

**Constitution of the  
Mike Hatcher Junior Motorcycle  
Club Inc**

Incorporation number: IA06575

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## **1 Associations Incorporations Act 1981**

- 1.1 A word or expression that is not defined in this document, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

## **2 Name of club**

- 2.1 The name of the incorporated association is the **Mike Hatcher Junior Motorcycle Club Inc** and is referred to in this constitution as the “club”.

## **3 The club's objectives**

- 3.1 The club's objectives are each of the following:
- 3.1.1 To conduct high quality motorcycle sporting events and other activities for Motorcycling Australia (MA) licensed juniors and seniors, and to facilitate and encourage competitive participation in junior and senior motorcycle sport/activities.
  - 3.1.2 To act primarily as a junior club, but with 30% extra allowance for senior members. Eg 100 juniors and 30 seniors. The allocation of senior memberships will be based on previous junior members being given preference to senior memberships.
  - 3.1.3 To require sportsmanship and camaraderie between the club members and community supporters of motorcycle sport.
  - 3.1.4 To conduct all club activities in compliance with the MA Manual of Motorcycle Sport and to ensure, as far as is reasonably possible, all members and visitors comply with that manual.
  - 3.1.5 To be faithful to the heritage of the club.
  - 3.1.6 To facilitate rider education, training and safe riding habits.
  - 3.1.7 To ensure that the club remains financially viable.

## **4 Affiliation with Motorcycling Queensland**

- 4.1 The club commits to each of the following:
- 4.1.1 It will maintain affiliation with Motorcycling Queensland (**MQ**).
  - 4.1.2 It recognises MQ as the sole governing body for motorcycle sport and other activities conducted by the club and all other affiliates of MQ in Queensland.
  - 4.1.3 It will comply with the MQ constitution.

4.1.4 It will comply with the MA Manual of Motorcycle Sport.

## **5 Powers of the club**

5.1 The club has the powers of an individual and, in particular, has all of the following powers to realise the club's objectives:

- 5.1.1 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the club or persons attending the club premises.
- 5.1.2 To purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the club's objectives provided that if the club takes or holds any property which may be subject to any trusts the club must only deal with that property consistently with the law and the terms of the trusts.
- 5.1.3 To enter into any arrangements with any government or authority that are incidental or conducive to the realisation of the club's objectives and the exercise of the powers of the club.
- 5.1.4 To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons.
- 5.1.5 To remunerate any person or body corporate for services rendered, or to be rendered, whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the club.
- 5.1.6 To construct, improve, maintain and develop the club's premises in any way.
- 5.1.7 To invest the club's funds not immediately required for the present operation of the club and the development, improvement and maintenance of the club's premises.
- 5.1.8 To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts of obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 5.1.9 To borrow or raise money, either alone or jointly with any other person or legal entity.
- 5.1.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- 5.1.11 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the club's property.
- 5.1.12 Subject to clause 5.1.2, take any gift of property, whether subject to any special trust or not, for any one or more of the club's objectives.
- 5.1.13 To, by personal or written appeals, public meetings campaigns or otherwise, to obtain contributions to the funds of the club as donations, annual subscriptions or otherwise.
- 5.1.14 To print and publish any newspapers, periodicals, books or leaflets.
- 5.1.15 To amalgamate with any one or more incorporated association having objectives altogether or in part similar to the club's objectives and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the club by part 38, and in the consummation of any amalgamation to do the following:
  - To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the club is authorised to amalgamate.
  - To transfer all or any part of the property, assets, liabilities and engagements of the club to any one or more of the incorporated association with which the club is authorised to amalgamate;
- 5.1.16 To make donations for charitable or community purposes.

## **6 Classes of members**

- 6.1 The membership of the club consists of any of the following classes of members:
- Adult members.
  - Adult family members.
  - Child family members.
  - Honorary life members.
  - Honorary members.
  - Day members.



### **Member Numbers**

- 6.2 Any person who is 18 years old or older and is not an adult family member may be an ordinary member.
- 6.2.1 The number of ordinary members and family members is limited to the number determined by the management committee from time to time.
- 6.3 Family membership is available to one or two adult parents and his, her or their biological, adopted or fostered child or children in his, her or their care as a group.
- 6.3.1 Each adult family member has the rights and obligations of an adult member.
- 6.3.2 A minor at law<sup>1</sup> may only be a child family member.
- 6.3.3 Subject to clause 6.3, the number of family members is unlimited.

### **Honorary Life members and Honorary members**

- 6.4 Honorary life membership can only be bestowed on a financial adult member or adult family member elected to honorary life membership by special resolution of the AGM.
- 6.4.1 Potential honorary life members may be proposed as follows:
- The management committee, by special resolution, may propose candidates for honorary life membership.
  - 3 general committee members supporting a proposal may propose a candidate for honorary life membership.
- 6.4.2 The AGM must determine whether a candidate proposed for honorary life membership under clause 6.4.1 becomes an honorary life member by special resolution.
- 6.4.3 An honorary life member will not be obliged to pay any membership dues and levies imposed by the management committee after he or she is elected to honorary life membership.
- 6.4.4 Honorary life members retain all other rights and privileges of membership of adult members.

