
Constitution of Northern Rivers Motorcycle Enthusiasts Club Inc.

Under the Associations Incorporation Act 2009

Disclaimer:

This publication must not be relied on as legal advice. For more information please refer to the appropriate legislation or seek independent legal advice.

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Part 1 - Preliminary

1. Club name and use of

- (1) The name of the club shall be “Northern Rivers Motorcycle Enthusiasts Club Inc.” herein also referred to as “the club” or “association”.
- (2) The full name of the association including the word ‘Incorporated’ or the initials ‘Inc.’ must appear in legible characters on official documents, including all business letters, statements, invoices, receipts, notices and publications (including the associations website and newsletter).
- (3) The association must not issue any letter, statement, invoice, notice, publication, order for goods or services or receipt in connection with its activities unless the association’s name appears in legible characters on the document.
- (4) Except as required to in accordance with subclause (2) and (3) or any relevant legislation that requires the full use of the association name the association may be referred to by the abbreviated name of NORMEC.

2. Club objectives

The objectives of the club are:

- (1) To encourage the restoration, maintenance, collection and use of all classes of motorcycles and motor vehicles.
- (2) To foster a positive image of motorcycling and motoring in the community.
- (3) To promote the increased use of motorcycles for transport and recreation.
- (4) To promote improvements in all aspects of safety concerning motorcycling.
- (5) To promote the development of motorcycle rider skills.
- (6) To promote the continuation and development of all forms of motorised activities for recreation and sport.
- (7) To conduct events and activities to further the club’s objectives and foster the cause of motorcycling and motoring for both recreation and sport.
- (8) To establish and maintain close links with motoring clubs, groups, associations and organisations with similar objectives to the club’s own.
- (9) To promote the activities and events of clubs, groups associations and organisations with similar objectives to the club’s own.
- (10) To further a positive image of motorcycling in the community and assist those in need by the way of the conduct of or promotion of charitable fundraising activities and by making charitable and community donations as the club sees fit and appropriate.
- (11) To promote good will among members of the association and between the association and the community at large.
- (12) To assist in the earning of confidence of the community at large in their dealings with members of the association in their various capacities.
- (13) To take all reasonable steps to ensure transparency in that members of the association are fully and honestly informed as to the administration, finances, fees and charges associated with the ongoing conduct of the association.
- (14) To facilitate opportunities for the personal and professional development of members through their engagement with the association.

3. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- a) the person holding office under this constitution as secretary of the association, or
- b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

4. Membership generally

- (1) A person is eligible to be a member of the association if:
 - a) the person is a natural person, and
 - b) the person has been nominated and approved for membership of the association in accordance with clause 5.
- (2) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (3) In respect to subclause (2) such persons are considered as life members of the association.

5. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - a) notify the nominee, in writing or in any other manner as approved by the committee, that the committee approved or rejected the nomination (whichever is applicable), and
 - b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6. Cessation of membership

A person ceases to be a member of the association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the association, or
- d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

7. Cessation of membership – life members

A person ceases to be a life member of the association if the person:

- a) dies, or
- b) resigns membership.

8. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

9. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - a) at the main premises of the association, or
 - b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$5 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an

annual membership fee of \$25 or, if some other amount is determined by the committee, that other amount:

- a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- (3) The committee may set subscription fees for subscriptions such as mailed Newsletters as it sees fit.

12. *Members' liabilities*

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13. *Resolution of disputes*

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. *Disciplining of members*

- (1) A complaint may be made to the committee by any person that a member of the association:
 - a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

15. *Right of appeal of disciplined member*

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

16. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- a) is to control and manage the affairs of the association, and
- b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

17. Composition and membership of committee

- (1) The committee is to consist of:
 - a) the office-bearers of the association, and
 - b) the public officer, and
 - c) at most 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 18.
- (2) The maximum number of committee members is to be 7.
- (3) The minimum number of committee members is to be 3.
- (4) The office-bearers of the association are as follows:
 - a) the president,
 - b) the vice-president,
 - c) the treasurer,
 - d) the secretary.
- (5) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (6) Each member of the committee, excepting the public officer is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

18. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a financial member of the association.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the committee, and
 - b) the names of members of the committee present at a committee meeting or a general meeting, and
 - c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20. Treasurer

It is the duty of the treasurer of the association to ensure:

- a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the association, or
 - c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under clause 22, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of committee members

- (1) The association in general meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) The committee in meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (3) If a member of the committee to whom a proposed resolution referred to in subclause (1) or (2) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (4) This clause does not apply to the office of public officer.

23. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any 3 members of the committee.
- (3) A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
- (4) a committee meeting held in accordance with subclause (3), or part of such a meeting, is not to be declared invalid on the ground that one or more of the committee members did not have a reasonable opportunity to participate unless the committee is satisfied that:
 - a) substantial injustice has been, or may be, caused, and
 - b) the injustice cannot be remedied by any other action available to the committee.
- (5) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under subclause (5) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as business.
- (7) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (8) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (10) At a meeting of the committee:

- a) the president or, in the president's absence, the vice-president is to preside, or
- b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

24. Delegation by committee to sub-committee

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

25. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) The committee or any sub-committee may vote by way of a ballot using any technology that gives each of the committee members a reasonable opportunity to participate.
- (3) A ballot held in accordance with subclause (2) is not to be declared invalid on the ground that one or more of the committee members did not have a reasonable opportunity to participate unless the committee is satisfied that:
 - a) substantial injustice has been, or may be, caused, and
 - b) the injustice cannot be remedied by any other action available to the committee.
- (4) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (5) Each member participating in a ballot of the committee or of any sub-committee appointed by the committee in accordance with subclause (2) (including the presiding officer of the committee or sub-committee) is entitled to one vote but, in the event of an equality of votes on any question, the presiding officer of the committee or sub-committee may exercise a second or casting vote.

- (6) Subject to clause 23 (7), the committee may act despite any vacancy on the committee.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - The public officer

26. Public officer generally

- (1) The public officer is to oversee the operation of the association.
- (2) The public officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- (3) The public officer is appointed upon incorporation of the association and is not subject to annual re-election.
- (4) The public officer's acts are valid despite any defect in his or her appointment.
- (5) The public officer may perform such actions or may direct the committee to perform such actions as necessary to ensure that:
 - a) the association complies with the objects of this constitution, and
 - b) the association complies with any Act, legislation or regulation which at time may apply to the association.
- (6) The public officer's address is to be the official address for the association.
- (7) If there is any change in the address of the public officer of the association, the public officer must notify the Director-General, in the approved form, of the new address within 28 days after the change occurs

27. Public officer – vacation of office

The public officer ceases to hold such office if the public officer:

- a) dies, or
- b) ceases to normally reside in NSW, or
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- d) resigns office by notice in writing given to the secretary, or
- e) becomes a mentally incapacitated person, or
- f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- g) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth, or
- h) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit.

28. Public officer – appointment of after vacation of office

- (1) In the event of vacation of office by the public officer the association may appoint a public officer at a general meeting or at a special general meeting convened for such purpose the vote being passed by a majority of votes cast.
- (2) In respect to subclause (1) the term of officer of the public officer is to expire at the conclusion of the next annual general meeting preceding the appointment of the public officer and the election of a public officer will be undertaken at such annual general meeting by a majority of votes cast.
- (3) Within 28 days after taking office as an association's public officer a

person must notify the Director-General, in the approved form, of:

- a) the person's full name and date of birth, and
- b) the person's address for service of notices, being either the person's residential address or some other address at which the person can generally be found, and
- c) the fact that the person has taken office as public officer.

Part 5 - General meetings

29. General meetings –conduct of

- (1) A general meeting may be held at 2 or more venues using any technology that gives each of the association's members a reasonable opportunity to participate.
- (2) A general meeting held in accordance with subclause (1), or part of such a meeting, is not to be declared invalid on the ground that one or more of the association's members did not have a reasonable opportunity to participate unless the committee is satisfied that:
 - a) a substantial injustice has been, or may be, caused, and
 - b) the injustice cannot be remedied by any other action available to the committee.

30. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - a) within 6 months after the close of the association's financial year, or
 - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

31. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - c) to elect office-bearers of the association and ordinary committee members,
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

32. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the secretary, and

- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

33. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

35. *Presiding member*

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

36. *Adjournment*

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. *Making of decisions*

- (1) A question arising at a general meeting of the association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

38. *Special resolutions*

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

39. *Voting*

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

40. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

41. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 6 – Miscellaneous

42. Association to be not for profit

The assets and income of the association shall be applied solely in furtherance of the objects of the association and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

43. Insurance

The association may effect and maintain insurance.

44. Funds - source

- 1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45. Funds - management

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

46. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an authorised committee member.

47. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

48. Inspection of books etc

- 1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a) records, books and other financial documents of the association,
 - b) this constitution,
 - c) minutes of all committee meetings and general meetings of the association.
- 2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

49. Service of notices

- 1) For the purpose of this constitution, a notice may be served on or given to a person:

- a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. Financial year

The financial year of the association is:

- a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

51. Disclosure of interests

- 1) If:
- a) a member has a direct or indirect interest in a matter being considered or about to be considered at a meeting, and
 - b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,

the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at the meeting.

- 2) A disclosure by a member at a meeting that the member:
- a) is a member, or is in the employment, of a specified company or other body, or
 - b) is a partner, or is in the employment, of a specified person, or
 - c) has some other specified interest relating to a specified company or other body or to a specified person,

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subclause (1).

- 3) Particulars of any disclosure made under this section must be recorded by the committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association on payment of the fee determined by the committee (but not exceeding the maximum fee prescribed by the regulations).
- 4) The book must be kept at the same address as the register of committee members.

- 5) After a member has disclosed the nature of an interest in any matter, the member must not, unless the committee otherwise determines:
 - a) be present during any deliberation with respect to the matter, or
 - b) take part in any decision with respect to the matter.
- 6) For the purposes of the making of a determination by the committee under subclause (5), a member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - a) be present during any deliberation of the committee for the purpose of making the determination, or
 - b) take part in the making by the committee of the determination.

52. Affiliation

The association may pay affiliate fees to any association or organisation that has similar objectives to the association or may further the objectives of the association.

53. Indemnification

Each member acknowledges that no matter or thing done or omitted by the committee (including the exercise of its powers in relation to its consideration of any complaint set out in clause 14 or clause 15) subjects the committee or association to any liability. Each member hereby releases the association and committee members from any such liability.

54. Club rules

- 1) The club may effect Club Rules not inconsistent with this constitution or any applicable legislation or Act.
- 2) Members agree to be bound by Club Rules which at time are in effect.

Part 7 – NSW Historic Conditional Registration Scheme (HCRS)

55. Participation in HCRS

The association may operate a NSW Historic Conditional Registration Scheme (HCRS) via the NSW Roads and Maritime Services (RMS)

56. Eligibility

- 1) All vehicles must be a minimum of 30 years old, the onus of proof of age shall be with the applicant. However the final arbitrator shall be the club committee.
- 2) All HCRS applicants must be full financial members of the association and must retain such membership during the duration of their participation in the association's HCRS scheme.
- 3) All HCRS applicants must be a NSW resident.
- 4) All applicants shall be handed a copy of this Part of the association's constitution. Applicants shall read and fully understand their responsibilities and agree to abide with this part of the constitution before HCRS is issued.

