



CONSTITUTION
March 2006

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PART ONE – PRELIMINARY

1. NAME

The name of this association is the AUSTRALIAN GOLDWING ASSOCIATION INCORPORATED, also known and hereafter referred to as the AGA.

2. LOGO

- 1) The official logo of the AGA shall be:



- 2) Use of the official logo of the AGA must be approved by the National Committee and shall be made uniform to comply with the standards and specifications determined by the National Committee.

- 3) The Official logo of the AGA shall not be changed without the concurrence of 75% of the members present at a meeting called for that purpose and entitled under these rules to vote, or after a motion to the annual general meeting.

3. AIMS AND OBJECTIVES

- 1) The AGA is a non profit organisation with the objective to provide an association for members who have the common bond of Honda GoldWing ownership.

- 2) The aim of the AGA is to provide a means where members can meet for companionship, social engagement, enjoyment, education, safety, recreation and the responsible pursuit of a common interest in motorcycling.

4. DEFINITIONS

- 1) In these rules, except as the context or subject matter otherwise indicates or requires:

- 2) "AGA" means the total body of members, wherever resident, as constituted by these rules.

- 3) "Chapter" means a group of members of the AGA established at any place as the National Committee may determine.

- 4) "Area Representative" means that person elected as such for the time being of a Chapter of the AGA.

- 5) "Chapter Committee" means a committee of a Chapter of the AGA, elected as provided by the rules for the conduct and affairs of a Chapter.

- 6) "General Meeting" means a general meeting of the members of the AGA or of a Chapter, properly convened in accordance with these rules.

- 7) "National Committee" means the committee elected by the members for the management and control of the AGA and its funds.

- 8) "National Administration" means the exercise of the management and control of the AGA and its funds by the National Committee.

- 9) "Secretary or Treasurer" means the person(s) holding office as such, or where no person(s) holds such office, the Public Officer of the AGA.

- 10) "The Act" means the Associations Incorporation Act, 1984.

- 11) "The Regulation" means the Association Incorporation Regulations, 1999.

5. INCOME AND PROPERTY

- 1) The income and property of the AGA shall be applied solely towards its aims and objectives, and no portion of it shall be transferred directly or indirectly in any way whatsoever to persons who are or who

have been members, or to any persons or bodies claiming through them.

2) If after winding up or dissolution of the AGA there remains any property or funds after the satisfaction of all its debts and liabilities, the property will be auctioned off to the members, with the funds from such auction and any remaining funds to be transferred to the Salvation Army.

PART TWO – MEMBERSHIP

6. MEMBERSHIP QUALIFICATIONS

1) A person is qualified to be a Full Member of the AGA if that person:

a) Holds a current motorcycle rider's license and owns or rides a Honda GoldWing motorcycle; or

b) Holds a current motorcycle rider's license owns or rides a motorcycle other than a Honda GoldWing and who demonstrates a willingness to promote the aims and objectives of the AGA.

c) Is approved for membership by the National Committee.

2) A person is qualified to be an Associate Member of the AGA if that person:

a) Is the spouse of a Full Member within the meaning of the law or any commonly accepted meaning of the word spouse or is otherwise the regular companion of a Full Member.

b) Is approved for membership by the National Committee.

3) Only one Associate Member may be associated with a Full Member at any given time.

4) A person is eligible to be a Life Member of the AGA if that person they have been elected as a Life Member in accordance with rule 7.

5) No person to whom the requirement would otherwise apply shall be denied or lose his or her eligibility for membership by reason only that he or she no longer owns a motorcycle or holds a current motorcycle rider's licence because of age, physical infirmity, or other acceptable cause provided that, in the case of a person not already a member, he or she can demonstrate a prior longstanding interest and involvement in motorcycling to the satisfaction of the National Committee.

7. LIFE MEMBERSHIP

1) Life Membership may be awarded to a member who has rendered outstanding service.

