

Phoenix Motorcycle Club of SA Incorporated

(Inc No 5802)

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1 Name, Colours & Badge

- 1.1 The name of the Club shall be **Phoenix Motorcycle Club of SA Incorporated** herein referred to as “the Club”.
- 1.2 The name of the Club shall not be changed except by Special Resolution.
- 1.3 Any name change of the Club shall not become effective until registered by the Office of Consumer and Business Affairs or successor in accordance with the Act.
- 1.4 The Club colours shall be red, black and yellow and shall not be changed unless by Special Resolution.
- 1.5 The Club badge shall be of a design approved by a Special Resolution and shall only be worn or displayed in such manner as approved by the Committee.

2. Definitions & Interpretation

- 2.1 For the purposes of the rules the following terms will have the following meanings:

- **Act** means the *Associations Incorporation Act (1985) (SA)* as amended or any relevant successor act.
- **Chairperson** includes Acting Chairperson appointed in the absence of or at the request of the Chairperson. The Acting Chairperson shall not be considered a member of Executive Committee for quorum or other purposes unless the holder of another Executive Committee position.
- **Club** means Phoenix Motorcycle Club of S. A. Incorporated.
- **Committee** means the group of persons comprising all elected officials of the Club and shall include members of the Executive Committee.
- **Executive Committee** means the group of persons comprising only the Chairperson (but not Acting Chairperson unless by virtue of holding another Executive Committee position), President, Secretary, Treasurer, Public Officer and Competition Secretary. All Executive Committee Officers must be at least 18 years old at the time of election
- **Financial Member** means any member of the Club who has paid all membership fees and other monies due and payable under the rules.
- **Financial Year** means the 12 month period from January 1st to December 31st
- **Officer** means any elected member of the Committee, including the Executive Committee.
- **President** shall mean also Vice-President when undertaking the role of President at the request of or in the absence of the President, however the Vice-President shall not be considered a member of Executive Committee for quorum or other purposes.
- **Privileges of Membership** means any and all rights conferred on a member by membership of the Club, including but not limited to, the rights to stand for or hold office, to participate in any form of the Club decision making processes, to nominate second or vote in any Club election, to be endorsed for any licence, insurance or any other benefit available to Club members through the Club or any other organisation.
- **Public Officer** means the Secretary unless the Committee or Annual General Meeting has appointed a different person to fulfil this function under the Act.
- **Secretary** shall mean also Assistant Secretary when undertaking the role of Secretary at the request of or in the absence of the Secretary, but the Assistant Secretary shall not be considered a member of Executive Committee for quorum or other purposes.
- **Special Resolution** means a special resolution as defined in the Act and requires 21 days written notice be given to all members and at least a three fourths majority of eligible votes for the Special Resolution to be passed.

2.2 Interpretation

- 2.2.1 Capitalisation shall not alter or affect the meaning of any word.
- 2.2.2 Headings and titles of clauses in these rules, whether numbered or not, are indicative only and do not affect the meaning, import and applicability of the underlying text.

3 Rules

- 3.1 Interpretation of the rules shall be the responsibility of the Chairman during meetings of the Club and generally shall be the responsibility of the Committee as described by the rules.
- 3.2 The rules may be altered (including an alteration to the Club’s name, badge or colours) by Special Resolution of the members of the Club. This includes rescission or replacement by substitute rules.
- 3.3 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 3.4 The rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

4. Dispute Resolution

- 4.1 The dispute resolution procedure set out in this rule applies to disputes relating to the Club's interests or activities between -
- (i) a member and another member
 - (ii) a member and the Club
- 4.2 The parties to the dispute must meet (with or without the Patron or some other mutually agreeable independent conciliator) to discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 4.3 If the dispute remains unresolved the Executive Committee may either act on its own initiative or upon the invitation of either or both parties to resolve the dispute in the best interests of the Club and the parties concerned.
- 4.4 In this rule "member" includes any person who was a member at the time the dispute occurred.

5. Objects of the Club

- 5.1 The Club is a non-profit sporting organisation with the objects of
- 5.1.1 Encouraging increased and wider participation in Motorcycle sport at the personal, Club, interclub, state, national and international level as the Club sees fit.
 - 5.1.2 Encouraging the conducting of competitive and non-competitive Motorcycle sport events.
 - 5.1.3 Encouraging forums where members can increase knowledge, performance and skills associated with Motorcycle sport.
 - 5.1.4 Representing members in the management of Motorcycle sport.
 - 5.1.5 Promoting a positive public image for Motorcycle sport and those associated with it.
- 5.2 The Club is not carried on for the purposes of profit or gain for its individual members.
- 5.3 Any social or commercial activities conducted by the Club shall merely be incidental, ancillary or secondary to its prime purpose of encouraging Motorcycle sport.
- 5.4 Surplus funds shall be utilised in the encouragement of Motorcycle sport.

