



Constitution

CONSTITUTION OF THE CESSNOCK MOTORCROSS CLUB INCORPORATED

PART I – PRELIMINARY

1. NAME, COLOURS AND LOGO

1.1 The name of the organisation to which this Constitution relates shall be “Cessnock Motorcross Club Incorporated” (hereinafter referred to as “the Association”).

1.2 The official colours of the Association shall be predominantly Black and Yellow.

1.3 The logo/badge of the Association shall incorporate a Rider on a Dirt Bike.

2. INTERPRETATION

2.1. In these Rules, except in so far as the context or subject matter otherwise indicates or requires –

“Secretary” means –

- [a] the person holding office under these Rules as Secretary of the Association;
or
- [b] where no such person holds that office – the Public Officer of the Association;

“Extraordinary General Meeting” means a general meeting of the Association other than a Members Meeting or the Annual General Meeting;

“General Meeting” means a general meeting of the association that is either an Extraordinary or Annual General;

“Management Committee Meeting” means a meeting of the Management Committee of the Association and may at the discretion of the Management Committee be combined with a “Members Meeting”;

“Members Meeting” means a meeting other than a General Meeting or Management Committee Meeting of the Association;

“the Act” means the Associations Incorporation Act 2009 (as amended) and any Regulations under the Act.

2.2. In these Rules:

- [a] A reference to a function includes a reference to a power authority and duty;
and
- [b] A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- 2.3. In these Rules words importing the singular or plural number shall be deemed to include the plural or singular number respectively.
- 2.4. All references to statutes in these Rules shall include all statutes amending consolidating or replacing the statutes referred to.
- 2.5. The provisions of the Interpretation Act, 1987 (as amended), apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.

This is the annexure of 23 pages marked 'A' referred to in the Application for Incorporation of Association signed by me and dated 9/10/18

Patricia Nightingale Public Officer

Signature P. Nightingale

3. OBJECTS

3.1. The objects of the Association shall be:

- [a] To promote, and encourage all activities associated with motor cycling and co-operate with kindred bodies in fostering and maintaining motor cycling as a family sport.
- [b] To exhibit the values of Fair Play, Teamwork, Leadership, Respect, Accountability and Equality
- [c] To encourage good fellowship among motor cycle clubs.
- [d] To maintain the prestige of the Association and of the sport.
- [e] To train and encourage road safety, courtesy, goodwill and riding skills.
- [f] To encourage State and Local Government bodies to provide facilities for, and assistance to, the Association and other motor cycle clubs.
- [g] To affiliate with, if so desired by the members, any other body or organisation having similar aims, membership and objects to the Association.
- [h] To take part in competitions under the auspices of any organisation as arranged at such competitions in which the Association takes part.
- [i] To purchase, lease, rent, accept donations of or otherwise acquire plant, stock and equipment and material and replacements and duplicates thereof and to maintain the same for the use of the Association.
- [j] To provide such facilities for junior motor cycling, including a club house, cycle track and such other buildings or works as may be necessary or convenient for the purposes of the Association as decided upon by the Management Committee from time to time.
- [k] To raise funds as may from time to time be required for the purposes of the Association.
- [l] Profits and other income of the Association shall be allocated to the establishment and maintenance of the Association and no dividend of any nature whatsoever shall be paid; either directly or indirectly to any member of the Association provided that nothing hereinbefore contained shall preclude the payment of interest upon money or any other thing borrowed, or rental upon any property reals or personal leased by the Association from any member.

4. POWERS

4.1. In the furtherance of the Association's objects under this Constitution the Association shall have the following powers:

- [a] To pursue any aim as may be considered appropriate by the Management Committee in the interests of promoting junior motor cycling through the activities of the Association;
- [b] To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises as the Management Committee deems desirable for the good running of the Association;
- [c] To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal and rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association as the Associations deems necessary for the good running of the Association;

- [d] To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Management Committee may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements right, privilege and concessions;
- [e] To appoint, employ, remove or suspend such managers, clerks, teachers, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association as the Management Committee deems necessary for the good running of the association;
- [f] To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds as considered appropriate by the Management Committee;
- [g] To operate bank accounts and to make, draw, accept, endorse, discount execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments as the Management Committee deems necessary for the good running of the association;
- [h] To borrow or raise or secure the payment of money in such manner as the Management Committee may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way as the Management Committee deems necessary for the good running of the association;
- [i] To sell, improvement, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association that the Management Committee deems necessary for the good running of the Association;
- [j] To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part or the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others as the Association deems necessary for the good running of the Association;
- [k] To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise as the Management Committee deems necessary for the good running of the Association;
- [l] To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects as the Management Committee deems necessary for the good running of the Association;
- [m] To make donations for patriotic or charitable purpose as the Association deems fit;
- [n] To lend money to any other organisation with similar objects to the Association on such terms and conditions as the Association thinks fit.
- [o] To take any gift to property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso that such property can be used for the objects of the Association.
- [p] In furtherance of the objects of the Association to, as the Association deems fit, to amalgamate with any one or more incorporated associations having objects altogether in part similar to those of the Association and which shall prohibit the distribute of its or their income and property among its or their

members to an extent at least as great as that imposed upon the Association by this Constitution.

