office under this constitution as secretary of this Club; or

b) if no such person holds that office, by default, the public officer of this Club.

(8) "general meeting" means a general meeting of the Club other than an annual general meeting.

(9) In this constitution:

a) a reference to a function includes a reference to a power, authority and duty; and

b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(10) Each reference to the male gender shall be deemed to include a reference to the female gender.

(11) The provisions of the Interpretation Act 1987 apply to and in respect to this constitution in the same manner as those provisions would so apply if this constitution was an instrument made under the Act.

(12) "Ordinary Committee Member" means a member of the committee who is not an office-bearer of the Club.

(13) "the Act" means the *Associations Incorporation Act 2009*

(14) "the Regulation" means the *Associations Incorporation Regulation 2016*

(15) "RMS" means the Roads and Maritime Services of NSW

3. OBJECTS

The Club is formed with the following objects:

(1) To locate and to compile a register in respect to all vehicles of the marque within New South Wales with the intent that all such vehicles shall be retained within New South Wales and shall not deteriorate in condition.

(2) To provide a forum for the exchange of technical information, literature, spare parts, mechanical skills and every other material and facility in order that each vehicle of the marque may be preserved, renovated and maintained in the best possible condition.

(3) To locate and to obtain on behalf of members any parts, products or materials which are necessary for the preservation or maintenance of vehicles of the marque but not readily available in New South Wales.

(4) To encourage members to participate in all forms of motor sport and touring events with vehicles of the marque properly prepared or with other vehicles to which they may have access.

(5) To encourage members to participate in concours d'elégance with vehicles of the marque properly prepared.

(6) To organise and conduct for members events of a social, informative or competitive nature including concours d'elégance, sporting events, touring events and attendances at gatherings of any sport associated with the marque or with any other motor vehicles, and to invite to selected events members of selected other motor clubs.

(7) To acquire, hold, maintain and dispose of any personal property required from time to time in pursuit of these objects and where necessary or convenient, to appoint a trustee or trustees as recipient of title.

(8) To correspond with other clubs and organisations within and without Australia that have as their object the preservation and maintenance of the marque, and to co-operate with every such club or organisation which offers or desires assistance from or association with the Club in pursuit of these objects.

(9) To foster rider education, safety and courtesy on the roads and in all competition in which members of the Club participate, and friendship and cooperation between members of the Club and those of other motor clubs in pursuit of these objects.

(10) To document and publicise the activities of the Club and the presence and maintenance of the marque in New South Wales, utilising for these purposes means including a club magazine, a library of technical and historical material and an index of material owned or held by Club members.

PART 2 MEMBERSHIP

4. MEMBERSHIP GENERALLY

(1) A person is eligible to be a member of the Club if, but only if;

(1) The person is a natural person referred to in subclause 4.(1) (2) below and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act; or

(2) The person is a natural person:

(i) who has applied for membership of the Club as provided by Part 2 section 5; and

(ii) who has been approved for membership of the Club by the Committee of the Club.

(2) Ownership of a product of the marque shall not be a pre-requisite for membership.

5. APPLICATION FOR MEMBERSHIP

(1) An application by a person for membership of the Club:-

a) must be made by writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and

b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary of the Club.

(2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee which is to determine whether to approve or reject the nomination.

(3) If the Committee determines to approve an application for membership, the Secretary must, as soon as practicable after that determination, notify the applicant in writing (including by email or other electronic means if the Committee so determines) of the approval and request the applicant to pay (within the period of 28 days after the receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The Secretary must, on payment by the applicant of the amounts referred to in subclause (3) above and within the period referred to in that clause, enter the applicant's name in the register of members and, on the name being so entered, the applicant shall become a member of the Club.

6. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Club if the person:

(a) dies; or

(b) resigns membership; or

(c) is expelled from the Club; or

(d) fails to pay the annual membership fee under clause 12 within 3 months after the fee is due.

