

THE HISTORIC COMPETITION MOTORCYCLE CLUB OF WA



CONSTITUTION

Founded in 1980

Incorporated in 1986

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Constitution

The Historic Competition Motorcycle Club of WA

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1 NAME

The name of this body shall be "THE HISTORIC COMPETITION MOTOR CYCLE CLUB OF W.A." (Hereinafter called the "Club")

2 OFFICE

The Office of the Club shall be in such place in the State of Western Australia as the General Committee shall from time to time appoint.

3 OBJECTS

The objects for which the Club is established are:-

- (i) To promote and encourage historic motorcycling.
- (ii) To promote and encourage historic motorcycle racing as defined in the Historic Road Racing chapter in Motorcycling Australia's Manual of Motorcycle Sport and to co-operate with kindred bodies in fostering and maintaining motorcycling as a sport.
- (iii) To organise competitions, social outings and encourage good fellowship among members.
- (iv) To conduct meetings whereby members may obtain knowledge enabling them to become better riders and to maintain their motorcycles to a high standard of efficiency.
- (v) To establish rules and regulations for the proper conduct of members of the Club and for terminating their membership for just cause.
- (vi) To promote the formation of a library of books, journals and other literature dealing with matters of interest to members of the Club and to procure the delivery of lectures on such subjects.
- (vii) To promote friendship and co-operation between members and affiliated clubs across Australia.
- (viii) To organise exhibitions and demonstrations for the interest of members of the Club and the General Public.
- (ix) To print and publish any newspapers, periodicals, books or leaflets for the promotion of its objects.
- (x) To provide suitable premises for meetings and carrying on the work of a complete organisation for the purpose of carrying into effect the objects of the club.
- (xi) To insure the property of the Club or any part thereof against any insurable risk.

4 NON PROFIT

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to any member of the Club except in good faith in the promotion of those objects.

A payment to a member out of the funds of the Club is authorised if it is —

- (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
- (ii) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

Committee members do not receive payment for attending Committee Meetings, General Meetings or Special General Meetings.

5 MEMBERSHIP

- (i) Membership shall be open to any person interested in motorcycling.
- (ii) Application for membership of the Club from any person interested in the furtherance of the objects of the Club shall be in writing and shall be in such form as the General Committee shall determine. All members shall be elected by the General Committee of the Club. The General Committee of the Club may without disclosing reasons, refuse to accept an application of any candidate for membership.
- (iii) An applicant for membership of the Club becomes a member when:-
 - (a) the Committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Club under rule 6.
- (iv) A person ceases to be a member when any of the following takes place;-
 - (a) the member dies;
 - (b) the person resigns from the Club;
 - (c) the person is expelled from the Club;
 - (d) the person ceases to be a member under rule 7.
- (v) Election to Honorary Life Membership may be conferred on any person by election at an Annual General Meeting or Special General Meeting of the members of the Club. Any financial member may make such nomination in writing to the Committee of the Club. Any Honorary Life Member will enjoy full membership privileges.

Life membership shall be adjudged special service to the Club. Such service shall be:

 - (a) Ten years service to the club in an official capacity; or
 - (b) Ten years consecutive membership of the Club with a minimum of five years in an official capacity.
- (vi) One day membership may be allowed for attendees at Tuning Days only, providing they have not previously held ordinary membership.

6 SUBSCRIPTION

All applications for membership should be accompanied by the joining fee and annual subscription for the current year. In the event of such application being rejected such fee and subscription will be repaid to the candidate in full. The joining fee and annual membership subscription payable to the Club shall be as determined from time to time by the General Committee at the Annual General Meeting.

Applications for new membership received after June 30th may at the discretion of the Committee have their membership fees reduced by up to but not exceeding 50%.

7 PAYMENT OF SUBSCRIPTION

The financial year of the Club shall commence on December 1st in each year and all annual subscriptions shall be payable in advance on that day. Unfinancial members shall not be entitled nor permitted to enjoy any of the rights and privileges of membership.

8 REGISTER OF MEMBERS

- (i) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (ii) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (iii) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (iv) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (v) If :-
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

9 INSPECTION OF RECORDS AND DOCUMENTS

- (i) Subrule (2) applies to a member who wants to inspect –
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - (c) any other record or document of the Club.
- (ii) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (iii) The inspection must be free of charge.
- (iv) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (v) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (vi) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose –
 - (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

10 MANAGEMENT

The management of the Club shall be vested in the General Committee which shall consist of the President, Vice President, Secretary, Treasurer and five other ordinary members of the Club. The President for the time being or in his absence, the Vice President, shall be Chairman of all meetings.