6. Powers of the Club

- 6.1 In pursuit of its objects, and as is consistent with the Act, the Club has the power to:
- 6.1.1 Authorise Competition licences and Officials licences on behalf of members for submission to, and in accordance with the rules of, Motorcycling Australia and Motorcycling Australia (SA) or other Motorcycle sport controlling bodies as may exist from time to time.
 - 6.1.2 Subscribe to, amalgamate with, or affiliate with any other club, association or society whose objects are compatible with those of the Club.
 - 6.1.3 Conduct, promote, support and/or fund Motorcycle sport activities to develop rider and/or officials skill upon such terms and conditions as the Club sees fit.
 - 6.1.4 Conduct, promote, support and fund Motorcycle sport competition upon such terms and conditions as the Club sees fit.
 - 6.1.5 Appoint delegates, representatives and/or spokespersons to other Motorcycle sport bodies, committees or forums.
 - 6.1.6 Publish such newsletters, journals, websites, advertisements, public statements and other materials as support the Club's objects and promote Motorcycle sport.
 - 6.1.7 Conduct such social or commercial activities as are ancillary to and supportive of the Club's prime purpose of encouraging the increased and wider participation in Motorcycle sport.
 - 6.1.8 Make such presentations or prizes as recognise excellence and achievement in Motorcycle sport upon such terms and conditions as the Club sees fit.
 - 6.1.9 Financially or otherwise support the Motorcycle sport careers of members or others deemed as being especially deserving of such support upon such terms and conditions as the Club sees fit.
 - 6.1.10 Charge and collect from members such fees, fines, levies, reimbursements and other monies upon such terms and conditions as the Club sees fit.
 - 6.1.11 Acquire, hold, deal with and dispose of any real or personal property upon such terms and conditions as the Club sees fit (subject to clauses relating to dissolution and the Club's non-profit status).
 - 6.1.12 Operate financial institution accounts upon such terms and conditions as the Club sees fit.
 - 6.1.13 Invest the Club's monies upon such terms and conditions as the Club sees fit.

- 6.1.14 Borrow money upon such terms and conditions as the Club sees fit.
- 6.1.15 Appoint agents to transact any business of the Club upon such terms and conditions as the Club sees fit.
- 6.1.16 Enter into such contracts as are necessary or desirable to support the objects of the Club upon such terms and conditions as the Club sees fit.
- 6.1.17 Sue or be sued within the provisions of the Act.

7. Governance of the Club & Public Officer

- 7.1 The affairs of the Club shall be managed and controlled by the Committee which in addition to any powers and authorities conferred by the rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or the rules required to be done by the Club in General Meeting or by Special Resolution.
- 7.2 The Secretary shall be the Public Officer of the Club unless the Committee or Annual General Meeting resolves to appoint a different person.
- 7.3 The Public Officer's name and residential address shall be registered with the Office of Consumer and Business Affairs within 1 month of any change of Public Officer or any change of residential address as required under the Act.

8. The Common Seal

- 8.1 The Club shall have a Common Seal upon which its corporate name shall appear in legible characters. The Public Officer shall have charge of the Club's Common Seal.
- 8.2 The Common Seal shall not be used without the express authorisation of the Executive Committee, and every use of the Common Seal shall be recorded in the minute book of the Club.
- 8.3 The affixing of the Common Seal shall be witnessed by the Public Officer and one of the Secretary, President or Treasurer.

9. Control of Funds and Property of Club

- 9.1 All real and personal property of the Club shall vest in the Club in its corporate name as is provided by provisions of the Act.
- 9.2 The Committee has the management and control of the funds and other property of the Club.
- 9.3 The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or reimbursement of expenses incurred on behalf of the Club.

10. Dissolution of the Club & Distribution of Assets

- 10.1 The Club may be wound up by Special Resolution and in the manner provided for in the Act.
- 10.2 If after the winding up of the Club there remain surplus assets after the discharge of all just debts and liabilities, such surplus assets shall be distributed either to
 - 10.2.1 an organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members or alternatively
 - 10.2.2 the Club may determine to distribute surplus assets to nominated charities.
- 10.3 Such organisation or organisations shall be identified and distribution determined by a Special Resolution of members in Special General Meeting or Annual General Meeting.

11. Liability of Members

- 11.1 The Liability of members and Officers in the exercise of the activities of the club is as provided for under the Act.
- 11.2 The Committee and members shall be indemnified by the Club against all actions, costs, losses, and expenses which are incurred in the discharge of their duty relating to the affairs of the Club and within the scope of their authority except those claims brought about through their own dishonesty or culpable negligence. Such indemnity does not apply to damage, injury or other loss whilst involved in Motorcycle sport as a competitor or participant whether promoted by the Club or not.

12. Financial Reporting

- 12.1 The financial year of the Club shall be the 12 month period commencing January 1st and ending on the next December 31st.
- 12.2 The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act and the *Income Tax Assessment Act 1997* (Cth) as amended or replaced.

- 12.3 The accounts, together with any auditor's report on the accounts, shall be reported on by the Treasurer or Public Officer at the Annual General Meeting and at such other Club meetings as may be required.
- 12.4 The Committee has the power to appoint an auditor as required under the Act and otherwise as it sees fit.
- 12.5 Should the Club become a "Prescribed Association" in terms of the Act, then the Club shall keep accounts, report to members, lodge annual returns and appoint an auditor in full compliance with the Act.

13 Categories of Membership

- 13.1 Membership of the Club shall be open to all persons with an expressed interest in supporting the objects of the Club. The Club shall offer the following categories of membership:
- 13.1.1 Temporary membership, allowing full participation in specific Club events under such terms and conditions as the Committee sees fit.
- 13.1.2 Provisional membership, in the initial period between application and the decision on acceptance (or non-acceptance) into Full or Associate membership.
- 13.1.3 Full membership, follows acceptance of a Provisional member according to the rules.
- 13.1.4 Associate membership, as part of a Family membership in conjunction with a Full or Life membership in accordance with the rules.
- 13.1.4.1 Junior Associate membership, is the only financial membership available to under fifteen year olds apart from temporary membership. Junior Associate membership is only available as a part of a Family Membership where a parent or guardian of the Junior Associate becomes and remains a full member.
- 13.1.5 Family membership, equivalent to a joint membership of a Full or Life Membership and individual Associate Memberships from individually nominated family or household members of the relevant Full or Life member.
- 13.1.6 Life membership may be granted subject to the rules to members who have rendered the Club meritorious service.
- 13.1.7 Honorary membership may be granted subject to these rules to persons who have rendered meritorious service to Motorcycle sport.