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<sup>1</sup> A minor at law is a person under the age of 18 years. MA 'senior' competition licensees who are 16 & 17 years old are still minors at law.

- 6.4.5 The management committee may make by-laws that state the qualifying criteria for honorary life membership or factors to be considered by the management committee in approving a nomination for honorary life membership.
- 6.5 Honorary membership can be bestowed by the management committee.
  - 6.5.1 An honorary member will not be obliged to pay any membership dues and levies imposed by the management committee for the period determined by the management committee.
  - 6.5.2 Honorary members retain all other rights and privileges of membership, except that they shall not be qualified to hold office or vote on any matter.
  - 6.5.3 The management committee may make by-laws that state the qualifying criteria for honorary membership or factors to be considered by the management committee in approving a honorary membership.

#### **Day members**

- 6.6 The club secretary, or his or her delegate, may grant single day memberships and the club secretary must keep a written register of the names and addresses of each person to whom a day membership is issued.
  - 6.6.1 A day membership is deemed to commence at 12:01am on the relevant day and expires at 11:59pm on the same day.
  - 6.6.2 If the applicant for a day membership is an adult (ie 18 years of age or older) the applicant must sign a declaration that he or she will comply with this constitution.
  - 6.6.3 If an applicant for a day membership is a child (ie under 18 years of age), that application must be made by the child's accompanying adult guardian and that guardian must sign a declaration that the guardian is responsible for the safety and conduct of the child.

#### **Voting rights of members**

- 6.7 Only the following members who have paid their membership fees in accordance with part 7 may vote:
  - 6.7.1 Ordinary members and adult family members each have one vote.
  - 6.7.2 For clarity, two adult family members from same family group have one vote each.
  - 6.7.3 Honorary Life members each have one vote.

## **7 Membership applications & renewals**

### **New membership**

- 7.1 An applicant for ordinary membership or family membership must be made writing<sup>2</sup>.
- 7.1.1 An application for membership must comply with all of the following:
- If the application is for a family membership, it must be made by one of the family group adults.
  - It must be in a form determined by the management committee.
  - It must state the full name, date of birth, residential address and email address and MA licence number (if any) for each person for whom membership is sought.
  - Any by-laws made under clause 7.4.
- 7.1.2 The membership fee payable in respect of the relevant class of membership must accompany the application for membership for the period of membership sought.
- 7.1.3 Each applicant for membership, including each member of a family group for whom family membership is sought, must be a fit and proper person having regard to the club's objectives and community standards.

### **The club's membership year**

- 7.2 Annual membership commences on 1 February and expires on 31 January of the following year.

### **Renewal of membership**

- 7.3 Members from the previous membership year must make an application for renewal of membership, in the form prescribed by the management committee from time to time, to the club secretary, together with the applicable membership fee, on or before the expiration of the then current club membership year, to maintain continuity of financial membership.

### **By-laws - application for, and renewal of, membership**

- 7.4 The management committee may establish by-laws for application for membership and the renewal of membership, including prescribing the forms and medium to be used and the minimum information required from any applicant for the application to be valid.

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<sup>2</sup> An online application is 'in writing'.

## **8 Annual membership & membership fees**

### **Membership year**

- 8.1 Annual membership commences on 1 February of any year and expires on 31 January of the following year.
- 8.1.1 Membership for new members commences on the day the application for membership is accepted by the secretary under clause 9.1.1 or accepted by the general committee under clause 9.1.2 and expires on the next 31 January.
- 8.1.2 For continuing ordinary members and family members, membership after 31 January is contingent on payment of membership renewal fees as stated in clause 8.2 by no later than 31 January, as well as complying with any other by-laws applicable. If membership is not paid as stated in clause 8.2, then membership is deemed to have expired on 31 January of that year.

### **Payment**

- 8.2 Ordinary members and family members must pay membership fees in accordance with the following:
- The amount determined by the management committee as membership fees for the relevant class of membership.
  - For continuing ordinary members and family members, membership fees for membership renewal must be paid by 31 January each year, unless the management committee determines by ordinary resolution to extend the date for payment for that continuing adult member or those continuing family members.

## **9 Admission and rejection of members**

- 9.1 The club secretary must process and record all new applications for membership and renewals of membership in accordance with this constitution and any by-laws made under clause 7.4.
- 9.1.1 If the club secretary determines that any person applying for renewal of membership or for new membership complies with this constitution and any by-laws made under clause 7.4, the secretary may accept that application and record that applicant or applicants as an ordinary member or as family members in the club's membership register.

9.1.2 If the secretary considers that any applicant does not comply with the requirements of this constitution or any by-law made under clause 7.4, the secretary must refer the application to the next management committee meeting for determination by ordinary resolution. If the management committee accepts the application for membership or renewal of membership, the club secretary must record that member or those members in the club's membership register in the relevant class of membership.

9.1.3 The club secretary, or his or her delegate, must, as soon as practicable after the management committee determines to accept or reject an application under clause 9.1.2, give the applicant a written notice of that determination.