10.1 Chairperson

- (i) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.
- (ii) The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

10.2 Secretary

The Secretary has the following duties:-

- (i) dealing with the Club's correspondence;
- (ii) consulting with the Chairperson regarding the business to be conducted at each Committee Meeting and General Meeting;
- (iii) preparing the notices required for meetings and for the business to be conducted at meetings;
- (iv) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club the register of members and recording in the register any changes in the membership, as required under the Act;
- (v) maintaining on behalf of the Club an up-to-date copy of these rules, as required under the Act;
- (vi) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under the Act;
- (vii) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (viii) maintaining full and accurate minutes of committee meetings and general meetings;
- (ix) carrying out any other duty given to the Secretary under these rules or by the committee.

10.3 Treasurer

The Treasurer has the following duties:-

- (i) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (ii) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Committee;
- (iii) ensuring that any payments to be made by the Club that have been authorised by the Committee or at a General Meeting are made on time;
- (iv) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (v) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (vi) if the Club is a tier 1 association, coordinating the preparation of the Club's financial statements before their submission to the Club's Annual General Meeting;

- (vii) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (viii) carrying out any other duty given to the Treasurer under these rules or by the Committee.

10.4 Procedure and order of business

- (i) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as Chairperson of each Committee Meeting.
- (ii) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (iii) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (iv) The order of business at a Committee Meeting may be determined by the Committee members at the meeting.
- (v) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (vi) A person invited under subrule (5) to attend a Committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

11 DISCIPLINARY ACTION

- (i) The General Committee shall have the power to expel any member proved to its satisfaction to have been guilty of misconduct on the Club premises or elsewhere which in the opinion of the General Committee is derogatory of the objects of the Club.
- (ii) Before any member is expelled or otherwise forfeits their membership by reason of non-payment of their subscription for any period in excess of one month they shall, upon written application to the Secretary be given the opportunity to defend themselves and to justify or explain their conduct to the members at a general meeting or Special General Meeting called for that purpose. Provided that a quorum is established and the majority of the financial members present when the matter is enquired into are of the opinion that the member has been guilty of such conduct or action aforesaid then the General Committee may expel or suspend the person from membership or otherwise penalise them.
- (iii) Should any member fail to appear at an inquiry conducted under Clause (iv) hereof, or any adjournment thereof, the General Committee may proceed in that member's absence to conduct the said inquiry and to make its findings as hereinbefore empowered.
- (iv) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (v) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

12 OFFICE BEARERS

The Office Bearers shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting, and they shall consist of the President, Vice-President, Secretary, Treasurer and Race Secretary and such others as shall be decided upon at the Annual General Meeting. The whole of the General Committee shall retire at the end of their term and shall be eligible for re-election. Notwithstanding the aforesaid the Office of the President, Secretary and Treasurer shall not be held by any person for more than five consecutive terms. Any office becoming vacant during any period of twelve months may be filled by the General Committee and the person elected shall hold office until the next Annual General Meeting.

The General Committee shall have the power to make and publish any by-laws for the better management and control of the Club which shall not be inconsistent with this Constitution, and shall have the power to invite any other person to attend Committee Meetings who may be of assistance to them in a professional and technical or skilled manner for his or her advice and guidance thereon, provided that such person shall not be entitled to vote on the Committee.

13 COMMON SEAL

The Common Seal of the Club engraved with the name of the Club shall be kept in the custody of the Secretary. The seal shall be affixed to any deed instrument or other document only pursuant to a resolution of the General Committee. Any two members of the General Committee and the Secretary shall countersign the affixation of the seal and the Secretary shall keep a record of all documents to which the seal is affixed.

14 ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held not later than the thirty first day of December in each year when the Annual Report and Balance Sheet shall be presented.

15 QUORUM AND VOTING

At the Annual General Meeting, special meetings or ordinary meetings, a quorum shall be ten members present and at a General Committee Meeting it shall be five members. Every financial member shall be entitled to one vote at every general meeting and may appoint by notice, in writing, any other member his proxy which notice shall be deposited with the Secretary prior to the commencement of the meeting in respect of which the proxy is appointed. Matters directly relating to competition may only be voted upon by members who hold a Motorcycling Australia Licence.

16 ABSENCE WITHOUT LEAVE

Any Office bearer or member of the General Committee failing to attend three consecutive General Committee Meetings without apology or just cause shall thereby forfeit his position from that Office or Committee.

17 NOTICE OF MEETING AND FREQUENCY OF MEETINGS

At least seven (7) days clear notice of intention to convene any General or Special General Meeting shall be given by the Secretary to all members and for that purpose a notice on the Official Club Website and/or an email to all financial members of the Club shall be deemed to be a notice given to all members. General Meetings shall be held monthly. Notices of motion are not required in advance and motions may be put at the meeting.

