

BRITISH MOTORCYCLE OWNERS ASSOCIATION OF MACKAY INC CONSTITUTION

1. Name

The name of the incorporated association is

British Motorcycle Owners Association of Mackay Inc (the association).

2. Objects

The objects of the association are—

- 2.1 Encourage proper restoration and preservation of the following classes of British Motorcycles-
 - (a) Veteran.
 - (b) Vintage.
 - (c) Post Vintage.
 - (d) Post War.
 - (e) Historic.
 - (f) Post Classic.

(For definitions of these classes refer to the notes at the end of this constitution)

- 2.2 Actively engage in rallies, exhibitions and other events suitable for these machines.
- 2.3 Offer the services of the club, its members and vehicles to such charitable organisations as may be decided upon from time to time.
- 2.4 Encourage the retention of the above classes of motorcycles in Queensland.
- 2.5 Extend club membership.
- 2.6 Engage in such other activities associated or allied with, all or any of the above objects, which may be intended or calculated, to promote a better and wider knowledge and understanding of motorcycles among club members and the public generally.

3. Powers of the Association are

- 3.1 To subscribe to, to become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association
- 3.2 In furtherance of the objects of the association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the association or person frequenting the association's premises.
- 3.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connexion with, any of the objects of the association,

- provided that in case the association shall take or hold any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.4 To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of power of the association, to obtain from any such Government or authority any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - 3.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purpose of the association.
 - 3.6 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or in the furtherance of the objects.
 - 3.7 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the association's intents, and to contribute to, subscribe or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carry out, alteration or control thereof.
 - 3.8 To invest and deal with the money of the association not immediately required in such manner as from time to time be thought fit.
 - 3.9 To make donations for patriotic, charitable or community purposes.
 - 3.10 To do all such other things as are incidental or conducive to the attainment of objects and the exercise of the powers of the association.

4. Classes of members

- 4.1 The membership of the association shall consist of;
 - (a) Ordinary members
 - (b) Life members
- 4.2 Ordinary member: A person must own a club eligible machine, or show an active interest in British motorcycles to qualify for membership.
 - (a) The number of ordinary members is unlimited.
- 4.3 Life membership: To qualify for life membership, the person or persons nominated must have been associated with the association for not less than ten years and have been closely associated with the activities of the association and given devoted and outstanding service to the association.
 - (a) Life membership will be considered by submission to the management executive, and duly handled from that point onwards, by the management executive, and in general will be bestowed at the annual Christmas celebration.
 - (b) Life membership will consist of cessation of all payment of fees, and retention of all privileges of membership.

5. New memberships

- 5.1 Every applicant for membership of the association shall be proposed by one member of the association and seconded by another member. The application shall be made in writing, signed by the applicant and his proposer and seconder, and shall be in such form as the management committee from time to time prescribes.
- (a) It is expected that prior to nomination the nominated member will attend at least 3 monthly meetings and participate in monthly club rides.

6. Admission of members

- 6.1 Any applicant who receives a majority of the votes of the members present at the meeting at which such application is being considered shall be accepted as a member.

7. Membership fees

- 7.1 The membership fees shall be determined by the members from time to time at each annual general meeting of the association.
- 7.2 The membership fees shall be payable at such time and in such manner as the management committee shall from time to time determine, effective as of the annual general meeting and be paid up by no later than 2 months after the annual general meeting. If the membership fee is not paid by that time the member will be deemed to be unfinancial.

8. Termination of membership

- 8.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 8.2 The resignation takes effect at:
- (a) The time the notice is received by the secretary, or
- (b) If a later time is stated in the notice, the later time.
- 8.3 The management committee may terminate a members membership if the member:
- (a) Is convicted of an indictable offence, or
- (b) Does not comply with any of the provisions of these rules, or
- (c) Has membership fees in arrears for at least 2 months, or
- (d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 8.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

9. Appeal against rejection or termination of membership

- 9.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 9.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 9.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.
- 9.4 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 9.5 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9.6 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 9.7 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 9.8 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

10. Register of members

- 10.1 The management committee must keep a register of members of the association.
- 10.2 The register must include the following particulars for each member:
 - (a) The full name of the member;
 - (b) The postal or residential address of the member;
 - (c) The date of admission as a member;
- 10.3 The register must be open for inspection by members of the association at all reasonable times.
- 10.4 A member must contact the secretary to arrange an inspection of the register.
- 10.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

