



Club Constitution

Associations Incorporation Act 2015 (WA) (Act)

July 2026

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ASSOCIATIONS INCORPORATION ACT 1987 (WA)

CONSTITUTION

1 NAME OF CLUB

The name of the Club is the **OFFROAD RIDING CLUB OF WA** (Incorporated).

2 DEFINITIONS AND INTERPRETATION

Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1987 (WA)*.

Committee means the body managing the Club and consisting of the Executives.

Constitution means this Constitution of the Club.

Executive means a Member of the Committee who is elected to their role and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

Annual General or Special General Meeting means the annual or any special general meeting open to all members of the Club.

Committee Meeting means a meeting open to all elected and appointed committee members.

Individual Member means a registered, financial Member of the Club.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in Western Australia.

Life Member means an Individual appointed as a Life Member of the Club under clause 5.

Local area means the geographical area for which the Club is responsible.

Member means a Member of the Club for the time being.

Objects means the Objectives of the Club.

Register means a register of Members kept and maintained.

Seal means the common seal of the Club (if any).

Secretary means the person appointed to be the Secretary of the Club and where the Act requires the Club to appoint a public officer the Secretary shall be the public officer and shall be obliged to carry out the functions of the public officer.

Special Resolution means a Special Resolution defined in the Act.

Interpretation

In this constitution a reference to a function includes a reference to a power, authority and duty; a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty; words importing the singular include the plural and vice versa; words importing any gender include the other genders; references to persons include corporations and bodies politic; references to a person include the legal personal representatives, successors and permitted assigns of that person; a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Any model rules created under the Act are expressly displaced by this Constitution.

3 OBJECTIVES OF THE CLUB

The Objectives of the Club are:

To conduct, encourage, promote, advance and administer the sport of Motorcycling throughout the state of WA.

Act at all times, on behalf of and in the interest of the Members and Motorcycling in the state of WA.

Advance the operations and activities of the Club throughout the state of WA.

Have regard to the public interest in its operations.

Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives.

The property and income of the Club shall be applied solely towards the promotion of the objectives of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly to members of the Club, except in good faith in the promotion of those objects or purposes.

4 POWERS OF THE CLUB

Solely for furthering the Objectives the Club has, in addition to the rights, powers and privileges conferred on it under section 13 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5 MEMBERS

Members

The Members of the Club shall consist of:

Life Members, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;

Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;

Life Members

Any natural person who has rendered distinguished service to the Club can be nominated for Life Membership. Nominations should be made on the prescribed Life Membership form.

The nominated person must have been a Club Member or actively volunteered and made a significant contribution to the Club for a minimum period of ten (10) years. The nominee must have either held a Committee Position within the Club for a minimum period of two (2) years, or, at the discretion of the Committee, have demonstrated exceptional service and commitment to the Club over that period sufficient to warrant consideration for Life Membership.

The Executive shall decide by majority vote, based on the nominee meeting criteria as set down in the Life Membership guidelines. A person must accept or reject the Club's nomination for life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

Patron

The Executive may appoint a Patron to the Club. This person shall be a past/present member of the Club or be a Parent/Guardian of a past/present member of the Club. The Patron shall have good knowledge and understanding of the Objectives of the Club as set out in clause 3.

The Patron shall have full membership rights and be invited to attend any Annual or Special General Meeting of the Club, and any meeting of the Executive.

6 MEMBERSHIP APPLICATION

Application for Membership

An application for membership must be: in writing on the electronic form prescribed from time to time by the Committee (if any), from the applicant or its nominated representative and lodged with the Club; and accompanied by the appropriate fee (if any).

Discretion to Accept or Reject Application

The Club may accept or reject an application whether the applicant has complied with the requirements or not. The Club shall not be required or compelled to accept any membership application or to provide any reason for such acceptance or rejection.

Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.

Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

Renewal

Members (including Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.

Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7 REGISTER OF MEMBERS

Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum): the full name and residential or postal address of each Member. Members shall provide notice of any change and required details to the Club within one month of such change.

Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, of any Member, shall be available for inspection by Members, upon reasonable request.

Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objectives in such manner as the Committee considers appropriate.

8 EFFECT OF MEMBERSHIP

Members acknowledge and agree that: this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations; they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority; by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club. The Constitution and Regulations are necessary and reasonable for promoting the Objectives and particularly the advancement and protection of Motorcycling; and they are entitled to all benefits, advantages, privileges and services of Club membership.

9 DISCONTINUANCE OF MEMBERSHIP

Notice of Resignation

A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club. Once the Club receives a notice of resignation of membership, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

Discontinuance for Conduct or Suitability

Notwithstanding any other provision of this Constitution, the Committee may determine that a person is no longer a fit and proper person to remain a Member of the Club. Where the Committee forms this view, it may discontinue membership where conduct is detrimental to the Club. The Member must be given written notice and an opportunity to respond before any decision is made.