2) The criteria for this are interpreted as:

a) The person has been a member for a minimum of ten (10) consecutive years;

b) The person has provided unpaid service to the AGA well beyond that normally provided by or expected of members or of the National Committee over a significant period of time.

c) The person has demonstrated during their years of membership, a commitment above and beyond the call of duty, in helping the AGA achieve its aims and objectives.

d) The person is deemed eligible for reasons that can be otherwise substantiated.

Procedure for Nomination

3) Any two members may nominate/second another member they consider suitable for life membership. The nomination, in writing, shall be posted to the National Secretary by no later than 31st December. The nomination shall contain full details in support of the nominated member's service.

4) Following unanimous agreement on suitability of the nomination by all the members of the National Committee the item "Life Membership" (only) will be placed

on the agenda of the next annual general meeting.

5) The nomination must remain secret until the National President announces it at the annual general meeting.

6) Approval of the nomination shall be announced to members during the course of the National AGM.

7) Members present at the annual general meeting may, by majority vote of at least 75%, declare a nominated member to be a Life Member of the AGA.

8) A member granted life membership shall retain all the rights and privileges of a financial member but shall be absolved from the requirement to pay future annual subscriptions.

8. CESSATION OF MEMBERSHIP

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

- a) Resigns their membership
- b) Is expelled from the AGA
- c) Fails to pay without reasonable cause any fee, subscription, or any other amount within 2 months of its becoming due
- d) Dies

9. TRANSFER OF MEMBERSHIP ENTITLEMENTS

In the event of the death of a Full Member the Associate Member of that Full Member may:

- a) Continue to receive the benefits normally provided to a Full Member of the AGA for the period for which the Full Member had paid their fees; and
- b) At the conclusion of the period for which the Full Member had paid their fees, become a Full Member of the AGA provided that the appropriate annual membership fee is paid in each succeeding year.

c) In the event of the death of a Life Member the Associate Member of that Life Member may continue to receive the benefits normally provided to a Life Member for as long as they desire.

10. REGISTER OF MEMBERS

1) The National Secretary shall establish and maintain a register of the AGA members that must specify the name, address, membership number and joining date of each member.

2) Where the National Committee approves an application for membership, the Secretary shall notify the applicant(s) and cause the applicant(s) name to be entered in the register of members.

3) The register of members shall be kept at the residence of the National Secretary and must not be copied or used for any external purpose without written consent from the National Committee.

11. FEES AND SUBSCRIPTIONS

1) A person applying for new membership shall pay a 'joining' fee and a 'membership' fee as determined by the National Committee for either a full year/years or pro rata depending upon the joining date.

2) A person applying for renewal membership shall pay a membership fee as determined by the National Committee for either a full year or years.

3) A membership year shall be from 1st June to 31st May.

4) The National Committee shall provide full details of the fees and membership periods it determines in the By-laws of the AGA.

12. MEMBERS' LIABILITIES

The liability of a member of the AGA to contribute towards the payment of the debts and liabilities of the AGA or the costs, charges and expenses of the winding up of the AGA is limited to the amount, if any, unpaid by the member in respect of

membership of the AGA as required by rule 11.

13. MEMBER DISCIPLINE

1) Following receipt of a complaint, in writing, to the National Secretary and then where the National Committee is of the opinion that a member has persistently refused or neglected to comply with a provision or provisions of these rules the National Committee may then consider further action.

2) The National Secretary shall advise the member, in writing, by registered mail of the complaint and the nature of the complaint received concerning that member. The letter will also state the date, time and place of the meeting where the member may speak on their behalf.

3) Once the National Committee has made a decision to either expel the member or not the National Secretary shall notify the member, in writing, of the decision and informing them they now have twenty eight (28) days to appeal this decision. The appeal must be submitted, in writing, to the National Secretary within this period.