11. Membership of management committee

- 11.1 The management committee of the association shall consists of a president, Vice-President, Secretary, Treasurer, Dating & Technical Officer and any other members the association members elect at an annual general meeting.
- (a) A member of the management committee must be a member of the association.
- 11.2 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 11.3 The election of officers and other members of the management committee shall take place in the following manner;
- (a) Any 2 members of the association may nominate another member (the Candidate) to serve as a member of the management committee;
- (b) The nomination must be:
- (i) In writing, and
- (ii) Signed by the candidate and the members who nominated him or her, and
- (iii) Given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
- (c) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (d) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order, and each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.
- (e) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

12. Resignation, removal or vacation of office of management committee member

- 12.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 12.2 The resignation takes effect at:
- (a) The time the notice is received by the secretary, or
- (b) If a later time is stated in the notice, the later time.
- 12.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 12.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

13. Vacancies on management committee

- 13.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 13.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 13.3 However, if the number of committee members is less than the number fixed under rule 15.11 as a quorum of the management committee, the continuing members may act only to:
 - (a) Increase the number of management committee members to the number required for a quorum, or
 - (b) Call a general meeting of the association.

14. Functions of management committee

- 14.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 14.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.
- 14.3 The management committee may exercise the powers of the association to invest in a way the members of the association may from time to time decide.

15. Meetings of management committee

- 15.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 15.2 The management committee must meet at least once every 4 months to exercise its functions.
- 15.3 The management committee must decide how a meeting is to be called.
- 15.4 Notice of a meeting is to be given in the way decided by the management committee.
- 15.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 15.6 A committee member who participates in the meeting as mentioned in sub rule (15.5) is taken to be present at the meeting.
- 15.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 15.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- 15.9 The president is to preside as chairperson at a management committee meeting.
- 15.10 If there is no president or if the president is not present within 15 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- 15.11 At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 15.12 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 15.13 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
 - (a) The meeting is to be adjourned for at least 1 day, and
 - (b) The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 15.14 If, at an adjourned meeting mentioned in sub rule (15.13), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

16. Appointment of subcommittees

- 16.1 The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 16.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 16.3 A subcommittee may elect a chairperson of its meetings.
- 16.4 If a chairperson is not elected, or if the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 16.5 A subcommittee may meet and adjourn as it considers appropriate.
- 16.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

17. Acts not affected by defects or disqualifications

- 17.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 17.2 Sub rule (17.1) applies even if the act was performed when:
 - (a) There was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee, or
 - (b) A management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

18. Resolutions of management committee without meeting

- 18.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 18.2 A resolution mentioned in sub rule (18.1) may consist of several documents in like form, each signed by 1 or more members of the committee.

19. Subsequent annual general meetings

- 19.1 Each subsequent annual general meeting must be held—
 - (a) At least once each year; and
 - (b) Within 2 months after the end date of the association's reportable financial year.
- 19.2 The following business must be conducted at each annual general meeting of the association:
 - (a) Receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) Presenting the financial statement and signed statement to the meeting for adoption;
 - (c) Electing members of the management committee;
 - (d) Appointing an auditor, an accountant or an approved person for the present financial year.

20. Special general meeting

- 20.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
 - (a) Being directed to call the meeting by the management committee, or
 - (b) Being given a written request signed by:
 - (i) At least 33% of the number of members of the management committee when the request is signed, or
 - (ii) At least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1, or
 - (c) Being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) To reject an application for membership, or
 - (ii) To terminate a person's membership.
- 20.2 A request mentioned in sub rule (21.1)(b) must state—
 - (a) Why the special general meeting is being called, and
 - (b) The business to be conducted at the meeting.
- 20.3 A special general meeting must be held within 3 months after the secretary:
 - (a) Is directed to call the meeting by the management committee, or
 - (b) Is given the written request mentioned in sub rule (21.1)(b), or
 - (c) Is given the written notice of an intention to appeal mentioned in sub rule (21.1)(c).
- 20.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

21. General meeting

- 21.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- 21.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 21.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) The meeting is to be adjourned for at least 7 days, and
 - (b) The management committee is to decide the day, time and place of the adjourned meeting.
- 21.4 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 21.5 If a meeting is adjourned under sub rule (22.4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 21.6 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 21.7 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

22. Notice of general meeting

- 22.1 The secretary shall call a general meeting of the association by giving not less than 7 days notice of the meeting to each member of the association.
- 22.2 The management committee may decide the way in which the notice must be given.
- 22.3 However, notice of the following meetings must be given in writing:
 - (a) A meeting called to hear and decide the appeal of a person against the management committee's decision:
 - (i) To reject the person's application for membership of the association, or
 - (ii) To terminate the person's membership of the association.
 - (b) A meeting called to hear and decide a proposed special resolution of the association.
- 22.4 A notice of a general meeting must state the business to be conducted at the meeting.

