

**CLASSIC AND ENTHUSIASTS MOTOR CYCLE CLUB OF  
NSW INCORPORATED**

**CLUB CONSTITUTION**



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## **PART 1 - PRELIMINARY**

### **Objects**

[1] The objects of the club are:

[a] to sponsor and encourage riding, racing, restoration, preservation, use and display of classic motorcycles and defunct makes of motorcycles,

[b] to engage in tours, exhibitions and other events suitable for classic motor cycles, defunct makes of motorcycles and motor cycle enthusiasts,

[c] to provide members with:

(i) access to the conditional registration scheme in NSW, or such similar schemes in other jurisdictions, where the club is approved by the relevant authority, and

(ii) participation in events suitable for conditionally registered vehicles, subject to the rules prescribed from time to time by the relevant authority in each jurisdiction and the club;

[d] to purchase, maintain, improve, alter, hire, lease or otherwise acquire for the purpose of the club any real or personal property and any goods or articles considered necessary for the conduct of the affairs of the club,

[e] organise and conduct for members and their friends events of a social or informative nature and to provide, furnish and maintain a club house and other premises and conveniences for the use of members and their friends;

[f] to expend money for the benefit of or in connection with any sport, charitable or community purpose,

[g] to acquire, establish, print and publish a newspaper or periodical or other publication,

[h] to do all such acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or the welfare of the club,

[2] The assets and income of the club shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members or office-bearers of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club.

### **2. Logo**

[1] The official logo of the club shall be:



[2] Use of the official logo of the club must be approved by the committee and shall be made uniform to comply with the standards and specifications determined by the committee.

[3] The official logo of the club may be changed only by a special resolution in general meeting.

### **3. Definitions**

[1] In these rules:

“branch” means a group of members of the club established at any place as the committee may determine.

“branch committee” means a committee of a branch of the club, appointed in accordance with the instrument of delegation for the conduct and affairs of a branch.

“calendar month” means a period commencing at the beginning of a day of one of the 12 named months and ending:

[a] immediately before the beginning of the corresponding day of the next named month; or

[b] if there is no such corresponding day, at the end of the next named month.

“calendar year” means a period of 12 months commencing on 1 January.

“classic motor cycles” means a motor cycle aged fifteen years or more since the date of manufacture of the motor cycle.

“club” means Classic and Enthusiasts Motor Cycle Club of NSW Incorporated.

“Commissioner” means the Commissioner of the Office of Fair Trading.

“committee” means the committee of management of the club.

“date of manufacture” means the 1<sup>st</sup> of January in the year the motor cycle was manufactured.

“defunct make of motorcycle” means any make of motorcycle that is no longer manufactured.

“financial year” means the 12 month period ending on the 30<sup>th</sup> June in each year.

“minor” has the same meaning as that described in Minors [Property and Contracts] Act 1970-Sect6.

“month” means a calendar month.

“monthly general meeting” means a general meeting of the club other than annual general meeting or special general meeting.

“motor cycle” includes motor cycles, motorcycles with side-cars, cycle cars and three wheelers.

“ordinary member” means a member of the committee who is not an office bearer of the club, as referred in rule 19[2].

“president” means the person holding office under these rules as president of the club.

“Secretary” means:

[a] the person holding office under these rules as secretary of the club, or

[b] if no person holds that office- the public officer of the club.

“special general meeting” means a general meeting of the club other than an annual general meeting or monthly general meeting.

“the Act” means the Associations Incorporated Act 1984.

“the Regulation” means the Associations Incorporation Regulation 1999.

“treasurer” means the person holding office under these rules as treasurer of the club.

“vice-president” means the person holding office under these rules as vice-president of the club.

[2] In these rules:

[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 is a duty, a reference to the performance of the duty, and

[c] words importing the singular include the plural and vice versa.

[3] The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2 – MEMBERSHIP**

### **4. Membership Classes**

[1] Membership shall be open to all persons subscribing to the objectives of the club

[2] Membership shall comprise of the following classes:

[i] Full member.

A Full Member shall be a person whose membership has been approved in accordance with Rule 6

[ii] Associate member.

An Associate Member shall be a person whose membership has been approved in accordance with Rule 6 and who is:

[a] the spouse of a Full Member within the meaning of the law or any commonly accepted meaning of the word spouse, or is

[b] the son/daughter of a Full Member and is a minor, provided that a minor shall not have any voting rights or nominating rights.

Subject to the restrictions in clause [ii] [b], an associate member shall enjoy the same rights liabilities and privileges of a full member, with the exception of receiving personal

copies of any club publications. Associate members will pay a reduced annual membership fee as determined by the committee.