4) Upon receipt of the appeal the National Secretary shall inform the National Committee who will then convene a special general meeting. At the special general meeting no business other than the appeal shall be transacted and the members present shall vote by secret ballot on the question of whether to confirm or revoke the decision.

5) Where a person is expelled from membership of the AGA that person may not be admitted to membership of the AGA at a later time.

PART THREE – NATIONAL COMMITTEE

14. THE NATIONAL COMMITTEE

1) The National Committee shall supervise and be responsible for the making of by-laws, the direction, the funds and the overall management of the AGA. All records, books and accounts are

available to any member upon written request.

2) The National Committee shall consist of the:

- a) National President
- b) National Vice President
- c) National Secretary
- d) National Treasurer
- e) National Promotions Officer
- f) Three National Committee Members

3) The National Committee shall be elected at an Annual General Meeting in accordance with the rules.

4) The out going National President may not stand for any position of office on the National Committee for a period of one year.

5) Each National Committee member shall hold office until the declaration is made at an Annual General Meeting that all positions are vacant.

6) The National Committee reserves the right to perform its duties and responsibilities as it may deem necessary or expedient from time to time, and by formal agreement it may delegate authority to any person, committee or third party but only in such case as to fulfil the aims and objectives and protect the integrity of the AGA.

7) The National Committee shall meet at least three times in each twelve month term of office.

8) Four National Committee members shall constitute a quorum, one of whom must be either the National President or National Vice President and National Secretary.

15. OFFICE BEARERS

1) The National President shall:

- a) Be the Executive Officer.
 - b) Preside at all National Committee Meetings.
 - c) In the event of the absence of the National Secretary, the President may appoint a member of the National Committee to perform the duties of that office until such time as the National Committee may declare a vacancy therein.
 - d) Be an ex official member of all committees.
 - e) Have the power to call National Committee meetings and to make a full report on the actions being taken within the AGA.
 - f) Be a Full Member who owns and rides a Honda Goldwing motorcycle
- 2) The National Vice President shall:
- a) In the event of the absence of the President, perform all the duties of that office until such time as the National Committee may declare a vacancy therein.
 - b) Act as a liaison between National Committee and the Area Representatives.
 - c) Act at the direction of the President.
 - d) Assist any National Committee member, as the need exists.
 - e) Be a Full Member who owns and rides a Honda Goldwing motorcycle
- 3) The National Secretary shall:
- a) Attend all National Committee Meetings and keep accurate records of all business transactions at such meetings.
 - b) Give adequate notice to all members in advance of each Annual General Meeting or Special Meeting, and make a full report at such meetings.
 - c) Ensure the minutes from any National Committee meeting are promulgated to all National Committee members within 28 days from the date of the meeting, and ensure the minutes from any Annual General Meeting are promulgated to all National Committee members and the Public Officer within 28 days from the date of the meeting.
 - d) Attend to all correspondence.
 - e) Be a Full Member who owns and rides a Honda Goldwing motorcycle or be an Associate Member of a Full Member who owns and rides a Honda Goldwing motorcycle or a Life Member of the AGA.
- 4) The National Treasurer shall:
- a) Be the custodian of all funds, depositing same in the name of the AGA in such financial institution as may be designated by the National Committee.
 - b) Keep an accurate record of all receipts and disbursements.
 - c) Be a signatory on all cheques accounts managed by the National Committee.
 - d) Pay the standard recurrent bills, including expenses incurred in publishing and distributing the 'Wings' magazine, the "Membership Directory" and promotional pamphlets.
 - e) Pay for all standard consumable supplies.
 - f) Purchase capital equipment after receiving proper authorisation from the National Committee.
 - g) Limit any unauthorised single expense to a maximum of \$100.00
 - h) Seek proper authorisation from the National Committee for any expense exceeding \$100.00, for which valid receipts must be submitted with an explanation of the expense.

i) Be a Full Member who owns and rides a Honda Goldwing motorcycle or be an Associate Member of a Full Member who owns and rides a Honda Goldwing motorcycle or a Life Member of the AGA.