## **10 Resignation, termination & suspension**

### **Resignation of membership**

10.1 An ordinary member or adult family member may resign from the club by giving a written notice of the resignation to the secretary.

10.1.1 The resignation takes effect on the later of the following:

- The day and at the time the notice is received by the secretary.
- Any later day nominated in the notice of resignation that is after the date it is received by the secretary.

10.1.2 If an adult family member resigns and that leaves no adult family member within the family group covered by family membership, that family membership is also terminated.

### **Termination or suspension of membership**

10.2 The grounds for termination or suspension of membership are the following:

- The member is convicted of an indictable offence.
- The member does not comply with this constitution.
- A continuing ordinary member or adult family member fails to pay his or her membership fees, or those fees are not paid on his or her behalf by 31 January of any year.
- The member conducts himself or herself in a way determined by the general committee by ordinary resolution to be injurious or prejudicial to the club's objectives or to other members of the club.

- The member fails to comply with a resolution of the general committee that reasonably directs the member to do, or refrain from doing, something.
  - The member breaches the MA code of conduct or the MA member protection policy.
- 10.2.1 If the general committee determines that grounds for termination or suspension of a member's membership exist, the general committee must give that member a full and fair opportunity to demonstrate why the membership should not be terminated.
- 10.2.2 If, after considering all representations made by the member, the general committee determines to terminate or suspend a membership, the secretary of the committee must promptly give the member a written notice of the decision.

## **11 Appeal against rejection, termination or suspension of membership**

- 11.1 A person whose application for membership has been rejected, or whose membership has been terminated or suspended, may give the secretary written notice of the person's intention to appeal the determination.
- 11.1.1 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of, relevantly, the determination to reject an application for membership under clause 9.1 or notice of termination or suspension of membership under clause 10.2.2.
- 11.1.2 If the secretary receives a notice of intention to appeal under clause 11.1.1, the secretary must, within 1 month after the day of receipt of the notice of intention to appeal under clause 11.1.1, call a general meeting of the club to determine the appeal.
- 11.1.3 At the meeting called under clause 11.1.2, each of the following must happen:
- The appellant must be given a full and fair opportunity to show why the application for membership should not be rejected or the membership should not be terminated or suspended.
  - The management committee who rejected the application or terminated or suspended the membership must be given an opportunity to show why the appeal should be rejected.
- 11.1.4 An appeal must be determined by ordinary resolution of the members entitled to vote and who are either present at the meeting or have given valid proxies.

- 11.1.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision under clause 9.1.3, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fees paid by the person for the one year in which the rejection or termination occurs.
- 11.1.6 A person whose membership is terminated or suspended under clause 10.2.2 is not entitled to any refund of membership fees.

## **12 Register of members**

### **Required details**

- 12.1 The management committee must keep a register of members that includes the following particulars of each member:
- Full name and last known address.
  - The date of admission as a member.
  - The date of birth of the member.
  - The MA licence number (if any) held by the member.
  - The transponder number or numbers (if any) owned by the member.
  - Any other particulars the management committee or the members at an AGM determine by ordinary resolution.
- 12.1.1 The register must not contain reasons for the death, resignation, termination or re-instatement of any member or former member.
- 12.1.2 The register must be open for inspection by financial adult members at all reasonable times. However, before a member may inspect the register, the member must apply to the secretary to inspect it and comply with any reasonable conditions imposed by the management committee.
- 12.1.3 No member may use any information contained in that register for any prohibited purpose under any privacy legislation.
- 12.1.4 The management committee deliver its membership register to MQ at the time the club renews its affiliation with MQ and must, at all times, make its membership register available to MQ on MQ making a request for the current membership register.

### **13 Secretary**

13.1 Subject to clause 13.1.1, the secretary will be elected at the AGM in the same way other members of the management committee are elected.

13.1.1 If the demands of the position of secretary justify the employment of a secretary/general manager, the management committee may determine to employ a secretary/manager. An employed secretary/manager need not be a member of the club. The management committee will determine, by ordinary resolution, the employment conditions of a paid secretary/manager. An employed secretary/general manager will not be subject to election.

13.1.2 Subject to clause 13.1.3, the management committee must ensure that the position of secretary is occupied at all times.

13.1.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or will be elected for the club within 1 month after the vacancy happens.

13.1.4 The management committee may appoint and remove an employed secretary/manager by ordinary resolution.

13.1.5 The secretary must reside in Queensland.

### **14 Membership of management committee**

14.1 The management committee consists of the following:

- President.
- Vice-president.
- Secretary.
- Treasurer.
- Race secretary.

14.1.1 A member of the management committee, other than an employed secretary/general manager, must be a member of the club and maintain the membership throughout his or her calendar year term on the management committee.

14.1.2 The members of the management committee must retire from office as stated in part 16, but are eligible, on nomination, for re-election.



## **15 General committee members**

15.1 The club's general committee consists of the management committee and general committee members.

15.1.1 The management committee will determine the number of general committee members.

## **16 Management and general committees**

16.1 The management committee and general committee shall be elected for a calendar year (ie 1 January to 31 December).

## **17 Electing the management committee & general committee**

17.1 Members of the management committee and the general committee may only be elected as follows:

17.1.1 Any two members may nominate another member (**candidate**) to serve in a position that is subject to election on the management committee or the general committee.