7. ENTITLEMENTS OF MEMBERS

Any member of financial status shall have the following rights and entitlements;-

(a) The right to receive any magazine or other publication of the Club, or notice of any meeting;

(b) The right to participate in any event, whether or not of competitive nature, conducted or organised by the Club;

(c) The right to participate in any vote called at a meeting of the Club;

(d) The right to hold any elective office within the Club;

(e) The right to any Club material, technical or otherwise;

(f) The right to hold or use Conditional Plates.

i) Members must abide by the Club's "Rules for the use of Conditional Registered Vehicles".

ii) For each member, the Committee will consider Conditional Plates for one (1) non-marque motorcycle only, if the member does not have a motorcycle of the marque. Thereafter, the total number of non-marque motorcycles which may be Conditional Plated by the Club is limited to the number of motorcycles of the marque that the member has Conditional Plated by the Club.

iii) The following table outlines the requirements set out in sub-clause 7.f ii):

<i>Number of marque motorcycles the member has Conditional Plated by the Club</i>	<i>Maximum number of non-marque motorcycles the member may have Conditional Plated by the Club</i>
<i>0</i>	<i>1</i>
<i>1</i>	<i>1</i>
<i>2</i>	<i>2</i>
<i>Thereafter: 1 non-marque for each marque</i>	

iv) Conditional registration of any non-marque vehicle will require the member to provide the relevant Club official(s) with sufficient information to substantiate that the subject non-marque vehicle meets all criteria for Conditional Registration Plates.

(g) The right to any other Club benefit or services.

8. HONORARY LIFE MEMBERS

(1) The Club may, by special motion, put to a General Meeting, extend to elected persons an invitation to honorary life membership which, if accepted, will entitle the honorary life member to full membership rights and entitlements for life without payment of a fee at any time.

(2) Persons who may be selected for invitation to honorary life membership shall include such persons who in the judgement of the Club have by special achievement, endeavour or attributes made a significant and permanent or unique contribution to the fame or longevity of the marque or of the Club, whether within or without New South Wales.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Club:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on cessation of the person's membership.

10. RESIGNATION OF MEMBERSHIP

(1) A member of the Club is not entitled to resign that membership except in accordance with this clause.

(2) A member of the Club who has paid all amounts to the Club in respect of the member's membership may resign from membership of the Club by first giving to the Secretary written notice of at least one month (or such other period as the

Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the Club ceases to be a member under subclause (2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. REGISTER OF MEMBERS

(1) The Secretary of the Club must establish and maintain a register of members of the Club specifying the name and postal, residential or email address of each person who is a member of the Club together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

(3) The Secretary is to keep a register of all members who inspect the membership register including the date and time at which the inspection was done and the reason for doing so.

(4) If the register of members is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in subclauses (1) and (2) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

12. FEES AND SUBSCRIPTIONS

(1) A member of the Club must, on admission to membership, pay to the Club a nominated fee as determined by the Committee.

(2) In addition to any amount payable by the member under subclause (1), a member of the Club must pay to the Club an annual membership fee as determined by the Committee.

(a) except as provided by paragraph (b) & (c), before 1 January in each calendar year; or

(b) if the member becomes a member on or after 1 January in any calendar year, on becoming a member and before 1 January in each succeeding calendar year.

(c) A member who has not paid the prescribed annual membership fee by 1 April shall be deemed as un-financial and shall forfeit all rights and privileges of members until such fee is paid.

(d) Persons elected to membership after 30 September of any calendar year will pay the annual fee payable under section (2) above, but will also be credited with the following year's annual fee.

(3) The Club Committee may, by a two thirds majority of those present and voting, waive or defer fees payable under (1) and (2) above for reasons of financial hardship, provided such an application is lodged by the member prior to 1 April. As such the provisions of clause (c) above shall not apply to the member for the period determined by the Committee.

13. MEMBERS' LIABILITIES

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 12.

14. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the Club, or disputes between members and the Club, are to be referred to a community justice centre in accordance with the Community Justice Centre for mediation under the Community Justice Centres Act 1983.

15. DISCIPLINING OF MEMBERS

(1) A complaint may be made by any member of the Club that some other member of the Club:

(a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.

(2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) On receiving such a complaint, the Committee:

(a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(5) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 16.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

(b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 16 (4) whichever is the later.

16. RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the Club in general meeting against a resolution of the Committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

(4) At a general meeting of the Club convened under subclause (3):

(a) no business other than the question of the appeal is to be transacted; and

(b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART 3- THE COMMITTEE

17. POWERS OF THE COMMITTEE

The Committee is to be called the Committee of management of the Club and, subject to the Act, the Regulation and these clauses and to any resolution passed by the Club in general meeting:

(a) is to control and manage the affairs of the Club; and

(b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club; and

(c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs the Club.

18. COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

(1) The Committee is to consist of:

(a) a minimum of three office-bearers of the Club; of which the President, Secretary and Treasurer must be included to be called "the Executive Committee"; and

(b) Up to 3 ordinary members of financial status each of whom is to be elected at the annual general meeting of the Club under clause 19.

The maximum number of members in forming the Committee shall not exceed 10 unless deemed to be necessary by a vote at a general meeting.

(2) The office-bearers of the Club are to be:

(a) the President;

(b) the Vice-President(s);

(c) the Treasurer;

(d) the Assistant Treasurer(s);

(e) the Secretary;

(f) the Assistant Secretaries(s);

(g) the Club Captain;

(h) the Editor;

(i) the Permits Secretary and;

any extra office bearers deemed to be necessary by the Committee from time to time and carried by a special motion put to a general meeting.

- (3) A Committee member may hold up to 2 offices (Other than the offices of President and Vice-President).
- (4) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (5) Each member of the Committee, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these clauses, until the conclusion of the annual general meeting next following the date of the appointment.
- (7) With the exception of reimbursement of out of pocket costs incurred by a Committee member on behalf of the Club, no Committee member is to receive any payment for services rendered to the Club. All Committee and officers are of an honorary nature and not carried out for profit or reward either in currency or kind.

19. ELECTION OF COMMITTEE MEMBERS

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee:
- (a) must be made in writing, signed by a member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at, which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

20. PRESIDENT

It is the duty of the President to;

- (a) act as chairman at all general meetings, Committee meetings, sub-Committee meetings and any other official gathering of Club members where he is fit and able to do so except in the circumstance that another member has been elected to chair that particular event, and
- (b) represent the Club at all events that he is attending as a member of the Club whether the event is convened by the Club or not, and
- (c) be responsible for the delegation of duties to members.

21. VICE-PRESIDENT(S)

It is the duty of the Vice-President(s) to assist the President in the performance of his duties and to perform the role of President in the President's absence.

22. SECRETARY

(1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.

(2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office bearers and members of the Committee; and
- (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
- (c) all proceedings at Committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) Approval of the minutes will be documented at the next succeeding meeting.

23. ASSISTANT SECRETARIES

It is the duty of the Assistant Secretaries to assist the Secretary in the performance of his duties and to perform the role of Secretary in the Secretary's absence.

24. TREASURER

It is the duty of the Treasurer of the Club to ensure:

- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

25. ASSISTANT TREASURER

It is the duty of the Assistant Treasurer(s) to assist the Treasurer in the performance of his duties and to perform the role of Treasurer in the Treasurer's absence.

26. CAPTAIN

It is the duty of the Captain to,

- (a) organise events on behalf of the members for them to attend, and
- (b) in the event of the absence or incapacity of the President and /or Vice-Presidents at the events specified in (a) above, to take on the President's role for that event only.

27. EDITOR

(1) It is the duty of the Editor to cause to be distributed to all financial members any and all information deemed by the Committee to be relevant to the Club or of benefit to Club members or made necessary by the clauses of this Constitution.

(2) Such information may be distributed by print, electronic or verbal means at the discretion of the Editor, as he sees fit at the time limited only by compliance to the requirements of this Constitution.

28. PERMITS SECRETARY

It is the duty of the Permits Secretary to:

- (a) liaise with the RMS or any other relevant body on behalf of the members on all matters concerning the Clubs inclusion in, and the members use of, the vintage vehicle permits scheme, and
- (b) inform the members of all relevant matters concerning vintage vehicle permits, and
- (c) keep on behalf of the members all documents and records as required by the RMS and any other relevant governing body.