- [q] In furtherance of the objects of the Association, as the Association deems fit, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- [r] In furtherance of the objects of the Association, as the Association deems fit, to transfer all or any part of the property, assets, liabilities and engagement of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- [s] To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Association as the Management Committee deems necessary.

PART II – MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

- 5.1. The Association shall have the following classes of membership:
 - a. Senior Membership (over 16)
 - b. Family Membership including any junior rider/s of the immediate family
 - c. Honorary Life Member to be chosen by members of the association on their merits for various outstanding achievements
 - d. Day Membership

The qualifications for which are set out in this Constitution.

- 5.2. Any person who is interested in the furtherance of the objects of the Association and who shall have agreed to observe the terms and conditions of this Constitution may apply for membership of the Association, on behalf of themselves if over the age of eighteen years or his or her or their son, daughter, or child otherwise in their formal care by way of guardianship that latter person being a minor.
- 5.3. Each member of the Association shall be deemed to have agreed to observe the terms and conditions of this Constitution upon the payment of the fees herein provided for the membership to which the member belongs.
- 5.4. Upon the payment of the subscriptions herein prescribed for the applicant's membership, membership shall be granted to the applicant from that date until December 31st of that year or unless that membership ceases under clause 8 of this constitution.

6. CLASSES OF MEMBERSHIP

6.1. Full Membership

- [a] Membership of the Association can consist of family membership and the qualifications for such family membership shall be set down in the by-laws by the Management Committee from time to time.
- [b] Membership of the Association can also be a senior membership and the qualifications for such senior membership shall be set down in the by-laws

by the Management Committee from time to time.

- [c] Each member shall be allowed one (1) vote with the proviso that no person under the age of eighteen (18) shall be entitled to any vote.
- [d] Any adult persons having family or Senior membership shall be eligible for election to any office within the Association.

6.2. Day Membership

- [a] Limits membership of the Association to the day of an event held by the Association.
- [b] Holders of a day membership do not have voting rights under this constitution.
- [c] Holders of a day membership are not eligible for election to any office within the Association

6.3. Life Membership

- [a] Any financial member of the Association (other than members under the age of eighteen (18) years) may by writing to the Secretary nominate for Honorary Life Membership any member of the Association (other than a member under the age of eighteen (18)) who has given meritorious service to the Association over a period of time as decided upon by the members of the Association (other than a member under the age of eighteen (18) years) in a general meeting;
- [b] The Secretary shall refer every such nomination to the Management Committee. The Management Committee may, if it thinks fit and on the proviso that the minimum standards for meritorious service as detailed in the Associations By-Laws are met, recommend any such nomination to the next Annual General Meeting of the Association for election.
- [c] An Annual General Meeting of the Association may, by not less than seventy-five per centum (75%) of the members over the age of eighteen (18) and voting at such a meeting, elect as an Honorary Life Member of the Association, any such member whose nomination has been so recommended
- [d] Any member granted Honorary Life Membership under this clause shall then be entered into the Register of Members and shall be entitled automatic registration in subsequent years subject to the provisions of Clause 8 Cessation of Membership.
- [e] Honorary Life Membership is not transferable and only extends to classes of membership that that member would otherwise qualify for as per Clause 5.
- [e] Any member granted Honorary Life Membership prior to the commencement date of this constitution may apply to the Management Committee to be entered into the Register of Members as detailed in Clause 11 of this constitution.
- [f] The Management Committee may, if it thinks fit based on information and or evidence provided, approve the members Honorary Life Membership granted prior to the date of commencement of this constitution to be entered into the Register of Members for that and subsequent years subject to Clause to Clause 8 Cessation of Membership.
- [g] Members granted Honorary Life Membership prior to the commencement date of this constitution shall not be entitled to any rights or privileges bestowed under this constitution unless that Honorary Life Membership is registered in the Register of Members as detailed in Clause 11 of this constitution.
- [h] Honorary Life Members shall have voting rights only while holding active

- positions within the Club.
- [i] The number of Honorary Life Members admitted to the club shall not exceed a number set by the Management Committee from time to time.