Discontinuance for Breach

Notwithstanding anything else in this Constitution, membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.

Membership shall not be discontinued by the Committee without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

Where a Member fails, in the Committee's view, to adequately explain the breach, that Member's membership shall be discontinued by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

Member to Re-Apply

A Member whose membership has been discontinued must seek renewal or re-apply for membership in accordance with this Constitution; and may be re-admitted at the discretion of the Committee.

Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

Membership may be Re-instated

Membership which has been discontinued may be re-instated at the discretion of the Committee, with such conditions as it deems appropriate.

Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may at the discretion of the Committee, be refunded on a pro-rata basis to the Member upon discontinuance.

10 DISCIPLINE

Committee resolution

Subject to this Constitution, the Committee may by resolution: expel a Member from the Club; or suspend a Member from membership of the Club for a specified period; or fine a Member; impose such other penalty, action or educative process as it sees fit; if the Committee considers that the Member has: breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws; acted in a manner unbecoming of a Member or prejudicial to the Objectives and interests of the Club, or another Member; or brought itself, the Club, Motorcycling or another Member into disrepute.

Notice of Alleged Breach

Where the Committee considers that a Member may have satisfied one or more of the grounds in **clause 9**, the Secretary shall, as soon as practicable, serve on the Member a notice in writing: setting out the alleged breach of the Member and the grounds on which it is based; stating that the Member may address the Committee at a meeting to be held not earlier than fourteen and not later than twenty eight days after service of the notice; stating the date, place and time of that meeting; informing the Member that he/she may do one or more of the following: attend that meeting; give the Club, before the date of that meeting a written statement regarding the alleged breach.

Determination of Committee

At a meeting of the Committee, the Committee shall act reasonably and in good faith: give the Member every opportunity to be heard; give due consideration to any written statement submitted by the Member; and by resolution determines whether the alleged breach occurred.

No Appeal

There shall be no appeal from a decision of the Committee under this rule.

Delegation by the Committee

Notwithstanding anything in this **clause 10**, the Committee may delegate its rights and obligations under this rule to a Committee.

11 SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Committee.

12 EXISTING COMMITTEE MEMBERS

The Members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act (if any) shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of the committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13 POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objectives under **clause 3** and shall operate for the benefit of the Members and the community throughout the state of WA.

14 COMPOSITION OF THE COMMITTEE

The Executive Committee shall comprise of:
The President; Vice President, Secretary and Treasurer, who must all be Members of the club and who shall be elected under **clause 15**;
and up to ten (10) appointed committee members who need not be Members and who may be appointed by the Executive in accordance with **clause 16**.

Election and Appointment of Executives

The elected Executives shall be elected under **clause 15**.
The appointed committee members may be appointed under **clause 16**.

Portfolios

The Executive Committee may allocate portfolios to the appointed committee.

Secretary

The Secretary shall carry out the duties of Secretary of the Club in accordance with the Act, this Constitution and is responsible for complying with any provision of the Act regulations that requires information to be given to the Commissioner.

15 ELECTED EXECUTIVES

Nomination for Committee

Nominations for elected **Executive positions** shall be called for twenty one (21) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.

Nominees for elected Executive positions must declare any position they hold in Motorcycling Western Australia, Motorcycling Australia or any other Motorcycling Club.

Form of Nomination

Nominations must be: in writing; on the prescribed form (if any) provided for that purpose. The nominee (who must be a Member) must express his/her willingness to accept the position for which he/she is nominated. A nominee can only nominate for one (1) position; and this nomination must be delivered to the Club not less than seven (7) days before the date fixed for the annual general meeting.

Elections

If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote. If there are insufficient nominations received to fill all vacancies on the Executive Committee, or if a person is not approved by the majority of Members the positions will be deemed casual vacancies. If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Executive.

Voting shall be conducted in such a manner and by such a method as determined by the Committee.

Term of Appointment for Elected Executives

An Elected Executive term of appointment will be from the time of election at the annual general meeting until the next annual general meeting.

The member is entitled for immediate re-election to the Executive at the annual general meeting.

16 APPOINTED COMMITTEE MEMBERS

Appointment of Committee Members

The elected Executives may appoint up to ten (10) Committee members.

Qualifications for Appointed Committee Members

The appointed committee members may have specific skills in equipment maintenance, marketing, personnel management, website & media, law or business or such other skills which complement the Committee composition. They do not need to be Members.

Term of Appointment

Appointed committee members may be appointed by the elected Executives under this Constitution on an annual basis or as required.

17 VACANCIES ON THE COMMITTEE

Casual Vacancies

Any casual vacancy occurring in the position of the Executive or the Committee may be filled by appropriately qualified persons as approved by the Executive. Any casual vacancy may only be filled for the remainder of the Executive or Committee term under this Constitution.