Procedure and order of business

- (i) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as Chairperson of each General or Special General Meeting.
- (ii) If both the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (iii) The procedure to be followed at a General or Special General Meeting must be determined from time to time by the Committee.
- (iv) The order of business at a General or Special General Meeting may be determined by the Chairperson at the meeting.

If twenty per cent of members so require, a Special General Meeting may be convened. The members requiring a Special General Meeting must make the requirement in writing to the Secretary, state in the notice the business to be considered at the meeting and each sign the notice.

It shall be the responsibility of all members to notify the Secretary of any change of address or email address.

18 FUNDS

The funds of the Club shall be banked in the name of the Club, and the bank account shall be operated upon by the Treasurer and one other of the President, Vice-President or Secretary.

19 ACCOUNTS

All accounts shall be presented to the members in general meeting for approval before being passed for payment, provided however that the Committee may with approval spend in anyone instance and in the course of the Club's business, such sum as does not exceed the amount previously approved, for that purpose by a General Meeting.

20 AUDIT

An Auditor or Auditors shall be elected at each Annual General Meeting and it shall be his or their responsibility to examine all accounts, vouchers, receipt books etc. and furnish a report thereon at the Annual General Meeting. Audits shall be conducted at regular intervals of twelve months.

21 SUB COMMITTEE

The General Committee may for the duration of its term of office delegate any of its powers to Sub-Committees consisting of two or more members and may from time to time revoke such delegation and the duties of any such Sub-Committee.

22 INDEMNITY

It shall be the duty of the General Committee to arrange and maintain insurance cover for such risks and liabilities to the Club and the members severally as may be from time to time considered necessary, Premiums for such insurance cover shall be provided for, from the funds of the Club.

23 CONSTITUTION

This Constitution may be amended at a General Meeting or special meetings convened for that purpose, provided that the amendment is accepted by a majority of three-quarters of the members present and voting at the meeting. Any proposed amendment must be proposed and seconded by two financial members of the Association. Notice of the proposed amendment must be posted to all members at least 30 days prior to the date of the General Meeting or special meeting. Any decisions of the General Committee or of the members at any meeting save and except as aforesaid shall be decided by the majority of those present and voting.

24 DISPUTE RESOLUTION

- (i) This procedure applies to disputes -
 - (a) between members: or
 - (b) between one or more members and the Club
- (ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days after the dispute has come to the attention of each party.
- (iii) If the parties to a dispute are unable to resolve the dispute between themselves, any party to the dispute may start the dispute resolution procedure by giving written notice to the Secretary of -
 - (a) the parties to the dispute: and
 - (b) the matters that are the subject of the dispute
- (iv) Within twenty-eight days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (v) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least seven days before the meeting is held. The notice must state that each party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute.
- (vi) If the dispute is between one or more members of the Club and any party to the dispute gives written notice to the Secretary stating that the party -
 - (a) does not agree to the dispute being determined by the Committee; and
 - (b) requests the appointment of a mediator under Rule 25,the Committee must not determine the dispute.
- (vii) If the dispute is determined by the Committee, the Committee must give each party to the dispute written notice of the Committee's determination and the reasons for the determination, within seven days after the Committee meeting at which the determination is made.
- (viii) A party to the dispute may, within fourteen days after receiving notice of the Committee's determination, give written notice to the Secretary requesting the appointment of a mediator under Rule 25.

25 MEDIATION

- (i) If notice is given under Rule 24(viii), each party to the dispute is a party to the mediation.
- (ii) The mediator must be a person chosen between the parties to the dispute or, if there is no agreement between the parties to the dispute, the Committee must appoint a mediator.
- (iii) The person appointed as a mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as community legal centre.
- (iv) The person appointed as mediator by the Committee may be a member or former member of the Club but must not have a personal interest in the matter or be biased in favour of or against any party to the mediation.
- (v) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (vi) Each party to the mediation must give to the mediator, at least five days before the mediation takes place, a written statement of the issues that need to be considered at the mediation.
- (vii) In conducting the mediation, the mediator must -
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (viii) The mediator cannot determine the matter that is the subject of the mediation.
- (ix) The mediation must be confidential.
- (x) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of a mediator.

26 DISSOLUTION

The Club shall be dissolved in the event of the membership being less than ten (10) persons or upon the vote of three-quarters majority of the members present at a special general meeting convened to consider such question. If upon the dissolution of the Club there remain after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club but must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

I HEREBY CERTIFY the foregoing to be a true and correct copy of the constitution of The Historic Competition Motorcycle Club of W.A.

Signed:

Title:

Date: