

**1 April 2018 –V6**

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

**CLUB CONSTITUTION**

## Table of Contents

PART 1 - PRELIMINARY .....	4
1. Objects .....	4
2. Logo .....	5
3. Definitions.....	5
PART 2 – MEMBERSHIP .....	7
4. Membership Classes.....	7
5. Membership qualifications.....	7
6. Application for membership .....	8
7. Life Membership.....	8
8. Membership entitlements transferable .....	8
9. Cessation of membership.....	9
10. Resignation of membership .....	9
11. Register of members .....	9
12. Fees and subscriptions .....	10
13. Members’ liabilities .....	11
14. Resolution of disputes.....	11
15. Disciplining of members.....	11
16. Right of appeal of disciplined member .....	12
PART 3 - BRANCHES.....	13
17. Branches.....	13
Part 4 - THE COMMITTEE .....	13
18. Powers of the committee.....	13
19. Composition and membership of Committee .....	13
20. Election of committee members .....	14
21. Secretary .....	15
22. Treasurer .....	15
23. Casual vacancies .....	15
24. Removal of committee members .....	16
25. Committee meetings and quorum .....	16
26. Appointment of Club Members as Committee Members to constitute quorum.....	17
27. Use of technology at committee meetings .....	17

28. Delegation by committee to sub-committee .....	17
29. Voting and decision .....	18
PART 5 - GENERAL MEETING .....	19
30. Annual general meeting- holding of .....	19
31. Annual general meetings – calling of and business at .....	19
32. Monthly General Meeting-holding of .....	19
33. Monthly General Meetings-calling of and business at .....	20
34. Special general meetings - calling of .....	20
35. Notice .....	21
36. Quorum for general meetings .....	22
37. Presiding member .....	22
38. Adjournment .....	22
39. Making of decisions .....	23
40. Special resolution .....	23
41. Voting .....	23
42. Appointment of proxies .....	24
43. Postal or electronic ballots .....	24
44. Use of technology at general meetings .....	24
PART 6 - MISCELLANEOUS .....	24
45. Insurance .....	24
46. Funds-source .....	24
47. Funds- management .....	25
48. By- Laws .....	25
49. Change of name, objects and constitution .....	25
50. Custody of books etc .....	25
51. Inspection of books .....	25
52. Service of notices .....	26
53. Distribution of property on winding up of club .....	26
54. Financial year .....	27
APPENDIX 1 - FORM OF APPOINTMENT OF PROXY .....	28

## **PART 1 - PRELIMINARY**

### **1. Objects**

(1) The objects of the Club are to:

- (a) sponsor and encourage riding, racing, restoration, preservation, use and display of classic and Defunct Makes of Motorcycles,
- (b) engage in tours, exhibitions and other events suitable for classic motor cycles, Defunct Makes of Motorcycles and motor cycle enthusiasts,
- (c) provide members with:
  - (i) access to the conditional registration scheme in NSW, and;
  - (ii) participation in events suitable for conditionally registered motorcycles, subject to the rules prescribed from time to time by the relevant authority in NSW and the Club;
- (d) purchase, maintain, improve, alter, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any goods and services deemed by the Committee to be necessary for the proper and lawful 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) expend money for the benefit of or in connection with any sport, charitable or community purpose,
- (g) acquire or divest, establish, print and publish any publication in any format or media which is related to the club's objects and activities or to engage other parties to do so,
- (h) do all acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or the welfare of the Club,

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

*Note. Section 5 of the Act defines pecuniary gain for the purposes of this sub clause.*

## 2. Logo

- (1) The official logo of the Club is:
- (2) Use of the official logo of the Club must be approved by the Committee and 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 this constitution:

**“Annual General Meeting” (AGM)** of the Club is a meeting open to all Members and during which the Committee presents the Annual Financial Report and Committee Members are appointed for the following year.

**“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.

**“Branch President”** means the person appointed in accordance with the instrument of delegation for the conduct and affairs of a branch.

**“Calendar Month”** means a period commencing at 12 o'clock midnight on the 1<sup>st</sup> day of a named month and ending at 11:59pm on the last day of that named month

**“Calendar Year”** means a period of 12 months commencing on 1 January and ending on 31<sup>st</sup> of December of that year.

**“Classic Motor Cycles”** means a motor cycle aged fifteen years or more calculated from the Date of Manufacture of the motor cycle.

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

**“Committee”** means the duly appointed members of the Club chartered with the 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 Member**” means a Member who has paid their annual membership fee in accordance with Clause 12(3).