17.1.2 The nomination must comply with each of the following:

- It must be in writing.
- It must be signed by the candidate and by the members who nominated him or her.
- It must be given to the secretary before the 5<sup>th</sup> day before the date of the AGM.

17.1.3 If, at the start of the AGM, there are not enough candidates nominated, nominations may be taken from the floor of the AGM. Each nominee must consent to the nomination for that nominee to become a candidate.

17.1.4 Each financial adult member, adult family member and each honorary life member entitled to vote at the AGM may vote for any of the candidates for each vacancy available at that AGM.

## **18 Resignation or removal from office of management committee or general committee member**

### **Resignation**

18.1 A management committee member or general committee member may resign by giving written notice of resignation to the secretary.

18.1.1 The resignation takes effect on the later of the following:

- The day and at the time the notice is received by the secretary.
- The day notified by the member that is after the day on which the member gives notice to the secretary.

### **Removal**

18.2 A member of the management committee or a general committee member may be removed from office at a general meeting of the club by special resolution.

18.2.1 Before a vote of members is taken about removing the management committee or general committee member from office, that person must be given a full and fair opportunity to show cause why he or she should not be removed from office.

18.2.2 A member has no right of appeal against a removal from office under this section.

## **19 Vacancies on management committee and general committee**

### **Vacancies on the management committee**

19.1 If a position on the management committee becomes vacant, the continuing members of the management committee may appoint another member of the club to fill the vacancy for the balance of the relevant term, determined by reference to part 16, of the person who vacated the position.

19.1.1 Subject to clause 19.1.2 the continuing members of the management committee may act despite a casual vacancy on the management committee.

19.1.2 If the number of management committee members is less than the number required for a quorum under clause 21.4, the continuing members may act only to do the following:

- Increase the number of management committee members to the number required for a quorum.
- Call a general meeting of the club to elect further management committee members.

### **Vacancy of a general committee position**

19.2 If a general committee position becomes vacant, the management committee must determine, by ordinary resolution, if the position is to be filled.

- 19.2.1 If the management committee determines under clause 19.2 to fill the vacant general committee position, the management committee may appoint any suitable financial adult member or any financial adult family member to the position.

## **20 Functions of management committee & general committee**

### **General functions**

- 20.1 Subject to this constitution or special resolution of the club members carried at a special general meeting, the management committee has the following powers and authority, limited only by the club's objectives:
- It has the general control and management of the administration of the affairs, property and funds of the club, but subject to clause 20.3.
  - It has authority to interpret the meaning of this constitution and any matter relating to the club on which this constitution is silent.

### **Power & authority of the management committee**

- 20.2 Subject to clause 20.3, the management committee may exercise the powers of the club stated in part 5.

### **Role of the management committee**

- 20.3 The role of the management committee under this constitution is to determine any question expressly required by this constitution to be determined by that management committee which includes the following:
- 20.3.1 Prescribing forms for applications for new membership and renewal of membership.
- 20.3.2 Prescribing of the amounts payable by members as membership fees.
- 20.3.3 Determining whether grounds for termination of membership of any member exist.
- 20.3.4 Determining the dates and times for the conduct of the club race events and other activities.
- 20.3.5 Determining the applications the club will make to Motorcycling Australia to conduct Australian Championship events and to MQ for Queensland Championship events.
- 20.3.6 Determining the way in which events will be conducted.
- 20.3.7 Determining the officials to be appointed to conduct race meetings in accordance with the Manual of Motorcycle Sport.

- 20.3.8 Any other matter expressly required under this constitution to be determined by the management committee.

### **The general committee**

- 20.4 The management committee and the general committee, meeting together, constitute the general committee.
- 20.4.1 General committee members must support, assist and advise the management committee.

## **21 Meetings of management committee & general committee**

### **General rules for management committee**

- 21.1 Subject to all of the following conditions of this rule, the management committee may meet and conduct its proceedings, as it considers appropriate.
- 21.1.1 The management committee must meet at least once every month to exercise its functions.
- 21.1.2 The management committee must also regularly conduct meetings of the management committee concurrently with general committee members.
- 21.1.3 Members of the management committee and of the general committee may not attend management committee or general committee meetings by proxy or attorney.

### **Special management committee meetings**

- 21.2 If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the management committee.
- 21.2.1 A request for a special management committee meeting made under clause 21.2 must state both the following:
- Why the special meeting is being called.
  - The business to be conducted at the meeting.
- 21.2.2 The secretary must give each management committee member at least 7 days' notice of a special meeting of the committee and must convene the special meeting no later than 14 days after the secretary receives the request mentioned in clause 21.2.
- 21.2.3 A notice of a special meeting must state each of the following:
- The date, time and, if not by teleconference, the place of the meeting.

- The business to be conducted at the meeting.

### **Chair**

21.3 The president must chair management committee and general committee meetings at the meeting.

21.3.1 If the president is absent from a management committee and general committee meeting, the members present at the meeting may choose 1 of them present to chair the meeting.