14 Membership Status

- 14.1 Financial member means any member of the Club who has paid all membership fees and other monies due and payable under the rules.
- It includes Life Members until death or revocation of Life membership.
 - It includes Temporary Members only for the specific duration of their membership.
 - It excludes suspended and expelled members.
 - It excludes Honorary members.
- 14.2 Unfinancial member means any member who has not resigned and whose membership fees or other monies due under the rules remain unpaid for up to 60 days after becoming due.
- 14.2.1 Unfinancial members may have their membership reinstated by payment of all monies due and payable under the rules.
- 14.2.2 Unfinancial members are excluded from all benefits and privileges of Club membership.
- 14.3 Lapsed member means any member who has not formally resigned and whose fees or other monies due under the rules remain unpaid from between 60 days and up to 1 year after falling due.
- 14.3.1 Lapsed members may be reinstated upon paying of all monies owing and acceptance by a majority of members voting at a subsequent General Meeting.
- 14.3.2 Lapsed members are excluded from all benefits and privileges of Club membership.
- 14.4 Resigned members are those members who have formally resigned from the Club as per the rules, including Life or Honorary members who relinquish their membership in writing and Lapsed members who do not apply for continuation of Full or Associate membership within 12 months of ceasing to be a financial member.
- 14.4.1 Resigned members are excluded from all benefits and privileges of Club membership.
- 14.4.2 Resigned members may only rejoin the Club with the approval of a General Meeting as for new Provisional members.
- 14.4.3 Rejoined resigned members are deemed to not have continuity of Club membership over the intervening period.
- 14.5 Suspended members forfeit all privileges of Club membership, but remain liable for all membership fees and other charges falling due during the period of suspension.
- 14.6 Expelled members may only be readmitted to Club membership by Special Resolution conducted by secret ballot and after a minimum of one clear full financial year has passed since the expulsion took effect.

15 Membership Application and Privileges

- 15.1 Temporary members shall be immediately accepted into Financial membership of the Club upon payment of the required fee and the completion of a membership application form.
- 15.1.1 Temporary membership shall cease at the end of the day after the Club event for which Temporary membership was granted.
- 15.1.2 Temporary members shall not participate in any Club meeting vote, Special Resolution, Annual General Meeting nor shall Temporary members be eligible to hold office.
- 15.1.3 Temporary members are entitled to all other benefits of membership, including the right to participate in the relevant Club event under the same terms and conditions as Financial Full members of the Club.
- 15.2 Provisional members shall be required to pay the required fee and complete a membership application form.
- 15.2.1 Upon receipt of the appropriate fee and form, the applicant shall be deemed to be a Provisional Member and shall be eligible to partake in privileges of Club membership with the exception of Club meeting votes, Special Resolutions, Annual General Meetings and the holding of office.
- 15.2.2 At a subsequent General Meeting the Provisional member's name shall be proposed for acceptance into either Full or Associate Membership.
- 15.2.3 If the Secretary receives no written objections to acceptance of the Provisional member into Full or Associate membership within 14 days, Full or Associate Membership shall be granted as of that date.
- 15.2.4 If the Secretary does receive written objection signed by at least two financial members within 14 days of the proposal at a General Meeting, then the question of acceptance into Full or Associate Membership shall be determined by a three quarters majority of those voting in a secret ballot at the next General Meeting. The names of the objectors shall not be revealed to the meeting.
- 15.2.5 The Secretary shall notify the Provisional member in question of the outcome in writing within 14 days.
- 15.2.6 If Full or Associate membership has been declined the Provisional membership shall lapse as of the date of the meeting which determined the outcome.
- 15.3 Associate Membership for members over eighteen years old entitles the member to participate in all club activities and benefits and privileges on an equal footing with the Full Member. The Full and Associate joint membership shall be known as Family Membership.
- 15.3.1 Junior Associate Members are ineligible to stand for election to a position on the Committee including Executive Committee.
- 15.3.2 Junior Associate members are eligible to present reports, accumulate competition points and to participate in meeting discussions, and activities organised by the Club.
- 15.4 Life Members may be accepted by Special Resolution at a Special General Meeting or an Annual General Meeting.
- 15.4.1 Members who have rendered the club at least 10 years meritorious service are eligible for nomination as Life Members.
- 15.4.2 For the purposes of consideration of "meritorious service" in clause 15.4.1, the meeting shall have regard for factors such as below,
- Continuity and length of active and loyal membership
 - Ethical and sporting conduct reflecting well on the person and the Club
 - Being known as a Club person and an influence for good with in the sport
 - Service in the name of the Club as mentor, advocate and member support over a lengthy period
 - Selfless service to motorcycle sport through Club sponsored activities and events
 - Advocacy for and representation of the Club in the motorcycling community
 - Length of history of support of Club activities and functions at the organising level
 - Length and excellence in performance of Club committee roles
 - Service in promoting the objects of the club
 - Proactive development of initiatives to the benefit of the Club
 - Other relevant factors which reflect a history of selfless, active service to the Club above and beyond the merely functionary or self promoting
- 15.4.3 Life member nominations may only be made and seconded by financial members of the Club of 12 months standing. Duly signed, written nominations must be submitted to the Secretary as a Special Resolution, six weeks before the Special or Annual General Meeting at which the nomination is to be considered.