7. NOMINATION FOR MEMBERSHIP

- 7.1. A nomination of a person for membership of the Association shall be through Ridernet or such other database used by MNSW for this purpose or on the form attached to this Constitution and marked with "Appendix 1".
- 7.2. As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Management Committee which shall determine whether to approve or reject the nomination.
- 7.3. Where the Management Committee chooses to reject the nomination, it shall not have to give the nominee or any other person reasons for such rejection.
- 7.4. Where the Committee determines to approve a nomination, it shall not have to give the nominee or any other person reasons for such approval.

8. CESSATION OF MEMBERSHIP

- 8.1. A person ceases to be a member of the Association if the person:
- [a] Dies;
- [b] Is declared by a qualified medical practitioner to be mentally ill within the provisions of the Mental Health Act;
- [c] Resigns that membership; or
- [d] Is expelled from the Association.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 9.1. 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;
- [b] Terminates upon cessation of the person's membership.

10. RESIGNATION OF MEMBERSHIP

- 10.1. A member of the Association is not entitled to resign that membership except in accordance with this Clause 10.
- 10.2. A member of the Association who has paid all amounts payable by such member to the Association in respect of that member's membership may resign from membership of the Association by first giving notice in writing (being not less than one month or not less than such other period as the Committee may determine from time to time) to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member SUBJECT TO THE PROVISIO that one (1) member of a family may resign membership in the Association without affecting the membership of the other

members of that family, in that affecting the membership of the other members of that family, in that a family membership can only be resigned if all members of the family giving such family membership resign in accordance with this Clause 10.

- 10.3. Where a member of the Association ceases to be such a member pursuant to the provisions of this Constitution, and in every other case where a member ceases to hold membership for whatsoever reason, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member. Management Committee may at its discretion determine to reimburse a member part or all of any subscriptions paid in relation to that membership.

11. REGISTER OF MEMBERS

- 11.1. The register of members (indicating the class of membership to which each member belongs) shall be kept and maintained by the Secretary of the Association in "Ridernet" or such other database used by MNSW for this purpose.

12 FEES, SUBSCRIPTIONS, ETC

- 12.1. The entrance fee for every member of the Association shall be such amount as may be determined by the Association in General Meeting by ordinary resolution. Such amounts shall be recorded in the Schedule 1.
- 12.2. The annual subscription payable shall be the amount contained in the Schedule per family or such other amount as maybe determined by the Association in General Meeting by ordinary resolution.
- 12.3. After September 1 in any given year the subscription payable shall be the amount contained in the Schedule per family or such other amount as maybe determined by the Association in General Meeting by ordinary resolution.
- 12.4. The day membership subscription payable shall be the amount contained in the Schedule per family or such other amount as maybe determined by the Association in General Meeting by ordinary resolution.
- 12.5. Each member taking part in any competitions or other activities organised by the Association shall pay any additional registration fees as may be determined by the Management Committee from time to time. Such amounts shall be recorded in the Schedule 1

13. MEMBERS' LIABILITIES

- 13.1. The liability of any 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 shall be limited to the amount, if any, unpaid by the member as required by Clause 12 herein.

14. DISCIPLINING OF MEMBERS

- 14.1. If any member of the Association willfully refuses or neglects to comply with the terms and conditions of this Constitution or shall be involved in conduct which, in the opinion of the Management Committee, is unbecoming of a member or prejudicial to the interests of the Association, the Management Committee shall have the power by resolution to censure, suspend or expel the member from the Association.

- 14.2. Without limiting the generality of Clause 14.1 of this Constitution, should any member of the Association be required to attend any training sessions or lectures (hereinafter referred to as "training") and fail to attend three consecutive training meetings without first having obtained leave of the Management Committee for such absences, such members shall be called upon by the Management Committee to show cause why the member should not be disciplined in terms of Clause 14.1 herein.
- 14.3. At least one week before the meeting of the Management Committee at which such a resolution is presented, the Secretary shall serve notice of the intended meeting and the allegations and the intended resolution on the member and a member shall be deemed to have been served with a notice if such notice was left at the last email or, in the absence of an email address, postal address of that member shown in the Register of the members of the Association.
- 14.4. The member (and any parent of such member where is under the age of eighteen (18) years) shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation or defence they may think fit.
- 14.5. Any such member may by notice in writing (and where such member is under the age of eighteen (18) signed by the member's parent) lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Management Committee, elect to have the question dealt with by the Association in a General Meeting, General Purpose Tribunal, Commission of Enquiry or Appeals Tribunal held in accordance with the Associations By-Laws.
- 14.6. In the event that a member elects to have the question dealt with by the Association in a General Meeting, a General Meeting of the Association shall be called for this purpose.
- 14.7. If at the subsequent General meeting such a resolution is passed by a majority of two-thirds of those present and entitled to vote and voting such vote is to be taken to give effect to the disciplinary action contained within the original resolution.

PART III – MEETINGS OF THE ASSOCIATION

15 MEETINGS OF THE ASSOCIATION

- 15.1. Meetings of the Association may be Members, Committee Only, Annual or Extraordinary.
- [a] Annual General Meetings of the Association shall be held during the month following the cessation of competition in each year but no later than December 31 of any given year unless agreed by special resolution passed at an Extraordinary Meeting held for that purpose.
- [b] The business of each Annual General Meeting shall be:
- (i) To receive the reports (verbal) of the following officer of the Association:
- President
 - Vice President
 - Secretary

Treasurer
Point Scorer

- (ii) To receive the annual reports of:
 - The President of the Association;
 - The Secretary of the Association;
- (iii) To receive the audited financial statements of the Association for the financial year last ended;
- (iv) To elect the Executive for the forthcoming year;
- (v) To elect remaining members of the Management Committee for the forthcoming calendar year;
- (vi) To consider and, if thought fit, to fix the membership subscription fees;
- (vii) To transact such other business as the meeting may decide.

- 15.2. [a] Any member of the Association, possessing voting rights may convene an Extraordinary General Meeting by requisition of not less than ten per centum (10%) of the members of the Association who have rights to vote at a General Meeting of the Association (provided that the requisition must be signed by at least twelve (12) members) provided the member seeking such Extraordinary General Meeting notifies the other members of the Association of the reasons for such requisition in writing.
- [b] Extraordinary General Meetings of the Association shall be held at such time, provided that such time is within one month of the secretary receiving the requisition for such a meeting, and at a place as the Management committee may direct;

15.3. The Secretary shall cause notices of every General Meeting that is an Annual or Extraordinary to be given by email or post to each member of the Association at least fourteen (14) in the case of Annual General and twenty- one (21) days for an Extraordinary meeting prior to the date appointed for such meeting stating;

- The date, time and place at which such meeting is to be held;
 - The nature of the business to be transacted thereat;
- [a] At the time of giving notice to members of each Annual General Meeting of the Association, the Secretary shall cause a notice to be forwarded to each member inviting nominations in writing from members in accordance with sub-clause (b) and (c) hereof for the positions to be filled at such Annual General Meeting PROVIDED THAT, any person being nominated to fill such position must be over the age of eighteen (18);
- [b] Each such nomination shall specify the position or positions for which the nomination is made, shall bear the signature of a member (other than the nominee) as proposer and of another member (other than the nominee as seconder, and shall bear the signature of the nominee by way of consent to such nomination (provided that the proposer and the seconder must be members possessing voting rights and PROVIDED THAT both the proposer and the seconder must be over the age of eighteen (18);
- [c] Each such nomination shall be deposited with the Secretary at an address or in a manner specified by the Secretary in the notice inviting nominations not later than seventy-two (72) hours prior to the time appointed for the commencement of such Annual General Meeting;
- [d] A person whose written nomination does not comply fully with the provisions of sub-clause (b) and (c) of this clause shall for all purposes be disregarded;

- [e] Nominations received in writing prior to the Annual General Meeting are to be considered with nominations received from the floor of the Annual General Meeting;
- [f] If there shall be more nominations (whether in writing or from the floor of the meeting) for any position or positions to be filled or remaining to be filled at such Annual General Meeting, the person or persons to be elected to such position or positions shall be determined by secret ballot of the members present at such meeting.
- [g] Such secret ballot shall be conducted on a "first past the post" system. Each voting member is to be provided with a blank piece of paper and invited to enter the name of person they wish to vote for. Each ballot paper with a name so entered shall be deemed to receive one vote and the person or persons receiving the greatest number of votes shall be declared elected and the filling of the last remaining vacancy for such position shall be determined by further ballot between the nominees receiving such equal number of votes. Such further ballot shall also be conducted and declared in accordance with this sub-clause and if, after such further vacancy, the result shall be determined by lot;
- [h] This clause shall have affect subject to the proviso to Clause 15.1 [b] iv hereof;
 - [i] Clause 17 shall not apply to ballots for elections. The accidental omission to give notice of any General Meeting to any member or members of the Association and the non-receipt of such business transacted at such meeting does not void business conducted at that meeting.