### **Quorum & majority – management committee meetings**

21.4 At a management committee meeting, more than 50% of the management committee constitutes a quorum.

21.4.1 A question arising at a management committee meeting is to be decided by ordinary resolution of the management committee members actually present at the meeting.

21.4.2 If the votes are equal, the question is decided in the negative.

### **No quorum**

21.5 If a quorum is not present within 1 hour after the time fixed for a management committee meeting, the meeting lapses.

21.5.1 If a quorum is not present within 1 hour after the time fixed for a management committee meeting called other than on the request of management committee members, the meeting is to be adjourned to a date, time and place decided by the committee.

21.5.2 If, at the adjourned meeting mentioned in clause 21.5.1, a quorum is not present within 1 hour after the time fixed for the meeting, the meeting lapses.

### **Conflicts**

21.6 A management committee, general committee or sub-committee member must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.

## **22 Sub-committees**

### **Purposes of sub-committees**

22.1 The general committee may, by ordinary resolution, create sub-committees for the following purposes, but subject to ratification by the ordinary resolution of the general committee:

22.1.1 To manage special interests within the club's objectives.

22.1.2 To advance or manage special projects.

22.1.3 To investigate any matter delegated by the management committee.

### **Authority of sub-committees**

22.2 The general committee must prescribe the ambit of authority delegated to a sub-committee and the sub-committee must not exceed that ambit of authority.

22.2.1 Sub-committee determinations are also subject to ratification by the general committee. If the general committee declines to ratify a determination of a sub-committee, the sub-committee must rescind the sub-committee determination.

### **Membership of sub-committees**

22.3 The general committee may appoint financial adult members or financial adult family members considered appropriate by the general committee to any sub-committee created under clause 22.1.

22.3.1 The general committee may also determine, by ordinary resolution, to conduct an election in relation to the persons to be appointed to any sub-committee and, if it does so, the general committee must determine the appropriate process for the election.

22.3.2 A sub-committee may only exercise delegated powers in the way the general committee determines.

### **Rules for sub-committee meetings**

22.4 The following rules apply to all sub-committee meetings

22.4.1 A sub-committee must elect a chair for its meetings.

22.4.2 If a chair is not present within 15 minutes after the time fixed for a meeting, the sub-committee members present may choose 1 of those present to be chair of the meeting.

22.4.3 A sub-committee must meet as prescribed by the general committee, but if the general committee does not prescribe requirements for the sub-committee meetings, the sub-committee must meet as often as necessary to discharge its purposes.

22.4.4 A question arising at a sub-committee meeting is to be decided by ordinary resolution of the sub-committee members present at the meeting and, if the votes are equal, the question is decided in the negative.

22.4.5 A member of any sub-committee may not attend by proxy or by attorney.

## **23 Acts not affected by defects or disqualifications**

23.1 An act performed by the management committee, general committee, a sub-committee or a person acting as a member of the management committee or general committee is valid.

23.1.1 Clause 23.1 applies even if the act was performed under either of the following circumstances:

- There was a defect in the appointment of a member of the management committee, general committee sub-committee or person acting as a member of the management committee or general committee.
- A management committee member, general committee member, sub-committee member or person acting as a member of the management committee or general committee was disqualified.

## **24 Resolutions of management committee without meeting**

24.1 A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

24.1.1 A resolution mentioned in clause 24.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

## **25 Annual general meetings**

25.1 Each annual general meeting must be held in accordance with both of the following rules:

- At least once each calendar year.
- Within 6 months after the end of the club's previous financial year.

## **26 Business to be conducted at annual general meeting**

26.1 The following business must be conducted at each annual general meeting:

- Receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the club for the last financial year.
- Receiving the auditor's report on the financial affairs of the club for the last financial year.
- Presenting the audited statement to the meeting for adoption.
- Electing members of the management committee.
- Electing general committee members.
- Electing members of sub-committees for sub-committees the general committee has determined are subject to election.
- Appointing an auditor.
- Electing any honorary life member under clause 6.4.

## **27 Special general meetings**

### **Reason for special general meeting**

27.1 This constitution can only be changed by a special resolution passed at a special general meeting.

27.1.1 A special general meeting may be held in conjunction with a general meeting or an AGM.

### **Procedure for a special general meeting**

27.2 The secretary may only call a special general meeting by giving the members notice of the meeting after the latest of the following:

- Receipt of a management committee direction to call the meeting.
- Receipt of a written request signed by any of the following groups:
  - Not less than 33% of the members of the current management committee.
  - Not less than 5% of the total number of financial members who are entitled under this constitution to vote at general meetings.



- 27.2.1 A request mentioned in clause 27.2 must state both of the following:
- The reason for calling the special general meeting.
  - The business to be conducted at the meeting.
- 27.2.2 A request mentioned in clause 27.2 must be received by the secretary by 21 days before the special general meeting is proposed to be held.
- 27.2.3 A special general meeting must not be held no later than 45 days after the secretary receives the request mentioned in clause 27.2.
- 27.2.4 The secretary must email or post to each member a notice of a special general meeting not less than 21 days before the appointed time for the special general meeting stating the following:
- The time and place for the special general meeting.
  - The motions for resolution at the special general meeting.
- 27.2.5 Any motion for determination at a special general meeting must be carried by special resolution.