Grounds for Termination of Executive or Committee Member

In addition to the circumstances in which the office of an Executive or Committee Member becomes vacant by virtue of the Act, the office of an Executive or Committee becomes vacant if the Executive or Committee Member: dies; becomes bankrupt or makes any arrangement or composition with his creditors generally; becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health; resigns his office in writing to the Club; is absent without the consent of the Executive and Committee from meetings of the Committee held during a period of three months; holds any office of employment with the Club without the approval of the Committee; is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest; in the opinion of the Committee (but subject always to this Constitution): has acted in a manner unbecoming or prejudicial to the Objectives and interests of the Club; or has brought the Club into disrepute; is removed by Special Resolution; or would otherwise be prohibited from being Executives of a corporation under the *Corporations Act 2001 (Cth.)*.

Committee May Act

In the event of a casual vacancy in the Committee, the remaining Committee members may act to fill the vacancy. However, if the number of remaining members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of members to a number sufficient to constitute a quorum.

18 MEETINGS OF THE COMMITTEE

Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. The Executive may at any time convene a meeting of the Committee within reasonable time.

Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of committee members shall for all purposes be deemed a determination of the Committee. All committee members shall have one vote on any question. Where voting is equal, the motion will be lost.

Resolutions Not in Meeting

A resolution in writing that has been signed or assented to by facsimile, or other form of visible or other electronic communication by all the committee members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the committee.

Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Executives is not physically present at the meeting, provided that:

All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

Notice of the meeting is given to all the committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that committee members are not required to be present in person.

Any meeting held where one or more of the Executives is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided an Executive is there present. If no Executive is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

Quorum

At meetings of the Committee the number of committee members whose presence is required to constitute a quorum is half the number of Elected Executive members and half the number of appointed Committee members, plus one. At meetings of the Elected Executive the minimum number shall be three members whose presence is required to constitute a quorum.

Notice of Committee Meetings

Unless all Executives agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Committee shall be given to each member. The agenda shall be forwarded to each Executive not less than three (3) days prior to such meeting.

Chairperson

The elected President shall be the nominal head of the Club and will act as chair of any Committee meeting or General Meeting at which he/she is present. If the President is not present, or is unwilling or unable to preside at a Committee meeting the Vice President will preside as chair for that meeting only.

Conflict of Interest

A committee member shall declare his/her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall, unless otherwise determined by the Committee, absent him/herself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a member to absent him/herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

Disclosure of Interests

The nature of the interest of a member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the member becomes interested.

General Disclosure

A general notice stating that a committee member is associated with a specified firm or company and that he/she is 'interested' in all transactions with that firm or company is sufficient declaration.

After the distribution of the general notice, it is not necessary for the member to give a special notice regarding any particular transaction with that firm or company.

Recording Disclosures

Any declaration made, any disclosure or any general notice given by a member, must be recorded in the minutes of the relevant meeting.

19 DELEGATIONS

Executive Committee May Delegate Functions

The Executive Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The Executive Committee will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than: this power of delegation; and a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objectives, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

Revocation of Delegation

At any time the Executive may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20 SEAL

The Club may have a Seal upon which its corporate name shall appear in legible characters. The Seal shall not be used without the express authorisation of the Executive. Every use of the Seal shall be recorded in the Club's minute book. Two Executives must witness every use of the Seal, unless the Executive determines otherwise.

21 ANNUAL GENERAL MEETING

The Club shall hold an Annual General Meeting every calendar year within 4 months after the end of the Club's financial year and otherwise in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.

22 SPECIAL GENERAL MEETINGS

Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.

Requisition of Special General Meetings

The Secretary will convene a special general meeting when at least five (5) per cent of Members submit a requisition in writing. The requisition for a special general meeting shall state the objectives of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition. If the Committee does not convene a special general meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date. A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

23 NOTICE OF ANNUAL & SPECIAL GENERAL MEETING

Notice of every Annual & Special General Meeting shall be given to every member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The auditor and all committee members shall be entitled to receive notice of every Annual & Special General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of a meeting.

A notice specifying the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

At least twenty-one (21) days' notice shall be given to those Members entitled to receive notice, together with: the agenda for the meeting; and any notice of motion received from members entitled to vote. Notice of every meeting shall be given in the manner authorised in **clause 37**.

24 BUSINESS

The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Executives under this Constitution and the appointment of the auditors. All business that is transacted at a general meeting and at an annual general meeting shall be special business. No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

25 NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than seven (7) days (excluding receiving date and meeting date) prior to the general meeting.

26 PROCEEDINGS AT ANNUAL & SPECIAL GENERAL MEETINGS

Quorum

No business shall be transacted at any Annual & Special General meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual & Special General Meetings of the Club shall be 5% of Members.