15.5 Member Meetings

- [a] Member Meetings are to be held on a bi-monthly basis at a place and time directed by the Management Committee
- [b] Notification to the members of the association of the date and time of these meetings may be via the Associations website, general email or other electronic means as determined by the Management Committee from time to time.
- [c] The business of the Members meetings shall be as directed by the Management Committee;
- [d] Members may, by notification to the Secretary prior to the meeting, request agenda items be added to the meeting agenda for discussion.
- [e] The Chair of a Members Meetings may at the Chairs discretion call for other business to be transacted at that meeting as time allows.
- [d] Members meetings may be held in conjunction with an Extraordinary Meeting providing the relevant areas set down in clause 15.3 have been met.

15.6 Management Committee Only Meetings

- [a] Management Committee Only meetings are to be held monthly at a place and time directed by the Management Committee.
- [b] Management Committee Only meetings may be held in conjunction with other meetings described in this constitution.
- [c] Any Management Committee Meeting held in line with 15.6 [b] will be deemed to have met provision 15.6 [a].

15.7 Sub-Committee Meetings

- [a] Sub-Committee meetings are to be held on as needs basis at a place and time agreed by the membership of that committee or at a time and place directed by the Management Committee.
- [b] The business of the Sub-Committee meetings shall be as directed by the Chair of that meeting;
- [c] Sub-Committees are to report on their activities to the Management Committee on a monthly basis or more frequently if directed to do so by the Management Committee.

16. QUORUMS, VOTING AND CHAIRPERSON

- 16.1. The President of the Association shall be the Chairperson of each meeting of the Association and of each meeting of the Management Committee. If the President is not in attendance at any such meeting, the Vice President shall be the Chairperson and if neither the President nor the Vice President is in attendance, the members in attendance at the meeting and entitled to vote shall elect a chairperson for that meeting from their number.
- 16.2. The Chairperson of every General Meeting of the Association and of every meeting of the Management Committee shall have a casting vote as well as a deliberative vote.
- 16.3.
 - [a] The quorum required for Extraordinary and Annual General Meetings of the Association shall be twelve (12) or 10% of the members of the Association (whichever is lesser), over the age of eighteen (18) years.
 - [b] The quorum required for meetings of the Management Committee of the Association shall be five (5) or half the number of the committee plus one (1) members of such Committee (whichever is lesser, and any such quorum must comprise The President, Secretary and Treasurer of any such Committee, unless they have previously been given leave by the Committee to absent himself;
 - [c] The quorum required for a members meeting other than a General Meeting shall be five (5) or half the number of the committee plus one (1) members of such Committee (whichever is lesser, and any such quorum must comprise The President, Secretary and Treasurer of any such Committee, unless they have previously been given leave by the Committee to absent himself;
 - [d] The quorum for sub-committee meetings shall be half the number of the committee plus one (1).
 - [e] If within thirty (30) minutes of the time set down for the commencement of any general meeting of the Association or any meeting of a Committee a quorum shall not be present, such meeting shall thereupon be adjourned to the same time and place seven (7) days later and at any such adjourned meeting the members in attendance at the time appointed for commencement of the meeting shall form a quorum for that adjourned meeting.
- 16.4. At all meetings of the Association and at all meetings of the Management Committee, each motion put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or not less than two (2) members present. Unless a poll is so demanded, a declaration by the

Chairperson that a resolution has or has not on a show of hands been carried and any entry to that effect in the booked containing the minutes of the proceedings of the meeting shall be final evidence of the result of the voting on each such motion.

- 16.5. Unless otherwise provided by the provisions of this Constitution, all matters shall be decided upon by ordinary resolution. Any ordinary resolution shall be passed if not less than one half of the members in attendance at such meeting and entitled to do so, vote in favour of the motion therefore. Should the count be tied then the provisions of Clause 16.2 shall take effect. A special resolution shall be passed if not less than three quarters of the members in attendance at such meeting and entitled to do so, vote in favour of the motion therefore.
- [a] No person other than a member of the Association possessing voting rights shall be entitled to vote at Meetings of the Association;
 - [b] No person other than a member of the Management Committee shall be entitled to vote at meetings of the Management Committee.
 - [c] No person other than a member of sub-committee or member of the Management Committee shall be entitled to vote at meetings of a sub-committee formed under this constitution.