## **28 General meetings**

### **Reasons for a general meeting**

- 28.1 A general meeting may be called by the secretary for either of the following reasons:
- To deal with an appeal under part 11.
  - To deal with any other issue in respect of which the management committee has directed the secretary to call a general meeting.
- 28.1.1 The management committee must give reasonable consideration to any request from a financial member or financial members for the secretary to call a general meeting.

### **Procedure for a general meeting**

- 28.2 The secretary must give written notice of the meeting to members at least 10 calendar days before the proposed day for the general meeting.
- 28.2.1 A notice of a general meeting must state the business to be conducted at the meeting.
- 28.2.2 A general meeting may be held in conjunction with either or both of an AGM or special general meeting.

## **29 Quorum for, and adjournment of, general meetings**

### **Quorum**

29.1 Subject to clause 29.1.1, a quorum for a general meeting is the number of financial members equal to double the number of members then currently on the management committee plus 1.

29.1.1 If a quorum is not present within 30 minutes after the time fixed for a general meeting in the notice given by the secretary, the meeting is to be adjourned to a date, time and place decided by the management committee.

29.1.2 If, a general meeting is adjourned under clause 29.1.1, a quorum under clause 27.1 is not present within 30 minutes after the time fixed for the reconvened meeting, the members present form a quorum.

29.1.3 No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

29.1.4 'Members' for the purposes of a quorum include proxies given by financial members entitled to vote at the club general meetings.

### **Adjournment of a general meeting by consent**

29.2 The chair may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

29.2.1 If a meeting is adjourned under clause 29.2, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

29.2.2 The secretary is not required to give the members notice of an adjournment under clause 29.2.1 or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than 30 days.

29.2.3 If a meeting is adjourned for more than 30 days under clause 29.2.1, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **30 Procedure for general meetings**

### **Chair**

30.1 In the case of any general meeting of members, the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting the vice-president, or his or her nominee, must chair the meeting.

- 30.1.1 If the vice-president is absent, the members present must elect 1 of their number to chair the meeting.
- 30.1.2 In the case of meetings of sub-committees, the committee chair or, if there is no committee chair or if the committee chair is not present within 15 minutes after the time fixed for the meeting, the members present must elect 1 of their number to chair the meeting.
- 30.1.3 The chair must conduct the meeting in a proper and orderly way and in accordance with this constitution.

### **Voting**

- 30.2 Subject to clauses 18.2 and part 27, each question, matter, resolution or election must be decided by ordinary resolution of the members present. A member may not vote by proxy.
  - 30.2.1 Each financial adult member and financial adult family member entitled to vote is entitled to 1 vote only and, if the votes are equal, the chair has a casting vote in addition to his or her primary vote.
  - 30.2.2 Children may not vote at any meeting of the club.
  - 30.2.3 Voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot.
  - 30.2.4 If a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair determines.
  - 30.2.5 The result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.
  - 30.2.6 A financial adult member and each financial adult family member may vote in person.
  - 30.2.7 On a show of hands, each financial member eligible to vote and who is present has 1 vote.
  - 30.2.8 On a secret ballot, each financial adult member or financial adult family member present in person has 1 vote.

### **Record of meeting**

- 30.3 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book.
  - 30.3.1 The secretary must also ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

30.3.2 To ensure the accuracy of the minutes recorded under clause 30.3, each of the following applies:

- The chair of each management committee meeting must sign the minutes of each management committee meeting verifying their accuracy.
- The chair of any general meeting or special general meeting must sign the minutes of the meeting verifying their accuracy.
- The chair of the meeting must sign the minutes of each AGM verifying their accuracy.

## **31 Discipline**

### **Complaints**

31.1 Any club member may make a complaint, on the grounds stated in clause 31.2, in writing to the president about the conduct of any other member of the club.

31.1.1 The management committee may also initiate a complaint on its own motion.

### **Grounds for disciplinary action on complaint**

31.2 The grounds upon which a club member may make a complaint under clause 31.1 or the management committee may make its own complaint under clause 31.1.1 include, but are not limited to the following:

31.2.1 A club member has breached its, his or her obligations under this constitution.

31.2.2 A club member has breached the MA Member Protection Policy.

31.2.3 A club member has brought the club or motorcycle sport or recreation into disrepute.

### **Management committee to consider the complaints from members**

31.3 The management committee must consider all complaints made under clause 31.1 against any individual member.

31.3.1 If the management committee determines that the complaint is frivolous or vexatious, the management committee must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the management committee has resolved to take no further action.

- 31.3.2 If the management committee determines that the complaint justifies further action, the management committee must proceed as stated in clause 31.4

#### **Process for imposition of penalties**

31.4 The management committee, having determined the complaint is not frivolous or vexatious, must notify the relevant member of the substance of the complaint (although the identity of the complainant may be concealed) and require the club member against whom the complaint has been made to show cause to the management committee why the management committee should not impose a penalty in respect of the conduct the subject of the complaint.

31.4.1 The minimum time in which a club member may be required to show cause is 7 days after he or she receives notice of the complaint and the request that the member show cause.