[iii] Such other class of membership as may be determined by resolution in general meeting.

### **5. Membership qualifications**

A person is qualified to be a member of the club if, but only if:

[a] the person is a person referred to in section 15[1] [a], [b] or [c] of the Act and has not ceased to be a member of the club at any time after incorporation of the club under the Act; or

[b] the person is a natural person:

(i) who has made application for membership of the club as provided by rule 6[1]; and

(ii) who has been approved for membership of the club by the committee.

### **6. Application for membership**

[1] An application by a person for any class of membership of the club:

[a] must be made in writing in the form as determined by the committee, and

[b] must be lodged with the membership officer, or other committee person approved of by the committee, together with the sum payable under these rules by a member as entrance fee and annual membership fee.

[2] As soon as practicable after receiving an application for membership, the application is to be referred to the committee which is to determine whether to approve or reject the application.

[3] If the committee rejects the application, entrance fees and annual subscription fees shall be refunded to the applicant.

[4] The membership officer must, on approval by the committee under clause [3], cause the applicant's name to be entered in the register of members and, on the name being so entered, the applicant becomes a member of the club.

### **7. Life Membership**

[1] The committee shall confer the privileges of life membership on all members who on the date of the adoption of these rules were life members of the club.

[2] A member of the club who has rendered singular service to the club and has maintained a minimum of 15 consecutive years of membership may, by special resolution at an annual general meeting, be bestowed life membership, provided that:

[a] the nomination is in writing, given to the secretary at least 6 months prior to the annual general meeting; and

[b] the nomination is supported unanimously by the committee.

A life member shall be entitled to all of the privileges and benefits and be subject to the same liabilities and duties of full membership, without paying the annual membership fee.

#### 8. Membership entitlements not transferable

[1] Except as provided for in clause [2] hereof, 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.

[2] In the event of the death of a Full Member, the Associate Member of that Full Member may:

[a] continue to receive the benefits normally provided to a full member of the club for the period for which the Full Member had paid their membership fees; and

[b] at the conclusion of the period for which the Full Member had paid their membership fees, become a Full Member of the club provided that the applicable annual membership fee is paid in each succeeding year.

#### 9. 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] does not pay to the club an annual membership fee within 2 months of the due date, provided that the committee may reinstate membership where the fee is paid within six months of the due date.

#### 10. Resignation of membership

[1] A member of the club is not entitled to resign that membership except in accordance with this rule.

[2] A member of the club who has paid all amounts payable by the member to the club in respect of the member's membership may resign from membership of the club by giving to the secretary written notice of the member's intention to resign.

[3] If a member of the club ceases to be a member under clause [2] and in every other case where a member ceases to hold membership, the membership officer must cause an entry to be made in the register of members recording the date on which the member ceased to be a member.

#### 11. Register of members

[1] The membership officer or a committee member, as nominated by the committee, must establish and maintain a register of members of the club specifying the name and 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 residence of the membership officer or another committee member as nominated by the committee.

#### [12. Fees and subscriptions

[1] The entrance fee and annual membership fee for each class of membership shall be such amount as shall from time to time be determined by the committee.

[2] A member of the club must, on admission to membership, pay to the club the entrance fee as determined under clause [1].

[3] In addition to any amount payable by the member under clause [2], a member of the club must pay to the club an annual membership fee as determined under clause [1]:

[a] except as provided by paragraph[b], 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.

#### 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 in respect of membership of the club as required by rule 11.

#### 14. Resolution of internal disputes

[1] Disputes between members [in their capacity as members] of the club, and disputes between members and the club, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

[2] At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

#### 15. Disciplining of members

[1] A complaint may be made to the committee by any person that a member of the club:

[a] has persistently refused or neglected to comply with a provision or provisions of these rules or has persistently

and wilfully acted in a manner prejudicial to the interests of the club.

[2] 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.

[3] 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.

[4] 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 appeal under rule 16.

[5] 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 rule 16[5], 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 rule 16, 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 clause [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 clause [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] If at the general meeting the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3 BRANCHES**

#### 17. Branches

[1] The club may establish such branches as may from time to time be determined by the committee.

[2] The establishment of a branch shall be subject to the instrument of delegation given by the committee.

[3] The purpose of such branches shall be to facilitate the conduct of the activities of the club in defined geographic areas.

[4] There shall be a branch committee for each branch, which shall be a sub committee and subject to these rules and the instrument of delegation given by the committee.