- 15.4.4 Life Members are required to pay no annual membership fee and are considered to be Financial Members as long as all other fees and charges due and payable under these rules have been paid.
- 15.4.5 Life Members are eligible to participate in all of the privileges of Club membership on an equal footing with financial Full Members.
- 15.5 The Club may by Special Resolution, elect as an Honorary Member any person distinguished in promoting the cause of motorcycle sport, or who has rendered conspicuous service to the Club
- 15.5.1 Such Honorary members shall have no voice or vote at any Club meeting, nor shall Honorary members be eligible to hold any Office apart from that of Patron or Public Officer.
- 15.5.2 Such membership may be cancelled at any time by the Committee.

16 Resignation from Membership

- 16.1 Any category of member may resign from the Club by written notice to the Secretary.
- 16.2 Such resignation shall be read out at the subsequent General Meeting and take effect 14 days hence.
- 16.3 Any member so resigning shall be liable for any outstanding membership fees and other debts due to the Club which accrued during the period of membership. Such monies may be recovered as a debt due to the Club.
- 16.4 A member under suspension may resign from the Club as prescribed by these rules, but may not reapply for membership until after the expiry of the period of suspension.
- 16.5 Any member whose membership fees are more than 1 year overdue shall be deemed to have resigned.
- 16.6 Unfinancial, Lapsed, Resigned, suspended and expelled members shall forfeit all privileges of Club membership.

17 Suspension & Expulsion of a Member

- 17.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may, subject to proviso herein contained, be empowered by a three quarters majority of the members present and voting to suspend or expel any member of the Club for any:
 - breach of the rules of the Club, or
 - misconduct unworthy of a Club member , or
 - misapplication of the funds of the Club, or
 - non-compliance with, or disobedience of, any order contained in any resolution of the Committee or the Club, or
 - conduct or actions contrary to the interests and objects of the Club,
- 17.2 Particulars of the charge shall be communicated to the member at least 14 days before the meeting of the Committee at which the matter will be determined.
- 17.3 The member has the right to make personal or written explanation to the meeting of the Committee before the Committee makes its determination.
- 17.4 The determination of the Committee shall be communicated to the member.
- 17.5 In the event of a determination to expel the member, the member shall cease to be a member of immediate effect.
- 17.6 In the event of a determination to suspend a member, the suspension shall take effect as of the date of the determination and extend to such future date as the Committee sees fit. The suspension period may extend beyond the current financial year into a subsequent year.
- 17.7 Providing all membership fees, and other monies due by the member to the Club have been paid, a suspended member's previous membership shall automatically be re-instated effective as of the day after the expiry date of the suspension period.
- 17.8 It shall be open to the member to appeal to the Club in General Meeting against the expulsion or suspension. The intention to appeal shall be communicated to the Secretary of the Club in writing within 14 days of the determination of the Committee having been communicated to the member.
- 17.9 In the event of an appeal the appellant has the right to be heard by the members of the Club and the appellant's membership of the Club shall not be terminated or suspended unless the determination of the Committee to expel or suspend the member is upheld by a three quarters majority of the members of the Club voting in General Meeting. In such event membership will be terminated or suspended at the date of the General Meeting at which the determination of the Committee is upheld.

18. Register of Members & Service of Notice

- 18.1 A register of members shall be kept and shall contain
 - The name, address and any other contact details of the member.

- The date on which the member was admitted to club membership.
- The category of club membership.
- If applicable, the dates and reasons for resignation, expulsion or suspension of membership.

18.2 A notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid envelope addressed to such member at their last registered place of address appearing in the records of the Club.

19 Annual Membership Fees

19.1 Annual membership fees for the following Club financial year shall be set at the Annual General Meeting.

19.2 Associate membership fees are set at a rate less than the Full Member rate and are payable for each and every Associate member in a Family membership.

19.3 Temporary Membership fees shall be set by the Committee.

19.4 The annual membership fee for Life members is zero.

19.5 The annual membership fee for Honorary members is zero.

19.6 Full and Associate Membership expire annually on the anniversary date of current full or associate membership and payment of membership fees for the subsequent year are immediately due and payable unless the membership has previously been terminated under the rules.

19.7 No refund of membership fees for the unexpired portion of the Club financial year shall be made to members who resign, are expelled or under suspension.

19.8 Membership fees are due and payable during any period of suspension of membership under the rules.

19.9 Provisional members whose application for Full or Associate membership is declined under the rules are entitled to a full refund of membership fees paid with respect to that Provisional membership.

20 The Powers of The Committee

20.1 The Committee shall, subject to any direction of the members given at a Meeting of the Club, have the following powers:

- To demand and collect all subscriptions, dues and amounts payable by members to the Club.
- To incur all necessary expenses for the proper upkeep and business of the Club and pay all sums so incurred.
- To submit matters as may seem proper and of sufficient importance to the members of the Club for decision by ballot either at General Meeting or as a Special Resolution as the Committee sees fit.
- To interpret the meaning of the rules and any other matter relating to the affairs of the Club on which the rules are silent. The Committee shall, in so doing, always have regard for the principles of fairness, natural justice and the objects of the Club.
- To establish such sub-committees and the rules for the conduct thereof, as it may see fit.
- To suspend or expel members under the rules.
- To remove Officers under the rules.
- To discipline members for breaches of the rules, by laws or racing rules and impose such suspension, expulsion, fines and/or penalties as it sees fit, subject to appeal by the member to a General Meeting of the Club as per the rules.
- To convene General Meetings, Annual General Meetings and Special General Meetings of the Club.