5) The National Promotions Officer shall:

a) Be responsible for advertising, media relations, releases and promotions endorsed by the National Committee.

b) Advise members and other organisations of the AGA activities and promotions.

c) Be solely responsible for all media representatives.

d) Be responsible for merchandise and memorabilia.

e) Be responsible for advertisers in 'Wings' magazine. Once an advertiser commits, the National Promotions Officer shall pass the advertisers needs on to the editor of 'Wings' to enable the smooth transition from request to finished product. Proofs for advertisers must be signed off and payment remitted before production commences.

f) Be a Full Member who owns and rides a Honda Goldwing motorcycle or be an Associate Member of a Full Member who owns and rides a Honda Goldwing motorcycle or a Life Member of the AGA

6) The National Committee Members shall either be a Full Member who owns and rides a Honda Goldwing motorcycle or be an Associate Member of a Full Member who owns and rides a Honda Goldwing motorcycle or a Life Member of the AGA.

PART FOUR – COMMITTEES

16. CHAPTERS

1) There shall be a Chapter Committee for each chapter, either formal or informal

by consensus of chapter members, which is subject to these rules and the direction of the National Committee.

2) Each Chapter Committee shall consist of an Area Representative and a Secretary/Treasurer, each of whom shall be elected, either formally or informally, at the annual general meeting of the chapter.

3) Each Chapter Committee member shall hold office until the declaration is made at the chapter's annual general meeting that all positions are vacant.

4) Where practical, a Chapter shall hold meetings at least six times in any given twelve month period. The Area Representative or any two other Chapter members may convene additional meetings. Any three members of a Chapter shall constitute a quorum.

17. SUB-COMMITTEES

Sub-committees may be formed formally or informally for the organisation of special events such as an annual general meeting. Such sub-committees shall be subject to these rules and the direction of the National Committee.

PART FIVE - MEETINGS

18. ANNUAL GENERAL MEETINGS

1) The Annual General Meeting of the AGA shall be convened no later than 30th April each year at a place and a time as the National Committee determines.

2) The Annual General Meeting of a Chapter shall be convened no later than 1st March each year at a place and a time as the Chapter Committee determines.

3) In addition to any other business that may be transacted, the business shall be:

a) To confirm the minutes of the previous AGM and any special general meeting held since then.

b) To receive reports from the committee(s) on the previous twelve

months activities of the AGA or of a Chapter.

c) To receive and consider the financial report of the AGA or of a Chapter for the year ended the previous 31st December.

d) To elect office bearers and committee members, as the case may be.

19. SPECIAL GENERAL MEETINGS

1) The National Committee may, whenever it thinks fit, convene a special general meeting. The National Committee must, on written requisition of at least twenty five members, convene a special general meeting.

2) A requisition from members for a special general meeting must:

a) State the purpose of the meeting.

b) Be signed by the members making the requisition.

c) Be lodged with the National Secretary.

20. NOTICE OF MEETINGS

1) Where the nature of business to be dealt with at a general meeting does not require a special resolution, the Secretary must, at least fourteen days before the meeting, post a notice to each entitled member stating the place, date, time and the nature of the business to be transacted at the meeting.

2) Where the nature of business to be dealt with at an annual or special general meeting requires a special resolution, the Secretary must, at least twenty one days before the meeting, post a notice to each entitled member stating the resolution and the intention to propose it as a special resolution.

3) No item of business is to be transacted at a general meeting of the AGA unless a quorum, consisting of not less than twenty five members with entitlement to vote, is present.

21. PROCEDURE

1) No business other than that specified in a notice convening an annual or special general meeting shall be transacted at the meeting, except in the case of an annual general meeting whereby the members present may determine that business of a general nature may be transacted.