“**Member**” or “**Member of the Club**” means a person who has been granted membership of the club in accordance with Clause 6.

“**Minor**” has the same meaning as that described in Section 21 of the *Interpretation Act 1987* (NSW)

“**Month**” means a Calendar Month.

“**Monthly General Meeting**” means a general meeting of the Club held once per Month and excludes an Annual General Meeting or Special General Meeting.

“**Motor Cycle**” includes motor cycles, motorcycles with side-cars, cycle cars and three wheelers or any other vehicle for which the relevant legislation in NSW mandates a motorcycle riders licence to operate it.

“**Ordinary Member**” means a member of the committee who is not an office bearer of the club.

“**Secretary**” means:

- (a) the person holding office under **this Constitution** 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 Incorporation Act 2009* (NSW).

“the Regulation” means the *Associations Incorporation Regulation 2016* (NSW).

“**Treasurer**” means the person holding office under this Constitution as treasurer of the Club.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, and
  - (c) words importing the singular include the plural and vice versa.
- (3) The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **PART 2 – MEMBERSHIP**

### **4. Membership Classes**

- (1) Membership comprises of the following classes:

- (a) Full Member.

A Full Member is a person whose membership has been approved in accordance with clause 6

- (b) Associate Member.

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

- (i) the spouse of a Full Member within the meaning of the law or any commonly accepted meaning of the word spouse, or
- (ii) the son or daughter of a Full Member and who is a minor.

(c) Any other class of membership as may be determined by a resolution passed by the Club in a General Meeting.

- (2) An Associate Member has the same rights, liabilities and privileges of a Full Member, with the exception of receiving personal copies of any Club publications. Associate Members must pay a reduced annual membership fee as determined by the committee.

### **5. Membership qualifications**

- (1) Membership is open to all persons subscribing to the objectives of the club.
- (2) A person is eligible to be a member of the Club if:
  - (a) the person is a natural person, and

- (b) the person has applied and been approved for membership of the Club in accordance with clause 6.

## **6. Application for membership**

- (1) An application by a person for any class of membership of the club:
  - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the Committee, and
  - (b) must be lodged ( including by email or other electronic means, if the Committee so determines) with the membership officer, or other Committee person approved 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 membership officer must refer the application to the committee which must determine whether to approve or disapprove the application.
- (3) If the Committee disapproves of the application, entrance fees and annual subscription fees must be refunded to the applicant within 7 days of the date of determination of the disapproval.
- (4) The membership officer must, on approval of the application by the Committee under subclause (2), 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) 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) a nomination is made in writing, given to the Secretary at least 6 months, (or any other lesser period that the Committee may determine), prior to the next Annual General Meeting; and
  - (b) the nomination is unanimously supported by the Committee.
- (2) A Life Member is 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 transferable**



- (1) Except as provided for in clause 8(2), 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, assigned or transmitted to another person, and
  - (b) terminates on cessation of the Member'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 their membership; or
- (c) is expelled from the Club; or
- (d) fails to pay the annual membership fee under clause 12(3) within 2 months after the fee is due, 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 may resign their membership of the club by giving to the Secretary written notice of at least one month (or any other period as the Committee may determine) of the member's intention to resign and, on expiration of the period of notice, the Member ceases to be a member.
- (2) If a member of the club ceases to be a member under subclause(1) and in every other case where a Member ceases to hold membership, the membership officer must cause an appropriate 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 (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member of the Club together with the date on which the person became a member.
- (2) The Register of Members must be kept in NSW:
  - (a) at the main premises of the Club , or
  - (b) if the Club has no premises, at the ordinary residence of the membership officer or that of another committee Member as determined by the Committee.
- (3) Members are not entitled to any information contained on the Register of Members other than information about their own membership, or that of another Member who has given the Committee written consent to release that information.
- (4) Sub clause (3) does not apply to a committee Member or Branch Committee Member requiring information for the purposes of the business of the Committee or Branch Committee.
- (5) If a Member requests that any information contained on the Register of Members about the Member (other than the Members name) not be available for inspection, that information must not be made available for inspection.
- (6) If the Register of Member is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

## **12. Fees and subscriptions**

- (1) The entrance fee and annual membership fee for each class of membership is to be the amount as determined by the committee from time to time.
- (2) A Member of the club must, on admission to membership, pay to the Club the entrance fee as determined under subclause (1).
- (3) In addition to any amount payable by the member under subclause (2), a Member of the club must pay to the club an annual membership fee as determined under subclause (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 clause 12.