### **PART 4- THE COMMITTEE**

#### 18. Powers of the committee

The committee, subject to the Act, the Regulation and these rules 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 these rules 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 of the club

#### 19. Constitution and membership

[1] Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

[a] the office-bearers of the club; and

[b] four ordinary members, or such other number as may be determined by resolution at an annual general meeting, all of whom are to be elected at the annual general meeting under Rule 20.

[2] The office bearers of the club are to be:

[a] the president;

[b] the vice-president;

[c] the secretary; and

[d] the treasurer.

[3] Each member of the committee is, subject to these rules, to hold office for the calendar year commencing immediately following the date of the member's election, but subject to clause [4] is eligible for re-election.

[4] A member, who has been an office-bearer of the club, excepting the position of vice president, for a period of three consecutive years, is ineligible for election or re-election as an office-bearer until a period of 12 months has elapsed since the member was last an office bearer.

[5] Except for the position of president, a committee member may hold more than one position, but not more than two positions on the committee.

[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 rules, until the end of the calendar year following the date of appointment.

## 20. Election of members

[1] The election of office bearers and ordinary members of the committee shall take place at the annual general meeting of the club, with nominations open until the vote is taken. All nominations shall have a proposer and a seconder.

[2] If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

[3] If the number of nominations received is equal to the number vacancies to be filled, the persons nominated are taken to be elected.

[4] If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held..

## 21. Secretary

[1] The secretary of the club must, as soon as practicable after being appointed as secretary, lodge notice with the club of their address.

[2] It is the duty of the secretary to keep minutes of:

[a] all appointments of office bearers and members of the committee,

[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 signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 22. 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 expenditure connected with the activities of the club.

## 23. Casual vacancies

For the purposes of these rules, 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] 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 rule 24, 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.

## 24. Removal of 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 clause [1] relates makes representations in writing to the secretary or president [not exceeding a reasonable length] and requests that the representation be notified to the members of the club, the secretary or the president may send a copy of the representation 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.

## 25 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 committee] before the time appointed for the holding of the meeting.

[4] Notice of a meeting given under 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 three 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 be dissolved.

[7] 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, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## 26. Delegation by committee to sub-committee

[1] The committee may, by instrument in writing, delegate to one or more sub-committees [consisting of such 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 rule 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 rule, 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 rule 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 rule.

[7] A sub-committee may meet and adjourn, as it thinks proper.

## 27. Voting and decision

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

[2] Each member present at a meeting of the committee, sub-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 person presiding may exercise a second or casting vote.

[3] Subject to rule 25[5], the committee or 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.

## **PART 5 - GENERAL MEETING**

### 28 Annual general meeting- holding of

[1] With the exception of the first annual general meeting of the club, the club must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the club, convene an annual general meeting of its members.

[2] The club must hold its first annual general meeting:

[a] within the period of 18 months after its incorporation under the Act, and

[b] within the period of 6 months after the expiration of the first financial year of the club.

[3] Clauses [1] and [2] have effect subject to any extension or permission granted by the Commissioner under section 26[3] of the Act.

### 29. Annual general meetings –calling of and business at

[1] The annual general meeting of the club is, subject to the Act and to rule 28 to be convened on such date, time and at such place, within the Sydney metropolitan area, 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 section 26 [6] of the Act.

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

### 30. Monthly General Meeting-holding of

[1] In addition to the annual general meeting of the club, the committee may convene monthly general meetings.

[2] The monthly general meeting of the club shall be convened on such a date, time and at such place, within the Sydney metropolitan area, as the committee thinks fit.

### 31. Monthly General Meetings-calling of and business at

[1] in addition to any other business which may be transacted at a monthly general meeting, the business of a monthly general meeting shall be:-

[a] to confirm the minutes of the last preceding monthly general meeting and any special general meeting held since that meeting;

[b] to receive from the committee reports upon the activities of the club since those meetings referred to in clause 31[1] [a];

[c] to receive and consider, without notice, business of a general nature of which prior notice has not been given and which the majority of the members present determine may be transacted; and

[d] to allow members discuss, formulate and move motions, that require a resolution of members in accordance with these rules, for consideration at a future general meeting.

[2] Business at a Monthly General Meeting shall not include business of a nature properly the business of the committee or of the members in an Annual General Meeting or Special General Meeting.

### 32. 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% 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 state the purpose or purposes of the meeting, and

[b] must be signed by the members making the requisition, and

[c] must be lodged with the secretary, and

[d] 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 2 months after the 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.

### 33 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, cause notice to be given 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 given to each member specifying, in addition to the matter require under clause [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 and monthly general meeting, business which may be transacted pursuant to rules 29[2] and 31[1].