31.4.2 The management committee may require the member to show cause in person or in writing.

31.4.3 The management committee may impose a penalty in accordance with clause 31.5 on any club member who is the subject of a complaint made under clause 31.1 or initiated by the MQ board under clause 31.1.1 after the member has had an opportunity to show cause within the period prescribed by the management committee.

#### **Disciplinary penalties**

31.5 In addition to suspension or termination of membership determined by the general committee under part 10, the management committee may, advised by general committee members, impose any of the following penalties under this constitution:

- Monetary penalties.
- Restrictions or prohibitions on a person holding any elected position within the club, whether for all time or for a specified time.
- Restrictions or prohibitions on a person participating in or attending events conducted by the club.
- Any other penalty the management committee determines is appropriate in the circumstances.

31.5.1 Any penalty must be proportionate to the conduct on which the complaint is based having regard to all of the following:

- The degree of seriousness of the conduct having regard to objectives under this constitution, the MQ objectives and MQ principles under the MQ constitution and the MA Manual of Motorcycle Sport.

- Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the person who is subject to the penalty.
- The degree of cooperation or refusal to cooperate by the person who is subject to the penalty.
- The past conduct of the person.
- The likelihood that the relevant conduct will recur.
- Any statements made by the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.

### **Rights of appeal**

31.6 If the management committee imposes a penalty on a person under this part 31, that person or club may appeal that penalty by giving the president a written notice stating at least the following:

31.6.1 That he or she wishes to appeal the penalty.

31.6.2 The reason or reasons why the person considers the penalty is not consistent with this constitution or why, otherwise, the penalty is not justified.

31.6.3 Any other reason why the person considers the penalty is not fair or reasonable in the relevant circumstances.

### **Judiciary committee convened by MQ**

31.7 If a club member makes an appeal under clause 31.6, the management committee must promptly request MQ to appoint a judiciary committee to hear and determine the appeal.

31.7.1 A judiciary committee appointed by MQ under this clause 31.7 must establish a process, consistent with this constitution and the MQ constitution, having regard to the nature of the proceedings and must notify the appellant and the management committee of that process.

31.7.2 The judiciary committee must not depart, in any material way, from the process notified under clause 31.7.1.

### **Penalties a judiciary committee may impose**

31.8 The judiciary committee appointed by MQ as stated in clause 31.7, after following the process it has determined under clause 31.7.1 may rescind any penalty imposed by the management committee and may determine that no penalty is appropriate or it may impose a different penalty under clause 31.5.

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### **No appeal from judiciary committee determination**

31.9 Any person subject to a determination of a judiciary committee may not appeal that determination.

### **Procedural fairness for all disciplinary processes**

31.10 Any disciplinary process or proceeding conducted by the management committee or by a judiciary committee must afford procedural fairness to the person subject to the process or proceeding.

### **Rules of evidence do not apply**

31.11 The formal rules of evidence at law do not apply to any disciplinary proceedings conducted in accordance with this constitution.

## **32 By-laws or regulations**

32.1 The management committee may make, amend or repeal club by-laws or club regulations, not inconsistent with this constitution, for the management of the club.

32.1.1 A club by-law or regulation may be set aside by an ordinary resolution at a general meeting of the club.

## **33 Alteration of constitution**

33.1 Subject to the *Associations Incorporations Act 1981*, this constitution may be amended, repealed or added to by a special resolution carried at a special general meeting.

33.1.1 However an amendment, repeal or addition is valid only if it is registered by the chief executive of the Office of Fair Trading under section 48 of the *Associations Incorporations Act 1981*.

## **34 Common seal**

34.1 The management committee must ensure the club has a common seal.

34.1.1 The common seal must be kept securely by the management committee and used only under the authority of the management committee.

34.1.2 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by one of the following:

- The secretary.

- Another member of the management committee.
- Someone appointed by the management committee.

### **35 Funds and accounts**

35.1 The funds of the club must be kept in accounts in the name of the club in a financial institution determined by the management committee. This includes funds managed or controlled by sub-committees appointed under this constitution.

35.1.1 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.

35.1.2 All amounts must be deposited in the appropriate financial institution account as soon as practicable after receipt.

35.1.3 Any payment in excess of \$100 must be made by cheque or electronic funds transfer (**EFT**).

35.1.4 All cheques must be signed, and any EFT payment must be authorised, by 2 of the following, one of whom must be the president, secretary or treasurer:

- The president.
- The secretary.
- The treasurer.
- Any 1 of 3 other members authorised by the management committee for the purpose.

35.1.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

35.1.6 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

35.1.7 The treasurer must regularly maintain the club's petty cash account as follows:

- Record in a cashbook all payments from, and reimbursements to, the petty cash account.
- Regularly reconcile the cashbook with the club's other accounts with financial institutions.
- Regularly balance the petty cash book.