17 PROXIES

- 17.1. A member possessing voting right may vote in person or by proxy or by attorney and on a show of hands every person present who is a member possessing voting rights or a representative shall have one vote.
- 17.2. A member possessing voting rights who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands, or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or by attorney.
- 17.3. A proxy may only be given to a financial member of the Association possessing voting rights.
- 17.4. The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorised in writing.
- 17.5. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 17.6. A member shall be entitled to instruct his proxy in favour of or against any proposed resolution.
- 17.7. The instrument appointing a proxy shall be in the form set out in Appendix 2 of these rules.
- 17.8. The instrument appointing a proxy and the power of attorney or other authority is any under which it is signed or a notarial certified copy of that power of attorney or authority which shall be deposited the registered office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting, not less than seven (7) days before the time for holding the meeting or

adjourned meeting set which the person named in the instrument proposes to vote.

- 17.9. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument of proxy was executed, if no written intimation of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which instrument is used.
- 17.10. Clause 17 of this Constitution shall not apply to voting for election of members of any Committee in such circumstances, voting may only be by those members present in person at such General Meeting of the Association where such election takes place.

PART IV – THE MANAGEMENT COMMITTEE

a. MANAGEMENT COMMITTEE

- 18.1 [a] No person shall be eligible for election to or to remain a member of Management Committee;
- (i) Unless they shall, at the time of their election, be a financial or Honorary Life member of the Association possessing voting rights.
 - (ii) If they are a paid employee of the Association PROVIDED THAT no person shall be deemed to be an employee of the Association merely on the grounds that they are then in receipt of an honorarium from the Association or are being paid for services rendered to the association from time to time other than on an going basis.
- [b] Hereof and to any direction given to the contrary by the Association in a General Meeting, the whole of the administration of the Association shall be vested in and shall be controlled by a Management Committee elected for that purpose at each Annual General Meeting of the Association (and in such officers chosen for specific administrative duties by the Management Committee from time to time). The Management Committee shall consist of the following persons:
- (i) One President;
 - (ii) One Vice President;
 - (iii) The Secretary;
 - (iv) The Treasurer;
 - (v) The Minute Secretary;
 - (vi) The Sports Captain;
 - (vii) The Point Scorer;
 - (viii) Track Captain.
 - (ix) Canteen Coordinator
 - (x) Up to three General Committee Persons
- 18.2. [a] The Management Committee shall meet not less frequently than once in

- each month at each time and place as it shall appoint for that purpose;
- [b] The business of the meetings of the Management Committee shall be as directed by the Management Committee;
- [c] Outside of the Management Committee Meetings the Management Committee may make decisions for the good running of the Association.
- [d] Decisions made under sub-clause 18.2 [c] must be ratified by at least three (3) members of the Executive or two (2) members of the executive and two (2) other members of the management Committee.
- [e] Decisions made under sub-clause 18.2 [c] must be taken to the next Management Committee meeting for ratification by the quorum of members at that meeting and entered into the Management Committee meeting minutes.

18 DUTIES ELECTED OFFICE BEARERS

- 19.1. The Executive of the Association shall comprise the President, the Vice President, the Secretary, the Treasurer for the time being of the Association.
- 19.2. Any member holding an Executive Position of the Association for a period of three (3) years must stand down from that position for a period of twelve (12) months before being eligible for re-election to that position.
- 19.3. A person subject to the provisions of Clause 19.2 may be nominated for another position on the Management Committee once they have stepped down.
- 19.4. Should a position vacated under the provisions in Clause 19.2 remain vacant at the closing of a General Meeting held for the purpose of holding elections to Management Committee may be filled only under the following provisions.
 - (i) Satisfy the requirements of Clause 5 Qualification for Membership
 - (ii) Only if agreed by special resolution at an Extraordinary General Meeting held for that purpose.
- 19.5. The President will preside at all meetings in which he or she is in attendance and he or she shall be responsible for the orderly conduct of proceedings.
- 19.6. The Vice President will deputise for the President in his or absence.
- 19.7. The Secretary shall be the Association's Executive Officer and shall administer the affairs of the Association as directed by the Management Committee and as the Rules herein provide, to keep a proper record of all correspondence, to prepare the Annual Report and to execute such other duties as may come within his province.
- 19.8. The Secretary shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her residential address.
- 19.9. It is the duty of the Minute Secretary to keep minutes of: -
 - [a] All appointments of officer-bearers and members of the Committee; [b] The names of members of the Committee present at a Committee Meeting or at a General Meeting; and

- [c] All proceedings at Committee, Members and General Meetings.
- [d] The Minute Secretary of the Association shall cause to be made and kept a book set aside that purpose full and accurate minutes of:
 - I. All appointments of officer bearers;
 - II. Members present at each meeting of the Association and the Management Committee;
 - III. All proceedings of every meeting of the Association and of the Management Committee;
 - IV. All minutes of each meeting shall be set before the next meeting of the Association or Management Committee, as the case may be, from which such minutes were taken, for the purpose of confirmation.