29. CASUAL VACANCIES

(1) In the event of a casual vacancy occurring in the membership in the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.

(2) For the purpose of these clauses, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Club; or
- (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under clause 31; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

30. BRANCH COMMITTEES

(1) Each area branch of the Club is to elect a committee for the management of their local affairs. The size and constitution of such committees shall be determined by the Club's Committee from time to time determined by the number of members local to that area.

(2) Any committee so formed shall be considered as a Sub-Committee and as such shall be bound by the conditions specified in clause 35.

(3) Each office bearer shall be deemed to be the assistant/vice of the member occupying the same office in the Club Committee.

31. REMOVAL OF COMMITTEE MEMBER

(1) The Club in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Committee to whom a proposed resolution referred to in sub-clause(1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

32. COMMITTEE MEETINGS AND QUORUM

(1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

(2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.

(3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-clause(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(6) No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Committee:

(a) the President or, in the President's absence, the Vice-President is to preside, or

(b) if the President and the Vice-President are absent or unwilling to act as such, one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

33. APPOINTMENT OF CLUB MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

(1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Club as Committee members to enable the quorum to be constituted.

(2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 29 applies.

34. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

(1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.

(2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

(1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

36. VOTING AND DECISIONS

(1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question the, the person presiding may exercise an extra or casting vote.

(3) Subject to clause 33 (5), the Committee may act despite any vacancy on the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART 4 - GENERAL MEETINGS

37. ANNUAL GENERAL MEETINGS - HOLDING OF

(1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The Club must hold its annual general meetings:

(a) within 6 months after the close of the Club's financial year, or

(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

38. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

(1) The annual general meeting of the Club is, subject to the Act and to clause 37, to be convened on such date and at such place and time as the Committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

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

(b) to receive from the committee reports on the activities of the Club during the last preceding financial year;

(c) to elect office-bearers of the Club and ordinary members of the committee;

(d) to receive and consider the statement which is required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

39. SPECIAL GENERAL MEETINGS - CALLING OF

(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.

(2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Club.

(3) A requisition of members for a special general meeting:

(a) must be in writing; and

(b) must state the purpose or purposes of the meeting; and

(c) must be signed by the members making the requisition; and

(d) must be lodged with the Secretary; and

(e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

(6) For the purposes of subclause (3):

(a) a requisition may be in electronic form; and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

40. ORDINARY GENERAL MEETINGS - HOLDING OF AND BUSINESS AT

(1) Ordinary general meetings of the Club shall be convened by the Committee not less frequently than once in each calendar month, the agenda for each meeting shall be as determined from time to time by the Committee.

(2) Any member shall be free to raise, without notice, any matter that the member deems to be necessary, as general business, at any ordinary general meeting of the Club, subject to the following:

(a) the committee may decide that the matter is of such importance that it be deferred to a special general meeting convened for the purpose of resolving the matter as defined in these clauses; or

(b) the Committee may decide that the matter is of such importance that a vote on the matter be deferred to the next general meeting of the Club to allow all members the opportunity to cast a vote either in person or by mail.

(3) Subject to the clauses on quorums and constitution being satisfied, an ordinary general meeting may replace a committee meeting for any given month.

41. NOTICE

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 38 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

42. QUORUM FOR GENERAL MEETINGS

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these clauses to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; or

(b) is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place; or

(c) may be delayed, for a period of time determined by the members present at the proposed meeting, if there is reason to believe a quorum can be achieved

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

43. PRESIDING MEMBER

(1) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Club.

(2) If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

44. ADJOURNMENT

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

45. MAKING OF DECISIONS

(1) A question arising at a general meeting of the Club is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 50 applies, and appropriate corresponding method that the Committee may determine, or

(b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) Subclause (2) applies to a method determined by the Committee under subclause (1) (a) in the same way as it applies to a show of hands.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

46. SPECIAL RESOLUTION

A resolution of the Club is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the Club as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

47. VOTING

(1) On any question arising at any general meeting of the Club a member has one vote only.

(2) All votes must be given personally, by proxy or by mail, but no member may hold more than 5 proxies.