57. Club events

- 1) Historic vehicles shall only be used for Club events, except as set out in Clause 55 – Servicing of Club vehicles.
- 2) Club events shall be:-
 - a) events as set out on the club events calendar, or
 - b) events conducted by affiliated clubs to which an official written invitation has been received by the club, or
 - c) events organised by Roads and Maritime recognised historic vehicle clubs or community organisations, provided an official invitation has been received and recorded by the club in the official minutes, or 'Day Book', or
 - d) events which the club grants special permission to attend.
- 3) Operators wishing to use historic vehicles for the passenger transport for weddings or other functions should first check the requirements under the Passenger Transport Act 1990. The operator must also seek approval from the club, and the details recorded by the club in the official minutes or 'Day Book'.
- 4) Club registered historic vehicles may be used temporarily in other States and Territories under the same conditions as apply in NSW.

58. Servicing of vehicles

- 1) All movements of club vehicles registered under the association's HCRS must be recorded in the official minutes or a day book held by the Secretary or Registrar of the Club.
- 2) Journeys necessary for the servicing or road testing of vehicles may go to the notified garaging place of the said vehicle by the shortest possible route and are permitted at any time, but the movement of the vehicle must be recorded.
- 3) Any longer runs necessary for the servicing of vehicles may only be made after receiving permission from the Club Plates Registrar or, in absence from the President, Secretary or Treasurer. This permission must be properly recorded in the Club Records by the person approving the movement with full details of time, place and reason.
- 4) Service runs for road testing a vehicle after extensive work must go to the nearest point of garaging. Permission to be obtained as above in subclause(1).

59. Responsibility of club members

- 1) All enquires must be direct to the Plates Registrar. Individual approaches to the Roads and Maritime Services are not permitted.
- 2) Historic number plates are issued to a member of the club and are not transferable either to another vehicle or person in the event of the vehicle being sold.
- 3) Plates must be immediately returned to Roads and Maritime Services:-
 - a) in the event of the sale of the vehicle on which they are issued, or
 - b) upon the member's resignation from the Club, or
 - c) upon the member's failure to remain a financial member within the meaning of the Constitution of the Club, or
 - d) on failure to pay any levy that may be constitutionally approved by a duly constituted Club meeting, or
 - e) at the directive of a Club Committee decision, or
 - f) if the Club Inspector considers the vehicle has been made unsafe or altered after it has been inspected.
- 4) Member participation in the club HCRS is granted in the belief that the members' prime intended use for the HCRS registered vehicle is for Club Outings. The Committee retains the right to reconsider eligibility for issue or renewal should this cease to be the case or if the vehicle does not attend Club outings during the year without good cause.

60. Annual vehicle inspection

- 1) All vehicles must undergo an annual inspection.
- 2) The annual inspection will be way of an RMS Safety Certificate or will be conducted by an authorised club inspector. The Plates Registrar will inform the applicant of which applies.
- 3) Official persons may be designated as club inspectors. Such inspectors are the only persons authorised to certify vehicles roadworthy on behalf of the club under this constitution as required by Roads and Maritime Services.

- 4) In the event that the vehicle is certified as safe to use by an authorised club inspector the applicant will pay the current inspection fee to the club.
- 5) Moneys payable for membership shall be paid on or before the annual registration date.
- 6) By special arrangements, the Club Registrar may process Historic Vehicle renewals through the Roads and Maritime Services. Issue of Historic registration to the member shall, however, be withheld until the vehicle is inspected and passed by the Club Inspection Officer.
- 7) Chassis, serial, body and engine numbers will form part of the identification of a Historic vehicle. Any change must be notified in writing to Roads and Maritime Services and the Club's plates registrar.
- 8) The club may set a levy for participation in the scheme.

Appendix 1 Application for membership of association

(Clause 5 (1) of constitution)

APPLICATION FOR MEMBERSHIP OF NOTHERN RIVERS MOTORYCLE
ENTHUSIASTS CLUB INC.

(NORMEC)

(incorporated under the *Associations Incorporation Act 2009*)

I,D.O.B ____/____/____

[full name of applicant]

of

[address]

.....

[occupation]

Phone _____ Email: _____

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant *Date*

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer *Date*

Club use only:

Approved by committee: Yes No Date: _____

[authorised committee member name and position]

Signature: _____ Date: _____

New member number: _____