20.2 All acts of the Committee shall have full force and effect and be of full validity unless such acts shall be overruled at the next ensuing General Meeting of the Club, or as by these rules otherwise provided.

20.3 The Executive Committee shall be empowered to make whatever decisions are necessary between meetings of the Club or Committee or when the calling of a meeting is not practical. Such decisions are subject to ratification by the next meeting of the Club or Committee.

20.4 Persons authorised to co-sign cheques on behalf of the Club shall be the Treasurer and such other persons who are appointed from the Executive Committee.

21 Composition of the Committee

21.1 The Committee shall be comprised of the persons holding the following positions:

- Chairperson
- President
- Secretary
- Public Officer
- Treasurer
- Competition Secretary
- Vice President
- Assistant Secretary
- Social Secretary
- Publicity Officer
- Patron
- Club delegates to Motorcycling Australia (SA) committees
- and such Assistant Committee Members without portfolio as may be required.

21.2 An Executive Committee member shall be a natural person of at least 18 years of age at the time of election to the Committee. All Committee members shall be natural persons.

21.3 The Executive Committee is a subset of the Committee comprised of the persons holding the following positions:

- Chairperson
- President
- Secretary
- Public Officer
- Treasurer
- Competition Secretary

21.4 No member of the Executive Committee, except for the Public Officer and the Chairperson, may concurrently hold more than one position on the Executive Committee. Should an executive committee position either not be filled at an AGM or otherwise becomes vacant, the functions of the role/s may be performed in a manner as determined by the executive committee until the role/s can be filled in an ongoing basis.

21.5 The Public Officer and the Chairman may hold one other position on Executive Committee.

22 Election of the Committee

22.1 At each Annual General Meeting an interim Chairperson who is not a candidate for election shall be elected to conduct the meeting during the process of election of Committee members.

22.2 Then all Committee positions shall be declared vacant and an election held for all Committee positions.

22.3 With the exception of members under suspension or expulsion on the day on the election (and, in the case of Executive Committee positions, members under the age of 18 years), all financial Full, Associate and Life Members including retiring Committee members who have been financial members of the Club for at least three months are eligible to stand for election.

22.4 With the exception of members under suspension or expulsion on the day on the election, all financial Full, Associate and Life Members including retiring committee members are eligible to nominate candidates and to second nominations for candidates for election.

22.5 Duly signed and seconded nominations may either be submitted to the Secretary in writing before the meeting or may be made and seconded verbally from the floor of the meeting. Candidates may self-nominate but still require a seconder. Candidates need not be in attendance at the meeting. Candidates must be agreeable to nomination.

22.6 In the event that there are more nominations than the required number for the particular office, the election shall be conducted by ballot. Any member present may call for a secret ballot. The interim Chairperson of the Annual General Meeting shall act in capacity of Returning Officer and shall appoint two scrutineers for each ballot. Candidates are allowed a vote consistent with their membership status, but must be in attendance at the meeting to exercise their vote.

- 22.7 The candidate receiving the greatest number of votes will be deemed to be elected. In the event of an equal number of votes being cast for two or more candidates, the Returning Officer shall determine the result by casting lots.
- 22.8 Upon completion of the election of the new Committee, the newly elected Committee members shall assume their new roles for the remainder of the Annual General Meeting and until the first of the following events
- the positions are declared vacant at the next Annual General Meeting, or
 - becoming disqualified under the Act or the rules, or
 - resignation under the rules.
- 23 Disqualification of Committee Members**
- 23.1 Committee members become disqualified from holding office upon
- Financial Club membership ceasing for whatever reason or
 - being suspended or expelled under the rules
 - becoming unable to fulfil the duties of Committee member by being permanently incapacitated through ill-health or
 - becoming ineligible to serve as a Committee member under the Act
 - being found to be inefficient or negligent in the discharge of Committee duties as provided for under the rules.
 - failure to meet the requirements for meeting attendance under the rules.
- 23.2 Should it appear to the Committee that any Officer is inefficient or negligent in performing their duties the committee may, by a three quarters majority of those present and voting, declare such office vacant.
- 23.2.1 Any Officer so removed may within 14 days of such declaration demand a ballot on the question of their removal from office at a General Meeting of members.
- 23.2.2 Notice of the intention to take such a ballot shall be given by the Chairperson at the next General Meeting with the taking of the ballot by secret ballot at the next General Meeting following such notice. A three quarters majority of members voting shall determine the matter.
- 23.2.3 Any Officer so removed shall be ineligible to stand for election to any office whatsoever during the currency of the original term of office in which they were removed.
- 23.3 Provided always that where leave of absence has been granted by the Committee the foregoing provisions do not apply, resignations from office shall be deemed to have been received and accepted in any of the following instances. Failure on the part of
- 23.3.1 Any member of the Committee to attend three consecutive meetings of the Committee
- 23.3.2 Any member of the Executive Committee to attend three consecutive meetings of the Club
- 23.3.3 The Competition Secretary to attend any two competition events
- 24 Filling Casual Vacancies on Committee**
- 24.1 The Committee shall have the power to fill any vacancy which may occur either on the Committee or in any other office of the Club.
- 24.2 Such appointments are subject to ratification by members at the next General Meeting.
- 24.3 Any member appointed to fill such vacancy shall hold office for the remainder of the original term of office.
- 25 Responsibilities of Officers**
- 25.1 All Committee members shall use their best endeavours to assist the other Committee members and other Club members to work co-operatively and effectively toward the advancing of the Club's objects.
- 25.1.1 All officers shall keep safe all documents and records relating to their elected position and
- 25.1.2 If not re-elected, at the expiration of their term of office, all Officers shall promptly hand all such documents and records in good order over to their successor or to the Secretary.
- 25.2 The duties and responsibilities of the Chairperson are to:
- Preside at all meetings of the Club and of the Committee with the exception of that section of the Annual General Meeting when an interim Chairperson is appointed to conduct the elections for the next year's Committee members.
 - Preserve good order so that the business of the meeting may be properly conducted.
 - Ensure that the minutes of the previous meeting are read and confirmed