[4] Except as provided for in Rule 31[1] [c] and [d], 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 member.

[5] Notice of general meetings shall be deemed to be sufficiently given if notice thereof be published in the club's monthly newsletter, provided that any such notice shall be published in sufficient time to comply with Rule 33[1] & [2].

### 34. Procedure

[1] No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

[2] The quorum for the transaction of the business at any general meeting shall be five members present in person [being members entitled under these rules to vote at a general meeting] or such other number as shall be determined by resolution in 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, and

[b] in any other case, is to stand adjourned to a specified time and place as specified by the person presiding at the meeting or communicated by written notice to members before the day to which the meeting is adjourned.

[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] are to constitute a quorum.

### 35. Presiding member

[1] The president or, in the president's absence, a committee member, is to preside as chairperson at each general meeting of the club.

[2] If the president or committee member is absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

### 36. 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 30 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 clauses [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.

### 37. Making of decisions

[1] A question arising at a general meeting is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.

[2] At a general meeting, a poll may be demanded by the chairperson or by a majority of members present in person or by proxy at the meeting.

[3] If a poll is demanded at a general meeting, the poll must be taken;

[a] immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

[b] in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### 38. 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 these rules 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 these rules, 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.

### 39. Voting

[1] On any question arising at a general meeting of the club a member has one vote only.

[2] All votes must be given personally or by proxy but no member may hold more than 5 proxies.

[3] 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.

[4] A member or proxy is not entitled to vote at any general meeting unless all money due and payable by the member to the club has been paid.

### 40. Appointment of proxies

[1] Each member is 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 in Appendix 1 to these rules.

## **PART 6 - MISCELLANEOUS**

### **41. Insurance**

[1] The club must effect and maintain insurance under section 44 of the Act.

[2] In addition to the insurance required under clause [1], the club may effect and maintain other insurance.

### **42. Funds-source**

[1] The funds of the club are to be derived from 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 to the credit of the club's bank account.

[3] The club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **43. Funds- management**

[1] Subject to any resolution passed by the club in general meeting, the funds of the association 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 of the president, vice-president, secretary or treasurer, or by any two members of the club duly authorised in writing by the committee.

### **44. By- Laws**

The committee may make by-laws for the better management of the day to day activities of the club and amend and rescind such by-laws as it deems fit but the subject matter of any by -law shall not be of a nature properly the business of the members in general meeting.

### **45. 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 in general meeting.

### **46. Common seal**

[1] The common seal of the club must be kept in the custody of the public officer.

[2] The common seal must not be affixed to any instrument except by authority of the committee and the affixing of the common seal must be attested by the signatures of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

### **47. Custody of books**

Except as otherwise provided by these rules, the public officer must keep in their custody or under their control all records, books and other documents relating to the club

### **48. 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.

### **49. Service of notices**

[1] For the purpose of these rules, a notice may be served on or given to a member:

[a] by delivering it to the member personally, or

[b] by sending it by prepaid post to the member at the member's address shown in the register of members.

[c] by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

[2] For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

[a] in the case of a notice given or served personally, on the date on which it is received by the addressee, and

[b] in the case of a notice sent by prepaid post, on the date when it would have been delivered in the ordinary course of post.

[c] in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **50. Surplus Assets on Dissolution of the Club**

On liquidation, dissolution, or winding up, all property and assets of the club shall be transferred or gifted to another organisation that has similar objects to those of this club and which are not carried on for the object of trading or securing pecuniary gain for its members, or to some charitable institution or object. The members of the club shall, by special resolution, nominate for this purpose the name of the organisation, charitable institution or object, to which the surplus property is distributed.

**APPENDIX 1**

**(Rule 40 (2))**

**FORM OF APPOINTMENT OF PROXY**

I.....  
(full name)

of.....  
(Address)

Being a member of Classic and Enthusiasts Motor Cycle Club of NSW Incorporated

Hereby appoint.....  
(Full name of proxy)

of.....  
(Address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the club[annual general meeting or special general meeting, as the case may be] to be Held on the .....day of.....and at any adjournment of that meeting.

- \* My proxy is authorised to vote:
- In favour of/against (delete as appropriate) the (insert details).
- \* to be inserted if desired

.....  
Signature of member appointing proxy  
Date.....

**NOTE: 1. A proxy vote may not be given to a person who is not a member of the club**  
**2. This proxy must be in the hands of the Secretary no later than.....on.....day of.....**  
**(i.e. at least 24 hours prior to the meeting.**