Chairperson to Preside

The President shall, subject to this Constitution, preside as chair at every annual general meeting except: in relation to any election for which the chairperson is a nominee; or where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another Executive to preside as chairperson for that meeting only.

Adjournment of Meeting

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse. The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by: the chairperson; or a simple majority of the Members entitled to vote.

Recording of Determinations

Unless a poll is demanded, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

Where Poll Demanded

If a poll is duly demanded, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

27 VOTING AT ANNUAL GENERAL MEETINGS

Members Entitled to Vote

Each Individual Member shall be entitled to one vote at Annual General Meetings.

Chairperson May Exercise Casting Vote

Where voting at Annual General Meetings is equal, the chairperson may exercise a casting vote.

Proxy Voting

Proxy voting shall be permitted at all Annual & Special General Meetings.

a) Proxy voting shall be permitted at all Annual & Special General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

(b) A Member (who is entitled to vote) shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he/she thinks fit.

(c) All members under the age of 18 may proxy their vote to their parents without the required form being completed.

Postal Voting

No motion shall be determined by a postal ballot unless expressly determined by the Committee. If the Committee so determines, the postal ballot shall be conducted under the procedures set by the Committee from time to time.

28 GRIEVANCE PROCEDURE

The grievance procedure set out in this rule applies to disputes under these rules between a Member and: another Member; or the Club.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days (14) after the dispute comes to the attention of all parties.

If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the Committee in accordance with the procedures determined by the Committee from time to time.

Where the matter relates to a breach of Motorcycling Western Australia's Member Protection Policy or its Code of Conduct, the Committee may refer the dispute for resolution to an independent tribunal established by Motorcycling Western Australia in accordance with the procedures determined by Motorcycling Western Australia from time to time.

29 RECORDS AND ACCOUNTS

Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or general meeting.

Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary.

Inspection of Records

Members may inspect records, securities and other relevant documents of the Club; and minutes of general meetings of the Club, including financial statements submitted at a general meeting.

Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Executives or in such other manner as the Committee determines.

30 AUDITOR AND ACCOUNTANT

A suitably qualified Accountant who is a member of a recognised accounting society/body shall be appointed by the Executive in a general meeting. The appointed Accountant shall examine the accounts of the Club for the correctness of the profit and loss accounts and balance sheets, on an annual basis prior to the AGM.

The financial records of the Club are not required to be audited, unless:

- a. Required by the Associations Incorporation Act 2015 (WA) based on the Club's revenue or specific government/grant conditions; or
- b. A resolution is passed by a majority of members at a general meeting requiring an audit or review of the financial accounts.

31 INCOME

Income and property of the Club shall be derived from such sources as the Committee determines from time to time. The income and property of the Club shall be applied solely towards the promotion of the Objectives.

Except as prescribed in this Constitution or the Act: No portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.

Payment in good faith of or to any Member can be made for: Any services actually rendered to the Club whether as an employee, Executive or otherwise;

Goods supplied to the Club in the ordinary and usual course of operation. Interest on money borrowed from any Member.

Rent for premises demised or let by any Member to the Club.

Any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in this clause shall preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

32 WINDING UP

Subject to this Constitution the Club may be wound up in accordance with the Act. The liability of the Members of the Club is limited.

Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

33 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another association(s) incorporated under the Act which has Objectives similar to those of the Club. The association(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The association(s) is to be determined by the Members in a special general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of Western Australia or other court as may have or acquire jurisdiction in the matter.

34 ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution which is passed by a 75% majority of members present and eligible to vote at the special general meeting called for that purpose.

35 REGULATIONS

Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Motorcycling in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Committee.

Regulations Binding

All Regulations are binding on the Club and all Members.

Regulations Deemed Applicable

All clauses, rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

36 STATUS AND COMPLIANCE OF CLUB

Recognition of Club

The Club is a Member of Motorcycling Western Australia and is recognised by this body as the entity responsible for the delivery of Motorcycling in the Local area. The Club is subject to compliance with Motorcycling Western Australia's Constitution. The Club shall administer Motorcycling activities in the Local area in accordance with the objectives of the club.

Constitution of the Club

This Constitution will clearly reflect the objectives of Motorcycling Western Australia and will conform to the Constitution of Motorcycling Western Australia, subject always to the Act.

Affiliation

The Club may resign, disaffiliate or otherwise seek to withdraw from Motorcycling Western Australia where the Committee determines that such action is in the best interests of the Members. Any such decision must be approved by the Committee and, where required, ratified by Special Resolution.

37 NOTICE

Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

38 INDEMNITY

Every member and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

The Club shall indemnify its members and employees against all damages and losses (including legal costs) for which any such member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct: in the case of a member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

39 FINANCIAL AND CALENDAR YEAR

The financial year shall commence on 1st January and fall on this date each consecutive year.

The membership calendar year shall also commence on 1st January and fall on this date each consecutive year.