- 25.2.1 If the Chairperson is not in attendance at any meeting of the Club, then the Committee shall appoint an acting Chairperson to fulfil the duties of the Chairperson for that particular meeting.
- 25.3 The duties and responsibilities of the President are to
- Take an active and exemplary leadership role within the Club.
 - Exercise oversight and coordination of Club activities.
- 25.4 The duties and responsibilities of the Vice-President are to
- Assist the President in the oversight and coordination of Club activities.
 - Deputise for the President in the absence of or at the request of the President.
- 25.5 The duties and responsibilities of the Secretary are to
- Perform the function of Public Officer under the Act unless this function has been assigned to a different person by the Committee or the Annual General Meeting.
 - Receive incoming, and manage outgoing correspondence on behalf of the Club, referring matters to the appropriate officer or meeting for action.
 - Maintain a register of Club members as required under the rules.
 - Communicate with members and other persons or organisations on behalf of the Club.
 - Keep safe and maintain Club records and archives including, but not limited to, minutes of meetings, membership records, property register and all archived records not required by other officers for their current duties.
 - Record, or cause to be recorded, the minutes of all properly convened meetings of the Club and submit, or cause to be submitted, the same to the next meeting for confirmation.
 - Assist the Treasurer with the collection of membership fees and other monies as required.
 - Account for and pass on any monies collected on behalf of the Club to the Treasurer within 14 days of collection.
 - Issue such notices as may be required.
 - Convene meetings of the Club.
 - Submit such notifications as are required under the Act.
- 25.6 The duties and responsibilities of the Treasurer are to
- To act at all times with honesty, due care and diligence
 - To establish sound systems and internal controls for the handling of the Club's finances.
 - Ensure appropriate records, data and audit trails are maintained
 - Issue accounts on behalf of the Club.
 - Receive, receipt and account for monies on behalf of the Club
 - Receive and pay accounts on behalf of the Club.
 - Co-sign cheques on behalf of the Club along with at least one co-signatory from the Executive Committee.
 - Operate such financial institution accounts and investments in the name of the Club as are necessary for the management of the Club's affairs.
 - Keep such financial records as are required under the Act, for the purposes of the Australian Taxation Office, for auditing purposes and for reporting to the Club as are necessary.
 - Submit returns as are required by the Australian Taxation Office.
 - Submit the Club financial records for auditing as required by the Committee.
 - Present an annual financial report to the Annual General Meeting.
 - Present interim financial reports at General Meetings as required.
 - Liaise with the Secretary to ensure membership records are maintained.
 - Liaise with Competition Secretary, Social Secretary and other such officers responsible for the conducting of activities on behalf of the Club to ensure appropriate accounting standards are maintained and that all expenditure is appropriate and approved where necessary.
 - In conjunction with the Committee, establish policies and procedures for expenditure on behalf of the Club, but in any case expenditure in excess of \$200 shall be approved by the Committee before it may be incurred in the name of the Club.
- 25.7 The duties and responsibilities of the Public Officer are to

- Lodge such forms, returns and payments as are required under the Act.
 - Register the name and current residential address of the Public Officer as required under the Act.
- 25.7.1 The Public Officer shall be the Secretary unless the Committee or an Annual General Meeting appoints a different person.
- 25.8 The duties and responsibilities of the Competition Secretary are to
- Coordinate the conducting of competitions and track events promoted by the Club.
 - Apply for such permits, insurances and track hire as are necessary for the conducting of competitions and track events.
 - Accept or reject entries to Club promoted track activities as appropriate.
 - Establish and modify as necessary, the scheduled programme at Club promoted track activities.
 - Assign or re-assign duties to such competent and suitable persons as make themselves available for assistance at Club promoted track activities.
 - Liaise with the Treasurer, Publicity Officer, Secretary and such other Officers as may be involved in conducting Club promoted track events.
 - Make reports and recommendations relating to the conducting of Club promoted track events.
 - Maintain a register of current riders and issue, or cause to be issued, Supplementary Regulations and/or notifications as are appropriate.
- 25.9 The duties and responsibilities of the Assistant Secretary are to
- Assist the Secretary as requested.
 - Record minutes of all properly convened meetings of the Club and to submit the same to the next meeting for confirmation.
 - Act as Secretary in the absence of or at the request of the Secretary.
- 25.10 The duties and responsibilities of Social Secretary are to
- Organise such social activities as are ancillary to the Club's objects.
 - Liaise with the Treasurer, Publicity Officer, Secretary and other Officers as are involved in the running of such events.
- 25.11 The duties and responsibilities of the Publicity Officer are to
- Liaise with Competition Secretary, Social Secretary, Secretary, Treasurer and other Officers for the promotion and publicity of Club activities.
 - Publish, or cause to be published, such newsletters or journals as the Club sees fit in whatever medium the Club sees fit.
 - Maintain, or cause to be maintained, the Club website as the Club sees fit.
 - Liaise with the Secretary and Public Officer before issuing public statements on behalf of the Club.
- 25.12 Assistant Committee Members without portfolio are elected to assist other Committee members with the conducting of Club activities.
- 25.13 The Patron shall be a person of considerable motorcycle sport experience who is well respected by the Club members.
- 25.13.1 The Patron shall provide such wise counsel as may be thought necessary from time to time.
- 25.13.2 The Patron is not a member of the Committee but is entitled to attend and speak at any meeting of the Committee or the Club.
- 25.13.3 The Patron may be called upon to facilitate dispute resolution.
- 25.13.4 The Patron need not be a member of the Club.
- 25.14 Delegates to Motorcycling Australia (SA) committees shall
- Regularly attend meetings of the appropriate committee or arrange for proxy representation if allowable.
 - Regularly report to meetings of the Club and Committee on the business of the particular committee.
 - When directed by resolution of a meeting of the Committee or the Club, faithfully represent the Club's views and vote in accord with the Club's policy on the matter.