(3) For matters under notice, members unable to attend the meeting may send their vote to the Secretary in writing, by mail or electronically, such votes are to be considered as postal votes and for the purpose of sub-clause (2) above not proxy votes.

(4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(5) A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid.

48. APPOINTMENT OF PROXIES

(1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy is to be in the form set out by the Committee.

49. POSTAL OR ELECTRONIC BALLOTS

(1) The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 16).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

50. USE OF TECHNOLOGY AT GENERAL MEETINGS

(1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Club's members a reasonable opportunity to participate.

(2) A member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 - MISCELLANEOUS

51. INSURANCE

The Club must effect and maintain insurance.

52. FUNDS - SOURCE

(1) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.

(2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account or other authorised deposit-taking institution account.

(3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

53. FUNDS – MANAGEMENT

(1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee, being members authorised to do so by the Committee.

54. FUNDS - INVESTMENT

Any funds the property of the Club or in the custody of the Club which are temporarily not required for the Club's objects may, at the direction of the Committee, be invested in the name of the Club for a term not to exceed one year upon any investment authorised by the Committee.

55. PAYMENTS TO MEMBERS

(1) The Club shall reimburse members for out of pocket expense incurred on behalf of the Club subject to the member in question substantiating the claim to the satisfaction of the Committee, or the Club in general meeting.

(2) The Club may advance to a member or members an amount to cover expenses that will be incurred on behalf of the Club or a Club activity subject to the claim being carried in ordinary motion in general meeting.

(3) No payments will be made to any member for the performance of any duties of either office or committee. All such positions are honorary.

56. CLUB IS NON-PROFIT

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

57. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

58. CUSTODY OF BOOKS etc

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales in the custody of the Public Officer or a member of the Committee.

59. INSPECTION OF BOOKS

The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour, subject to the same conditions as clause 11.

60. SERVICE OF NOTICES

(1) For the purpose of this Constitution, a notice may be served by or on behalf of the Club on any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

61. GENERAL LIABILITY

(1) Each member of the Club shall be liable for their own actions in respect to any injury or damage that they may cause to happen to any other person(s) or property of other persons whether that person or property is associated with the Club, or whether such injury occurred at an event organised by or under the control of the Club.

(2) Neither the President, nor any other office bearer, Committee member or Club member shall be personally liable for any injury, loss or damage claim arising from any activity organised by the Club or under the control of the Club.

(3) In the event of action being taken against the Club the total available for compensation shall be the assets of the Club, liquid or otherwise controlled by the Committee.

(4) Unless otherwise stated, members attending Club functions or acting on the Club's behalf, do so at their own risk and neither the Club nor any of its members shall be liable for the payment of compensations for injury to the member's person or property.

62. RIGHT TO PRIVACY

(1) Unless required by law, the Club shall not disclose, make public nor cause to be published by any means, electronic or otherwise the names and addresses of the members, either singularly or as a list.

(2) Unless required by law, the Club shall not disclose to any authority, person, organisation nor company, details of motorcycles in possession of members, regardless of whether the inquirer was a member or not.

(3) Any list of members or data pertaining to members shall remain the intellectual property of the Club and,

(a) shall not be sold nor made available for commerce of any type, and

(b) must be returned to the Committee promptly and intact should any member in possession of such list cease to require it for bona-fide Club business.

63. DISSOLUTION OF THE CLUB

(1) The Club shall be dissolved if:

(a) The total of members of financial status is less than five, for a period of two consecutive calendar months, in which dissolution shall be deemed to have taken place forthwith upon the last day of the second month or:

(b) A general meeting of the Club shall so determine, by special motion put upon proper notice whether or not such general meeting is convened for the specific purpose of considering such a motion.

(2) Upon such dissolution all assets of which the Club shall then stand possessed (after satisfaction of all liabilities of the Club then outstanding) shall be:

(a) passed to another Club or organisation having objects similar to those of the Club prior to its dissolution; or

(b) passed to a registered charity; or

(c) dealt with in any combination of (i) and (ii) above in the manner that the general meeting carrying the motion for dissolution shall determine upon further special motion. In the event that dissolution occurs as result of the number of financial members being less than five the determination shall be by a simple majority vote.