- 35.1.8 All expenditure must be approved or ratified by the management committee and each approval or ratification must be recorded in the written minutes of the relevant management committee meeting at which the approval or ratification was given. This approval may be given generally as a delegated power under clause 22.2.
- 35.1.9 The management committee must ensure that the club's expenditure is evidenced by adequate documentation filed in chronological order and kept safe in a place determined by the management committee.
- 35.1.10 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- The income and expenditure for the financial year just ended.
  - The club's assets and liabilities at the close of the year.
  - The mortgages, charges and securities affecting the property of the club at the close of the year.
- 35.1.11 The auditor must examine the statement prepared under clause 35.1.10 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 35.1.12 The income and property of the club must be used solely in promoting the club's objectives and exercising the club's powers.
- 35.1.13 The management committee must ensure that accurate and adequate records of its financial affairs are kept within Queensland and are available for inspection for at least 7 years after any transaction.

## **36 Documents**

- 36.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the club.

## **37 Financial year**

- 37.1 The financial year of the club closes on 31 December in each year.

## **38 Distribution of surplus assets to another entity**

- 38.1 This section applies if either of the following applies:

- The club is wound-up under part 10 of the *Associations Incorporations Act 1981*.

- The club has surplus assets.

38.1.1 The surplus assets must not be distributed among the club members.

38.1.2 The surplus assets must be given to another entity to which each of the following applies:

- An entity having objectives similar to the club's objectives.
- An entity whose rules prohibit the distribution of the entity's income and assets to its members.

## 39 Ordinary and special resolutions

### Ordinary resolutions

39.1 Any resolution expressly required to be made by ordinary resolution or any resolution not expressly required by this constitution to be a special resolution, will be determined by ordinary resolution as follows:

39.1.1 By simple majority of the members eligible to vote at the meeting.

39.1.2 If exactly 50% of the eligible voters attending the meeting vote for a motion at that meeting and exactly 50% vote against the motion, the deadlock will be resolved by the vote of the chair of the relevant meeting.

### Special resolutions

39.2 Any resolution expressly required by this constitution to be a special resolution must be carried by 75% of the members eligible to vote voting in favour of the relevant motion.

## 40 Definitions and interpretation

### Definitions

40.1 In this constitution the following definitions apply:

**AGM** means the annual general meeting of the club required under part 25.

**adult** means, in relation to members of the club, a person who has had his or her eighteenth birthday and that person becomes an adult under this constitution on his or her eighteenth birthday,

**business day** means each weekday but excluding public holidays in Brisbane and 27-31 December of any year.

**child** means a person who has not had his or her eighteenth birthday and

children has a comparable meaning.

**financial** means, the following:

- In relation to a member of the club that seeks to continue to participate in the club events and activities, that member has paid his or her membership fees by 31 March of each year or his or her membership fees have been paid on his or behalf by 31 March of each year.
- In relation to a new member of the club, that member has paid his or her membership fees to join the club or his or her membership fees have been paid on his or her behalf.
- In relation to an honorary life member, the honorary life member has been elected by the AGM.

**government** means the parliament and administration of each of the Commonwealth of Australia and of Queensland and any local government and local government administration in Queensland and includes any authority or business owned by any of them or wholly controlled by any of them.

**honorary life member** means an adult member of the club elected as an honorary life member as stated in clause 6.4 and is deemed to be an adult financial member.

**Manual of Motorcycle Sport** means the manual updated and published annually by MA containing information, rules, codes etc and includes the GCRs.

**member** means a financial member of the club.

**MQ means** Motorcycling Queensland ABN 24 009 666 424.

**MQ constitution** means the constitution under which MQ is governed at any relevant time.

**the club's objectives** means the objectives stated in part 3.

**ordinary resolution** means a resolution carried as stated in clause 39.1.

**president** means the financial adult member of the club elected as president of the club under this constitution.

**secretary** means the secretary of the club mentioned in part 13.

**special resolution** means a resolution carried as stated in clause 39.2.

**vice-president** means the financial adult member of the club elected as vice-president of the club under this constitution.

## Interpretation

- 40.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:
- 40.2.1 Headings are inserted for convenience only and do not affect the interpretation of this constitution.
  - 40.2.2 A reference in this constitution to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Brisbane, Queensland.
  - 40.2.3 If the day on which any act, matter or thing is to be done under this constitution is not a business day, the act, matter or thing must be done on the next business day.
  - 40.2.4 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.
  - 40.2.5 A reference in this constitution to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.
  - 40.2.6 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
  - 40.2.7 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.
  - 40.2.8 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
  - 40.2.9 Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
  - 40.2.10 A word that indicates the singular also indicates the plural, a word that indicates the plural also indicates the singular, and a reference to any gender also indicates the other genders.
  - 40.2.11 A reference to the word 'include' or 'including' is to be interpreted without limitation.
  - 40.2.12 A reference to a clause [eg 1.1 or 5.1 etc] in another clause is a reference to all of the parts of that clause [eg 1.1, 1.1.1 etc] unless the reference is specifically to a subclause].

- 40.2.13 A reference to a part of a clause in within that same clause is a reference only to the part stated to the clause [eg 1.1], unless the reference is specifically to the whole clause.
- 40.2.14 A reference to a part is a reference to all the provisions in the part identified by a whole number [eg 1, 2, 3 etc]
- 40.2.15 Any schedules and attachments form part of this constitution.