26 Principles of Meeting Procedure for Club Meetings

- 26.1 A quorum of any General Meeting or Special General Meeting or Annual General Meeting of the Club shall be constituted by eight (8) eligible financial members of who at least two must be members of the executive committee, all being present in person at such meeting.
- 26.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.
- 26.3 General Meeting agenda items from a General Meeting adjourned for want of a quorum shall be given priority on the agenda of the next General Meeting.
- 26.4 In the case of a Special General Meeting, Annual General Meeting or Committee Meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place.
- 26.5 If after two such adjournments a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum and any decision of that meeting shall be as binding as if a quorum had been present.
- 26.6 In the case of meetings not being quorate, the Committee shall deal with relevant matters requiring urgent attention in the mean time subject to ratification.
- 26.7 The Chairperson shall preside as Chairperson at all meetings of the Club and the Committee with the exception of
- where an interim Chairperson is required for the election of Officers at an Annual General Meeting of the Club and
 - where the Chairperson is not present within five minutes after the time appointed for holding the meeting, or is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own number to be the Chairperson of that meeting.
- 26.8 Subject to the rules, every eligible member of the Club has only one vote at a meeting of the Club except for the Chairperson who shall have a deliberative vote and a casting vote in the case of a tied vote.
- 26.9 Subject to the rules, a question of an ordinary resolution for decision at a General Meeting, other than a Special Resolution or resolution provided for elsewhere in the rules, must be determined by a simple majority of members who vote in person.
- 26.10 No proxy or postal votes are allowed for any meeting of the Club.
- 26.11 Abstentions to a vote shall be recorded, but abstentions shall not count as a vote for the purpose of determining a majority whether it be a simple majority or otherwise as required.
- 26.12 Any member at a meeting may call for a vote to be conducted by secret ballot and such request shall be granted by the Chairperson.
- 26.13 No member shall be allowed to vote who was not present when the question was first put by the Chairperson at the meeting.
- 26.14 Except in the case of a secret ballot, any three members rising may demand a division. When tellers have first been appointed to count the division the Chairperson shall take the vote by asking the "ayes" to go to the right and the "nos" to the left of the Chair.
- 26.15 Every eligible financial Full, Associate and Life Member present during a division must vote, or their vote will be counted on the side on which they are sitting at the time of the counting of the division.
- 26.16 Matters for discussion at any General Meeting of the Club may be either submitted in writing to the Secretary prior to the meeting, raised as a motion or matter on notice at a previous meeting or be raised from the floor of a General Meeting. The Chairperson shall determine whether matters raised without notice at a General Meeting shall be deferred to a subsequent meeting.
- 26.17 The Chairperson, whilst complying with generally accepted meeting procedure and the rules, shall be guided also by the principles of fairness and natural justice in the efficient, orderly and effective conduct of all meeting deliberations, and consequently shall not allow form to unreasonably over-ride the interests of substance.
- 26.18 In controlling meetings of the Club, the Chairperson shall exercise due regard for the properly adopted policies, procedures, standing orders and by laws of the Club.
- 26.19 The decision of the Chairperson, subject only to a successful motion of dissent from the Chairperson's ruling, shall be final.
- 26.20 The rules contained in the current edition of *Robert's Rules of Order Newly Revised*¹ shall govern the Club in all cases to which they are applicable and in which cases they are not inconsistent with the rules or the Act.
- 26.21 Proper minutes of the proceedings of all meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 26.22 The minutes kept pursuant to the rules must be confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting.