### **14. Resolution of disputes**

- (1) A dispute between a Member and another Member (in their capacity as Members) of the club, or a dispute between a Member or Members and the Club, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

### **15. Disciplining of members**

- (1) A complaint may be made to the Committee by any person that a Member of the Club:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the club.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the Member concerned, and;
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and;

- (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Club or suspend the Member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied on reasonable grounds that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee determines to expel or suspend a Member, the Secretary must, within 7 days after the determination, provide written notice to the member of:
  - (a) the determination of the complaint,
  - (b) the action taken,
  - (c) the reasons for having taken that action
  - (d) the Member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution under clause 16, whichever is the later.

### **16. Right of appeal of disciplined member**

- (1) A Member may appeal to the Club in general meeting against a resolution of the Committee under clause 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and

- (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal must be determined by a majority of votes cast by Members of the Club who are present at the General Meeting convened under subclause (3).

## **PART 3 - BRANCHES**

### **17. Branches**

- (1) The Club may establish Branches as the Committee may determine from time to time.
- (2) The establishment of a Branch and the conduct of its affairs is subject to the instrument of delegation given by the Committee.
- (3) The purpose of a Branch is to facilitate the conduct of the activities of the Club in defined geographic areas.
- (4) There must be a Branch Committee for each branch, which is to be a Sub-Committee subject to this Constitution 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 this Constitution 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 the functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club, and;
- (c) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### **19. Composition and membership of Committee**

- (1) The Committee is to consist of:
  - (a) the office bearers of the association, and

- (b) at least four ordinary Committee members,  
each of whom is to be elected at the annual general meeting under clause 20.
- (2) The office bearers of the club are as follows:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Secretary, and
  - (d) the Treasurer.
- (3) Each member of the Committee holds office for one calendar year commencing immediately following the date of the Member's 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 as an office bearer until a period of 1 year has elapsed since the Member was last an office bearer.
- (5) There is no maximum number of consecutive terms for which the Vice-President and an ordinary Member of the Committee may hold office.
- (6) Except for the position of President, a Committee Member may hold up to 2 positions on the Committee.
- (7) A Branch President is ex-officio a member of the Committee.

## **20. Election of committee members**

- (1) The election of office bearers and ordinary Members of the Committee is to take place at the Annual General Meeting of the Club, with nominations open until the vote is taken. All nominations must have a proposer and a seconder both of who must be financial Members.
- (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.

- (5) The ballot for the election of office bearers and ordinary Committee Members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.
- (6) A person nominated as a candidate for election as an office bearer or as an ordinary Committee Member of the Club must be a financial member of the club.

## **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 (whether in written or electronic form) 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **22. Treasurer**

- (1) It is the duty of the treasurer of the Club to ensure:
  - (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (2) The books and accounts must be kept at the treasurer's ordinary place of residence.

## **23. Casual vacancies**

- (1) 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, until the end of the calendar year following the date of appointment.

- (2) 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* (Cth), or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under Clause 24, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing Corporations) of the *Corporations Act 2001* (Cth).

#### **24. Removal of committee members**

- (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 subclause (1) relates makes representations in writing to the Secretary or President 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. Committee meetings and quorum**

- (1) The Committee must meet at least 3 times in each period of 12 months at the place and time that 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 any other period that the Committee agrees) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 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, one of the remaining Members of the Committee chosen by the Members present at the meeting is to preside.

## **26. Appointment of Club Members as Committee Members to constitute quorum**

- (1) If at any time the number of Committee Members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee Members may appoint a sufficient number of members of the Club as Committee Members to enable the quorum to be constituted.
- (2) A Member of the Committee so appointed is to hold office, until the end of the calendar year following the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 23 applies.

## **27. Use of technology at committee meetings**

- (1) A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's Members a reasonable opportunity to participate.
- (2) A Committee Member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **28. Delegation by committee to sub-committee**

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

- (a) this power of delegation, and;
  - (b) a function which is a duty imposed on the Committee by the act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - (3) A delegation under this section may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
  - (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
  - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
  - (6) The Committee may by instrument in writing, revoke wholly or in part any delegation under this clause.
  - (7) A sub-committee may meet and adjourn, as it thinks proper.

## **29. 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 or 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 clause 25(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee.
- (5) A resolution in writing, signed by all Members of the Committee, is as valid as if it had been passed at a Committee meeting. A resolution may

consist of several documents in like form. The date of the resolution is the date on which the last signature was affixed.