23. Procedure at general meeting

- 23.1 At each general meeting:
- (a) The president is to preside as chairperson, and
 - (b) If there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act, a member of the management committee shall be the chairperson of the meeting, and
 - (c) The chairperson must conduct the meeting in a proper and orderly way.
- 23.2 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 23.3 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 23.4 A member is not entitled to vote at a general meeting if the member's annual subscription is more than 2 months in arrears at the date of the meeting.
- 23.5 The method of voting is to be decided by the management committee.
- 23.6 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 23.7 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 23.8 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 23.9 The instrument appointing a proxy must:
- (a) If the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing, or
 - (b) If the appointor is a corporation:
 - (i) Be under seal, or
 - (ii) Be signed by a properly authorised officer or attorney of the corporation.
- 23.10 A proxy may be a member of the association or another person.
- 23.11 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 23.12 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 23.13 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 23.14 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

British Motorcycle Owners Association of Mackay Inc

I, _____ of _____, _____ being
a member of the association, appoint
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of
20____
and at any adjournment of the meeting

Signed this _____ day of _____ 20____ .

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
following resolutions—

[*List relevant resolutions*]

23.15 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

23.16 To ensure the accuracy of the minutes:

- (a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy, and
- (b) The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

23.17 If asked by a member of the association, the secretary must, within 28 days after the request is made:

- (a) Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place, and
- (b) Give the member copies of the minutes of the meeting.

23.18 The association may require the member to pay the reasonable costs of providing copies of the minutes.

24. By-laws

24.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

24.2 A by-law may be set aside by a vote of members at a general meeting of the association.

25. Alteration of rules

25.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

25.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

26. Common seal

- 26.1 The management committee must ensure the association has a common seal.
- 26.2 The common seal must be:
 - (a) Kept securely by the management committee, and
 - (b) Used only under the authority of the management committee.
- 26.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) The secretary, or
 - (b) Another member of the management committee, or
 - (c) Someone authorised by the management committee.

27. Funds and accounts

- 27.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 27.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 27.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 27.4 A payment by the association of \$20 or more must be made by cheque or electronic funds transfer.
- 27.5 If a payment of \$20 or more is made by cheque, the cheque must be signed by any 2 of the following:
 - (a) The president.
 - (b) The secretary.
 - (c) The treasurer.
 - (d) Any other member of the association who have been authorised by the management committee to sign cheques issued by the association.
- 27.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 27.7 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.(currently \$75)
- 27.8 All expenditure must be approved or ratified at a management committee meeting.
- 27.9 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 27.10 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

28. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

29. Financial year

The end date of the association's financial year is 30th June in each year.

30. Distribution of surplus assets to another entity

30.1 This rule applies if the association:

- (a) Is wound-up under part 10 of the Act, and
- (b) Has surplus assets.

30.2 The surplus assets must not be distributed among the members of the association.

30.3 The surplus assets must be given to another entity—

- (a) Having objects similar to the association's objects, and
- (b) The rules of which prohibit the distribution of the entity's income and assets to its members.

30.4 In this rule— **surplus assets** see section 92(3) of the Act.

31. By laws

- 31.1 General meetings of the association shall normally be held on the second Sunday of each month.
- 31.2 The annual general meeting of the association shall be the first meeting in August each year.
- 31.3 All association members shall be notified as seen fit from time to time by the management committee as to the date, time and place of the next meeting.
- 31.4 The management committee shall consist of, president, vice-president, secretary, treasurer, and dating & technical officer.
- 31.5 A sub committee consisting of as many members as may seem necessary for the satisfactory running of the association.
- 31.6 The annual membership fee shall be decided at the annual general meeting.
- 31.7 Membership fees shall fall due on the 24th August in each year.
- 31.8 Any member of the association who is desirous of selling a machine is required to give other members an opportunity to purchase the machine before it is offered to other persons. It is suggested that the machine be advertised in the association's newsletter, and/or via email and the offer be open for 30 days.

32. Definitions

- 32.1 A motorcycle shall mean any two or three wheel, self-propelled, road vehicle. These shall be divided into the following classes:
 - (a) **Veteran:** A veteran motorcycle is one constructed up to and including 31st December 1918.
 - (b) **Vintage:** A vintage motorcycle is one constructed between and including 1st January 1919 and 31st December 1930.
 - (c) **Post-Vintage:** A post-vintage motorcycle is one constructed between and including 1st January 1931 and 31st December 1945.
 - (d) **Post war:** A post war motorcycle is one constructed between and including 1st January 1945 and 31st December 1960.
 - (e) **Historic:** A historic motorcycle is one constructed between and Including 1st January 1961 and 31st December of the year 30 years prior to the current year.
 - (f) **Post classic:** Any motorcycle built in Britain to current date