- 26.23 The minutes kept pursuant to the rules shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- 26.24 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- 26.25 A Special Resolution is a special resolution as defined in the Act and, subject to the rules, may only be considered at a Special General Meeting called for that purpose or at the Annual General Meeting.
- 26.26 Special Resolutions require that at least 21 days notice be given to all financial members of the Club of the purpose, date, venue and time of the meeting at which it is to be considered and requires a three quarters majority of members voting in person to be passed.
- 26.27 Subject to the rules, only a Special Resolution can
- Alter the rules of the Club
 - Change the name of the Club
 - Change the design of the Club badge
 - Change the Club colours
 - Wind up the Club
 - Authorise amalgamation with another association
 - Distribute the assets of the Club upon winding up
 - Elect Life Members
 - Elect Honorary Members
 - Re-admit previously expelled members
- 26.28 An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.
- 26.29 Subject to the rules, votes as to
- the acceptance of a Provisional Member into Full or Associate Membership and
 - for the expulsion or suspension of a member and
 - for the disqualification of an elected Officer and
 - for the election of Honorary and Life Members and
 - for re-admission of an expelled member
- shall be by secret ballot and shall require a three quarters majority for the motion to be passed.
- 27 Proceedings of General Meetings of the Club**
- 27.1 The Secretary shall convene regular General Meetings of the Club and other such General Meetings as the Committee requires.
- 27.2 The business at General Meetings of the Club shall unless otherwise determined by the meeting, in accordance with the rules, be conducted in the following order:
- (a) Reading of the minutes of the previous meeting, and their confirmation or otherwise.
 - (b) Finance Reports and their adoption or otherwise.
 - (c) Committee & Officer Reports and their adoption or otherwise.
 - (d) Reading, reception, and consideration of General Correspondence.
 - (e) New Members.
 - (f) Adjourned Business.
 - (g) Motions on Notice
 - (h) Notices of Motion.
 - (i) General Business.
 - (j) Next Meeting date
- 27.3 A General Meeting may be held consecutively, but not concurrently with a Special General Meeting or an Annual General Meeting.

27.4 If a General Meeting is held before either a Special General Meeting or an Annual General Meeting, then the General Meeting will have to be completed or adjourned before the other meeting or meetings may be conducted.

27.5 As provided elsewhere, if within 30 minutes after the time appointed for the General Meeting, a quorum of members is not present, the General Meeting shall stand adjourned and its business shall be given priority at the next General Meeting.

28 Proceedings of Annual General Meetings of the Club

28.1 The last scheduled General Meeting in the month of February in each year shall be the Annual General Meeting. If no General Meeting was scheduled for February, then the Secretary shall convene an Annual General Meeting during the month of February and notify members of the date, time and venue.

28.2 Motions on Notice requiring an ordinary resolution at an Annual General Meeting must be in writing and received by the Secretary 14 days before the meeting.

28.3 A quorum for an Annual General Meeting shall be as determined by rule 26.1 as amended from time to time.

28.4 As provided elsewhere in the rules, if within 30 minutes after the time appointed for the meeting a quorum of members is not present, the Annual General Meeting shall stand adjourned to the same day in the next week at the same time and place and if after two such adjournments a quorum is not present within 30 minutes of the time appointed for the Annual General Meeting the members present shall form a quorum and any decision of that meeting shall be as binding as if a quorum had been present.

28.5 The business of the Annual General Meeting shall be conducted in the following order

(a) Recording of apologies

(b) Reading of the minutes of the previous Annual General Meeting, and their confirmation or otherwise.

(c) Executive Committee and Officer Report/s

(d) Finance Reports and their adoption or otherwise.

(e) Special Resolutions on Notice.

(f) Ordinary Resolutions on Notice

(g) Appointment of interim Chairperson

(h) Election of Officers after declaring all positions vacant

The new Chairperson then assumes the chair for the remainder of the meeting

(i) General Business.

29 Proceedings of Special General Meetings

29.1 Special General Meetings shall only consider such business requiring Ordinary Resolutions and/or Special Resolutions for which they were called, notwithstanding that there may be more than one item of business at a Special General Meeting if in the opinion of the Secretary it is expedient to consider the items at the same meeting.

29.2 A quorum for a Special General Meeting shall be as determined by rule 26.1 as amended from time to time.”.

29.3 As provided elsewhere in the rules, if within 30 minutes after the time appointed for the Special General Meeting a quorum of members is not present, a Special general Meeting convened upon the requisition of members shall lapse.

29.4 In any other case, the Special General Meeting shall stand adjourned to the same day in the next week at the same time and place and if after two such adjournments a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum and those members who are in attendance shall constitute a quorum and any decision of that meeting shall be as binding as if a quorum had been present.

29.5 Special General Meetings shall be called by the Secretary at the request of either

· the Committee or

· any member of the Executive Committee or

· upon receiving written requisition of 10 members.

29.6 Upon a requisition in writing of not less than ten members of the Club, the Secretary shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition. If the purpose requires a Special Resolution, the Secretary must convene the meeting within 6 weeks of receiving the requisition to allow sufficient notice period for a Special Resolution.

29.7 Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting. In the case of an emailed requisition, specifying the names and email or phone contact details of the requisitioners will be accepted as signatures.

29.8 If a Special General Meeting is not convened within the time frame as required above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Secretary, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

30 Proceedings of the Committee

30.1 The Committee shall meet on any such occasion as may be deemed necessary. Whenever practicable, 14 days notice of such meeting shall be given to each member of the Committee.

30.2 Any member of the Executive Committee may convene a meeting of the Committee at any time.

30.3 A quorum of the Committee shall consist of five members of the Committee which must include at least two members of the Executive Committee.

30.4 As provided elsewhere in the rules, if within 30 minutes after the time appointed for the Committee Meeting a quorum of Committee members is not present, the Committee Meeting shall stand adjourned to the same day in the next week at the same time and place and if after two such adjournments a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum and any decision of that meeting shall be as binding as if a quorum had been present.

30.5 Questions arising at any meeting of the Committee shall be decided by a simple majority of votes cast, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

30.6 Each Committee member voting shall only have one deliberative vote even if that person holds two positions as allowed by the rules.

30.7 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next General Meeting of the Club.

30.8 Records of decisions and deliberations of Committee meetings shall be kept and reported to the next General Meeting of the Club.

¹ Robert H M & Evans W J, (1990), *Robert's Rules of Order Newly Revised 1990 edition*, Scott Foresman & Co, Illinois

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