2) A member wishing to bring any business not of a general nature before a general meeting, shall, at least twenty eight days prior to the meeting, give notice in writing to the National Secretary. This business must appear in the notice convening the next general meeting.

3) If a quorum is not present thirty minutes after the appointed time for a general meeting, the meeting shall be dissolved if convened upon the requisition of members. In any other case, the meeting will stand adjourned for not less than fourteen days to a place, date and time determined by the committee and advised to the members by notice as soon as possible.

4) If a quorum is not present thirty minutes after the appointed time for an adjourned meeting, the members present, being at least three, shall constitute a quorum.

22. VOTING AND DECISIONS

1) At a general meeting, any question or any proposal that has been seconded shall be determined by a show of hands, and unless before or upon declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has been carried, (or carried unanimously, or carried by a certain majority, or lost, or an entry is made into the minute book to that effect) is evidence of the fact without proof of the number or proportion of the votes recorded in favour or the against the resolution.

2) At a general meeting, a poll may be demanded by the chairperson or by not less than three members present at the meeting.

3) Each financial member present at a meeting is entitled to one vote only. In the

event of an equality of votes on any proposal, the chairperson may exercise a second or casting vote.

23. POSTAL VOTING

1) A member not able to attend a general meeting of the AGA shall be entitled to vote by postal vote on any matter set out in the notice convening the meeting by lodging such vote(s) on the prescribed form with the National Secretary or a nominated Returning Officer marked "Secret Ballot" not less than 7 days before the date on which the meeting is to be held.

2) The prescribed form for a postal vote at a general meeting shall be such form as shall accompany the notice of a meeting at which it is proposed to pass a resolution as a special resolution and in any other case as shall be issued to the member on request.

3) A postal vote lodged by a member on a question shall be counted in determining the question where a ballot is demanded.

24. SPECIAL RESOLUTION

A resolution of the AGA is a special resolution if it is passed by a majority, which comprises at least three quarters of the members present being entitled to vote in person or by postal vote at a general meeting of which at least twenty one days written notice has been given, specifying the intention to propose the resolution as a special resolution.

PART SIX – ELECTIONS

25. ELECTIONS

1) At each Annual General Meeting of the AGA or of a chapter:

a) After all the business relating to the current committee has been dealt with, the presiding member shall declare all positions vacant.

b) Upon such declaration, the members present shall appoint one of

their number to conduct the election, as provided by these rules. If a ballot is required, two scrutineers must be appointed to count the votes.

c) Following election of all office bearers, the new President or Area Representative shall assume the chair and continue on with the business of the meeting.

2) Nominations of candidates for election as National Committee Members shall be:

a) Submitted in writing, signed by two members and accompanied by consent of the candidate.

b) Delivered to the National Secretary by the date set by the National Committee, which shall be not less than twenty eight days before the Annual General Meeting.

3) Nominations of candidates for election as Chapter Committee Members shall be made at the chapter's annual general meeting at a time set aside for the election.

4) If a member is nominated for more than one position on the National Committee, the Secretary shall advise that member, who must then decide to accept nomination for those positions or for one position only.

5) If insufficient written nominations are received to fill all vacancies on the National Committee, the candidates nominated will automatically be elected, subject to these rules, and further nominations can be called for at the Annual General Meeting.

6) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.

7) In the event of a casual vacancy within the National Committee or Chapter, the National Committee or Chapter Committee may appoint a member of the AGA to fill such vacancy and the member so appointed shall, subject to these rules, hold office until the time of the declaration that all positions on the committee are now vacant made at the Annual General Meeting

or Chapter Meeting of the AGA next following the date of the appointment.

8) If the number of nominations received for any committee position exceeds the number of available vacancies, a ballot must be held.

PART SEVEN – MISCELLANEOUS

26. INSURANCE

The AGA must effect and maintain public liability insurance.