- (6) For the purposes of sub clause (5):
  - (a) a resolution may be in electronic form and
  - (b) a signature may be transmitted by electronic means.

## **PART 5 - GENERAL MEETING**

### **30. Annual general meeting- holding of**

- (1) The Club must hold its annual general meetings:
  - (a) within 6 months after the close of the Club's financial year, or
  - (b) within any later time as may be allowed or prescribed under section 37 (2) (b) of the Act.

### **31. Annual general meetings – calling of and business at**

- (1) The annual general meeting of the Club is, subject to the Act and to clause 30, to be convened on the date and at the place and time that 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 any financial statement or report required to be submitted to Members under the Act.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

### **32. 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 is to be convened on the date and at the place and time that the committee thinks fit.

### **33. 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 is to include the following:-
  - (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 the last preceding monthly general meeting.;
  - (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 to discuss, formulate and move motions, that require a resolution of Members in accordance with this constitution, for consideration at a future general meeting.
- (2) Business at a monthly general meeting must 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.

### **34. 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 five (5) percent of the total number of Members, convene a Special General Meeting of the Club.
- (3) A requisition of Members for a Special General Meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the Members making the requisition, and
  - (d) must be lodged with the secretary, and

- (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 2 months after the date on which a requisition of Members for the meeting is lodged, 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 subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (6) For the purposes of sub clause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged by electronic means.

### **35. 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 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 subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting and Monthly General Meeting, business which may be transacted pursuant to Clauses 31(2) and 33(1).
- (4) Except as provided for in clause 33(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 a general meeting is deemed to be sufficiently given if notice thereof be published in the Club's monthly newsletter (or other Club

publication), provided that any notice must be published in sufficient time to comply with clause 35(1) & (2).

### **36. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved, 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 given 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:-
  - (a) at least 3, are to constitute a quorum, or;
  - (b) less than 3, are to declared the meeting as closed.

### **37. 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.

### **38. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

### **39. Making of decisions**

- (1) A question arising at a general meeting is to be determined by either:
  - (a) a show of hands or, if the meeting is one to which clause 44 applies, any appropriate method that the Committee may determine, or
  - (b) if on the motion of the chairperson or if five (5) or more Members present in person or by proxy at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1) (a) in the same way it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **40. Special resolution**

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

### **41. 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 five (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 of the Club unless the Member or proxy is a financial member of the Club.
- (5) A Member is not entitled to vote at any general meeting of the club if the Member is a minor.

#### **42. 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 this Constitution.

#### **43. Postal or electronic ballots**

- (1) The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **44. Use of technology at general meetings**

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Club's Members a reasonable opportunity to participate.
- (2) A Member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **PART 6 - MISCELLANEOUS**

#### **45. Insurance**

The Club may effect and maintain insurance

#### **46. Funds-source**

- (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Club in general meeting, any 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 or other authorised deposit- taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.



#### **47. Funds- management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the association are to be used solely in pursuance of the objects of the club in the manner that 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

#### **48. 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 any by-laws as it deems fit but the subject matter of any by-law must not be of a nature properly the business of the members of the club in general meeting.

#### **49. Change of name, objects and constitution**

An application for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee Member.

#### **50. Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales:

- (a) at the main premises of the Club, in the custody of the public officer or a Member of the Club (as the Committee determines),or
- (b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

#### **51. Inspection of books**

- (1) The following documents must be open to inspection, free of charge, by a Member of the Club at any reasonable hour:
  - (a) records, books and other financial documents of the Club, excluding the register of Members other than as specified in Clause 11,
  - (b) this Constitution, and;
  - (c) minutes of all Committee meetings and general meetings of the Club.

- (2) A Member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a Member of the Club to inspect or obtain a copy of records of the club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interest of the Club.

## **52. Service of notices**

- (1) For the purpose of this constitution, 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 this Constitution, 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 and successfully received on a later date ,on that date.

## **53. Distribution of property on winding up of club**

- (1) Subject to the Act and the Regulation, in a winding up of the Club, any surplus property of the Club is to be transferred to:
  - (a) another organisation with similar objects and which is not carried on for the profit or gain of its individual Members, or
  - (b) to a charitable institution or object.
- (2) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and

liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

*Note. Section 65 of the Act provides for distribution of surplus property on the winding up of the Club.*

#### **54. Financial year**

The financial year of the Club is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

**APPENDIX 1 - FORM OF APPOINTMENT OF PROXY**  
**(Clause 42 (2))**

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.)