Upon confirmation by such meeting, the minutes shall be signed by the Chairperson of that meeting and shall thereupon be prima facie evidence of the business transacted at the meeting to which such minutes refer. Signed minutes are then to be made public via the Associations website.

- 19.10. It is the duty of the Treasurer of the Association to ensure that:
 - All money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 19.11. The Sports Captain shall oversee scrutineering of motorcycles and generally control marshalling of all riders to and from event areas and pits on all calendar ride days.
- 19.12. The Point Scorer shall be responsible for:
 - [a] all scoring of Club championship points throughout the year
 - [b] the accrual of all yearly point scores for presentation
 - [c] the allocation of rider numbers for use at the Association's competition days.
- 19.13. All officer bearers of the Association shall retain office (subject to the provisions of this Constitution) until their positions are declared vacant by the chair at the Annual General Meeting of the Association at which the successors are elected.
- 19.14. All records, any keys and equipment held by office bearers during their time in office remain the property of the Association and shall be returned to the Associations Public Officer for allocation to the duly elected office bearers for the following year prior to the commencement of the Annual General Meeting of the Association.
- 19.15. Every casual vacancy occurring shall be filled by a person appointed for that purpose by Management Committee.
- 19.16. The office of any member of the Management Committee shall become vacant if that member:
 - [a] resigns that position in writing;
 - [b] becomes bankrupt or insolvent;

- [c] becomes of unsound mind;
 - [d] dies whilst in office;
 - [e] ceases to be a member of the Association;
 - [f] At a General Meeting of the Association, an appropriate special resolution in that regard and of which due notice has been given, is passed;
 - [g] Without limiting the operation of this Clause 19.13 a position on the Committee shall become vacant if:
 - [i] The member holds an office of profit in the Association;
 - [ii] The member is directly or indirectly interested in any contract proposal contract with the Association.
- 19.17. [a] A member of the Management Committee is required to attend a minimum of six (6) meetings of the Management Committee during the terms of office of the Committee;
- [b] Any member of the Management Committee who is unable to attend a meeting of the Committee must tender an apology for such absence to the Secretary prior to the Meeting, indicating the reason for absence;
 - [c] All members of the Management Committee are required to attend ride days and associated activities of the Association;
 - [d] Any member of the Management Committee who is unable to attend a ride day or associated activity of the Association must tend an apology to the Secretary prior to the commencement of the day or activity.
 - [e] Should any member of the Management Committee fail to comply with this Clause 19 herein, the Management Committee shall have the discretion and authority to review such member's continuing membership of the Management Committee and the Committee shall have the power to dismiss the member from the Management Committee and the position of such member on the Committee shall be declared vacant in the event of such dismissal.
 - [f] Any member of the Management Committee under review shall be notified in writing of the decision and outcome of such review and the reason for the review.
 - [g] Notification will be deemed to have been effected when notification has been provided to the last email address held by the Association or posted to the last address held by the Association.
 - [h] Notification under this Clause must provide the fourteen days (14) for the member to respond in writing to the Secretary as to why the decision of the Management Committee should not stand. Should a response not be received within this time the decision of the Management Committee will stand.
- 19.18. Any person appointed to fill a casual vacancy pursuant to Clause 19.12 herein shall hold office until the next following Annual General Meeting.

20 SUB-COMMITTEES

- 20.1. 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.
- 20.2. A function the exercise of which has been delegated to a sub-committee under this Rule 20 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 20.3. A delegation under this rule 20 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 20.4. Notwithstanding any delegation under this Rule 20, the Committee may continue to exercise any function delegated.
- 20.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule 20 has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 20.6. The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule 20.
- 20.7. A sub-committee may meet and adjourn as it thinks proper.

21 OFFICE-BEARERS CHOSEN BY THE MANAGEMENT COMMITTEE

- 21.1. The Management Committee may, by instrument in writing, appoint any member of the Association with voting rights (who consents in writing to be so appointed) to fill such positions which the Management Committee from time to time in its absolute discretion chooses to create.
- 21.2. All such persons referred to in Clause 21.1 holding any such position shall do so at the discretion of the Management Committee which may terminate any such appointment in writing at any time.
- 21.3. The Management Committee shall have the power to amend the duties and responsibilities of any person appointed pursuant to this Clause 21 provided that such amendment is notified to the person concerned in writing.
- 21.4. The appointment of any person under this Clause 21 shall be terminated upon the holding of an Annual General Meeting and the Management Committee elected at each Annual General Meeting shall make new appointments in writing at the first meeting of such Management Committee after the Annual General Meeting where it is elected.