27. FUNDS

1) The funds of the AGA are to be derived from membership fees, subscription fees, donations, provision of advertising in 'Wings' magazine, sale of merchandise and memorabilia, and, subject to any resolution passed by members at a general meeting, such other sources as the National Committee may determine.

2) All money received must be deposited as soon as practicable and without deduction into the AGA's bank account.

3) The National Treasurer and one other national committee member must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

28. COMMON SEAL

1) The common seal of the AGA must be kept in the custody of the Public Officer.

2) The common seal must not be affixed to any instrument except by the authority of the National Committee, and any affixing must be attested by the signatures either of two National Committee members, or one National Committee member and the Public Officer or National Secretary.

29. PUBLIC OFFICER

1) The National Committee shall appoint a Public Officer for the AGA.

2) The position of Public Officer must not remain vacant for more than 14 days.

3) Within 14 days of a vacancy occurring, the National Committee must notify The Department of Fair Trading (or the equivalent government organisation) of the vacancy and appoint a new Public Officer.

4) The new Public Officer is also required to give notice of his or her appointment to The Department of Fair Trading (or the equivalent government organisation) within 14 days of the appointment.

5) The Registry's Form 9 (or equivalent) Notice of Vacancy / Appointment / Change of Address in the Office of Public Officer (or any equivalent form that supersedes it), is sufficient to provide notice of a vacancy and subsequent appointment of a Public Officer.

6) The Public Officer shall be deemed to have vacated the office if the Public Officer:

- a) Resigns
- b) Ceases to be a financial member of the AGA
- c) Dies
- d) Is removed from office by way of a resolution passed at a meeting of the National Committee of the AGA,
- e) Becomes bankrupt
- f) Becomes mentally ill
- g) Ceases to be a resident of New South Wales

7) Upon vacating the position, the former Public Officer must pass on all information held on behalf of the AGA to their successor.

30. BY-LAWS

1) The National Committee shall have the power to make such by-laws as may be deemed necessary for the proper advancement, management and administration of the AGA. Such by-laws must be consistent with these rules.

2) A by-law may not be both proposed and adopted at the same Committee meeting of the National Committee.

3) By-laws made under this rule shall be binding on the AGA and all members.

4) All proposed by-laws shall be notified in the *'Wings'* magazine in either full or summary format. The notification of the proposed by-law must include the date of the National Committee meeting at which the adoption of the proposed by-law will be considered, and the closing date for the acceptance of comments in relation to the proposed by-law. Where the proposed by-law is advised in summary format the notification shall indicate that full details of the proposed by-law are available from the National Secretary upon request.

31. ALTERATION OF RULES AND BY-LAWS

1) These rules may only be altered, rescinded, or added to by a special resolution of the members of the AGA gathered in general meeting.

2) A by-law may be amended or rescinded:

a) With the concurrence of National Committee at a properly constituted Committee meeting of the National Committee.

b) By a vote of members following a resolution at a general meeting of the AGA.

3) Where an amendment to a by-law will be considered at a National Committee meeting the details of the amendment shall be notified in the *'Wings'* magazine in either full or summary format. The notification of the amendment of a by-law must include the date of the National Committee meeting at which the adoption of the amendment will be considered, and the closing date for the acceptance of comments in relation to the amendment of the by-law. Where the amendment to a by-law is advised in summary format the notification shall indicate that full details of the amendment are available from the National Secretary upon request.

32. HISTORIC VEHICLES SCHEME

The AGA shall, if the National Committee deems appropriate, establish and administer a historic vehicle interest group to operate under the sponsorship of the AGA and strictly in accordance with the rules, regulations and policies produced by the Roads and Traffic Authority (RTA) of NSW (or any other government body that replaces it).

33. ALTERATION OF AIMS

The aims of the AGA may only be altered, rescinded, or added to by a special resolution of the members of the AGA gathered in a general meeting.

34. PREVIOUS CONSTITUTIONS

Any constitution adopted before the date of adoption of this constitution is replaced.