PART V – MISCELLANEOUS

22 FUNDS, ACCOUNTS AND AUDIT

- 22.1. [a] All monies received by the Association or by any person on behalf of the Association shall be transmitted forthwith to the Treasurer of the Association who shall facilitate the deposit the same without deduction

to the banking account of the Association and shall issue a receipt of all such monies received;

- [b] A petty cash account shall be conducted by the Treasurer on a reimbursement system, but no payment shall be made in excess of the amount detailed in Schedule 1 for any one payment;
 - [c] Payments beyond schedule 1 limits for petty cash shall be approved by the Management Committee and the form provided to the Treasurer be countersigned by at least two members of the management Committee.
- 22.2. The payment of all accounts of the Association shall be approved by the Management Committee and full details of all such approvals shall be entered into the minutes of the Management Committee.
- 22.3. Each financial year of the Association shall commence on 1st July and ending on 30th June each year.

23 AMENDMENT OF THIS CONSTITUTION

- 23.1. This Constitution and any part thereof may be amended by a special resolution of the Association passed at a General Meeting of the Association convened for that purpose or for purposes including that purpose.

24 INSURANCE

- 24.1. The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- 24.2. In addition to the insurance required under this condition the Association may effect and maintain other insurances the Committee thinks fit.

25 DISSOLUTION

- 25.1. The organisation shall be dissolved in the event of a special resolution for the purpose passed at General Meeting of the Association convened for that purpose or purposes including that purpose.
- 25.2. Upon passage of resolution in accordance with the provisions of Clause 25.1 herein all assets and funds of the Association shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities, which meet the purpose of 63a of the Sales Tax Exemption & Classification Act, as a simple majority of the members at such General Meeting so convened may decide or shall be otherwise disposed of in accordance with the provisions of any undertaking.
- 25.3. So soon as may be after passage of a special resolution mentioned in Clause 25.1 herein, notification of the passage of that resolution shall be given to the Department of Sport Recreation and Racing or such other Department of the Government of New South Wales as shall be responsible from time to time for the funding and administration of the sport of junior motor cycling.

26 CUSTODY OF BOOKS, ETC.

- 26.1. The Custody of books, documents and securities of the Association shall be kept in such manner as determined by the Committee from time to time.

27 INSPECTION OF BOOKS, ETC.

- 27.1. Any member of the Association may seek inspection of books and documents of the Association by the service of a notice in writing upon the Secretary who shall arrange for such inspection as soon as practicable.

28 SERVICE OF NOTICES

- 28.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or email to the member at the member's address shown in the register of members.
- 28.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document or as an attachment to an email, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

29 SURPLUS PROPERTY

- 29.1 At a general meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to Section 65(2) of the Act in the event of the winding-up or the cancellation of the incorporation of the Association.
- 29.2 The incorporated Association so nominated shall be one which fulfils the requirements specified in Section 65 (3) of the Act.

30 PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

- 30.1. A member of the Management Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Management Committee, except –
- [a] Repayment of out-of-pocket expenses;
 - [b] Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
 - [c] Reasonable and proper rent for premises let to the Association.
 - [d] For services rendered from time to time and not on an ongoing basis.
 - [e] Payment for services above the quantity listed in schedule 1 may only be as a result of a competitive tender process resulting in at least three quotes one of which may be the Associations member's

31 BY-LAWS

- 31.1 The Management Committee shall have the power from time to time to make any by-laws which the Management Committee considered in its absolute discretion to be in the best interests of the Association SUBJECT TO THE

- PROVISO that at the first General Meeting taking place after the passage of any such by-laws made by the Management Committee shall be put to the members for ratification. The members of the Association may overturn any such by-laws, or amend same, or confirm same as the meeting so decides.
- 31.2 Where there is any inconsistency between this Constitution and the By-Laws and Policies or Procedures of the Association the Constitution shall prevail.

Appendix 1 **Membership form**

APPENDIX 2
(Rule 17.1)

CESSNOCK MOTORCROSS CLUB INCORPORATED

I,

Being a member of the Association hereby appoint

.....

Or failing *him/*her

Of

As my proxy to vote for me on my behalf at the *Annual/*Extra-ordinary General

Meeting of the Association to be held on the day of 20 at and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour/*against/*as he/*she thinks fit in respect of the following resolutions:

Signed this day of 20

.....

*Strike out whichever is inapplicable

The rules of Cessnock Motorcross Club Inc contained herein are in accordance with Section II and contain those matters specified in Schedule I of the Associations Incorporation Act 2009.

XXXXXXXXXXXX, Public Officer

